

BY-LAWS OF THE COLUMBIA PARK NEIGHBORHOOD ASSOCIATION

I. NAME

The name of this organization shall be the Columbia Park Neighborhood Association. It may be referred to as CPNA.

II. AREA

The CPNA shall represent and draw its membership from the Columbia Park Neighborhood as defined by the Minneapolis Planning Department. This area is generally bounded on the north by 37th Avenue NE, on the west by the Mississippi river to St. Anthony Parkway over to University Avenue, on the south by 27th Avenue NE from University Avenue NE to Central Avenue NE and the east by Central Avenue NE.

III. PURPOSE

The general purpose of CPNA shall be as follows:

- A. To develop a sense of community in the Columbia Park Neighborhood.
- B. To encourage maximum citizen participation in all decision-making processes affecting the neighborhood.
- C. To provide a mechanism for all neighborhood residents to be well informed.
- D. To facilitate neighborhood improvements.
- E. To sponsor various projects and programs as selected by the membership.

IV. MEMBERSHIP

- A. Membership shall be open to all residents, business owners and property owners of the Columbia Park Neighborhood who are 18 or older.
- B. Any person qualifying for membership shall be eligible to vote at the general meeting portion of the CPNA, which such person shall attend in person. Attendance by proxy or any means other than actual person attendance at the time of voting shall not qualify a person to vote on a matter before the CPNA.
- C. No person shall be denied membership because of age, race, religious belief, color, gender, sexual orientation, natural origin, economic status, gender identity or disability.

V. HARASSMENT

- A. The CPNA, the Board of Directors and its officers, prohibit illegal discrimination among its members. It is a violation of these by-laws as well as any applicable laws for any member to discriminate against another in word or action on the basis of race, color, sex, national origin, religious, age or physical or mental disability.
- B. The CPNA, the Board of Directors and its Officers, prohibits the use of racial or sexual epithets and stereotypes, slang words or names or any other language or actions which by their nature or effect degrade or insult a person, or any group of persons, on the basis of race, color, sex, national origin, religion, age or physical or mental impairment and sexual orientation.
- C. The CPNA, the Board of Directors and its Officers further prohibits sexual harassment, which is defined as unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature.
- D. Anyone who feels that they have been harassed in any manner described above may initiate a formal complaint with the CPNA's Grievance Committee. The Grievance Committee will follow the appropriate process as outlined in Article XII of these by-laws.
- E. All CPNA members, Board of Directors and Officers shall cooperate fully with any investigation of harassment and failure to do so shall result in disciplinary action, up to and including disqualification of membership from the association.
- F. There shall be no retaliation or adverse action for making complaint of sexual harassment. This harassment policy encourages members to confidentially raise problems within the organization, although absolute confidentiality may not be feasible.

VI. MEETINGS AND ELECTIONS

- A. **ANNUAL MEETING**

The CPNA shall hold an annual meeting in the summer of each year at such a time and place as may be designated by the Board of Directors. Notice of annual meetings shall be given in the broadest possible manner, and shall be distributed in a minimum of one week prior to such meetings. At the annual meeting, the members present shall elect new Board of Directors as provided herein and transact such other business as may come before the meeting.

B. GENERAL MEETINGS

General meetings shall be held as needed. They shall be called by the Board of Directors. The Board of Directors shall be required to call a meeting within 14 days of receiving a written request for a meeting signed by no less than 25 members who would qualify to vote at such a meeting. Notice of all general CPNA meetings shall be given in a manner, as the Board of Directors deems appropriate but not less than one week in advance.

C. QUORUM

A quorum for general meetings shall consist of a quorum of the board of director who are qualified to vote at such a meeting. A quorum for the annual meeting shall require a quorum of the board of directors, and additional members for a minimum of 15 overall attendees.

D. PROCEDURES

All meetings shall be conducted fairly and in accordance with these bylaws and with Robert's Rules of Order, Newly revised. All meetings, including subcommittees shall be open to the public. Members of the public shall be allowed and encouraged to participate. All meetings shall be held in an ADA compliant location.

VII. BOARD OF DIRECTORS

A. The day-to-day operations of the CPNA shall be governed by the Board of Directors and its Officers.

- B. 1. The Board of Directors shall consist of up to 10 members elected by a majority vote at the annual meeting. All Directors shall meet the qualification requirements for voting members of the CPNA. The CPNA Board of Directors must be composed of no less than 60% neighborhood residents.
2. The CPNA Board of Directors itself can elect new members throughout the year to serve. Such members must meet the qualifications of participation within the CPNA. For a qualified member to become a Board Director, he/she must attend a meeting at which they cannot have voting privileges. Following the first meeting, the Board may then elect to appoint the prospective member as a full voting member on the Board with a simple majority.

A. TERMS

All Directors shall be elected for one-year terms, but shall serve until their successors are elected, unless they resign or are removed.

B. REMOVAL

A Director may be removed for inability to fulfill assigned duties or for violation of any policy set within these by-laws.

1. Directors may be removed from their position upon a 2/3 majority vote of the voting members present at a general meeting of the CPNA prior to which the director or voting member subject to being removed has received not less than two weeks written notice. The director subject to removal shall be allowed to vote on the resolution of his/her removal.

2. Directors may also be removed from their position by a vote of his/her fellow directors at a meeting of the CPNA Board. The director subject to removal must receive two weeks written notice prior to the meeting at which the removal shall be considered. The director subject to removal shall be allowed to vote on the resolution of his/her removal. Removal of a director by fellow board members requires a unanimous vote other than the negative vote as may be assigned by the accused director.

C. MEETINGS

The Board of Directors shall meet monthly. The Board may elect to cancel a meeting at its discretion. Meetings shall be called by the Chair or 30% of the Board of Directors then in the office. A quorum for a meeting of the Board of Directors shall consist of 50% of the then serving members of the Board

VIII. OFFICERS

A. The officers shall consist of 2 Co-Chairpersons, the Secretary, and the Treasurer.

B. ELECTION, TERM OF OFFICE AND QUALIFICATIONS

The officers shall be elected by a majority vote of the Board of Directors from among its members at the first meeting following the yearly election of the Board of Directors. The officers shall serve for one year but shall serve until their successors are elected, unless they resign or are removed.

C. **REMOVAL AND VACANCIES**

Officers may be removed from their positions upon 2/3 majority vote of the voting members present at a general meeting or 2/3 majority vote of the Board of Directors. Vacancies will be filled for the unexpired term by majority vote of the Board of Directors.

D. **DUTIES**

1. **CO-CHAIRPERSONS (2)**

Call and conduct meetings of the Board of Directors and carry out such other duties as may be assigned or authorized by the Board of Directors. It will be the responsibility of one of the previous year's Co-Chairs or if unavailable other officers to call the first meeting of a newly elected Board of Directors.

2. **SECRETARY**

Shall take minutes of the CPNA meetings or assign someone to take minutes and keep the records of all CPNA business. Shall perform such other duties as may be assigned or authorized by the Board of Directors.

3. **TREASURER**

Shall be responsible for the financial affairs of CPNA, or supervision of bookkeeper hired to perform said duties. Shall report monthly to the Board of Directors and the general membership. Shall perform such other duties as may be assigned or authorized by the Board of Directors.

IX. CONTRACTS, LOANS, CHECKS AND DEPOSITS

A. **CONTRACTS**

The Board of Directors by majority vote may authorize any officer or officers, agent or agents, to enter into any contract or execute and delivery an instruments in the name of and on behalf of the CPNA and such authority may be general and/or confined to specific instances.

B. **LOANS**

No loans shall be contracted on behalf of the CPNA and no evidences of indebtedness shall be issued in its name unless authorized by a resolution adopted by majority vote of all the Board of Directors.

- C. **CHECKS, DRAFTS, ETC.**
All checks, drafts or orders of the payment of money, notes, or other evidence of indebtedness issued in the name of CPNA shall be signed by such officer or officers, agent or agents of the CPNA, and in such manner as shall from time to time be determined by resolution adopted by majority of all of the Board of Directors.
- D. **DEPOSITS**
All funds of the CPNA not otherwise employed shall be deposited from time to time to the credit of CPNA in such banks, trust companies, other depositories, or investments as the Board of Directors may select.
- E. **FISCAL ACCOUNTABILITY**
The Board of Directors may at its discretion engage a Certified Public Accountant or other qualified person to perform an annual audit of the CPNA.

X. COMMITTEES

- A. Committees shall be formed by action of the Board of Directors, by vote of the CPNA, or by direction of a co-chair. Committees may be either standing or temporary. Committee chairs may be selected by the CPNA or appointed by either the Board of Directors or a co-chair. Committees shall solicit membership from the Columbia Park Neighborhood. Committees shall meet at the convenience of their members. Notice shall be given to all those who express interest in being notified.

XI. GRIEVANCES

- A. A separate subcommittee will be formed to handle grievances. All grievances shall be submitted in written form to the grievance committee. A determination will be made within a month. Any grievance or conflict that cannot be resolved by the grievance committee will go to the Board of Directors for review.

In addition to the above, CPNA board and committee members and task force members must refrain from situations in which a conflict of interest would appear to exist.

At no time may a member of the CPNA, or any of its committees, task forces, or other entities, solicit or accept gratuities for their public service.

XII. CONFLICT OF INTEREST STATEMENT

A. A member who receives any direct or indirect benefit (financial or other), or who works for or serves on the Board of Directors of any organization, project, or development that is being considered by the CPNA, or any of the CPNA's task forces or committees, in Board of Directors, or membership must declare that affiliation and must abstain from voting on any related issues. A conflict of interest is deemed to exist if the 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 CPNA.

B. **DISCLOSURE PROCEDURE FOR A CONFLICT OF INTEREST**
A disclosure of conflict of interest must be made in writing to members of the CPNA Board of Directors and any associated committees or task forces. It must describe the matter requiring an action or decision and the nature of the conflict of interest. Formal disclosure is required even if the nature of the conflict is already known to others.

Only if this conflict of interest has been fully disclosed may the member address the committee or board regarding the matter, and only to the extent that other members of the community are allowed to participate. The member may not vote on the matter or participate in committee or task force or board discussion regarding the issue.

In the case where it appears that a conflict of interest may exist, the member in question shall first have opportunity to perform the above disclosure procedures. If there are any complaints regarding the alleged conflict of interest, they shall be addressed by following the approved grievance procedure in the bylaws of the CPNA.

XIII. AMENDMENTS TO BYLAWS

A. Any CPNA voting member may prepare bylaw amendments. All proposed amendments shall first be submitted to the Board of Directors who will review and make a recommendation for approval/disapproval at the next general meeting of the CPNA. Having followed the above provisions, the proposed amendments will automatically appear on the agenda of the next general CPNA meeting. Any notice for such meeting shall include a notice of bylaws changes. Amendments to the bylaws may be adopted by a majority vote of the voting members present. Notwithstanding the foregoing, if the Board of Directors shall determine that conditions require amendment of the bylaws in a manner more expeditious than that set forth above, the Board of Directors may amend the bylaws upon a majority vote of all directors, subject to the rescission of such amendment at the next general meeting of the CPNA.

Ratified on this the 20th of April in the year 2015 .

Signed in my presence _____ Date: _____
Co-Chair

Signed in my presence _____ Date: _____
Co-Chair