

## **BYLAWS OF THE JORDAN AREA COMMUNITY COUNCIL**

### **ARTICLE I**

#### **NAME, OFFICES, PURPOSE**

##### **SECTION 1: NAME**

The formal name of the organization shall be the Jordan Area Community Council, also known as JACC. The organization shall have the right to use marketing, rebranding, and naming techniques as alternate names and identification for the organization to promote the community as the Board of Directors deems necessary.

##### **SECTION 2: OFFICES**

- a. The address of the registered office of this corporation is 2410 Girard Avenue North, Door #6, Minneapolis, Minnesota, 55411.
- b. The corporation may have other offices at other places as the Board of Directors of the corporation from time to time may determine.

##### **SECTION 3: PURPOSE**

The Jordan Area Community Council (JACC) was organized to promote a greater sense of individual obligation to the area in which members reside. The mission of JACC is to organize people, knowledge, and capital for the collective empowerment of Jordan residents. The Organization serves individuals in the Jordan neighborhood of Minneapolis, which is bounded by Lowry Avenue on the north, West Broadway Avenue on the west and south, and Emerson Avenue N on the east. Program activities consist primarily of organizing block clubs to address crime issues in the neighborhood, facilitating meetings, and responding to inquiries related to housing concerns. JACC represents the Jordan Neighborhood to the City of Minneapolis for consultation purposes.

### **ARTICLE II**

#### **MEMBERSHIP AND VOTING ELIGIBILITY**

##### **SECTION 1: MEMBERSHIP QUALIFICATION**

Membership will be conferred upon individuals who live or work within the Jordan boundaries and can prove residency or employment in accordance with the requirements pursuant to Minn. Stat. 317A.441 (b) (2009).

##### **SECTION 2: VOTING ELIGIBILITY**

Members with a right to vote shall be limited to individuals who reside or work within the geographical boundaries and are at least eighteen (18) years of age who meet the requirement according to Minn. Stat. 317A.441 (2009). Youth fifteen (15) to seventeen (17) years of age may petition the Jordan Area Community Council Board of Directors to obtain voting rights, provided the eligible voting youth member does not exceed fifty percent of the existing voting membership on file.

### SECTION 3: MEMBERSHIP PRIVILEGES AND DUTIES

- a. Members may speak on the floor at all JACC general and annual meetings regarding issues discussed at such meetings.
- b. Members may make motions at all JACC general and annual meetings.
- c. Each member is entitled to one vote on each matter submitted to a vote of members during all JACC general and annual meetings.
- d. Members in good standings, as defined in Sec 4, are eligible to serve on the JACC Board of Directors.
- e. Members are eligible to serve as a chair or member of any committee appointed or organized by JACC.

### SECTION 4: MEMBERS IN GOOD STANDING

A member in good standing:

- a. meets the minimum membership qualifications,
- b. has completed an application with JACC,
- c. has attended three JACC-associated meetings within an election cycle, and
- d. has incurred no sustained grievances within 18 months.

## **ARTICLE III**

### **JACC Meetings**

#### SECTION 1: ANNUAL MEETING

The JACC Annual Meeting is held in October. Voting for Directors will be held at such time unless redirected by a majority vote of the membership in attendance. An alternative to in-person voting for annual board elections will be made available to residents as needed, for example, absentee voting via postal mail or online, etc. The general membership present at any meeting held in accordance with procedures for calling the Annual Meeting shall constitute a quorum. The date, time and location of the Annual Meeting will be determined by the Board of Directors with the purpose of summarizing the past year's activities and actions for which the Board was responsible, presentation by the Board of JACC's financial, membership and audit statements, and the election of open Board of Director seats. Appropriate awards may also be made at the Annual Meeting. Notice of Annual Meetings shall be provided by the JACC staff.

#### SECTION 2: BOARD OF DIRECTOR MEETINGS

Board meetings shall be held monthly with public notice. A quorum for board meetings shall be half of the currently seated board members plus one.

#### SECTION 3: SPECIAL MEMBERSHIP MEETINGS

Special meetings may be called by the Chair or Vice Chair or must be called when a petition signed by 25 members in good standing of JACC is presented to the secretary of the Board.

#### SECTION 4: EMERGENCY MEETINGS OF THE BOARD OF DIRECTORS

The Chair or Vice Chair may call an emergency meeting or, upon request of two seated Board Members, the Chair or Vice Chair must give notice of and call an emergency meeting. Notice of emergency meetings shall be made by the Chair or Vice Chair at least twenty-four (24) hours prior to the meeting by either mail, email, posted notices, telephone, website, blog or other appropriate means of communication. The purpose of the meeting must be specified and no business other than the stated purpose may be discussed or acted on at emergency meetings. The minutes of the meeting must describe the nature and resolution of the emergency. A vote may be taken through the means of a parallel electronic communication delivered to the Secretary and shall be given the same authority as a hand-count.

#### SECTION 5: NOTICE OF MEETINGS

As of July 1, 2022, notice of all meetings shall be made electronically via e-mail, the JACC website and/or social media outlets. Additional means of communicating are optional. The notice must include the date, time, location of the meeting, and a brief description of the agenda.

a. The Annual Meeting shall be announced with a 10-day notice using the above-mentioned electronic sources and/or by postal mail.

#### SECTION 6: PROCEDURE

Decisions at meetings will be made with discussion, consensus and, at the Chair's discretion, may require using the New Robert's Rules of Order, and in all cases will be governed by the Minnesota Open Meeting Law (Minn. Stat. 13D.01 et. al.)

#### SECTION 7: REQUIRED GENERAL MEETINGS

Including the Annual Meeting, there shall be a minimum of four general membership meetings held throughout the year.

### **ARTICLE IV**

#### **BOARD OF DIRECTORS**

##### SECTION 1: COMPOSITION

The governing body of JACC shall consist of a Board of Directors, which shall be composed of a maximum of fifteen (15) members, but not fewer than five (5). Board Members are elected at the October Annual Meeting for staggered 2-year terms. At the November meeting, recently elected Board Members are seated, and then elections are held for Board Officers.

a. If the October Board Member elections are rescheduled, the election sequence shall not be broken.

b. If board membership falls below the minimum allowed, the Board may appoint a board member per the vacancy rules in Section 8 of this Article.

c. Board Members shall serve for two years and ideally may be re-elected for up to 3 terms. No more than 25% of board members shall serve more than six years.

d. Board members in good standing shall receive a stipend of \$25 per meeting, for participating in monthly board meetings.

## SECTION 2: DUTIES

The Board of Directors shall be responsible for:

- a. Setting and approving strategic direction, policy, and plans for the organization.
- b. Setting and approving a balanced budget and approving expenditures according to policy.
- c. Staffing the organization appropriately according to the strategy and budget.
- d. Exercising their fiduciary duties by safeguarding the assets of the organization.
- e. Other duties as required to ensure the integrity, mission and operation of the organization.

## SECTION 3: AUTHORITY

The Board of Directors represents and directs JACC, and therefore its actions shall be binding on the organization.

## SECTION 4: ELECTIONS

### a. ELIGIBILITY

Every candidate for a Board Member seat must be a member in good standing, per Article II, Section 4.

### b. NOMINATIONS

The Nominations Committee's sole purpose is to review applications and check for board candidate eligibility. The committee will consist of at least three members of the Board of Directors and may include non-board members of JACC. The member of the Nominations Committee will be chosen by the Board of Directors and shall convene each year after the July Board of Directors meeting in order to research and present a slate of candidates for election at the Annual Meeting. The nominating process is defined as any member in good standing submitting a name in writing to the Nominations Committee. The consent of each candidate must be obtained before his/her/their name is placed in nomination. Nominations will be accepted by the Nominations Committee until the September Board meeting. Members wishing to run for the Board of Director are encouraged to submit their information to the Nominations Committee but are not required to go through the committee process to run for the Board. Nominations will then be closed to allow for the publication of the ballot, although nominations from the floor will be allowed at the Annual Meeting. The Nominating Committee shall notify the JACC membership of the official ballot at least five business days before the Annual Meeting.

### c. BALLOTING

If the number of candidates is equal to or less than the number of positions open on the Board, a motion is in order for election by unanimous consent. If there is more than one nominee per Board position or if unanimous consent is not achieved, the Members shall be elected by secret ballot. A simple majority of all votes cast (50% plus one vote) at the meeting shall be necessary for election of any Member. If no nominee receives a majority of the votes cast, there shall be an immediate runoff election held between the two

candidates receiving the highest number of votes cast. If the two candidates receiving the most votes receive a tie vote, a runoff shall follow immediately until a candidate is chosen.

#### SECTION 5: REMOVAL

Any Member of the Board of Directors may be removed from office with cause, provided that the following steps are taken in succession:

1. The cause must be in the form of a grievance.
2. The grievance must be submitted to the committee per Article V.
3. The grievance committee must sustain the grievance.
4. The board accepts the grievance committee's recommendation.
5. At that time, the grieved Board Member is suspended until the next membership meeting.
6. Two thirds of the total membership present at the next regularly scheduled membership meeting vote to remove the grieved director.

#### SECTION 6: FAILURE TO ATTEND

The seat of any Board Member who fails to attend three consecutive Board of Directors meetings, without satisfactory excuse to the Chair, or fails to attend five meetings within a twelve-month period, shall automatically become vacant.

#### SECTION 7: RESIGNATION

A board member wishing to resign from the board is requested to submit a letter of resignation.

#### SECTION 8: VACANCY

The Chair or two Board Members may put forward the name of a member in good standing for consideration and approval of the board to fill a vacancy on the Board of Directors. A member appointed to fill a vacancy shall serve until the next election at the Annual Meeting, when they must stand for election if they wish to continue.

### **ARTICLE V**

#### **GRIEVANCES**

##### SECTION 1: ELIGIBILITY TO GRIEVE

A member of JACC or a Resident of Jordan who reasonably believes he or she has been adversely affected by a decision or policy made by JACC may file a grievance with the Board of Directors. The grievance must contain:

- a) a plain and short statement of the facts,
- b) a statement of the grounds for the complaint, and
- c) the identity the person or persons grieved.

d) Grievances must be received by the Board of Directors within one year of the alleged decision or policy implementation the member wishes to grieve.

## SECTION 2: GRIEVANCE COMMITTEE

The committee must consist of three Board Members who are reasonably free of any conflicts of interest. The committee shall use its best efforts to be fair, impartial and to collect relevant evidence. Principles of due process will apply, including proper notice to be grieved and an adequate opportunity to respond. The committee must recommend to the Board whether to sustain or not sustain the grievance.

## SECTION 3: PROCESS

Grievances will be placed on the agenda for the next regularly scheduled Board meeting. The Board will review the validity and severity of the grievance and determine if a Grievance Committee shall be formed for further investigation. In the event a Grievance Committee is formed, the committee's findings and recommendation will be presented in writing to the Board at the next regularly scheduled board meeting for a vote of the full Board on the recommendation of the Grievance Committee. Response times may be extended to a maximum of 60 days with Board approval to accommodate holidays and schedule conflicts.

# ARTICLE VI

## BOARD OFFICERS

### SECTION 1: OFFICERS

The officers shall be Chair, Vice-Chair, Member-at-Large, Secretary, and Treasurer. No officer shall be granted any contractual rights to office, nor shall they draw a salary beyond the stipend specified in Article IV, Sec 1.d.

a. CHAIR—The Chair shall preside at all meetings of this organization, have power to appoint all necessary committees upon approval of a simple majority of the Board of Directors, define duties thereof, and perform other duties as may pertain to his/her/their office. She/he/they shall be an ex officio member of all committees except the Nominating Committee. If any office is vacated for any reason and not filled by succession, the Chair shall appoint any board member to occupy such office for the balance of the term upon approval of a simple majority of the Board of Directors.

b. VICE CHAIR—The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall otherwise act as an aid to the Chair. If the office of the Chair should become vacant, the Vice Chair shall succeed to the office. The Vice Chair shall maintain an accurate list of all committees, their purpose and their duties.

c. MEMBER-AT-LARGE—If the office of the Vice Chair becomes vacant or if the Chair and Vice Chair are both temporarily absent, the member-at-large shall temporarily become the Chair.

d. SECRETARY – The Secretary shall be responsible for keeping records of Board actions, including overseeing the following: taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agenda to each board member, and assuring that corporate records are maintained.

e. TREASURER—The Treasurer shall have charge of all funds belonging to this organization, shall oversee the depositing of funds in a bank approved by this organization and the rendering of a monthly statement at regular board meetings, showing the financial condition of the organization. She/he/they shall oversee the annual audit of the books of the organization and submit a written summary to the Board of Directors. She/he/they shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board Members and the public.

#### SECTION 2: OFFICER TENURE

No Board Officer shall serve more than four consecutive years in the same office. Board Officers may be re-elected to the same office up to 2 terms or 4 years. A vote to extend terms beyond four years is not allowed. The outgoing Chair shall maintain his/her/their full Board status while serving ex-officio for a period of one year. Every candidate for an officer position shall have served a minimum of six months as a member of the Board of Directors or shall serve a probationary period as an officer and officially be appointed by a majority vote of the Board upon completion of 6 months as a Board Member.

#### SECTION 3: REMOVAL OF OFFICERS

Board Officers shall serve at the pleasure of the Board and can be removed at any time with a motion of no confidence. The motion shall be made at a regularly scheduled meeting and upon 2/3 vote, shall create vacancy in the office. Then, a motion to re-open officer elections shall be in order.

#### SECTION 4: EXECUTIVE COMMITTEE

There shall be an Executive Committee which consists of the Officers of the organization (Chair, Vice Chair, Member-at-Large, Secretary, and Treasurer). All elected officers of the organization must attend Executive Committee meetings. The Executive Committee shall set the agenda for the monthly board meetings, act in place of the full Board of Directors when deemed necessary for time-sensitive decisions, and other duties which normally fall to Executive Committees.

### **ARTICLE VII**

#### **BLOCK CLUBS**

##### SECTION 1: BLOCK CLUBS

Board Members support the forming of block clubs that conform with the values of the Jordan Area Community Council.

### **ARTICLE VIII**

#### **COMMITTEES**

##### SECTION 1: APPOINTMENT

Any committees deemed necessary shall be formed by the Chair. An accurate listing of all committees and their purpose and duties shall be maintained.

## SECTION 2: FINANCE COMMITTEE

The Treasurer is Chair of Finance Committee, which includes three other Board Members and may include other members of JACC. The Finance Committee is responsible for developing and reviewing fiscal procedures, balance sheets, a fundraising plan, and annual budget with staff and other Board Members. The Board must approve the budget, and all expenditures must be within budget. Any major change in budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1- June 30. The fiscal year can be changed to another fiscal year with a 2/3 vote of the Board. Annual reports are to be submitted to the Board showing, income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board Members and the public.

## SECTION 3: APPOINTED COMMITTEES

Any JACC member may become a member of any committee she/he/they desires. Attendance at a minimum of three meetings in a twelve-month period is an expectation of an active committee member.

## SECTION 4: ELECTED COMMITTEES

The members of an elected committee shall be elected by the General Membership. Any JACC member may be selected to serve on an elected committee provided that she/he/they resides within the block club which she/he/they is to represent.

## SECTION 5: OPERATIONAL BYLAWS

Any elected committee that wishes to adopt its own Operational Bylaws shall submit the Bylaws in writing to the Board of Directors for approval. Following approval, the Bylaws shall be attached to this document. The JACC Board has final authority over all committee decisions.

## SECTION 6: RESPONSIBILITIES

Each committee shall appoint a Chair. The committee Chair will be responsible for the preparation of monthly committee minutes and reports to be given to the Board of Directors at its monthly meeting. This status report will include the items of significance from all subcommittees as well as the main committee.

# **ARTICLE IX AMENDMENTS**

## SECTION 1: AMENDMENTS

These Bylaws may be amended by a 2/3 vote of the JACC membership present at any general membership meeting provided the amendment(s) have been submitted in writing to JACC and notice, via e-mail, website, social media outlets and/or postal mail, has been given to the general membership of the proposed change at least 28 days prior to the date of the meeting at which the vote will be taken.



## **ARTICLE X**

### **PERSONAL LIABILITY**

#### **SECTION 1: PERSONAL LIABILITY**

No Member, Officer, or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever nor shall the property of those parties be subject to the payment of the debts or obligations of this corporations, except to the extent that Federal or State law shall mandate individual party responsibilities for tax obligations or trustee-impressed funds.

## **ARTICLE XI**

### **GENERAL OPERATIONAL GUIDELINES**

#### **SECTION 1: COMMITMENT**

The organization will, in good faith, follow all federal, state, and local laws, including the Minnesota Human Rights Act, and any applicable anti-harassment regulations.

## **ARTICLE XII**

### **DISSOLUTION**

In the event of dissolution, the corporation will follow the process defined in Article XI of the Jordan Area Community Council Articles of Incorporation.