

LYNDALE NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I OFFICES

Section 1. Registered Office. The registered office of the Corporation is as provided in the Articles of Incorporation.

Section 2. Other Offices. The Corporation may have such other offices, including a Principal office, within or without the State of Minnesota, as determined by the Directors of the Corporation.

Section 3. Change of Offices. The Board of Directors of the Corporation may from time to time change the location of the registered office, the principal office, or any other office of the Corporation.

ARTICLE II PURPOSE

The general purpose of the Corporation is to promote the general welfare of the community. The Corporation shall be organized and operated exclusively for charitable and educational purposes with the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the regulations related thereto, and to do all other things as may be necessary or proper to carry out or perform any of the specific purposes and operations for which this corporation is organized.

ARTICLE III MEMBERS

Section 1. Members. Each member shall have one (1) vote. Eligible members include:

1. all individuals who attain the age of eighteen whose primary residence falls within the Lyndale Neighborhood,
2. all property owners who own property within the Lyndale Neighborhood, and
3. all business owners who own or operate a business within the Lyndale Neighborhood. A business owner may appoint a single agent to act on his or her behalf.

For purposes of this section and these bylaws "Lyndale Neighborhood" means the geographic area as defined by the Planning Department of the City of Minneapolis.

Section 2. Qualifying for membership. An individual secures membership by simply attending at least one (1) meeting of the Corporation and by making his or her mark upon the attendance roster. The Corporation shall utilize each meeting's attendance roster and other additional policies and procedures as the Board of Directors may or may not establish to track which individuals have secured membership within the Corporation.

Section 3. Proof of Membership. The Board of Directors may establish policies or procedures designed to verify an individual's eligibility to apply for membership, but in no case may adopt any policy or procedure which has the effect of disproportionately excluding eligible members

from exercising or applying for membership. In addition to policies or procedures established by the Board, an individual may qualify himself or herself as a member by having an existing member vouch for his or her eligibility.

Section 4. Interest in Property. The members of this corporation shall not, as such, have any right, title, or interest in the real or personal property of this corporation.

Section 5. Powers of Members. Members of the Corporation shall elect the Board of Directors at meetings scheduled for that purpose and shall approve the strategic plan developed from time to time for the guidance of the Corporation. The Board of Directors shall consult with the members as appropriate to ensure that the Corporation acts in a manner consistent with the strategic plan approved by the members.

Section 6. Termination of Membership. Membership in the Corporation will be terminated for those individuals who no longer qualify for membership pursuant to Section 1 or who resign their membership. Any member whose membership has been terminated shall not be entitled to a refund of any dues or other payments made to the Corporation.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members shall be held at the principal office of the Corporation, or at any other location, as designated in the notice thereof, during the month of June, at a date and time to be determined by the Board of Directors. The members shall elect individuals to fill vacant seats on the Board of Directors at this meeting, as well as up to five (5) individuals to serve as alternates to the Board.

Section 2. Special Meetings. Special meetings of the members of the Corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of fifty members of the Corporation. Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting and its purpose, to be held no later than sixty days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held at a location in the Lyndale Neighborhood. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice. Written notice of a special meeting of the members must state the time and place where the meeting will be held and shall be provided via a newspaper of record for the neighborhood not less than five nor more than thirty days before the meeting, excluding the day of the meeting. Notice for regular meetings shall not be required once the Board of Directors has set the current fiscal year's list of regular meeting dates (but to all extent practical, such calendar shall be noticed similar to that required for special meetings). Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance by the member at a meeting is deemed a waiver unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may

not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 4. Quorum. A quorum for the transaction of business at a meeting of the members shall consist of twenty (20) members present. The members present at any meeting, although less than a quorum, may adjourn the meeting from time to time. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5. Voting. Passage of a motion or resolution shall require the vote of a majority of the members present and eligible to vote at the meeting of the members. No member may vote by proxy or cumulatively. The Board of Directors, or a committee thereof, shall determine a fair, accurate, and efficient way of tallying votes taken at meetings of the members.

Section 6. Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall carry out the purpose and powers of the Corporation, subject only to limitations imposed by law, by its Articles of Incorporation, and by these Bylaws.

Section 2. Number. The number of Directors of the Corporation shall be eleven (11). The Board has the discretion to approve the sharing of a Director position by more than one individual, if the Board deems it appropriate. The Board must establish the terms of any shared positions in writing prior to the individuals becoming Directors.

Section 3. Tenure and Election. Only members of the Corporation are eligible to be elected as a Director, with the exception that the Board has the discretion to elect up to two non-members as at-large Directors, in addition to the member directors referred to in Section 2. Each Director shall serve a term of two years, or until the Director's successor is duly elected by the members. The expiration of terms shall be arranged so that the terms of one-half (1/2) of the Directors, rounded to the nearest integer expire each year and in coincidence with the Corporation's annual meeting. Each Director shall serve no more than three (3) consecutive terms. Upon the expiration of a Director's term, the members shall hold an election to fill the position. The election of a non-member as an at-large Director must be ratified by a majority vote of the membership at a subsequent meeting of the members before the Director is permitted to vote.

Section 4. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Executive Director, the President, or the Secretary of the Corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.

Section 5. Removal. Any Director may be removed, with or without cause, by the affirmative vote of at least two thirds of the total number of directors then in office, at a meeting of the Directors called for that purpose. The Board shall vote whether to remove any director or at-large director who accrues three consecutive unexcused absences at the first regularly scheduled meeting following the event that gave rise to the third consecutive unexcused absence.

Section 6. Vacancies. Vacancies occurring on the Board other than those caused by the expiration of a term of office shall be filled from among the pool of board alternates. If no alternates remain, the Board of Directors may elect a member to serve as a Director. An alternate or a member elected as a Director to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any such election must be ratified by a majority vote of the members of the Corporation at the next regularly scheduled meeting of the members.

Section 7. Place of Meeting. The Board of Directors may hold meetings either within or outside of the State of Minnesota at such place as a majority of Directors may from time to time determine and designate in each Notice of Meeting. If the Board fails to select a place for any meeting, then that meeting shall be held at the Principal office of the Corporation.

Section 8. Notice of Meetings. The Secretary shall be responsible for sending out all notices. Notice of all regular meetings shall be given at least seven (7) days previously in a medium agreed to by resolution of the board. Notice of any special meeting shall be given at least four (4) days previously in a medium agreed to by resolution of the board. Neither the business to be transacted at nor the purpose of any special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board of Directors called by them.

Section 10. Electronic Communications. A conference among Directors by any means of communication through which the Directors may simultaneously hear or otherwise communicate with each other during the conference constitutes a board meeting, so long as the same notice is given of the conference as would be required by these Bylaws for a meeting, the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting, and there is a designated physical central location from which those without access to electronic communication may participate. Participation in a meeting by that means constitutes presence in person at the meeting. A Director may participate in a board meeting not described above by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting, may simultaneously hear or otherwise communicate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting.

Section 12. Quorum and Manner of Acting. One-half of the total number of Directors in office, but not less than four (4), shall constitute a quorum for the transaction of business at any meeting, and the act of a majority of the Directors present at any duly held meeting at which a quorum is present shall be the act of the Board of Directors, unless otherwise required by law, the Articles of Incorporation, or these bylaws. In the absence of a quorum, a majority of the Directors present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum is present. All meetings shall be open to the public, unless closed to discuss litigation or other confidential matters.

Section 13. Proxies. Proxies shall not be allowed or used.

Section 14. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken by the Board of Directors at a regular or special meeting may be taken without a meeting if all of the Directors sign a consent thereto in writing which sets forth the action so taken. Such action shall be effective on the date on which the last signature is placed in writing or writings, or such earlier effective date as is set forth therein. A Director may fulfill the consent and signature obligations of this section by electronic means.

Section 15. Standing and Ad Hoc Committees. The Board of Directors shall establish such standing and ad hoc committees as it deems necessary. Standing Committees may include but are not limited to Executive and Housing. The officers of this Corporation and up to two additional Directors shall constitute the Executive Committee. The Board may act by and through its standing and ad hoc committees. All standing and ad hoc committees shall have such duties and responsibilities as are granted to it from time to time by resolution of the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors.

Section 16. Committee Chairs. The President shall serve as chair of the Executive Committee. Other Committee Chairs or Co-chairs will be nominated by the members of the respective committee, subject to the consent and approval of the Board of Directors.

Section 17. Committee Members. Except for the Executive Committee, Directors may serve on any standing or ad hoc committee, unless otherwise articulated by an affirmative act of the Board of Directors. Each Director shall serve on at least one (1) standing or ad hoc committee. Members of the Corporation shall be qualified to become a committee member after attending one Committee meeting and indicating their desire to become a committee member. Membership will be conferred at the subsequent committee meeting attended by the member. In addition, the Board of Directors may permit non-members to serve on any standing or ad hoc committee. Eligible individuals may include but are not limited to individuals who have expertise relevant to the subject matter of the Committee.

Section 18. Alternates. At the Annual Meeting, up to 5 individuals may be elected as alternates to the Directors, for a term of one year. If a Director position becomes vacant during the year following the Annual Meeting, the Directors shall select a replacement from the alternates, provided the selected alternate is willing to serve. After this appointment is ratified by the membership, the new Director is entitled to vote as a Director.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors or Members may establish from time to time. Each officer's tenure shall last one (1) year. The Board of Directors shall elect the Corporation's officers by a majority vote at the first regular meeting of the Board of Directors following the board elections at the annual meeting.

Section 2. Tenure of office and removal. The term of office of each of the offices of this corporation shall be for one year or until the election of successors. The President is limited to five consecutive one-year terms. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of the members of the corporation. Notice for such a vote must be provided in advance of the meeting. Any vacancy occurring in an office shall be filled by the members of the corporation, but prior to such action, may be filled on a temporary basis by the President of the corporation.

Section 3. President. The President shall have general active management of the business of the corporation, and when present, shall preside at meetings of the board and of the members and perform other duties prescribed by the board.

Section 4. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers and restrictions of the President.

Section 5. Secretary. The Secretary shall ensure that the corporation's records and minutes are maintained and perform such other duties and exercises such other powers as may from time to time be imposed upon that position by resolution of the board.

Section 6. Treasurer. The Treasurer shall ensure that accurate financial records are kept for the corporation and upon request, provide the President and the board an account of transactions by the Treasurer and of the financial condition of the corporation.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification and liability. No director, officer or member of the corporation shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director, officer or member, except to the extent dictated by law. This corporation shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law. Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A 521, subd. 6 of Minnesota Statutes, 1998, as now enacted or hereinafter amended.

Section 2. Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a

director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VIII CONFLICTS OF INTEREST

The Directors of this Corporation shall discharge their duties in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors must be sensitive to conflict of interest issues and act in a manner to avoid conflicts of interest. The policies, decisions and recommendations of the Corporation should be made in a manner that encourages public confidence in the Corporation. When a potential conflict arises the material facts as to the contract or transaction and as to the Director's interest must be fully disclosed to the board or committee. Any decision made by the board or committee to authorize, approve, or ratify the contract or transaction shall not count any vote that the interested Director might otherwise have, and shall not count the Director in determining the presence of a quorum.

ARTICLE IX MISCELLANEOUS

Section 1. Amendment of Bylaws. These bylaws may be amended from time to time by a two-thirds vote of the Board of Directors, or by a majority vote of the Board of Directors at two successive meetings of the Board of Directors, with the exception that provisions relating to fixing a quorum for meetings of members, prescribing procedures for removing Directors or filling vacancies on the Board, fixing the number of Directors or their classifications, qualifications, or terms of office, or fixing the vote required for a member action may only be amended by members of the Corporation. The membership may amend these bylaws by adopting a resolution setting forth the amendment and by a vote of two-thirds of the members present at a meeting of the members, or by a majority vote of the members present at two successive meetings of the members.

Section 3. Fiscal Year. The Fiscal year of the Corporation shall be from January 1 to December 31.