

Phillips West Neighborhood Organization

By-Laws

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September 27, 2000

Amended April 25, 2005

Amended January 8, 2009

Amended March 4th, 2010

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**Phillips West Neighborhood Organization
By-Laws**

Article I (1) Name

The name of the organization is **Phillips West Neighborhood Organization, (PWNO)**.

Article II (2) Purpose

The general purposes of the organization shall be to develop a sense of community in the Phillips West neighborhood; to encourage widespread citizen participation in all decision making processes affecting this community; to provide mechanisms for the residents to be well-informed; and to facilitate improvement of the physical, social, and cultural environment of the neighborhood.

Article III (3) Area

The geographic boundaries of Phillips West (for purposes of the Articles of Incorporation and these By-laws, and for the service of this organization), shall be that part of Minneapolis bounded by East 22nd Street on the North, East Lake Street on the South, Interstate 35W on the West, and Chicago Avenue on the East.

Article IV (4) Membership

Section 1: Open membership.

Membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article. No person shall be denied membership in the organization because of race, religious belief, gender, sexual preference, economic status, or disability. Members shall remain in good standing for so long as they fulfill the membership eligibility requirements of this Article. No member shall have any vested right or interest in the term of his or her membership. Membership is not transferable or assignable.

Section 2: Eligibility.

Eligibility for membership in the organization shall be open to:

- A. anyone 18 years or older and;
- B. anyone who lives in the Phillips West neighborhood or;
- C. anyone who owns residential property in the neighborhood or;
- D. an official representative of a business, organization, or institution located within the neighborhood. An official representative shall be so designated in writing (to be filed with the secretary annually) by the business, organization, or institution located within the neighborhood.

Section 3: Voting members.

Any eligible member may become a voting member by:

- (1) attending Regular Full Community, Special, or Committee meetings and recording his or her name and address on the sign-in sheet; or
- (2) submitting his or her name and address in writing to the Board along with a request for voting membership
- (3) In accordance with Minnesota Statute 317A.441 (a copy of the statute is available for review at the Phillips West office)

Section 4: Associated members.

Associated membership (non-voting) in the organization shall be open to:

- A. anyone interested in supporting the values, objectives, and activities of the organization.
- B. employees of any business, organization, or institution located within the neighborhood.

Section 5: Voting rights.

There shall be no voting by proxy.

Section 6: Membership fees.

There will be no membership fee requirement of this organization. Contributions may be solicited from time to time as determined by the PWNO Board.

Article V (5) Meetings of PWNO

Section 1: Open meetings.

All meetings of PWNO shall be open to the public. Meetings or portions of meetings may be closed upon motion, however, to allow the Board to handle confidential legal matters. Every effort shall be made to inform the members of the decisions being made and to solicit their input. This shall include the leafleting of all affected blocks 10 days prior to the meeting at which the issue will be discussed.

Section 2: Annual meetings.

There shall be an annual meeting of the members during the second quarter of each calendar year at a time and place in the Phillips West neighborhood as set by the PWNO Board. At such time, reports of the activities of the organization shall be presented to the members by the Board, and other membership business shall be transacted. Emphasis shall be placed on making the annual meeting a neighborhood celebration that attracts all the diverse cultures and people of the Phillips Neighborhood.

Section 3: Regular Board Meetings.

The Board shall hold Board Meetings at least once per month. These meetings shall be held in the Phillips West neighborhood at such time and place as may be fixed by resolution of the Board. Members will be allowed to attend and observe but shall not be allowed to participate at Board meetings.

Section 4: Regular meetings.

The Board shall hold Full Membership Meetings at least once per month. These meetings shall be held in the Phillips West neighborhood at such time and place as may be fixed by resolution of the Board.

Section 5: Committee meetings.

All committees, as defined in Article VIII (8), shall be called by the committee chair. Any voting member of Phillips West Community in attendance shall be eligible to vote. Notice of committee meetings shall be given at least 48 hours in advance of the meeting either by mail, telephone, or personal contacts. Committee meetings shall be held in the Phillips West neighborhood and notice shall include time, place, and agenda.

Section 6: Special Membership meetings.

Special membership meetings may be called by the chair-person of the Board, or by one-third of the Board members in office, or by written request signed by 50 voting members of the organization as stated in Article IV, Section 3. Notice of special meetings shall be given at least 48 hours in advance of the meeting either by mail, telephone, or personal contacts. Special meetings shall be held in the Phillips West neighborhood and notice shall include time, place, and agenda.

Section 7: Special Board meetings.

Special Board meetings may be called by the chair-person of the Board, or by one-third of the Board members in office. Notice of special Board meetings shall be given at least 48 hours in advance of the meeting either by mail, telephone, or personal contacts. Special meetings shall be held in the Phillips West neighborhood and notice shall include time, place, and agenda.

Section 8: Notice.

Written notice of regular Membership meetings, including a written agenda, shall be distributed at least 5 days prior to the meeting to all Phillips West Community members. The meeting notice shall be deemed delivered when deposited in the United States mail properly addressed with postage thereupon prepaid. No notice shall be given more than 30 days before the meeting. Notice of annual meetings shall be posted in neighborhood news and information sources of general distribution. Notice shall be placed at least 5 days prior to the annual meeting and shall specify the time and place of the meeting.

Section 8: Quorum.

A quorum for the transaction of business at a regular meeting or a special Board meeting shall consist of 3 members of the Board members then in office.

Section 9: Member Voting.

Assuming a quorum is present, passage of a motion or resolution shall require a vote of a majority of the voting members present, unless (1) otherwise provided for in *The Modern Rules of Order, Newly Revised* or these By-laws. Not eligible are those who have a Conflict of Interest (as defined in section XVI), or those who do not meet the voting criteria as stated in Article IV, Section 3. There shall be no proxy voting.

Section 10: Agenda.

All parties having business with the organization must notify the chair-person of the Board 15 days prior to the next scheduled monthly meeting. Any issue that impacts nearby properties must be flyer'd 5 days before the meeting.

Article VI (6) PWNO Board

Section 1: General Powers.

The Phillips West Neighborhood Organization shall be governed by the PWNO Board. The Board shall be responsible for the business and day-to-day operations of the neighborhood, and it shall conduct monthly meetings to review, discuss, and decide on the issues that affect the Phillips West neighborhood. **The Board's decisions on these issues shall be the official position of the PWNO.** The Board members 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 By-laws, and all applicable laws. Board members shall receive no compensation for their services as Board members, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Board member.

Section 2: Number.

The Board shall consist of 5 to 7 members elected at-large by the voting members of the PWNO.

Section 3: Qualifications.

All Board members shall be voting members of the PWNO. A minimum of 3 Board members shall be residents of the Phillips West neighborhood. There may be a maximum of 2 Board members that are non-resident voting members of the organization. There shall be no more than 2 non-resident voting members.

Section 4: Selection.

All Board members shall be elected at the Annual Election or by Appointment. Only voting members from the PWNO shall be eligible to vote for the Board representatives. Eligible voting members may revote for up to 7 candidates for the Board. The 5 to 7 persons receiving the highest number of votes, and meeting the criteria listed in Section 3 of this Article, shall be elected as the Board members. In the case of a tie vote, the President shall conduct a coin toss to determine the winner.

Section 5: Tenure.

All Board members shall serve until either their resignation or removal.

Section 6: Vacancies.

Any vacancies that occur—either between the annual election as a result of resignation or removal, or at the annual election because of the lack of a candidate that meets the criteria listed in Section 3 of this Article—shall be filled by appointment of the Board. The Board shall seek a candidate for the vacant position(s) that meets the qualifications of Section 3 of this Article. Notification of vacancies shall be given to all the voting members.

Section 7: Removal of a Board member.

Any Board member may be removed from office for 3 unexcused absences in a 6 month period. Any Board member may be removed with or without cause by a two-thirds vote of the remaining Board members, at a regular Board meeting or special meeting of the Board called for that purpose, but with 15 days notification of such action and the right of the affected Board member to be heard thereon at such Board meeting.

Section 8: Resignation of a Board member.

Any Board member may resign at any time by giving written notice to the Board or to the Board's chair. The resignation shall take effect when it is delivered unless the notice states otherwise. The Board member will be considered to have resigned if no longer qualifying as a voting member as stated in Article IV, Section 2.

Section 9: Board Voting.

Assuming a quorum is present, passage of a motion or resolution shall require a vote of a majority of the Board members present, unless (1) otherwise provided for in *The Modern Rules of Order, Newly Revised* or these By-laws. Meetings of the Board of Directors of this association shall be conducted according to *The Modern Rules of Order*. Not eligible are those who have a Conflict of Interest (as defined in section XVI). There shall be no proxy voting.

Article VII (7) Officers of the PWNO Board

Section 1: Officers of the Board and their duties.

The Board shall have the following officers: President, Vice President, Secretary and Treasurer. No person shall hold more than one office at a time, and only one member per household may serve as officers on the Board. Except as provided in these By-laws, the Board shall fix the powers and duties of all officers.

Section 2: Responsibilities.

No officer shall in any way bind the organization or the Board to do or not to do any certain thing, unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by the organization, unless expressly ratified or approved by the Board.

Section 3: Qualifications.

The officers shall be elected from among the members of the Board.

Section 4: Selection.

All officers shall be elected by the Board at the first Board meeting following the annual election.

Section 5: Term of office.

Officers shall serve for a 1-year term or until their earlier resignation, removal from office, or death.

Section 6: Removal and vacancies.

Any officer may be removed from office with or without cause by a two-thirds vote of the remaining Board members, at a regular board meeting or special meeting of the Board called for that purpose, but with 15 days notification of such action and the right of the affected officer to be heard thereon at such Board meeting. If there is a vacancy among the officers of the Board by reason of death, resignation, or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or at a meeting especially called for that purpose.

Section 7: President.

The President shall:

- (1) have general active management of the business of the organization;
- (2) when present, preside at meetings of the Board and of the members;
- (3) see that orders and resolutions of the Board are carried into effect;
- (4) sign and deliver in the name of the organization deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the organization;
- (5) maintain records of and, when necessary, certify proceedings of the Board and the members; and
- (6) perform other duties prescribed by the Board.

Any action taken by the President which would bind the organization to do or not do any certain thing shall be subject to Board approval as set forth in Article VII, Section 2 of these bylaws.

Section 8: Vice President.

The Vice-President shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board or by the-President. In the event of absence or disability of the president, the vice president shall assume the power and duties described in Section 7 of this Article, until a new chair has been elected. Any action taken by the Vice-President which would bind the organization to do or not do any certain thing shall be subject to Board approval as set forth in Article VII, Section 2 of these bylaws.

Section 9: Secretary.

The secretary shall be secretary of the meetings of the Board and shall record all proceedings of the meetings in the appropriate minute book of the organization. She or he shall sign and execute such documents as may be necessary for the transaction of business by the Board. Any action taken by the Secretary which would bind the organization to do or not do any certain thing shall be subject to Board approval as set forth in Article VII, Section 2 of these bylaws.

Section 10: Treasurer.

The Treasurer shall:

- (1) keep accurate financial records for the organization;
- (2) deposit money, drafts, and checks in the name of and to the credit of the corporation in the banks and depositories designated by the Board;
- (3) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the board, making proper vouchers for the deposit;
- (4) disburse corporate funds and issue checks and drafts in the name of the organization, as ordered by the Board;
- (5) upon request, provide the president and the Board an account of transactions by the treasurer and of the financial condition of the organization; and
- (6) perform other duties prescribed by the Board or by the president.

Any action taken by the Treasurer which would bind the organization to do or not do any certain thing shall be subject to Board approval as set forth in Article VII, Section 2 of these bylaws.

Article VIII (8) Committees of the PWNO Board

The Board may appoint other committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the organization

is eligible to serve on and participate in these committees. All actions taken by a committee shall be forwarded to the Board, which shall have the right to alter, accept, or reject these actions. The Board may from time to time delegate to a committee the authority to act on its behalf. At the time that a committee is formed, the Board will identify the committee as either standing or temporary, identify the major purposes and tasks of that committee, and appoint a chair-person of the committee.

Article IX (9) Election Procedures

Section 1: Nominations.

All nominations for positions on the Board shall be received at least 30 days prior to the Annual Election. Annual Elections do not need to take place if there are no current openings on the Phillips West Board. Nominators shall submit the names, addresses, and phone numbers (if available) of their candidates to the return address on the nomination form. Incomplete nomination forms shall be void. Self-nomination shall also be encouraged.

Section 2: Biographical forms.

The **Board** shall adopt a biographical form which shall be sent to all eligible persons nominated. The form shall include, at a minimum, why a member wishes to run and what they would like to do for the neighborhood. The biographical form must be completed and returned for a person to be included on the election ballot.

Section 3: Voter's guide.

The information from the biographical form will be compiled into a voter's guide. This guide shall be distributed throughout the Phillips West neighborhood and shall be included in the local neighborhood newspapers.

Section 4: Notice.

Notice of the taking of nominations shall occur at least 1 month prior to the deadline for nominations. Such notice, at a minimum, shall be published in neighborhood news and information of general distribution. Notice of the Annual Election and the publication of the voter's guide, in neighborhood news and information of general distribution, shall occur no less than two weeks prior to the election.

Section 5: Annual Election.

The Annual Election shall be held at such time and place(s) as determined by the Board and by the provisions of these By-laws.

Section 6: Voting.

Each voting member of the organization is entitled to one vote for each open seat on the PWNO Board. No person may cast more than 1 vote for each candidate. There shall be no voting by

proxy. If a nomination form includes more than 1 vote for each candidate it shall be considered invalid and shall be discarded.

Article X (10) Staff

The PWNO Board either through the authorized action of a Board member or the Executive Director shall have the power to create, employ, and dismiss all those staff positions that it deems necessary and prudent. The duties and level of pay for each employee shall be determined by the Board.

Article XI (11) Seal, Books and Records, Audit, Fiscal Year, Offices

Section 1: Seal.

The organization shall have no seal.

Section 2: Books and records.

The PWNO Board shall keep correct and complete books and records of account, and it shall keep minutes of the proceedings of its meetings and committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization. These records may be inspected by any member for any proper purpose at any reasonable time.

Section 3: Audit.

The PWNO Board shall cause the records and books of account of the organization to be audited as the Board deems appropriate.

Section 4: Fiscal year.

The fiscal year of the organization shall be from January 1st to December 31st.

Section 5: Principal office.

The principal office of the organization, if any, shall be located in the Phillips West neighborhood.

Article XII (12) Contracts, Loans, Checks, and Deposits

Section 1: Contracts.

The PWNO Board may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of, on behalf of PWNO, such authority may be general or confined to specific instances.

Section 2: Loans.

No loans shall be contracted on behalf of PWNO, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds majority vote of the PWNO 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 PWNO, in excess of \$500.00, shall require 2 signatures comprised of at least 1 officer of the PWNO Board. The Board may empower, at its discretion, a member or members of the staff to be the sole signator(s) on all checks of \$500.00 or less.

Section 4: Deposits.

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of PWNO in such banks, trust companies, other depositories, or investments as the PWNO Board may select.

Article XIII (13) Indemnification

The organization, acting through the PWNO Board, or as otherwise provided in these By-laws, 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 she or he was or is a party or is threatened to be made a party thereof by reason of the fact that she or he is or was an officer of the organization. Any provision in these By-laws 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 the court otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the organization.

Article XIV (14) Affirmative Action

PWNO shall not view Affirmative Action as mere passive non-discrimination. Instead it shall consist of an active reaching out to all people of the Phillips West neighborhood to ensure their participation in all of the activities of the organization. PWNO understands that it is not enough just to have open meetings and 1 person, 1 vote; it takes an organization that is willing to address cultural differences in the ways that meetings are held and decisions are made. PWNO understands also that Affirmative Action requires that the organization address issues of direct importance to individuals if they are to be expected to join in the work of the organization. PWNO accents these challenges in its attempt to act affirmatively in all of its activities and responsibilities.

In addition, 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 preference, disability, age, marital status, status with regard to public assistance, or criminal record where the offense is not validly related to the job, services, or organizational business.

Article XV (15) Procedure for Handling Complaints

Any complaint against the organization or any of its activities shall be made in writing and directed to an officer (chair-person, vice chair-person, secretary, or treasurer) of the PWNO Board. The complaint shall be filed with the secretary of the PWNO Board. Said complaint shall be considered at the next PWNO Board meeting, and the Board shall determine whether the complaint should be considered at the next PWNO membership meeting.

Article XVI (16) Conflict of Interest

It shall be the policy of this organization to clearly define the potential for a Conflict of Interest on the part of its membership in any project, program, or proposal that is being considered by the PWNO Board or by any of the organization's task forces or committees. The procedure for determining a conflict will be: The Board chair will ask, after the description of the project, program, or proposal, if any member has a Conflict of Interest. Conflicts exist in four situations.

1. A member will benefit directly from the project, program, or proposal.
2. A member will benefit because of family relationships (spouse/partner, son, daughter, father, mother, sister, brother, or a member of the same household).
3. A member will benefit because their employer or company will benefit.
4. A member is on the Board of directors of a company or organization that will benefit.

If a member declares a Conflict of Interest, the chair will accept it, and that member will refrain from the discussion and voting on all matters pertaining to the issue.

Article XVII (17) Dissolution

Any dissolution of PWNO shall be conducted in accordance with the provisions of Minnesota Statutes Chapter 317A.

Article XVIII (18) Review of the By-Laws

These By-laws may be reviewed every 5 years.

Article XIX (19) Amendments to the By-Laws

These By-Laws may be amended at any meeting of the members providing that notice of the meeting is given in accordance with Minnesota Statutes Section 317A.435. Amendments may be proposed by: (1) any voting member may submit a proposed amendment in writing to the PWNO Board; or, (2) any 15 voting members may set forth a proposed amendment by petition then subscribed, which petition shall be filed with the secretary of the PWNO Board. Said proposed amendment shall be considered at the next PWNO Full Community Meeting.