

## **Bylaws of the Tangletown Neighborhood Association, Incorporated**

These bylaws were approved by the Board on May 20, 2019.

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## **Article I Organization and Purpose**

Section 1.01 Name: The name of this organization is Tangletown Neighborhood Association, Incorporated. Hereinafter "TNA".

Section 1.02 Organization: TNA is a Minnesota non-profit corporation organized under the Minnesota Nonprofit Corporation Act, and specifically Section 317A.435, Subd. 4, of that Act, to carry out the purposes set out in these bylaws and is operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the U.S. Internal Revenue Code.

Section 1.03 Mission: The mission of the organization is: The Tangletown Neighborhood Association exists to enhance the quality of life for those who live, work, or play in Tangletown through advocacy, community engagement, and neighborhood initiatives.

## **Article II Neighborhood Boundaries**

Section 2.01 Neighborhood Boundaries: Tangletown neighborhood boundaries are set by the City of Minneapolis, and currently are:

East: I-35W

North: 46th Street

West: Lyndale Ave.

South: Diamond Lake Rd.

## **Article III Membership**

Section 3.01 Eligibility: The following are eligible members of TNA:

- Any resident within the Neighborhood Boundaries who is 18 years of age or older;
- Any individual owning real property within the Neighborhood Boundaries; or
- Any individual operating a business within the Neighborhood Boundaries

Individuals meeting the eligibility criteria above become a member upon signing in at any meeting of the TNA.

Section 3.02 Powers: There shall be one class of members in the TNA and each member shall be entitled to one vote. At a TNA membership meeting, members may:

- Vote for election of the Board of Directors.
- Vote for dissolution or merger of the TNA.
- Propose amendments to the Bylaws.
- Vote on motions made by Directors.
- Not make motions or elect Officers.

Section 3.03 Membership Meetings: The Board of Directors shall have the power to call membership meetings. The notices of membership meetings shall be publicized at least twenty-one (21) calendar days prior to such meeting.

Section 3.04 Annual Meetings: The Board of Directors or its Executive Committee shall set the date for the annual meeting at least sixty (60) days prior to the date the meeting shall be held. Unless otherwise determined by the Board of Directors, notice of the annual meeting shall be provided via the TNA's standard communication channels at least twenty-one (21) days in advance. At such annual meetings there shall be elected the members of the Board of Directors in accordance with the requirements of Article IV of these bylaws.

#### **Article IV Board of Directors**

Section 4.01 Number: The Board of Directors of TNA shall be composed of no more than fifteen (15) members.

Section 4.02 Qualification: All Board members shall meet the membership criteria of the organization (Section 3.01). Paid staff persons or contractors may not serve on the Board.

Section 4.03 Governing Powers: The Board of Directors shall have all the powers and duties necessary or appropriate for the overall direction of TNA. They may engage in such acts and do such things as are not prohibited by a law or by these bylaws.

Section 4.04 Election:

Board members shall be elected at the annual meeting.

- Nominations for Board membership may be made before or at the annual meeting, by the candidate or by another member. TNA will make efforts to provide candidate information to membership in advance of the annual meeting for those who are nominated prior to the meeting.
- Candidates must be physically present or, if absent, have provided a member-proxy with a written self-nomination.
- Positions will be filled by the candidates receiving the largest number of votes.
- Ties shall be broken using a coin toss by a non-candidate.

Section 4.05 Term of Office: The Board members shall be elected for a two-year term, beginning immediately after their election. The Board shall make provisions to stagger the terms of elected Board members so each year the terms of approximately one-half shall expire. Terms may be other than two years depending on when the annual meeting is scheduled. An individual may serve no more than six (6) consecutive years as a Board member, after which they shall be ineligible for Board membership for a twelve (12) month period. If at the end of a Board member's six (6) year term, there are no candidates to fill the seat, the board member may continue beyond the term limit.

Section 4.06 Resignation: A Board member may resign at any time by giving written notice to the board president. The resignation shall take effect when it is delivered, unless the written notice states otherwise.

Section 4.07 Vacancies: Vacancies in the Board of Directors caused by any reason shall be filled by a vote of the majority of the remaining Board members. Each person so appointed shall be a Board member until that person or a successor is elected by the membership at the next annual meeting. If the vacancy was for a term not yet expired by the annual meeting, the election will be to fill the remainder of the term.

Section 4.08 Removal of Board Members: Any elected or appointed Board member may be removed, with or without cause, by a two-thirds vote of the Board. No Board member may be removed from office unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

Upon three consecutive uncommunicated absences from Board meetings, a Board member shall be deemed to have vacated his or her position and the position shall be determined to be vacant.

Any Board member may be terminated from the Board after missing three meetings per year, by vote of the Board of Directors.

Section 4.09 Compensation: No compensation shall be paid to Board members for their services to TNA. Board members may be reimbursed for actual expenses incurred by them in the performance of TNA duties.

## **Article V Officers**

Section 5.01 Designation: Principal officers of TNA shall be President, Vice President, Treasurer, and Secretary. At the discretion of the Board of Directors, other officers may be elected with duties that the Board shall prescribe.

Section 5.02 Qualifications: The officers shall be elected from among Board members.

Section 5.03 Elections: Officers shall be elected annually by the Board of Directors at the first meeting after the annual meeting. Unless sooner removed by the Board, terms of office are one (1) year. Newly elected officers shall assume office on the day of their election. More than one person may share a single office, but no individual may hold more than one office except that of Secretary.

Section 5.04 Vacancies: A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors shall also have the authority to appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers. If an officer becomes inactive, moves from the neighborhood during his or her term of office, resigns, or is removed from office, the Board of Directors shall be authorized to appoint a replacement. A candidate for replacement may be nominated by any board member and must be approved by a majority of the Board of Directors.

Section 5.05 Removal: Any officer may be removed with or without cause by the Board of Directors by a  $\frac{2}{3}$  vote of the Board members. The matter or removal may be acted upon at any meeting of the Board, provided that notice of intention to consider said removal has been delivered to each Board member and to the officer affected at least ten (10) days previously.

Section 5.06 Duties: Except as provided in these bylaws, the Board shall establish the powers and duties of all officers.

- President: The President serves as the chief executive officer of the TNA. The President shall:
  - Preside as chair at all Board and membership meetings except in those instances in which the authority to execute is expressly delegated to another officer or agent the TNA;
  - Serve as the chief executive officer of the organization and see that all orders and resolutions of the Board are carried into effect;
  - Carry out the duties of signatory agent and execute documents on behalf of the organization as authorized by the Board of Directors; and
  - Appoint members to standing committees subject to board approval and establish and appoint members to other committees.
- Vice-President. The Vice-President shall perform the duties of the President in their absence or when requested by the President.
- Secretary. The Secretary shall:
  - Record and maintain minutes of Board and membership meetings;
  - Maintain the non-financial files of the TNA;
  - Provide notice of all Board and membership meetings;
  - Record meeting attendance and absences (excused and unexcused) of Board members; and
  - Manage requests for public record requests.
- Treasurer. The treasurer shall have overall responsibility for the TNA's funds. The Treasurer shall:
  - Maintain full and accurate accounts of all financial records of the TNA;
  - Develop and present the annual budget for approval by the Board;
  - Present financial reports as directed by the Board; and
  - Present financial report at the annual meeting.

Section 5.07 Delegation: If permitted by these Bylaws or by a resolution adopted by the Board of Directors, Officers may, without further action of the Board of Directors, delegate some or all of the duties and powers of an office to other persons, including, but not limited to, employees of the TNA. An Officer who delegates the duties or powers of an office remains subject to the standard of conduct for an Officer with respect to the discharge of the delegated duties and powers.

## **Article VI Meetings**

Section 6.01 Place of Meetings: The location of meetings shall be communicated and accessible to the public.

Section 6.02 Regular Meetings: Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors. Currently, the Board meets the 3rd Monday of each month. The Board of Directors shall meet no less than four (4) times each year, approximately quarterly. Only current Board members may participate in discussion during Board meetings, unless the President otherwise allows.

Section 6.03 Notice of Meetings: The notices of meetings shall be publicized at least twenty-one (21) calendar days prior to such meeting.

Section 6.04 Quorum: A quorum for the transaction of business shall consist of the Board members present, but may not be less than one-half of the directors currently holding office. In the absence of a quorum, a majority of the directors present may adjourn a meeting until a quorum is present.

Section 6.05 Voting: Only Board members present at the Board meeting shall be allowed to vote. The board may define methods for how a Board member may be deemed present. Passage of a motion or resolution shall require an affirmative vote of more than half of the Board members present at the meeting, unless otherwise required by law or these bylaws. Voting between Board meetings by electronic means is permissible, as defined by the board per our voting policy.

Section 6.06 Open Meetings: All meetings shall be open to the public to observe the business of the Board in accordance with the purpose of the organization and applicable laws, except in those circumstances where the president designates a closed executive session for legal and/or labor-management issues.

Section 6.07 Robert's Rules of Order: Robert's Rules of Order shall govern general meetings where they are not in conflict with the Articles of Incorporation of the organization or the bylaws adopted by the membership and the Board.

## **Article VII Committees**

Section 7.01 Authority: The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Each such committee shall have such duties and responsibilities as are granted to it by the Board of Directors. Each such committee shall at all times be subject to the control and direction of the Board of Directors. Committee members, other than members of the Executive Committee, need not be directors, however there should be a minimum of two board members on each committee

Section 7.02 Executive Committee: The Board of Directors, by resolution adopted by a majority of the entire Board of Directors may establish an Executive Committee to include the President, Vice President, Secretary, and Treasurer. The President of the Board of Directors will be the President of the Executive Committee. The designation of such Executive Committee and the delegation of authority granted to it shall not operate to relieve the Board of Directors of any responsibility imposed upon it. The Board of Directors shall have the power at any time to change the functions of the Committee or to terminate the existence of it.

During the intervals between meetings of the Board of Directors, and subject to any resolution of the Board of Directors, the Executive Committee shall have and may exercise the authority of the Board of Directors in the day-to-day management of TNA. The duties may be completed via electronic communications. Such action will be in line with established board initiatives, priorities, and policies. The Executive Committee shall make a full report of all actions at the next meeting of the Board of Directors.

Special meetings by the Executive Committee may be called by the President of the Executive Committee. When such special meetings are deemed to be necessary, members of the Executive Committee will be notified at least five (5) working days in advance.

Section 7.03 Standing Committees: The Board of Directors may, by resolution passed by a majority of the Board as a whole, designate one or more standing committees in addition to the Executive Committee. A majority of the members of these committees must be members of TNA. The Chairs of the standing committees shall be members of the Board of Directors. Any committee so established shall have and may exercise such power as provided in the resolution which established the committee. Dissolution of any such standing committee shall be accomplished by a resolution of a majority of the Board as a whole.

Section 7.04 Ad Hoc Committees: Other committee(s) may be established by the President of the Board of Directors or by a motion passed by the Board of Directors. Non-members of the Board of Directors may serve on ad hoc committees. Such committees are convened for a limited time to address a particular matter under a formal charge from the Board that expires once the task of the committee is complete.

Section 7.05 Committee Meetings: Meetings of the individual committees may be held at such time and place as may be determined by a majority of the committee, by the President, or by the Board of Directors. Notice of meetings shall be given to the committee's members at least five (5) working days in advance of the meeting unless all members agree to a shorter notification. A majority of the committee's membership shall constitute a quorum.

## **Article VIII Fiscal Management**

Section 8.01 Fiscal Year: The fiscal year of TNA shall begin on the first day of January of each year.

Section 8.02 Fiscal Policies: A document outlining the financial policies of TNA shall be adhered to and communicated to the Board of Directors.

Section 8.03 Conflict of Interest: To maintain the public trust and protect the integrity of the TNA, Directors shall disclose to the Board any interest they have in a transaction or decision that may



result in a financial gain to them, their business, family members and/or significant other, employer, or other non-profit organizations with which they are affiliated.

The Board shall not enter into any contract or transaction with (a) one or more of its directors, (b) a director of a related organization or an organization in or of which a director of TNA is a director, officer or legal representative, or in some other way has a material financial interest unless:

- That interest is disclosed or known to the Board of Directors;
- The Board approves, authorizes or ratifies the action in good faith;
- The approval is by a majority of directors (not counting the interested director); and
- Approval is obtained at a meeting where a quorum is present (not counting the interested director).

The interested director may be present for discussion to answer questions, but may not advocate for the action to be taken and will be asked to leave the room while a vote is taken. The minutes of all actions taken on such matters shall clearly reflect that these requirements have been met.

Section 8.04 Indemnity: TNA shall indemnify and hold harmless any Director, officer, or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a Director, officer, or employee except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. TNA shall have the power to purchase or procure insurance for such purposes.

## **Article IX Grievance Procedure**

A written complaint regarding TNA or any of its activities may be submitted to any officer. The complaint shall be considered at the next regular board meeting, or no later than the second regular Board meeting following the receipt of the complaint. The Board shall provide a response to the complainant in a timely manner after the meeting where the complaint was reviewed.

## **Article X Nondiscrimination**

The TNA will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, sexual orientation, gender expression, disability, marital status, income, political affiliation, homeowner/renter status, or any other legally protected class in its policies, recommendations, programs, or actions.

## **Article XI Amendments**

These Bylaws may/shall be amended in the following manner:

- Any proposed amendments to the bylaws may be submitted in writing to a member of the Board of Directors and must be read at a board meeting;
- Notice of the proposed amendment(s), the Board's intent to discuss and vote on the proposal, and the date, time and place of such meeting shall be provided to all members through TNA's communication channels. The proposed amendment and any bylaws currently in effect that are in any way modified or otherwise influenced by the proposed amendment thereto shall be available to all members; and,
- The proposed amendment must be approved by a majority of all directors at a duly called regular board meeting.