

# **Armatage Neighborhood Association Bylaws**

## **I. Purpose**

The Armatage Neighborhood Association, hereafter referred to as the "Organization," is not operated for profit. The Organization is organized under Minnesota statutes Chapter 317A and elects to also be governed by the statutory provisions governing "neighborhood organizations" as described in Minn. Stat. 317A.435. The Organization operates for the nonprofit purposes specifically described in the Articles of Incorporation. All changes to the Organization's purpose are governed by changes to that document.

The purpose of the ANA shall be to:

- Consider and act upon issues which affect the livability and quality of the neighborhood;
- Provide an open process by which members may involve themselves in neighborhood affairs;
- Take positions in matters of civic interest and promote those positions in communications;
- Inform residents of events or plans affecting the neighborhood; and
- Establish and maintain open communication with other organizations, such as district coalitions, educational institutions, other neighborhood associations, and city, county and state government agencies.

## **II. Mission Statement**

The purpose of the ANA shall be to protect and promote Armatage neighborhood interests and the health, safety, and general welfare of residents within the organization's geographic jurisdiction in a non-partisan, educational, and cooperative manner. ANA is organized within the context of the State Non-profit Law, specifically 317A.435, Subd.4(c).

## **III. Boundaries**

The Organization is recognized by the City of Minneapolis as a neighborhood organization serving a defined area. The area of the neighborhood, for the purposes of membership and these bylaws, is defined as:

The Armatage neighborhood boundaries are set by the City of Minneapolis, and currently are:

- West side of Logan Avenue and west of property line of 1825 W 59th St and 1900 W 60th Street
- South side of 54th Street

- East side of Xerxes Avenue
- North side of Highway 62

The area is depicted in the boundary map below.



## IV. Membership

The eligibility, rights, and obligations of members of the Organization will be determined by the Board of Directors through amendment of these Bylaws.

### A. Eligibility for Membership

Any individual who is at least 18 years old and meets any one of the following criteria is a member of the Organization:

1. A resident in the neighborhood; or,
2. An owner or business lessee of real estate property in the neighborhood; or,
3. The designated representative of a nonprofit, educational organization or governmental organization located within the neighborhood boundaries as defined above.

Resident members may use any document of any kind showing the members full name and an address inside the neighborhood; or another member may vouch for one new resident member's eligibility.

Business / property owner or lessee members may use documentation showing real estate ownership and the name of the entity paying property tax at that address, or a copy of the business lease at that address.

Organizational representative members may document their representative status with an official letter from the organization designating the representative by name.

### B. Member Dues / Fees

The organization does not charge dues. Voluntary donations to support the Organization and its activities are encouraged.

## **C. Rights of Members**

The Board governs and voting members have limited voting rights. Members are encouraged to attend meetings, participate in discussions, and ask questions. Each voting member is eligible to cast one vote at the annual meeting of the voting membership as well as one vote in any periodic vote involving the voting membership as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is *not* permitted.

## **D. Members Not Financially Obligated**

No member will be personally responsible for any financial obligation of the Organization.

## **E. Membership Duration**

Once an Organization Member, Membership will continue in perpetuity as long as the member remains eligible.

## **F. Membership Non-transferable**

Membership in the Organization may not be assigned or transferred in any way.

## **G. Membership Termination**

All member rights, privileges, and benefits will cease in the event of death or an individual no longer meets the eligibility requirements detailed in Section IV A.

## **H. Member Grievance Procedure**

Any voting member may file a formal grievance with the Organization. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in the Organization's Grievance Policy and Procedure a copy of which is available on the organization's website.

## **I. Member Meetings**

- 1. Record Date and Membership Roster.** As required by state law, the record date for determining who are the voting members of the Organization at the time of a voting members meeting will be the day of the meeting. Meaning, eligibility to vote may be determined on the day of any meeting where a member vote will occur, and pre-registration is not required to participate.
- 2. Notice to Members.** As required by state law and Minneapolis grant funding requirements, written notice, including the date, time, and place of the meeting, will be provided at least 21 calendar days in advance of a member meeting. Notice will not be provided more than 30 calendar days in advance of a member meeting. Notice may be provided through any reasonable method designed to give notice to every member with voting rights.

- 3. Regular Member Meetings.** Organization, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.
- 4. Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of the Organization at the meeting and an election to fill open board seats.
- 5. Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or by a petition signed by 50 individual voting members as required by state law. A member petition to call a special meeting must describe the purpose for the meeting and must document the eligibility of all 50 member signatures. The Board will publish a meeting notice for all special meetings. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
- 6. Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Organization will implement reasonable measures to:
  - a.** Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
  - b.** The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
  - c.** Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.
- 7. Quorum.** A quorum of 50% plus one of seated Board Directors is required to conduct business and vote. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
- 8. Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
  - Election of Directors
- 9. Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. The Organization is not obligated to follow Robert's Rules of Order.

- 10. Meeting Decorum.** The Organization will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Board President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.
- 11. Member Action Without a Meeting.** Member actions without a meeting are not permitted.

## **V. Board of Directors (Governing Body)**

### **A. Board Governing Powers**

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and, the duty of obedience) to the nonprofit organization in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the Organization, including but not limited to the following:

- 1.** Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Organization.
- 2.** Appointment and removal of Board Directors & Officers.
- 3.** Oversee the affairs and activities of the Organization and set policies and procedures.
- 4.** Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
- 5.** Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
- 6.** Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
- 7.** Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
- 8.** Uphold the Bylaws, Policies and Procedures of the Organization.
- 9.** Participate in at least one Committee of the Organization.

- 10.** The Board of Directors may engage in acts that are in the best interests of the Organization and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of the Organization.

## **B. Board Compensation**

All members of the Board of Directors will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

## **C. Board Number and Qualification**

The Organization's Board of Directors must be composed of not less than 11 individuals.

All Directors must be over the age of 18. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

## **D. Board Service Eligibility**

All Directors are elected from the pool of voting members.

The number of board seats that may be filled by owner or business lessees or, designated representative of a nonprofit, educational organization or governmental organization in the neighborhood is 3.

## **E. Board Terms**

Upon election, all Directors shall serve a 2-year term unless a Director is filling a midterm vacancy. The Organization will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. A Director may be re-elected or re-appointed without limitation on the number of terms they may serve. Terms may be other than two years depending on when the annual meeting is scheduled.

## **Annual Meeting Election Process**

The election process will be fair and open.

- 1. Candidate Search.** The Board will publish a call for candidates in the notice of the meeting. The Board will strive to recruit a number of candidates that meets or exceeds the number of vacant seats. Candidates may be identified up through and including the day of the annual meeting. The Board will not endorse candidates.
- 2. Nominations Committee.** In the event a nominating committee is formed, it's chartered purpose must be limited to coordination of the process. Any review of candidate applications is limited to determining eligibility for service.

- 3. Elections.** Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates, including any nominations from the floor (offered with consent of the nominee). Those candidates receiving the highest number of votes will be elected.
- 4. Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. In the event a successful candidate is deemed ineligible, the candidate with the next highest votes will be seated instead.

## **F. Board Member Resignation**

A Director may resign at any time by giving written notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date and will serve out the remainder of the resigning Director's term. If fewer Directors will remain after the resignation than is mandated as the minimum required by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of Directors is maintained.

## **G. Board Member Termination or Removal**

Any Director may be removed at any time with or without cause, by an affirmative vote of at least two-thirds majority of all the remaining Directors. The matter of removal is a personnel matter and may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created and serve out the remainder of that term. In that case the Board will publish a call for applications, and it will vote to appoint an interim Director who will serve out the remainder of that term.

## **H. Board Vacancies**

Vacancies in the Board of Directors are filled after a published call for applications by a vote of the majority of the remaining Directors at a properly called meeting. The interim Director appointed will fulfil the remainder of the term for that seat.

## **I. Regular Board Meetings**

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements. Board meetings may but need not coincide with member meetings.

## **J. Special or Emergency Board Meetings**

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

## **K. Board Meeting Notices**

All written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

## **L. Board Meeting Quorum**

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

## **M. Board Action / Voting**

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Abstaining from votes is permitted. Board members with a conflict of interest will recuse themselves from all discussion and from the vote in accordance with the Organization's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the Organization and must be carried out.

## **N. Open Meetings**

The Organization is a private nonprofit organization and is not subject to open meetings law and government data practices. However, to comply with Minneapolis grant requirements, the Organization will generally hold all of its meetings open to the public, except when a closed session is required for consideration of legal issues, personnel issues, etc. The public version of meeting minutes from a closed session will indicate that the board went into a closed session. The Organization will maintain a record of any business decision made in a closed session but may limit access to the record to those with a legal right to be in the meeting.

## **O. Meeting Procedures**

All questions of order with respect to any meeting or action of the Organization, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or the committee Chair which allows for making motions and voting on business matters. The Organization is not, however, obligated to utilize Robert's Rules of Order. Meeting minutes must be produced to create a corporate record of reports and decisions made at meetings.

## **P. Meeting Decorum**

The Organization follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors



reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another Officer may act in the President's place if required.

### **Q. Board Meetings by Remote Participation**

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

### **R. Board Written Action Without a Meeting**

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was. For example, a known email address, phone number, certified e-signature program, etc.).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

## **VI. Officers**

### **A. Election of Board Officers**

Board Officers must first also be on the Board of Directors. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors with half of the Officers up for election each year so terms are staggered.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

## **B. Terms**

All Board Officers will serve a 2-year term that coincides with a portion of their term as Director. Officers may serve no more than 3 consecutive terms in the same office. There is no limit on the number of terms an individual can serve as a Board member. In the event an Officer completes a full three terms, and if no other candidate has stepped forward to replace said Officer, the board may, if the Officer agrees, vote to extend the Officer to another 1-year term upon 3/4 Board approval (9 members of a full Board). Term extensions may continue on a 1-year term basis, or until a replacement Officer is found.

## **C. Resignation**

An Officer may resign by giving written notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice.

## **D. Removal**

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

## **E. Board Officers & Duties**

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

- 1. President.** The President convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the following order: Vice President (if any), Secretary, Treasurer. The President is a board member with voting rights and will vote at meetings. The President shall also represent the position of the Board and the interests of the Organization and serve as spokesperson and public contact.
- 2. Secretary.** The Secretary is responsible for assuring: 1) the organizational records of board actions are documented through meeting minutes; 2) that meeting notices and agendas are distributed in a timely manner; 3) that records are published as necessary to the members; and, generally that organizational records are maintained.
- 3. Treasurer.** The Treasurer is responsible for assuring: 1) financial records and accounts are kept in a manner that meets state law, IRS and GAAP standards; 2) that the board is informed at least quarterly on the Organization's financial position and budget-to-actual status; and 3) public facing financial data is provided and tax filings are completed in a timely manner.

- 4. Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed. The Vice President will also serve as the Equal Employment Opportunity Manager for the Organization.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws. All Officers are to participate in the Executive/Policy and Finance Committee.

## **VII. Committees & Task Forces**

### **A. Authority**

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. At least one member of the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

### **B. Committees**

Committees may be standing or have an expiration date. Committees are formed by resolution adopted by a majority of the Board (for example, Finance Committee; Communications Committee; Governance Committee; Engagement Committee, etc.). Committees are formed under a detailed charter describing their purpose and duties.

### **C. Committee Oversight**

The purpose and effectiveness of committees shall be reviewed at least annually by the Board. Committees serve at the pleasure of the Board and their charge may be amended or discontinued at any time. Chairs of committees may be removed, with or without cause, by two-thirds vote of the Board. No committee chair may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

### **D. Task Forces**

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

## **E. Executive Committee**

The Board of Directors may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. This committee is at all times subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise contractors. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

## **F. Meetings**

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting. Proxy voting is not permitted. Every committee or task force will create minutes or reports of its meetings for Board review including dates, roll call information and decisions made (if any are authorized).

# **VIII. Employees, & Independent Contractors**

## **A. Designation**

The Board of Directors may hire an Employee or Independent Contractor to act as the administrative agent to administer the affairs of the Organization and implement the policies and decisions of the Board of Directors. The Employee or Independent Contractor has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Employee or Independent Contractor. The Board collectively supervises the Employee or Independent Contractor and will review their performance annually. The Employee or Independent Contractor may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Employee or Independent Contractor may not serve as a voting member of the Board of Directors.

## **B. Compensation**

The Organization may pay compensation to the Employees or Independent Contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

## **C. Checks, Drafts, Petty Cash Fund**

The Employee or Independent Contractor may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the Organization. They may also be

authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

#### **D. Volunteers**

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Organization may maintain insurance policies to cover those serving as volunteers.

### **IX. Management Provisions**

#### **A. Diversity, Equity & Inclusion**

##### **1. Non-Discrimination**

The Organization will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, citizenship status, sexual orientation, gender expression, disability, marital status, income, political affiliation, or any other legally protected class in its policies, recommendations, programs, or actions.

##### **2. Equal Opportunity**

The Organization will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

##### **3. Diversity, Equity & Inclusion**

The Organization will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

#### **B. Financial Year**

The accounting year of the Organization begins on January 1 and ends on December 31.

#### **C. Annual Budget & Financial Information**

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Organization's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

## **D. Accounts**

- 1.** The Organization will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Organization.
- 2.** Any Officer of the Organization or the Employee/Independent Contractor may be authorized by board resolution to act as signatories on the Organization's financial accounts. The Organization will at all times have at least two signatories on every bank account or financial account.
- 3.** All money raised in the Organization's name must be deposited in organizational accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

## **E. Registered Office**

The registered office of the Organization is the place designated in the Articles of Incorporation as the registered office. The Organization may change its registered office in accordance with state law. The corporate records are stored at the registered office or in an electronic file storage system.

## **F. Other Offices**

The Organization may maintain offices or places of business other than the registered office and mailing address on file with its home state.

## **G. Records**

The Organization will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

In the spirit of nonprofit transparency and accountability, the organization will publish copies of reviewed and approved meeting minutes and its annual financial reports or IRS form 990s online to its public website or other social media platform.

## **H. Inspection**

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the Organization.

Upon request the Organization will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

## **I. Ownership of Intangible Assets**

From time-to-time accounts will be established on behalf of the Organization for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Organization and should be opened in the name of the Organization whenever possible. If ownership cannot be established in the name of the Organization, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Organization's designee to preserve right of access to these assets and accounts.

## **J. Legal Instruments**

All contracts, agreements, and other legal instruments executed by the Organization must be issued in the name of the Organization, not the individual name of a Director or Officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Board President). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

## **K. Loans**

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the Organization must comply with state laws governing nonprofits.

## **L. Periodic Reviews**

Periodic reviews are conducted to ensure the Organization operates in a manner consistent with its charitable purposes; that it files all required paperwork; and, does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

- 1.** Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
- 2.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
- 3.** Whether the Organization is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.

4. Whether the Organization is compliant with state and federal fundraising regulations and industry best practices.

### **M. Affiliations**

The Organization may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

### **N. Policies and Procedures**

In compliance with the City of Minneapolis grant funding requirements the Board will adopt the following policies and procedures (and review them on a regular basis):

- Financial and internal controls policies
- Conflicts of interest
- Personnel policies and procedures (i.e. an employee handbook or contractor handbook)
- Equal opportunity employment / affirmative action policy
- ADA policy and procedure
- Language access policy
- Audit policy
- Equitable engagement plan
- Board development & training policy
- Member grievance policy

The Board of Directors may also establish policies and procedures to follow best practices or regulations in the nonprofit sector:

- Records retention policy
- Expense reimbursement policy
- Gift acceptance policy
- Volunteer management
- Donor privacy policy
- Regarding other topics as reasonable and necessary

### **X. Amending the Articles of Incorporation and Bylaws**

The Organization has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting. The Board shall give 21-day notice and hold a public comment period before voting to amend the Bylaws.

Amendments may also be proposed by a petition of at least 25 members. Any petition for amendment must state the text of the amendment and contain the signatures of 25 eligible members. Petitions received will be voted on at a regularly scheduled board meeting not to exceed 120 days from receipt of the petition. The Board will publish the proposed amendment



online in advance of the meeting. A petitioned amendment may be approved by a two-thirds vote of the active Directors in a roll-call vote.

**Certification**

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Organization by a majority vote.

\_\_\_\_\_  
Secretary

\_\_\_\_\_  
Date