

**BY-LAWS OF THE
ST. ANTHONY WEST NEIGHBORHOOD ORGANIZATION, INC.
Updated March 18, 2010**

**ARTICLE I
PURPOSE**

The purpose of the Saint Anthony West Neighborhood Organization (STAWNO) shall be to promote the betterment of the neighborhood by encouraging widespread citizen participation in all decision-making processes affecting the Saint Anthony West Neighborhood. The organization shall achieve this by:

- developing a sense of community in the neighborhood;
- providing mechanisms for neighborhood residents to be well-informed on issues and activities affecting neighborhood;
- enhancing and maintaining the physical, social, economic, cultural, and recreational environment of the neighborhood;
- reviewing and offering guidance regarding urban renewal plans or proposed zoning changes;
- maintaining the residential character of the neighborhood; and
- promoting community safety, crime prevention, neighborhood attractiveness, and commercial-establishment and housing quality in a nondiscriminatory manner.

**ARTICLE 2
AREA**

The St. Anthony West Neighborhood, for the purposes of the Articles of Incorporation and these By-laws, shall be defined as that part of Minneapolis, Minnesota, bounded as follows: **On the North** by the south side of Broadway Avenue Northeast; **on the East** by the west side of Washington Avenue Northeast north of Fifth Avenue Northeast, and by the west side of 5th Street Northeast from 5th Avenue Northeast south to the railroad tracks; **on the South** by the railroad tracks between 1st and 3rd Avenues Northeast and **on the West** by the east side of the Mississippi River. These boundaries do not prevent STAWNO from involvement in matters outside the designated boundaries which have an impact on the designated area.

**ARTICLE 3
MEMBERSHIP**

All persons 18 years of age or more who are legal residents or residential property owners in the St. Anthony West Neighborhood shall be eligible as members of STAWNO. In addition, each organization (business, nonprofit organization, public agency, faith-based organization, etc.) located within the neighborhood boundaries may designate one representative to be a member of STAWNO. Membership shall be available without regard to gender, race, age, marital status, sexual orientation, economic status, employment status or to social, political, or religious preferences.

**ARTICLE 4
MEMBERSHIP MEETINGS**

Section 1. Annual Meeting. There shall be an Annual Meeting of the members on the fourth Thursday of February of each calendar year at a time and place in the St. Anthony West Neighborhood as set by the Board of Directors. The date may be changed by a two-thirds vote of the Board of Directors. The purpose of the meeting shall be:

- a. To give a report of the activities of STAWNO for the past year;
- b. To elect the eleven (11) members of the Board of Directors (BOD) and up to five (5) alternate Directors;
- c. To elect one nonvoting student member;
- d. To deal with any specified items on the meeting agenda as designated in the official meeting notice; and
- e. To consider any other items of importance that may be presented by the membership.

Notice for the Annual Meeting shall be posted on the STAWNO website. Notice shall also be delivered to all members by e-mail, by US mail, by delivery to homes and businesses, or by another method at least 21 days, but not more than 45 days, prior to the meeting. Notice shall also be posted in the neighborhood newspaper of record.

Section 2. General Meeting. In addition to the Annual Meeting and to help fulfill our purpose, a General Meeting of the membership may be held at a time and place determined by the Board to encourage participation in the organization's committees and projects, to seek input from residents about current issues, and to help build a sense of community by enabling neighbors to meet one another.

Notice provided for the General Meeting shall be the same as the notice for the Annual Meeting.

Section 3. Special Meetings of the General Membership. Special meetings of the membership may be called by either:

- a) the chair and two directors or alternates
 - b) six (6) directors or alternates, or
 - c) 20 members of STAWNO.

The group requesting a Special Meeting shall present a written petition and statement of purpose to the attention of the Secretary at the STAWNO office, requesting a Special Meeting. The meeting shall be held in no less than two (2) weeks from the date of presentation of the petition to the Secretary of STAWNO. The meeting shall be limited to the published agenda on the official meeting notice. Meetings shall not be held or scheduled on Saturdays, Sundays, or legal holidays.

Notice for Special Meetings of the membership shall be the same as notice for the Annual Meeting except that notice shall be given at least eight (8) days prior to the meeting and, if time permits, published in the neighborhood newspaper of record. This notice must specify the time, place, and purpose of the meeting. If the meeting is for amending the Articles of Incorporation or the By-Laws, such changes shall be published verbatim.

Section 4: Quorum. A quorum for the transaction of business shall exist at any General, Special or Annual Meeting if twenty (20) members of STAWNO are present.

Section 5: Voting. Passage of a motion of resolution shall require the vote of a majority of the voting members present for the meeting unless otherwise required by Roberts of Rules of Order, Newly Revised, or these By-Laws. All members are entitled to vote by signing the official attendance register. No member may vote by proxy or more than once per issue.

Section 6: Dissolution. Dissolution of the organization shall require a two-thirds (2/3) vote of the voting members present at a meeting called specifically for this purpose, pursuant to notice for Special Meetings requirements in Article 4, Section 3 of these By-Laws.

Section 7: Open Meetings. All meetings shall be open to the public.

Section 8: Minutes. Minutes of all meetings will be kept in the minutes book of the organization and will be available upon request. Minutes will be available once approved by the membership.

ARTICLE 5 BOARD OF DIRECTORS

Section 1: General Powers. The business and property of STAWNO shall be managed and controlled by its Board of Directors (Board). 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. The Board shall arrange for an annual review of the corporation's financial records by hiring an auditor, assigning a committee, or by another method determined by the Board. Board members shall receive no compensation for their services as Board members. Board members are encouraged to become involved as volunteers in the work of STAWNO's committees.

Section 2: Number. The Board shall consist of eleven (11) Directors, up to five (5) alternates, and up to one nonvoting student member who shall be between the ages of 14 and 17 years. All of the Board members shall be elected at-large. The five (5) alternates, ranked according to the number of votes received, shall be seated on the Board in the absence of a Director, to vote in his/her place. Alternates in order of highest rank are seated in the absence of Directors, but are replaced in order of lowest rank by a Director at the end of the item being discussed when the director arrives. Only one board seat may be shared by two people, who will cast only one vote on a motion before the board.

Section 3: Qualification. All Board members, except the nonvoting student member, shall be members of STAWNO. The nonvoting student member shall be a resident of the St. Anthony West Neighborhood.

Section 4: Selection. All Board members (including the Directors, alternates and the nonvoting student member) shall be elected at the STAWNO Annual Membership Meeting. The 11 persons getting the highest number of votes shall be elected as Directors. Following the election of the 11 members of the Board of Directors, a separate election shall be held for up to five alternate members of the Board of Directors, using the same election procedures.

Section 5: Method of Election. The annual election of the Board of Directors shall be conducted at the Annual Meeting by a Nominations and Elections Committee. At least sixty (60) days prior to the Annual Meeting, the Board of Directors shall appoint a Chair and two members to serve on the Nominations and Elections Committee. Nominations and Elections Committee members shall not be current officers of the organization. The Nominations and Elections Committee shall solicit nominations for directors and alternates and, with Board approval, shall determine the method of election of directors and alternates to the Board.

Section 6: Term of Office. The term of office of all Board members shall be one (1) year commencing with their nomination and election at the Annual Meeting of STAWNO and terminating one year later with the election of a new Board of Directors.

Section 7: Vacancies. Vacancies on the Board shall be filled by the highest-ranking alternate. The members of the Board, though less than a quorum, may fill additional vacancies that occur either between Annual Meetings or as a result of resignation or removal, or at the Annual Meeting because of the lack of a candidate for a position.

Section 8: Removal of a Director. A total of three (3) unexcused absences or six (6) excused absences from duly

called Board and Membership meetings within one year shall be cause for removal by majority vote of the Board. For the purposes of these by-laws, an absence shall be considered unexcused if the Director fails to notify the organization's office prior to the meeting by e-mail or phone of his/her inability to attend. A Board member may be removed for reasons other than absence with or without cause by a three-fourths vote of the remaining Directors.

Section 9: Resignation of a Board Member. Any Board member may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered unless the written notice states otherwise.

ARTICLE 6 MEETINGS OF THE BOARD

Section 1: Regular Meetings. The Board of Directors shall meet each month of the calendar year on the second Thursday of the month, in the St. Anthony West Neighborhood at such time and place as may be fixed by resolution of the Board. The date may be changed by a two-thirds vote of the Board. At the conclusion of the Annual Meeting, the newly elected Board may convene for the purpose of setting the start time and location for future Board meetings.

Section 2: Open Forum. At each regular meeting of the Board of Directors, up to half an hour at the beginning of New Business will be set aside for membership comments. Each member wishing to participate will be allowed up to 3 minutes to speak. The Secretary will be responsible for keeping time. The Board will listen to the speaker without comment, unless to request clarification of a statement of fact offered by the speaker.

Section 3: Canceled Meetings. By a two third's (2/3) vote of the Board, an upcoming meeting may be canceled. Notice of any canceled meeting must be given to all members of the Board including all alternates in writing and by e-mail at least ten (10) days prior to the canceled meeting.

Section 4: Special Board Meetings. Special meetings of the Board may be called by six (6) Directors or alternates then in office. Notice of special meetings shall be given at least forty-eight (48) hours in advance of the meeting either by telephone or personal contacts. Special meetings shall be held in the St. Anthony West Neighborhood and the notice shall include time, place, and agenda. The meeting shall be limited to the specific purpose noticed in the agenda unless 2/3 of the directors present agree to allow additional items to the agenda.

Section 5: Notice. Written notice of regular meetings, including a written agenda, shall be distributed at least three (3) days prior to the meeting to all Directors, alternates and the nonvoting student member. E-mail shall be sufficient to satisfy the written notice requirement, unless a board member, alternate or nonvoting student member does not have e-mail, in which case written notice must be sent by US mail. If a time certain is stated on the agenda for any agenda item, such time certain shall be strictly adhered to.

Section 6: Open Meetings. All meetings of the Board of Directors and any committees shall be open to any member of the Board and to the public. Meetings, or portions of meetings, may be closed, however, to allow the corporation to handle legal or personnel matters. Only Directors or seated alternates shall be allowed to vote at Board meetings.

Section 7: Quorum. A quorum for the transaction of business shall consist of seven (7) Directors and seated alternates then in office.

Section 8: Voting. Passage of a motion or resolution shall require a vote of a majority of the Directors and seated alternates present at the meeting, unless otherwise provided for in Roberts Rules of Order, Newly Revised, or these by-laws.

ARTICLE 7
OFFICERS OF THE BOARD

Section 1: Officers of the Board and Their Duties. The officers of the Board shall consist of the Chairperson, the Vice Chairperson, the Treasurer, and the Secretary. No person shall hold more than one office at a time and only one member per household or immediate family may serve as officers of the Board. Except as provided in these By-Laws, the Board of Directors shall fix the powers and duties of all officers. Officers shall be elected by the newly elected Board at the first meeting following the Annual Meeting at which the Board was elected.

Section 2: Responsibilities. No officer shall in any way bind the organization to do or not to do any certain things 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 of Directors. Any officer or director addressing any other organization in a personal capacity where such officer or director may be recognized as an officer or director of STAWNO shall clearly state that he or she is doing so strictly in a personal capacity.

Section 3: Chairperson. The Chairperson shall have the power of general management of the business of the organization. S/He shall preside, or delegate such authority, at all meetings of the Board of Directors. S/He shall be the chief executive officer of the organization and shall see that all orders and resolutions of the Board are carried into effect.

Section 4: Vice-Chairperson. The Vice-Chairperson shall act in the place of the Chairperson in the event of his/her absence, inability or refusal to act, and shall exercise and discharge such other duties as may be required by the Board.

Section 5: Treasurer. The Treasurer shall maintain accurate financial records for the corporation, 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; make proper vouchers for deposit; endorse for deposit notes, checks and drafts received by the corporation as ordered by the Board; disburse corporate funds and issue checks and drafts in the name of the corporation, with his or her own signature, or as otherwise ordered by the Board. The Treasurer must have specific Board approval to sign checks for non-recurring expenditures exceeding a certain dollar amount determined by the Board. The Treasurer shall provide the Chairperson and the Board an account of transactions by the Treasurer and of the financial condition of the corporation. The Board may assign some work of this officer to a staff person.

Section 6: Secretary. The Secretary shall record the votes and keep the minutes of all meetings and proceedings of the Board and of the members; solicit agenda items and prepare the agenda for each meeting with the approval of the Chairperson; be responsible for composing and distributing all meeting notices on a timely basis; keep track of each speaker's three minutes of speaking time for Open Forum time at meetings; distribute meeting minutes on a timely basis to Board members and alternates for review and approval; maintain the Corporate Record or folder of all minutes and organization records; and shall perform such other duties as may be required by the Board. The Board may assign some work of this officer to a staff person.

ARTICLE 8
COMMITTEES

The Board of Directors may appoint committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any members of the organization are 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 accept, alter, or reject these actions. The Board may from time to time delegate to a committee the authority to act on behalf of the organization.

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 chairperson or co-chairs for the committee.

The Board shall direct the Secretary or a Stawno staff person to maintain a list of all committees with the committee name, the definition of the committee purpose, the names of the committee chairs or co-chairs, and the names of committee members. If a committee has co-chairs, it is recommended that one of the co-chairs be a Board member. The committee list shall annually be reviewed and updated by the Board.

ARTICLE 9 INDEMNIFICATION

The organization, acting through its Board of Directors, or as otherwise provided in these by-laws, shall as fully as may be permitted by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each Board member of the organization against the expense of any action to which s/he was or is a party or is threatened to be made a party thereof by reason of the fact that s/he is or was a Board member 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, court decision or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE 10 AFFIRMATIVE ACTION

Affirmative Action is not mere passive non-discrimination. No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other organization business on the basis of race, color, creed, religion, ancestry, national origin, gender, 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 organization business.

ARTICLE 11 CONFLICT OF INTEREST

A STAWNO member who attends a STAWNO meeting and who receives any direct or indirect financial benefit from (or serves on the Board of Directors of) any other organization, project or development that is being considered by STAWNO's membership, Board of Directors, or any of its task forces or committees, must declare that affiliation at the meeting and shall abstain from voting on any related issues. A conflict of interest shall also be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) or household of the beneficiary of any action of STAWNO.

ARTICLE 12 COMPLAINTS

Any complaints against STAWNO or any of its activities shall be made pursuant to the St. Anthony West Neighborhood Organization Grievance Policy, which is posted on the STAWNO website or available from the STAWNO office.

ARTICLE 13 REVIEW OF BY-LAWS

These By-Laws shall be reviewed every two years by the Board of Directors.

ARTICLE 14 AMENDMENTS TO BY-LAWS

Amendments to the By-Laws or Articles of Incorporation of STAWNO shall be signed and presented in writing

to the attention of the Secretary at the STAWNO office for action by the Board of Directors. The Board shall act on the amendment at their next regular meeting. The Board shall submit the amendment at the next Annual Meeting or Special Meeting of the General Membership of STAWNO, giving its recommendation regarding the change.

Notice for the Annual Meeting or Special Meeting of the membership to consider amendments to the Articles of Incorporation or to the By-Laws shall be e-mailed to the Board of Directors and to all members for whom e-mail addresses are available, posted on the STAWNO website, delivered to all residents, businesses and organizations in St. Anthony West Neighborhood eight (8) days prior to the meeting and, if time permits, published in the neighborhood newspaper of record. This notice must specify the time, place, and the purpose of the meeting to amend the Articles of Incorporation or the By-Laws. Changes to the Articles of Incorporation or to the By-Laws shall be published verbatim.

A two-thirds (2/3) majority of all members present and voting will be required to adopt any changes by amendment to these By-Laws or to the Articles of Incorporation.

ARTICLE 15
ROBERTS RULES

In areas where policy is unclear, Roberts Rules of Order, Newly Revised, shall govern.

The above bylaws were recommended by the STAWNO Board of Directors on February 11, 2010, and approved by the STAWNO membership at the STAWNO Annual Meeting on March 18, 2010.

Signed _____ [Pete Gamades] _____ Chairperson

Signed _____ [Tony Hofstede] _____ Vice-Chairperson

Signed _____ [Kristina Gronquist] _____ Treasurer