

**AMENDED AND RESTATED
BYLAWS OF
MARCY-HOLMES NEIGHBORHOOD ASSOCIATION**

ARTICLE I — NAME

The name of this organization shall be the Marcy-Holmes Neighborhood Association, hereinafter the “Association”.

ARTICLE II — PURPOSE

The purpose of the Association, as stated in its Articles of Incorporation, shall be to engage in projects that improve and enhance the quality of life in the Marcy-Holmes neighborhood.

ARTICLE III — POLICIES

This Association shall be noncommercial, nonsectarian and nonpartisan. No commercial enterprise and no political candidate shall be endorsed by it. The name of this Association and/or its Officers and/or Directors in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest of or for any other purpose than that of the regular work of the Association.

ARTICLE IV — MEMBERSHIP

Section 1. There shall be three categories of membership.

(a) Resident Members: A resident, 16 or older, of the Marcy-Holmes neighborhood (as described in Section 5 of this Article) shall be eligible for Membership in the Association upon completion of an electronic or paper Membership form, whereby the applicant certifies their residence within the boundaries described in Section 5 of this article and shall certify continued residency when signing in for meetings. Resident Membership is terminated upon request of the Member or when the Member moves out of the neighborhood.

(b) Non-Resident Members: Non-Residents who (1) own real property or have an interest in a real property in the neighborhood or (2) are a duly sponsored representative of a non-profit or for-profit organization or business with a physical address in the neighborhood shall become members upon

presentation of land ownership or appointment by a business or organization. Non-Resident Membership shall be terminated upon the occurrence of any of the following: the sale of the property associated with the Non-Resident Membership; the cessation of operations, or of the rescission of sponsorship by the sponsoring business or organization; at the request of the sponsoring business or organization.

(c) University Neighborhood Membership: Membership may be conferred on (granted to) individuals who (1) reside in, (2) own real property or have an interest in a real property, or (3) are duly sponsored representatives of a non-profit or for-profit organization or business outside of the City-recognized Marcy-Holmes neighborhood boundary but who have a physical address within the University neighborhood, described in Section 6 below. Membership rights shall continue until it is terminated in accordance with Section 1.a. and 1.b. above or until such time as this area has its own neighborhood organization.

Section 2. Subject to provisions of these bylaws, Resident Members, Non-Resident Members, and University Neighborhood Members may take part in discussions, make or second motions, and vote on motions and Director elections at General Membership meetings.

Section 3. Non-Residents are entitled to a single membership, and may not have an ownership interest or partnership with any other Non-Resident Member or organization.

Section 4. There are no mandatory dues required for Membership in the Association. Members may make voluntary donations to support the Association.

Section 5. The Marcy-Holmes neighborhood shall include those parts of Minneapolis within the boundaries identified on Exhibit A.

Section 6. The University neighborhood shall include those parts of Minneapolis within the boundaries identified on Exhibit B.

ARTICLE V — FISCAL YEAR

The fiscal year for the Association shall be from January 1 through December 31.

ARTICLE VI — OFFICERS

Section 1. The Officers of this Association shall be a President, Vice President, Secretary and a Treasurer. The President and Vice President each must be Resident Members or Non-Resident Members and have at least six (6) months prior experience as an elected Director of the Association. The Secretary and Treasurer must be Resident Members or Non-Resident Members; they may not be University Neighborhood Members.

Section 2. Officers shall be elected by the Board at the first Board meeting of the New Year. The consent of the nominee shall be obtained prior to their official candidacy.

Section 3. The candidate for each office who receives the greatest number of votes shall hold the office. Newly elected Officers assume their duties upon election. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 4. Officers shall serve one-year terms. Officers may serve no more than three consecutive terms in the same office. No Officer shall be eligible to serve for more than six consecutive years in any combination of Officer and/or Director terms but may serve again following an absence of one year.

Section 5. A vacancy of an Officer position shall be filled by a majority of the Board of Directors present and voting, provided that ten days due notice of the election shall have been given in the call for the meeting of the Board.

Section 6. Officers may be removed, with or without cause, prior to the expiration of their term of office by a two-thirds vote of the Directors at a meeting of the Board. No Officers may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

ARTICLE VII — DUTIES OF THE OFFICERS

Section 1. The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee and shall be a member ex officio of all committees except the Nominations Committee. Further, the President shall appoint chairs of the standing committees subject to the approval of the Board and shall perform all other duties necessary to the discharge of the office.

Section 2. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence of that Officer.

Section 3. The Secretary shall keep a correct record of all meetings of the association or the Board and of the Executive Committee, maintain a roster of current board members, shall assist eligible individuals in joining the Association and in maintaining such Membership and shall perform such other duties that pertain to the office.

Section 4. The Treasurer shall receive all monies of the Association; shall keep an accurate record of receipts and expenditures; shall pay out funds only as authorized by the Board. The Treasurer shall place the funds of the Association in a depository approved by the Board. The Treasurer shall present a statement of account at every meeting of the Association or the Board and at other times when requested by the President of the Association.

ARTICLE VIII — BOARD OF DIRECTORS

Section 1. The voting members of the Board of Directors shall consist of

(a) fifteen Directors-at large elected by the General Membership at the Fall annual election, of whom at least eight must be Resident Members. Seven Directors shall be elected to two-year terms in odd years and eight Directors shall be elected to two-year terms in even years.

(b) up to five appointed representatives of associations, organizations or institutions which have a well-founded presence in the Marcy-Holmes neighborhood:

- Dinkytown Business Alliance – One Representative
- Council of Graduate Students – One Representative

- Undergraduate Student Government – One Representative
- University Residential, Fraternal and Professional Organizations – One Representative
- Southeast Faith Community – One Representative

Appointed Directors need not be residents of the Marcy-Holmes neighborhood. Appointed Directors are the responsibility of the organizations eligible to send a candidate and may remain vacant.

Section 2. The term of office for elected Directors shall be two (2) years.

Section 3. Directors shall be elected by the Membership at the Fall annual election. A Nominations Committee (as described in Article XIII) of the Board shall make nominations for Directors. The Nominations Committee shall notify the Association of the Fall annual election and solicit candidates and candidate statements. The Nominations Committee shall verify eligibility of candidates and print and distribute the names and nomination statements of the candidates at the Fall annual election. Additional nominations may be made from the floor. The consent of a nominee shall be obtained prior to their official candidacy. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 4. Newly elected Directors shall assume their duties the following January 1. No Director shall be eligible to serve for more than six consecutive years in any combination of Officer and/or Director terms but may serve again following an absence of one year.

Section 5. A Director may resign from the Board at any time by giving written notice to the Association.

Section 6. A vacancy occurring in the office of an elected Director shall be filled by a majority of the Board of Directors present and voting; provided that due notice of the election shall have been given in the call for the meeting of the Board.

Section 7. Directors may be removed, with or without cause, prior to the expiration of their term of office by a two-thirds vote of the Directors at a meeting of the Board called for such purpose. Any Director who misses three consecutive meetings may be removed from the Board by a two-thirds vote of the Directors attending a Board meeting, following written notice to the Director at issue in the

published agenda or otherwise. No Director may be removed unless they have been informed at least ten days prior to the Board meeting at which the matter is to be considered.

ARTICLE IX — DUTIES OF THE BOARD OF DIRECTORS

Section 1. The duties of the Board shall be to manage the business of the Association, to transact necessary business between Membership meetings and such other business as may be referred to it by the Association; to create standing committees; to approve work plans of the standing committees; and to present reports of its activities at the meetings of the Association.

Section 2. The Board shall have the authority to add up to three additional Directors to be appointed by associations, organizations or institutions located in the Marcy-Holmes neighborhood upon a two-thirds vote of the Directors.

Section 3. Directors shall sign the Association's Conflict of Interest and Dual Interest Policies annually.

ARTICLE X — MEETINGS

Section 1. Meetings of the General Membership, the Board, the Executive Committee, and any of its committees shall be open to the public. A meeting may only be closed in cases of legal or labor management disputes.

Section 2. There shall be at least four meetings of the General Membership each year, in Winter, Spring, Summer and Fall. The Fall meeting shall be the Annual Meeting where the election of Directors shall be held. The Annual Meeting must have at least 10 days notice but no more than 30 days.

Section 3. Special General Membership meetings may be called by the President or the Board, or by petition signed by at least twenty-five (25) Resident Members and Non-Resident Members eligible to vote.

Section 4. At least five days notice of all General Membership meetings shall be given by email, or by mail, to members who have supplied no email address. The time, date, place, and purpose of General Membership meetings shall be set forth in the notice of the meeting.

Section 5. The quorum for a duly convened meeting of the General Membership shall be no fewer than twenty-five (25) voting members, with more than fifty (50) percent of those attending the meeting being Resident Members.

Section 6. Members of the Nominations Committee or MHNA staff may administer the election process. All voting shall be by voice or a show of hands except for contested elections of Directors. If thirty (30) percent of the voting Members present desire a secret ballot, such shall be the procedure. Voting by proxy is not allowed. Majority vote shall prevail, except in the case of contested elections for Directors, where the candidates with the highest number of votes to fill the number of positions open are elected. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 7. Official notice of Board meetings, setting forth the time, date, and place of the meeting shall be given by email no later than five days prior to the meeting date.

Section 8. Meetings of the Board may be called by the President or by a petition signed by at least five Directors.

Section 9. The quorum for a duly convened meeting of the Board shall be more than fifty (50) percent of elected Directors.

Section 10. Committee meetings, as described in Article XIV, must be posted to the Association's website and may report or make recommendations to the Board for action.

ARTICLE XI — EXECUTIVE COMMITTEE

Section 1. The Board of Directors may (but does not need to) establish an Executive Committee to consist of the four Officers of the association. The President is the Chair of the Executive Committee. The creation of an Executive Committee does not relieve the board of directors of any of its responsibility. The committee is at all times subject to the direction and control of the full Board. The

role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting. It may also supervise the Executive Director and conduct such other business as may be referred to it by the board.

Section 2. The term of office for all members of the Executive Committee shall be the fiscal year or part thereof for which they are elected or appointed (appointed by the Board in the event of an Officer vacancy).

Section 3. Meetings of the Executive Committee may be called by the President or upon request of five elected members of the Board. At least twenty-four (24) hours notice shall be given all members of the Executive Committee.

ARTICLE XII — AUDIT COMMITTEE

Section 1. An Audit Committee of three elected Directors, other than the four Officers, shall be proposed by the President and ratified by the Membership at the General Membership meeting in Winter.

Section 2. The Audit Committee shall audit the books of the Secretary and Treasurer at the close of the prior fiscal year and a written report concerning the condition of the books shall be submitted to the Board at the meeting following the audit and to the General Membership no later than the June meeting. The Audit Committee shall audit the books at such other times as directed by the board or the Association.

Section 3. At the request of the Board, and subject to the Board's direction, the Audit Committee shall approve expenditures and authorize funds to be paid by the Officers of the Association in connection with programs and projects of the Association approved by the Board. In the event of discrepancies, the Audit Committee may recommend to the Board that a full audit be conducted.

ARTICLE XIII — NOMINATIONS COMMITTEE

Section 1. A Nominations Committee of no fewer than one elected Director shall be proposed by the President and ratified by the Membership at the General Membership meeting in Winter. Those eligible

to serve on the Nominations Committee are elected Directors in the first year of their current term or who would be eligible for reelection and declare they do not wish to serve another term, former Directors who are not currently serving on the Board and are not seeking nomination, and Members of the Association who are not seeking nominations.

Section 2. The Nominations Committee shall conduct the elections of Directors as set forth in Article VIII of these Bylaws.

ARTICLE XIV — STANDING COMMITTEES AND TASK FORCES

Section 1. In addition to the Executive, Audit and Nominations Committees, there may be other standing committees created by the Board or the Association as may be required to promote the purpose of the Association. The President of the Association shall name a chair for each standing committee; these appointments shall be subject to approval by the Board. The term of office for chairs of standing committees shall be the fiscal year or that part thereof for which they are appointed. A chair does not need to be a member of the board.

Section 2. Chairs of all standing committees shall present plans of work to the Board and no work shall be undertaken without the approval of the Board. No debt shall be made against the Association by the committee, Officer or other member without the approval of the Association or its Board.

ARTICLE XV – AMENDMENTS

Section 1. Proposed bylaw amendments shall be submitted in writing to the President and Executive Director who will present the proposed changes to the Board. Board members and presented for discussion at no less than one (1) meeting of the board. Proposed bylaw amendments shall be published in the agenda and notice. The proposed amendment(s) shall be submitted in writing to Board members and presented for discussion at no less than one (1) meeting of the Board prior to a General Membership meeting, at which they will be presented for ratification.

Section 2. Bylaws may be amended by a vote of two-thirds of the members present and voting, provided written notice is given to members of the Association fifteen (15) days prior to the meeting.

The foregoing were adopted as the Amended and Restated Bylaws of the Marcy-Holmes Neighborhood Association, a nonprofit corporation, at a meeting of the General Membership on the 17th day of January, 2023.

Joe Schaedler, MHNA Secretary

Chris Lautenschlager, MHNA Executive Director

EXHIBIT A

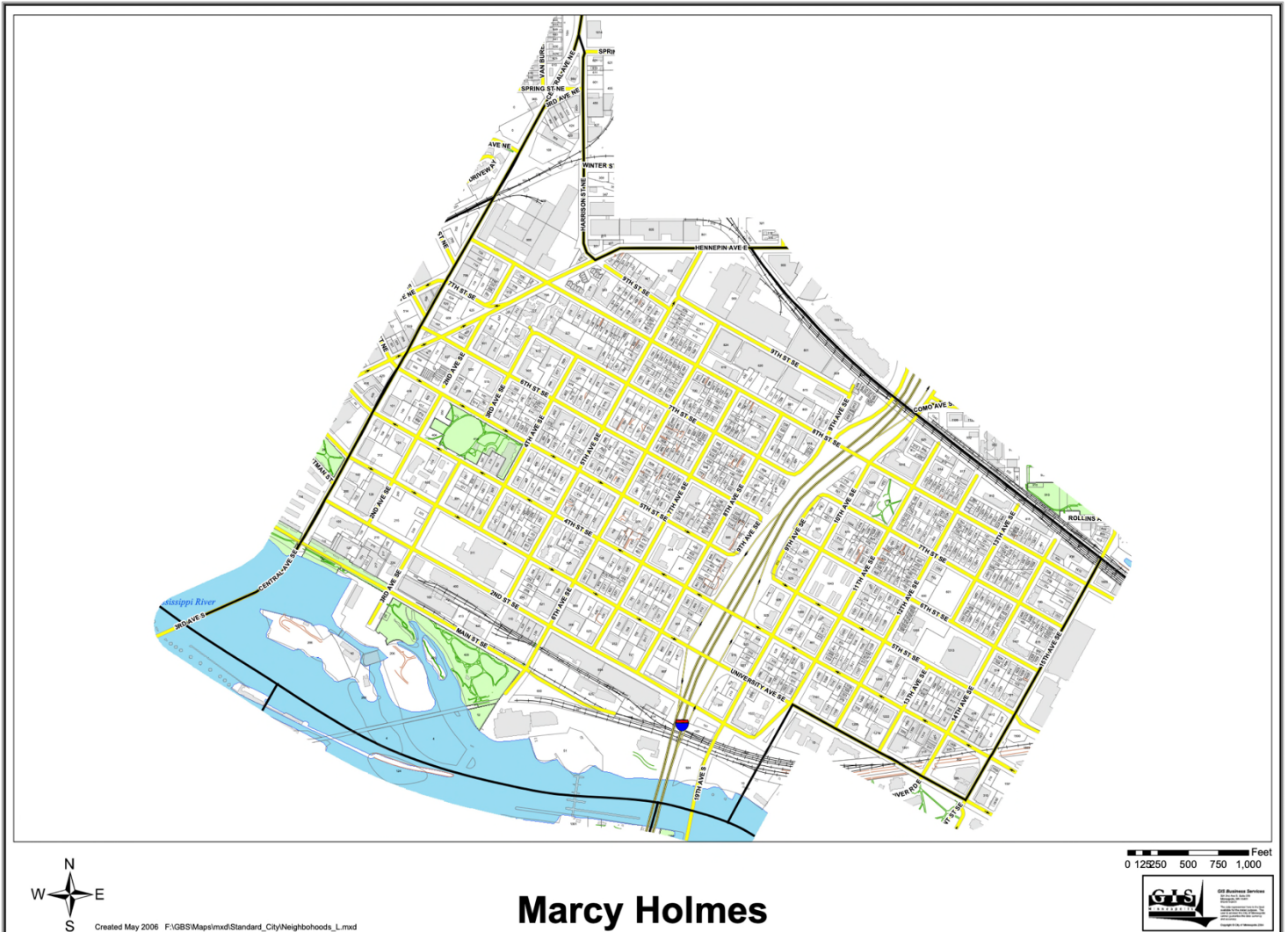


EXHIBIT B

