Memorandum

To: Policy Board Members and Alternates

From: Robert D. Miller, Director

Date: July 20, 2004

Subject: Report of the By-laws Task Force

Ken Kelash, Chair of the By-Laws Task Force has submitted the attached By-Laws for approval by the Policy Board. The proposed By-Laws received their final review at the meeting of the By-laws Task Force on Thursday, July 15 and have been reviewed by NRP's legal counsel.

The proposed changes from the By-Laws adopted by the Board on April 22, 2002 are noted in the document.

Mr. Kelash will not be attending the Policy Board meeting and has asked Mr. Jeff Strand to present the report of the Task Force for action.

As Adopted by the Policy Board
On February 8, 1993,
~~And~~ Revised on April 22, 2002,
And Revised on _____

BYLAWS

of the

MINNEAPOLIS NEIGHBORHOOD REVITALIZATION PROGRAM POLICY BOARD

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BYLAWS

OF THE

MINNEAPOLIS NEIGHBORHOOD REVITALIZATION PROGRAM POLICY BOARD

Preamble

In order to improve the quality of life and livability in the City of Minneapolis by revitalizing its neighborhoods, the Policy Board of the Minneapolis Neighborhood Revitalization Program enacts the following bylaws.

Article I

Name, Purpose, Authorization and Establishment

Section 1 **Name**

The name of the organization is the Minneapolis Neighborhood Revitalization Program Policy Board, hereinafter called the "Board".

Section 2 **Purpose**

The purpose of the Board is to review, modify and approve for final action Neighborhood Action Plans prepared for the Neighborhood Revitalization Program, hereinafter called the "Program"; to provided a forum for the coordination of governmental and private efforts in the development and implementation of Neighborhood Action Plans; and to ensure an open process and promote citizen participation in all aspects of the "Program".

Section 3 **Authorization**

The Program and Board are authorized by Minnesota Statutes 1990, Sections 469.1831 and 471.59.

Section 4 **Establishment**

Subdivision a: The Board is established by Chapter 419, Title 16 of the Minneapolis Code of Ordinances as required by Section 419.60 of the Minneapolis Code of Ordinances and by Resolutions of the Mayor and City Council of the City of Minneapolis, the Board of Commissioners of Hennepin County, the Board of Directors of Minneapolis Special School District No. 1, the Commissioners of the Minneapolis Park and Recreation Board and the Trustees of the Minneapolis Library Board (herein, the "Participating Jurisdictions") which adopt the Neighborhood Revitalization Program Joint Powers Agreement.

Subdivision b: As authorized by the Joint Powers Agreement, the Board hereby establishes this body of governing principles and procedures as the bylaws of the Neighborhood Revitalization Program Policy Board.

Article II

Policy Board General Powers and Obligations

Section 1 General Powers

Subdivision a: The Board, in providing overall direction to the Program, shall review, modify where appropriate, and approve in whole or in part Neighborhood Action Plans. Upon approval by the Policy Board the appropriate sections of individual Neighborhood Action Plans are to be referred to Participating Jurisdictions for implementation.

Subdivision b: The Board recommends the expenditures of all funds delineated under Minnesota Statutes Section 469.1831 and Minneapolis Ordinances Chapter 419 and 421, any additional revenues received from the participating jurisdictions, and any program incomes derived from the use of NRP funds.

Subdivision c: The Board shall have the authority to establish a ~~special~~ fund or funds to accomplish programs or activities that have been included by more than one neighborhood in their Neighborhood Action Plans if such activity can be more cost effectively or efficiently accomplished on a city wide basis.

Section 2 Review

The Board shall provide oversight of planning and implementation activities and expenditures of the Program.

Section 3 Responsibilities as a Public Entity

As the advisory body to the Participating Jurisdictions the Board is responsible for the expenditures of public funds. The Board shall require that all programs, activities, expenditures, and contractual arrangements be conducted in accordance with all applicable laws and statutes.

Section 4 Conflict of Interest

The Board shall have a Conflict of Interest Policy that shall govern Board members, Program employees and neighborhood organizations that contract with NRP.

Section 5 **Financial Audits**

The Board shall have an audit of its activities and expenditures conducted annually and make the audit report available to the Participating Jurisdictions and the public. The audit shall include financial statements for the Program's fiscal year being reviewed.

Section 6 **Limited Powers of Policy Board Members**

No member of the Board shall in any way bind the Program or the Board except as permitted to do so by the Board or these bylaws.

Section 7 **Suits**

The Board shall have the authority to initiate suits. The settlement of all suits requires approval by a simple majority of all members of the Board.

Article III

Policy Board Membership

Section 1 **Membership**

The Policy Board shall consist of three (3) groups:

Subdivision a: The "Public Officials" shall be the Mayor of Minneapolis, the President of the Minneapolis City Council, the Chair of the Special School District No. 1 Board, the President of the Minneapolis Public Library Board, the President of the Minneapolis Parks and Recreation Board, three Commissioners of the Hennepin County Board, and one member each from the Minneapolis House and Senate State Legislative Delegation.

Subdivision b: The "Neighborhood Representatives" shall be ~~five (5)~~ four (4) residents of the city of Minneapolis elected in accordance with the Board's procedure for election of neighborhood representatives.

Subdivision c: The "Community Interests" shall be five (5) chief executive directors or presiding officers from organizations with a city wide area of interest such as labor, business, communities of color and philanthropic and charitable interests.

Subdivision d: Each of the above members of the "Public Officials", "Neighborhood Representatives" and "Community Interests" shall have one vote.

Subdivision e: The Director shall be a non-voting member of the Board.

Section ~~2~~3 Alternates

Subdivision a: Public Official and Community Interest members of the Board may designate in writing to the Chair an Alternate. Alternates for the Neighborhood Representatives shall be elected as prescribed in the procedures for the election of neighborhood representatives adopted by the Policy Board.

Subdivision b: Alternate members to the Board shall have no powers except in the absence of the Board member they are recognized to represent.

Subdivision c: If a neighborhood representative is not present, alternates shall be seated in the following order: 1) the alternate from the same neighborhood type; 2) the at-large alternate; and 3) alternates from the remaining neighborhood types, determined by lot.

Subdivision d: Alternates may participate in Board discussions but may not make motions or vote unless they have been seated for a member.

Section ~~3~~2 Selection and Tenure

Subdivision a: The Mayor of Minneapolis, the President of the Minneapolis City Council, the Special School District No. 1 Board Chair, the President of the Minneapolis Public Library Board, and the President of the Parks and Recreation Board shall serve as long as they hold their positions.

Subdivision b: The Hennepin County Commissioners and the two members of the Minneapolis Legislative delegation shall be selected by their respective bodies.

Subdivision c: The Neighborhood Representatives shall be elected by the residents of Minneapolis for one-year terms to begin at the first Board meeting of January, pursuant to the procedures for the election of neighborhood representatives adopted by the Board. One neighborhood representative and alternate shall be elected from each neighborhood type (Protection, Revitalization, and Redirection) and one (1) neighborhood representative and alternate shall be elected at large.

Subparagraph 1: If, subsequent to his/her election, a Neighborhood Representative (or Alternate) should move out of his/her neighborhood, but within the City of Minneapolis, s/he may complete his/her term.

Subparagraph 2: A seated Neighborhood Representative who resigns or moves outside the City of Minneapolis during his/her term shall

be replaced by his/her elected Alternate as of the next meeting after the Representative vacates his/her seat.

Subparagraph 3: If a vacancy occurs for a Neighborhood Representative seat on the Policy Board for which there is no Alternate to be elevated, the Chair of the Policy Board shall choose a Representative by lot from the remaining neighborhood representative Alternates who are available and willing to serve.

Subdivision d: The Community Interest members shall be appointed by a majority of the total membership of the Public Official and Neighborhood Representative members on the Policy Board.

Subparagraph 1: The Community Interest members of the Board shall serve as long as they hold their positions provided they shall serve no more than three (3) consecutive years.

~~**Subparagraph 2**: Community Interest members shall serve on the Board for no more than three consecutive years, unless an~~ An exception ~~is~~ may be granted by a vote of the majority of the Board members.

Subparagraph ~~3~~2: The Board may withdraw a Community Interest organization's Board membership at any time by a majority vote of the Board. A Community Interest organization may also terminate its Board participation by written notice from the organization's board of directors.

Subdivision e: It shall be the responsibility of each Board member to inform his or her Alternate in a timely fashion that s/he will not be able to attend a meeting. If a Board member or their alternate fails to attend three consecutive meetings, the Policy Board may declare that member's seat on the Policy Board vacant and may move to identify another person or organization to sit in their place.

Section 4 Compensation and Expenses

Board members shall not be entitled to compensation for attending meetings or performing other services as members of the Board, but may be reimbursed for actual expenses incurred in accordance with policies of the Board

Article IV

Policy Board Officers

Section 1 **Officers**

The Board shall have a Chair, a Vice-Chair and a Secretary

Subdivision a: The Chair shall be elected annually at the first Board meeting in February from among the Public Officials of the Board by a majority of the votes of the Board. The Chair shall have the power of general management of the business of the Board, shall preside over all meetings of the Board or delegate such responsibility to the Vice-Chair, shall carry out the duties of signatory agent for the program, and shall perform all duties as prescribed by the Board. The position shall be rotated among the representatives of the City, County and other public jurisdictions on the Board. A Chair shall serve no more than two consecutive terms.

Subdivision b: The Vice-Chair shall be elected annually at the first Board meeting in February from among the Neighborhood Representatives and the Community Interests Board members by a majority vote of the Board. The Vice-Chair shall be elected before the Secretary. The Vice-Chair shall, in event of the absence or disability of the Chair, assume all powers and duties of the Chair.

Subdivision c: The Secretary shall be elected annually at the first Board meeting in February from among either the Neighborhood Representatives or the Community Interests Board members by a majority vote of the Board. The Secretary shall sign and execute such documents as require the Secretary's signature and as may be necessary to transact the business of the Board, and shall ensure and attest that a fair record of all proceedings of the Board and its Committees has been kept in the appropriate minute book of the Board.

Subdivision d: In the event a Neighborhood Representative Board member is elected as the Vice-Chair, the Secretary shall be elected from among the Community Interest Board members, and vice versa.

Subdivision e: If an officer of the Board resigns their office or cannot (for any reason) complete their term of office, an election by the Board shall be held at the next Policy Board meeting to select a successor to fill the unexpired term from among the Board members eligible for that office.

Section 2 **Assistant Secretary**

The Assistant Secretary shall be selected by the Director. The Assistant Secretary shall be an ex-officio, non-voting member of the Board. The Assistant Secretary shall be the

recording secretary of the meetings of the Board and shall maintain the minute book of the Board.

Article V

Director of Neighborhood Revitalization Program

Section 1 **Appointment of Director**

The Board shall select, hire, and fix the compensation, terms and conditions of employment of a Director who shall report directly to the Board, shall be evaluated annually, and shall serve at its pleasure. The Director shall have responsibility for the administration of the Program.

Section 2 **Staff**

Subdivision a: The Director shall be authorized to employ and dismiss, according to the personnel policies adopted by the Policy Board, such employees as may be necessary, and to fix the compensation of all its employees, for all positions authorized in the administrative budget pursuant to Article VI, Section 2.

Subdivision b: No staff member shall bind the Program or Board except as authorized to do so by the Board or the Director.

Section 3 **Responsibilities of the Director**

Subdivision a: The Director shall be the chief executive officer of the Program and shall assure that all orders and resolutions of the Board are carried out.

Subdivision b: The Director shall be responsible for coordinating the activities of the Program, ~~assisting with~~ administering implementation of the Neighborhood Action Plans, facilitating ~~interjurisdictional~~ multijurisdictional partnerships, coordinating public relations efforts, conducting evaluations of the Program, and carrying out other activities as may be directed by the Board.

Subdivision c: The Director shall prepare and the Board shall adopt a personnel policy for all employees of the Program, and shall manage and direct all staff in accordance with this personnel policy of the Program.

Article VI

Financial Management and Administration

Section 1 **Fiscal Year**

The fiscal year of the Program shall be the calendar year.

Section 2 **Administrative Budget**

The Director shall prepare and submit to the Policy Board for its approval an annual administrative budget for the ensuing fiscal year by November 1 of each year. This budget shall show estimated expenditures needed for the administration of the Program.

Section 3 **Expenditure Request Review**

The Director shall review expenditures of Program ~~and special fund~~ monies and any funds established under Article I, Section 1, Subdivision c to ensure compliance with Neighborhood Action Plans and other actions adopted by the Board. .

Section 4 **Contracts and Expenditures**

Subdivision a: The Director may enter into purchases and other contractual agreements for amounts up to $~~25~~50,000 in accordance with the budgets and limits set by the Board. Purchases and contractual agreements greater than $~~25~~50,000 may be entered into with approval of the Policy Board.

Subdivision b: The Director's authority to contract as set forth in this Article shall include the authority to contract for services necessary to carry out the powers granted to the Board by Article IV of the Joint Powers Agreement.

Section 5 **Payment of Bills**

The Director shall ensure and provide for the payment of all bills for goods and services incurred by the Board and Program, provided such bills can be paid from the current budget authorized by the Board.

Section 6 **Contract Administration**

The Director shall initiate, perform, enforce, and administer contracts in the name of, and on behalf of, the Board to carry out the purposes expressed in these bylaws and the Joint Powers Agreement.

Section 7 **Other Revenues**

The Board may accept and seek donations, in-kind services, grants and appropriations from governmental or non-governmental sources.

Article VII

Establishment of Committees

The Board shall establish such standing or special committees as it may deem necessary and appropriate.

Section 1 **Advisory Capacity**

All Committees of the Board shall serve in an advisory capacity to the Board. Committees shall have no authority, unless explicitly given by the board, to approve or execute decisions or actions on behalf of the Board.

Section 2 **Purpose and Members of Committees**

The purpose, number of members, and selection criteria for committee officers and members of ~~all~~ committees of the Board shall be determined by the Board or its Chair at the time the new committee is established ~~by the Board~~.

Article VIII

Meetings of the Policy Board

Section 1 **Regular Meetings**

The Board shall fix the time and place for its regular meetings. The Board shall meet at such other times that it deems appropriate and necessary to conduct its business. The board shall hold a meeting at least once a year at which time officers shall be elected. The Board shall set the dates and times of its meetings for one year each year and publish public notice of all meetings of the Board.

Section 2 **Special Meetings**

Special meetings of the Board may be called by the Chair or by the Chair upon request in writing by five (5) Board members, with simultaneous notice given to the Director. Notice of special meetings shall be given at least three (3) business days in advance of the meeting day either by mail, telephone, e-mail or other personal communication method to all members of the Board. Public notice shall be posted in accordance with the open meeting law.

Section 3 **Quorum**

Any combination of Board members possessing a majority of all Board votes shall constitute a quorum for the transaction of business. Unless otherwise provided by these bylaws, a majority vote of the Board votes present at a meeting at which a quorum is present and voting shall be sufficient for approval of any action.

Section 4 **Open Meetings**

All meetings of the Board and its committees shall be subject to the Minnesota Open Meeting Law. Closure of meetings shall be permitted only to the extent authorized by law.

Section 5 **Roberts Rules of Order**

All meetings of the Policy Board and its committees shall be conducted pursuant to Roberts Rules of Order.

Article IX

Grievances

Section 1 **Neighborhood Disputes**

Subdivision a: The Program staff and/or Board will not be decision-makers within any neighborhood's grievance process. Each Program neighborhood shall be required to have a grievance and conflict resolution process.

Subdivision b: The Board may establish a procedure to address disputes and conflicts within a neighborhood. This procedure will be secondary to each neighborhood's grievance process.

Section 2 **Grievances about NRP Processes**

The Board shall have a grievance process that identifies the types of grievances that will be heard by the Board and the process that will be used to hear accepted grievances.

Article X

Amendments to Bylaws and Joint Powers Agreement

Section 1 **Amendments to Bylaws**

Any three (3) members of the Board may set forth a proposed amendment to the bylaws, in writing, to the Secretary of the Board. Written notice of the regular or special meeting to consider the amendment shall include the proposed amendment and shall be distributed to all Board members at least five (5) business days prior to the meeting. Adoption of the proposed amendment shall require a majority vote of two thirds (2/3) of all Board members present and voting.

Section 2 **Amendments to Joint Powers Agreement**

Any amendment to the bylaws which requires an amendment to the Joint Powers Agreement shall be forwarded, together with the requested amendment to the Joint Powers Agreement, to each of the Participating Jurisdictions. Until adoption of such an amendment to the Joint Powers Agreement by all Participating Jurisdictions, the amendment to the bylaws shall not be effective.

Article XI

Indemnification

The participating jurisdictions shall defend, hold harmless, and indemnify the Board, its members, the Director and employees from all claims, liabilities and judgements, including costs, expenses and attorneys fees, arising out of occurrences for which indemnification and defense would be ~~required~~ allowed under provisions of Minnesota Statutes, Section 466.07