

## **BYLAWS of BELTRAMI NEIGHBORHOOD COUNCIL**

### **ARTICLE I**

#### **NAME, PURPOSE, & MISSION**

**Section 1: Name** The name of this nonprofit organization shall be “Beltrami Neighborhood Council.” It may also be referred to as “BNC.”

**Section 2: Purpose** The purpose of this organization shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code; and to undertake charitable, educational activities in the community for its residents; and to initiate programs that will promote community development, increase communication within the community, and increase community engagement.

**Section 3: Mission** The Beltrami Neighborhood Council exists to create an inclusive community and to champion social, economic, and civic engagement in a safe environment while promoting equity and diversity for all our neighbors. We strive to do this by providing resources, sharing information, connecting neighbors, and promoting activities, while supporting and partnering with other entities that share similar values. (2020)

### **ARTICLE II**

#### **AREA**

The area of the Beltrami Neighborhood, for purposes of the Articles of Incorporation and these Bylaws, shall be defined as that part of the City of Minneapolis. It is bound on the north by Broadway Street NE, on the east by Interstate 35W, on the south by Hennepin Avenue East and on the west by Central Avenue NE and Harrison Street NE.

### **ARTICLE III**

#### **GENERAL MEMBERSHIP**

**Section 1: Requirements for General Membership** Requirements for General Membership in this organization shall be as follows:

- a. Shall be at least eighteen (18) years of age
- b. Shall live or own property in the neighborhood or work at a business or institution physically located in the neighborhood. Evidence of current address, business ownership, or employee status may be requested by the organization.

Per Minnesota State Statute, 317A.439 Subd. 6, the BNC does not keep a general membership list.

**Section 2: Limitation** Regarding those persons who work for or operate a business or institution in this neighborhood, but do not live here, only one such person per organization shall be a voting member of BNC or the Board.

There is no limit to the number of BNC general members.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

**Section 1: General Powers** The business and property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these Bylaws, and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board of Directors, for reasonable expenses incurred by the Director when they render administrative, professional, or other bona fide services to the organization in a capacity other than as Director or general member of the organization.

**Section 2: Executive Committee** The Executive Committee shall consist of the officers of the organization who will be empowered to act on behalf of the full Board of Directors to approve actions needed to keep the organization functioning to the best advantage of the membership and to fulfill the purpose of the organization. These Executive Committee actions must fall within the mission of the organization and reflect prior full Board directives. Items may include, but are not limited to; unforeseen expenditures, approval of grant submissions, approval of proposals for funds, acceptance of donations, and other necessary day to day business actions needed to further the work of the organization as needed to carry out the business and mission of the organization. All executive actions will require review by the full Board of Directors at the next regularly scheduled Board meeting.

**Section 3: Number** The Board of Directors shall consist of no more than nine (9) members.

**Section 4: Tenure** All Directors shall serve for a term of up to two years beginning with the first regular meeting after their election. If a Board member is elected to a vacant position, they will serve out the remaining portion of the two-year term until said position is up for re-election during the normal cycle. (See Article IV, Section 6)

No Director will be allowed to serve for more than three (3) consecutive full terms on the Board of Directors. If a Director has reached this term limit, prior to being able to seek another term as a Director, they will be required to leave the Board for a minimum of one (1) year before seeking another term.

**Section 5: Qualifications** Of the elected Directors, at least seven (7) shall be tenants or resident property owners: all resident candidates will live within the neighborhood boundaries. All members present at the annual election meeting in September may vote for any and all candidates nominated for the Board of Directors. Candidates may nominate themselves or be nominated from the membership or a sitting Board

Director may nominate candidates. Candidates must be physically present, or, if absent, have provided a general member-proxy with a written self-nomination.

The remaining two (2) Board of Directors may be a non-resident owner of residential property located within the Beltrami Neighborhood or a representative of a business located within the Beltrami Neighborhood.

**Section 6: Selection** Directors with terms expiring in the calendar year or positions on the Board that have been vacated shall be elected at the Beltrami Neighborhood Council annual membership meeting in September. Only members as defined by Article III attending the annual election meeting can vote for the Board of Directors.

To ensure continuity of the Board, terms of the Board of Directors will be staggered with approximately half of the Directors up for re-election in each year.

**Section 7: Vacancies** Any seat left vacant due to lack of a candidate at the annual election or due to a resignation during the service year shall be filled by majority vote of the Board of Directors after the candidate has expressed interest in the vacancies and has met with at least one member of the Executive Committee. The Board shall seek a candidate for the vacant position(s) who meets the qualifications.

**Section 8: Responsibilities** All Directors shall be required to serve on a committee, in addition to their regular Board duties. Volunteering at BNC events can meet a Director's requirements as a de facto member of the Events Committee.

**Section 9: Removal of a Director** Three (3) consecutive unexcused absences from regular Board meetings shall be cause for removal by majority vote of the Board of Directors. Any Director may be removed from office, with or without cause, by a two-thirds ( $\frac{2}{3}$ ) vote of the Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard.

**Section 10: Resignation of a Director** A Director may resign at any time by giving written notice to the Chair of the Board of Directors or BNC staff. The resignation shall take effect when it is delivered, unless the written notice states otherwise.

## **ARTICLE V**

### **GENERAL MEMBERSHIP MEETINGS**

**Section 1: Annual Meetings** There shall be at least one annual meeting of the general membership during September each calendar year, at a time and place in Beltrami Neighborhood, as set by the Board of Directors. At such time, reports of the activities of the organization shall be presented by the officers to the general members, and other membership business transacted. Board of Directors elections will be held at the September Annual Meeting.

**Section 2: Membership Meetings** The Board of Directors will hold regular meetings of the general membership at least two times per year and may include the Annual Meeting as required in Section 1.

All meetings will follow Robert's Rules of Order for procedures; including motions, resolutions, and

voting.

**Section 3: Special Meetings** Special meetings of the general membership may be called by the Chair of the Board, by one quarter (¼) of the members of the Board of Directors, or by twenty-five (25) general members.

**Section 4: Notice** Notice of any meetings of the general membership shall be in writing (including electronic written communication) to all general members, including the meeting purpose at least five (5) but not more than twenty (20) calendar days prior to the meeting. Such notice shall specify the time, place, and purpose of the meeting. Notice of the Annual Meeting shall specify that elections of Directors will occur at this meeting.

**Section 5: Quorum** A quorum for the general membership meeting shall consist of more than half of the general membership that signed in at the start of the meeting.

**Section 6: Voting** Passage of a motion or resolution shall require the vote of a majority of the general members present for the meeting unless otherwise required by law. Dissolution of the organization shall require a two-thirds (⅔) vote of the general members present. All general members are entitled to vote; no general member may vote by proxy or cumulatively.

**Section 7: Open Meetings** All general membership meetings shall be open to the public.

**Section 8: Minutes (and Financial Reports)** Minutes (and financial reports) of all meetings will be kept and available upon request.

## **ARTICLE VI**

### **MEETINGS OF THE BOARD OF DIRECTORS**

**Section 1: Regular Meeting** The Board of Directors shall hold monthly meetings. These meetings shall be held in the Beltrami Neighborhood, or at an agreed upon location, at such time and place as may be fixed by resolution of the Board.

**Section 2: Special Meetings** Special meetings may be called by the Chair or by one quarter (¼) of currently serving Directors. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone, or electronic written notice. Special meetings shall be held in the Beltrami Neighborhood, or at an agreed upon location, and notice shall include time, place, and purpose.

**Section 3: Open Meetings** All meetings of the Board of Directors shall be open to any general member of the organization and to the public. Only seated Directors shall be allowed to vote at Board meetings.

**Section 4: Notice** Written notice of regular meetings, including a written agenda shall be distributed at least two (2) days prior to the meeting to all Directors.

**Section 5: Quorum** Except as otherwise provided for by these Bylaws, A quorum for the transaction of business shall consist of more than half of current Board members. Participation in a meeting by remote communication pursuant to Article VI, Section 7 constitutes presence at a meeting. No member of the Board may send a proxy for themselves or vote by proxy. If a quorum is not present, a majority of the

Directors present may adjourn the meeting.

**Section 6: Voting** Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting. Sale or mortgage of assets shall require a two-thirds ( $\frac{2}{3}$ ) vote of Board members.

**Section 7: Remote Communication** A Board member may participate in a Board meeting by means of a conference telephone or by another means of remote communication through which that Board member and all other Board members present at the meeting may communicate with each other during the meeting. A Board member may only participate via remote communication one (1) time during a twelve (12) month period.

## **ARTICLE VII**

### **OFFICERS OF THE BOARD**

**Section 1: Officers of The Board and Their Duties** The officers of the organization shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. Only the offices of Vice-Chair and Secretary may be held by the same person if the Board so desires. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

**Section 2: Election, Term of Office, and Qualifications** The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve for one (1) year or until their successors have been elected, their resignation or removal from office.

**Section 3: Removal and Vacancies** Any officer may be removed from office at any time by a vote of two-thirds ( $\frac{2}{3}$ ) of the entire membership of the Board of Directors, with or without cause, but with due notification of such action and the right to be heard. If there is a vacancy among the officers, such vacancy shall be filled for the remainder of the term by the Board at a regular meeting or a special meeting called for that purpose.

**Section 4: Chair** The Chair shall have the duties and responsibilities of general management of the business of the organization. The Chair shall preside over or delegate such authority at all meetings of the Board of Directors. The Chair shall be the chief executive officer of the organization and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be a non-voting, ex-officio member of all committees. The Chair shall be considered "President" of the organization for the sole purpose of carrying out duties of signatory agent, and may execute documents on behalf of the organization under that title. The Chair shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

**Section 5: Vice-Chair** The Vice-Chair shall have such powers and perform such duties as may be specified in these Bylaws or prescribed by the Board of Directors or by the Chair. In the absence of the Chair, the Vice-Chair shall succeed to duties and responsibilities of the Chair. The Vice-Chair shall sign and execute such documents as may be necessary to the transaction of business by the organization.

**Section 6: Secretary** The Secretary shall record all proceedings of the meetings of the organization. The Secretary shall give proper notice of meetings to Directors. The Secretary shall sign and execute such

documents as may be necessary to the transaction of business by the organization. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

**Section 7: Treasurer** The Treasurer shall keep accurate accounts of all monies of the organization received or disbursed and shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the organization. The Treasurer shall be responsible for supervising the receipt, deposit, and disbursement of the funds of the organization in accordance with the policies established by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or by the Chair. The Treasurer shall sign and execute such documents as may be necessary to the transaction of business by the organization.

**Section 8: Responsibilities** No officer shall in any way bind the organization to do or not do any certain things unless expressly authorized to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.

## **ARTICLE VIII**

### **COMMITTEES**

**Section 1: Formation** Committees of the organization can be created and disbanded only by majority vote of the Board of Directors at a meeting of the Board. At the time that a committee is formed the Board will identify the major purpose and tasks of that committee.

**Section 2: Transparency** All committees are open to the general membership and the public in accordance with the purpose of the organization and applicable law except in those circumstances where operational committees conduct business that is subject to law governing data privacy.

**Section 3: Procedures** The Board shall appoint or approve, at its discretion, committee chairs and appoint liaisons to report to the Board, subject to the limitations described in this Article.

**Section 4: Operations** The Board shall determine committees' quorums, recording-keeping, way of conducting meetings, and the like, in accordance with the Articles of Incorporation of BNC, the Bylaws, any applicable law, and all written BNC Policies. The Board may delegate a committee the authority to act on behalf of the organization.

**Section 5: Appointment** The Board may appoint committee members and delegate to these committees such duties and responsibilities. Any eligible general member of the organization can serve on and participate in these committees, except for the Executive Committee.

**Section 6: Reports to the Board** All actions taken by a committee shall be forwarded to the Board of Directors, which shall have the right to alter, accept, or reject these actions. The Chair of each committee shall ensure that written reports are submitted to the Board at its regular monthly meeting if the committee has met since the most recent regular meeting of the Board.

## **ARTICLE IX**

## **STAFFING**

The Board of Directors shall have the power to employ and dismiss any staff persons that it deems necessary and prudent to run the day-to-day operations of the organization. At such a time that the Board should create a position it shall also prepare a description of the major duties and responsibilities associated with that position. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board of Directors unless expressly authorized by the Board to do so.

The Board of Directors has the right to meet in closed session to discuss labor management.

If the Board of Directors determines the needs of the organization would be better served through the contracting of services, it may enter into such an agreement after an appropriate bidding process. Contractors will be guided by the contract the organization has signed for the duration of the contract term as agreed to by the Board and the contractor. Once a contractor has been retained, the renewing of the contract does not require a rebidding process, provided the services completed by the contractor are deemed satisfactory to the Board.

## **ARTICLE X**

### **SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES**

**Section 1: Seal** The organization shall have no seal.

**Section 2: Books and Records** The Board of Directors shall keep a complete book of accounts and minutes of meetings of the Board and all committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

**Section 3: Audit** No audit is required per Minnesota State Statute 309.53, Subd. 3. However, BNC opts to perform an annual audit in order to maintain and improve operations. See Fiscal Policy.

**Section 4: Fiscal Year** The fiscal year of the organization shall be from June 1 to May 31.

**Section 5: Principal Office** If the Board determines that a principal office is necessary for the operations of the organization that should be located in the Beltrami Neighborhood of the City of Minneapolis, Minnesota if possible. If a location within Beltrami Neighborhood is not economically feasible or at all possible, it may be established in a location that is in close proximity to Beltrami Neighborhood as approved by the Board.

## **ARTICLE XI**

### **CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1: Contracts** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Beltrami Neighborhood Council, and such authority may be general or confined to specific instances.

**Section 2: Loans** No loans shall be contracted on behalf of the Beltrami Neighborhood Council and no

evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds ( $\frac{2}{3}$ ) majority vote of the Board.

**Section 3: Checks and Drafts** All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Beltrami Neighborhood Council shall be signed by such officer(s) or agent(s) of the organization, and in such manner as shall be determined by resolution of the Board of Directors.

**Section 4: Deposits** All funds of the organization not otherwise employed shall be deposited to the credit of the Beltrami Neighborhood Council in such banks, trust companies, other depositories or investments as the Board of Directors may select.

## **ARTICLE XII**

### **INDEMNIFICATION**

The organization, acting through its Board of Directors, or as otherwise provided in the Bylaws, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which they were or are party or is threatened to be made a party thereof by reason of the fact that they are or were an officer of the organization. Any provision in these Bylaws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

## **ARTICLE XIII**

### **AFFIRMATIVE ACTION**

No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, sexual orientation, disability, age, marital status, source of income, or criminal record where the offense is not validly related to the job, service or organization business. See EEO Policy.

## **ARTICLE XIV**

### **CONFLICT OF INTEREST**

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the Beltrami Neighborhood Council, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) of the beneficiary of any action of the Beltrami Neighborhood Council. See



Conflict of Interest Policy.

**ARTICLE XV**

**GRIEVANCES**

Any complaint or grievance against the Beltrami Neighborhood Council, or any of its activities, shall be made in writing to an officer of the organization and must then be brought to the attention of Board of Directors at the next scheduled meeting, which shall respond in writing within five (5) days of their meeting in which the grievance was discussed.

**ARTICLE XVI**

**AMENDMENTS TO BYLAWS**

These Bylaws may be amended as follows:

1. Any general member may set forth a proposed amendment by petition filed with the Secretary of the Board of Directors, or
2. The Board of Directors, with or without a membership petition, may resolve changes to these Bylaws with a two-thirds ( $\frac{2}{3}$ ) majority vote to the general membership.

Upon resolution from the Board of Directors, the general membership shall decide by vote (in accordance with Article V, Section 6) whether or not to accept the resolved changes at the next regularly scheduled membership meeting.

If any amendments made are in conflict with the Articles of Incorporation, the Articles of Incorporation supersede the Bylaws of the organization.