

**BY-LAWS  
of the  
AUDUBON NEIGHBORHOOD ASSOCIATION**

**ARTICLE 1. ORGANIZATION**

**1.1 Name**

The name of the organization shall be Audubon Neighborhood Association. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

**1.2 Location**

The boundaries for Audubon Neighborhood Association follow the City Boundaries of the area known as Audubon Park Neighborhood, which is bounded on the west by Central Avenue, the south by Lowry Avenue, the east by Stinson Boulevard, and the north by St. Anthony Parkway.

**1.3 Mission**

The mission of the Audubon Neighborhood Association is to encourage interaction and involvement among the people in our neighborhood and its organizations; to foster the continuing improvement of property and businesses within its boundaries; to increase security and safety within the neighborhood; to convey to other organizations, including government and business, the concerns of the neighbors represented.

**1.4 Policies**

The Audubon Neighborhood Association shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise, religious organization, political candidates, or elected public officials shall be endorsed by it. The name of the Association and the names of its officers in their official capacities shall not be used with any purpose other than the regular work of the Association.

**ARTICLE 2. MEMBERSHIP**

**2.1 Eligibility**

The Audubon Neighborhood Association will only have one class of membership and all members have one vote on questions that come before the full community. An individual is eligible for membership if they meet any of the following requirements:

- A natural person over the age of 18 who resides in or owns a business (or property) in the Audubon Park neighborhood.

- An individual representative appointed by a nonprofit or government institution that operates within the Audubon Park neighborhood. No more than one individual may be appointed by a single institution.

## **2.2 Terms of Membership**

Anyone who is eligible under Section 2.1 (above), and who attends an Audubon Neighborhood Association function, will be considered a member of the organization. Additional requirements for regular membership may be adopted by the Board of Directors. No membership fee is required but donations are accepted.

## **2.3 Resignation**

A member may resign at any time by submitting a written or electronic notice to the ANA office.

# **ARTICLE 3. BOARD OF DIRECTORS**

## **3.1 Board Role, Size, and Compensation**

The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. The board will consist of at least five and no more than nine members. Board members are volunteers and receive no monetary compensation for their service to the organization.

## **3.2 Qualifications**

Board members must be anyone who is qualified to be a member of the organization.

## **3.3 Election and Terms**

Directors shall be elected or re-elected by the voting members at the Annual Meeting. Directors will be elected by a simple majority of members present at the Annual Meeting.

Terms for directors are two years starting the month following the Annual Meeting in which they were elected. Four directors' terms will expire on even-numbered years, the other five on odd-numbered years. Directors can serve a maximum of five (5) consecutive terms.

## **3.4 Vacancies**

Any position on the board left vacant due to the lack of a candidate during elections, or by resignation of a board member, shall be filled by appointment of the Board of Directors. The board shall seek a candidate for the vacant position(s) who meet(s) the qualifications for membership. The selected candidate will become an interim Board

Member by receiving a majority vote of the board. The interim member will serve until elections at the next Annual Meeting.

It is the responsibility of the Board of Directors to seek out individuals who are representative of the neighborhood when appointing vacant positions.

### **3.5 Officers**

There shall be four officers of the board, chosen by the newly-elected board at their first meeting. The officers will consist of a president, vice-president, secretary, and treasurer. Their duties are as follows:

**President:** The president shall preside at all Board and Executive Committee meetings; work in partnership with staff to ensure board resolutions are carried out; call special meetings, as necessary; assist Executive Committee in preparing agendas for board meetings; assist staff with new board member orientation; act as a spokesperson for the organization; and be a signatory on the organization's bank account.

**Vice President:** The vice-president shall understand the responsibilities of the board president and be able to perform them in the president's absence; carry out special assignments as requested by the board president; serve on the Executive Committee; chair the Personnel Committee; coordinate the annual performance evaluation for senior staff person; and be a signatory on the organization's bank account.

**Secretary:** The Secretary shall take minutes at all board and community meetings and send them to the office in a timely manner; ensure the accuracy of all board records; review board minutes at each meeting; serve on the Executive Committee; assume the responsibility of chairing the board meeting in absence of the president and vice-president; and be a signatory on the organization's bank account.

**Treasurer:** The Treasurer shall understand financial accounting for nonprofit organizations; serve on the Executive Committee; chair the Finance Committee; manage, with the Finance Committee, the board's review of and action related to the board's financial responsibilities; work with staff to ensure that appropriate financial reports are made available to the board on a timely basis; present a financial report at all board and community meetings; present the annual budget to the board for approval; present and review audits with the board, as needed; and be a signatory on the organization's bank account.

### **3.6 Resignation**

A board member may resign at any time by giving written notice to the President.

### **3.7 Removal of Directors**

Absences. A Director shall be automatically terminated from the board upon the third consecutive absence from authorized Board meetings or the fourth absence from Board meetings in a twelve month period. Removal of a Director for absences shall be

effective upon the adjournment of the third consecutive absence or fourth meeting missed in twelve months by that Director.

For Cause. A Director may be removed at any time, by two-thirds vote of the Board, for malfeasance or nonfeasance or by ceasing to be an eligible Audubon Neighborhood Association member. Directors shall be notified in writing by the Secretary, Secretary's designee, or the Director moving the removal, of the intent to remove them as a Director at least twenty business days prior to the meeting at which removal for cause is to be voted upon. Removal of a director for cause shall be effective immediately upon conclusion of the vote.

### **3.8 Board Meetings**

The board must meet at least quarterly. All members of the neighborhood can attend meetings. ANA will provide at least 30 days' notice of all meetings. Meetings will be held at a site within neighborhood boundaries, which will also be announced 30 days in advance.

A quorum of members must be present to transact any business. A quorum is a majority of the current number of directors on the board. Any board member who misses three consecutive meetings will forfeit his or her seat on the board.

Upon occasion, the board may be asked to vote through electronic means on minor items that do not require extensive discussion, such as through e-mails sent to all members. A quorum must participate in the vote.

## **4. ASSOCIATION MEETINGS**

### **4.1 Annual Meeting**

Annual meetings will be held in October. At least 5 days and no more than 60 days' notice will be given of the time and place of the meeting, which will be held within neighborhood boundaries. Notice will be given to all community residents through the association newsletter and web site.

Quorum will be 10% of the neighborhood residents or 50 members, whichever is smaller.

### **4.2 Special Meetings**

The President of the Board of Directors or the board by majority vote can call a special meeting of the community at any time. Members will be notified at least five days in advance, including the specific purpose of the meeting. The same requirements for a quorum will apply.

### **4.3 Regular Meetings**

The neighborhood will meet at least quarterly on a date specified by the Board of Directors. The purpose of these meetings will be to discuss ANA business and give the board and members an opportunity to discuss issues affecting the community.

## **ARTICLE 5. COMMITTEES**

### **5.1 Executive Committee**

The Executive Committee is a standing committee and shall be comprised of the officers of the board. The duties of the Committee shall be to call meetings of the board and the community, and to transact any necessary business between board meetings, or as referred to it by the board. Meetings may be called by the president or upon request of two members of the Executive Committee, upon at least five (5) days' notice to all members of the Committee. A majority of the members of the Executive Committee shall constitute a quorum.

### **5.2 Finance Committee**

The Finance Committee is a standing committee that works with staff to monitor the finances of the organization. It is chaired by the board Treasurer and shall include at least two other individuals (who may or may not be on the board). Committee members, whether board members or not, should also have no financial interest in the organization, except for fiduciary responsibility.

The Finance Committee is charged with overseeing the financial dealings of the organization. This includes being familiar with, approving, and periodically reviewing the organization's annual budget (prior to reporting to the board), and overseeing cash flow and other money management issues, such as recommending/participating in an audit; evaluating the organization's fiscal policies and procedures yearly; and reporting to the board about the financial condition of the organization, including any financial irregularities or inefficiencies.

### **5.3 Personnel Committee**

The Personnel Committee is a standing committee that oversees employment-related (human resource) topics for the organization. It is chaired by the vice-president and shall include at least two other members (who may or may not be on the board).

The Personnel Committee is charged with ensuring the organization is following all state and federal laws and regulations relating to employment are followed.

### **5.4 Standing and Special Committees**

There shall be such standing committees and special committees created by the board as may be required to promote the objectives and interests of the organization. The board will create policies and procedures related to committees; however, all

committees make recommendations to the full board and are not able to operate independent of the board.

## **ARTICLE 6. Miscellaneous Provisions**

### **6.1 Statement of Inclusivity**

The Audubon Neighborhood Association is committed to diversity and the full participation of all persons regardless of age, race, ethnic or cultural background, gender identity, sexual orientation, status with regard to public assistance, religious belief, political affiliation, or any disability. Therefore, recruitment of members of the board, officers, staff, volunteers, and participants in programs administered and activities sponsored by ANA shall be in accordance with equal opportunity guidelines outlined in ANA's Policies and Procedures and defined by federal, state, and local laws.

### **6.2 Amendments**

These by-laws may be amended at any authorized Board Meeting by two-thirds vote of those Directors present. Notice of intent to amend these by-laws shall be sent with a copy of the proposed changes to the Directors not less than thirty business days before such Board Meeting.

The Board's amendment of these by-laws is subject to amendment or repeal of such action by a majority vote of Members at a community meeting that meets the quorum requirements for the Annual Meeting. Notice of intent to amend these by-laws shall be sent with a copy of the proposed changes to the Members not less than thirty business days before such community meeting.

### **6.3 Approval**

These bylaws were approved at the Audubon Neighborhood Association Annual Meeting on October 5, 2015. They replace the previous version and are now the Association's official bylaws.

Adopted by the Audubon Neighborhood Association Board of Directors 12.27.21