

Southeast Como Improvement Association Bylaws

I. Purpose

This corporation is not operated for profit. The Corporation is organized under Minnesota statutes Chapter 317A and elects to also be governed by the statutory provisions governing "neighborhood organizations" as described in Minn. Stat. 317A.435.4 The Corporation operates for the nonprofit purposes specifically described in the Articles of Incorporation. All changes to the Corporation's purpose are governed by changes to that document.

II. Mission Statement

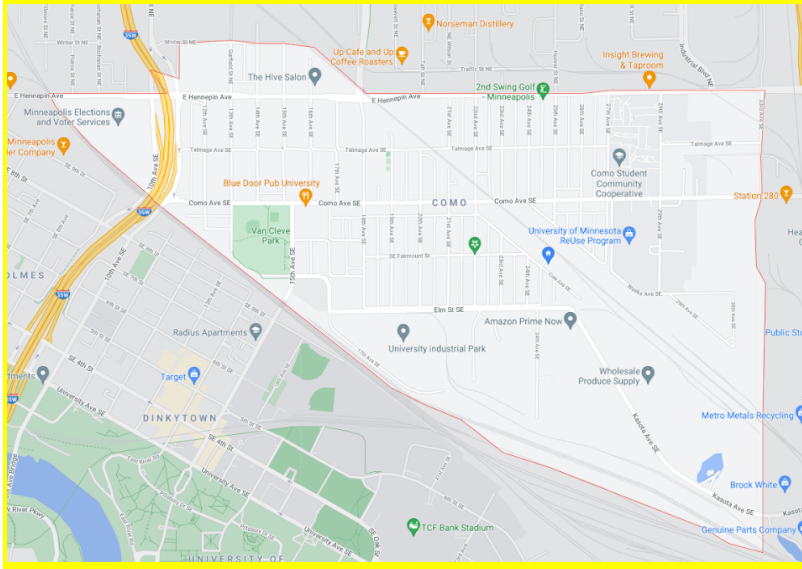
Mission: The Southeast Como Improvement Association (*hereinafter* "SECIA") works to maintain and enhance the physical, social and economic environment of our neighborhood. Through programs that serve our community's present and future needs, and through communication, stewardship, and citizen involvement, we strive to foster a sense of community and to promote the neighborhood as a vibrant place to live and work.

III. Boundaries

SECIA is recognized by the City of Minneapolis as a neighborhood organization serving a defined area. The area of the neighborhood, for the purposes of membership and these bylaws, is defined as:

Part of Minneapolis bounded by 33rd Ave on the east with a line due south from the intersection of 33rd Ave and Hennepin Ave to Kasota Ave completing the eastern border. The neighborhood is bounded by Hennepin Ave on the north, except for the section between Johnson St. and Stinson St., which is bounded by Winter St NE. The SW border follows the railroad tracks running from Kasota Ave in the SE corner to Hennepin Ave in the Northwest corner of the neighborhood.

The area is depicted in the boundary map below.



IV. Membership

SECIA has one class of voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

A. Eligibility for Membership

Eligibility for membership is defined as any human being who is at least 18 years old and is:

1. A resident in the SE Como neighborhood; or,
2. An owner of real property in the SE Como neighborhood; or,
3. An owner, business lessee or designated representative of a business or nonprofit, educational organization or governmental organization in the SE Como neighborhood; or,
4. Persons residing in legal residential units in the Mid-City Industrial area of the City (as defined by the City of Minneapolis). Eligibility for these persons shall continue until such time as the Mid-City Industrial area has its own neighborhood organization.

B. Number of Votes Only one (1) vote per member is permitted. Although a member may meet more than one membership criterion or own more than one business or property, that member receives one vote only.

C. Establishing Member Voting Eligibility All members who wish to vote at any SECIA membership meeting must be registered members.

D. Timing New members are encouraged (but not required) to establish voting membership eligibility at least 10 days before a voting member meeting.

E. Resident Members Resident members may use any document of any kind showing the members full name and an address inside the SE Como neighborhood, which may include a sworn statement or attestation of the same; or another member may vouch for one new resident member's eligibility.

F. Property Owner Members To confirm member eligibility: 1) The property owner must present documentation of ownership that lists the property's SE Como address and the exact name under which the property taxes are paid.

G. Business Members Each SE Como business (whether for-profit or non-profit) has only one vote regardless of the number of owners, properties or entities owned in SE Como.

1. To establish voting eligibility: The owner of the business must provide documentation of ownership that lists the owner's name, the property's SE Como address, and the full business name. Acceptable documentation includes:

- a.** A current Secretary of State certificate of good standing; or,
- b.** A current City of Minneapolis business license; or,
- c.** A current utility bill; or,
- d.** A current bank statement; or,
- e.** The filed articles of incorporation

The eligibility process is not complete until a SECIA representative responds with confirmation via email, mail, or in person with a signed notice indicating that their eligibility has been verified.

2. Business Representatives.

a. Right to Appoint: A property owner or a business owner (for-profit or non-profit) that has established voting eligibility with SECIA may appoint a representative to cast their vote.

b. Establishing Credentials: To establish the appointed representative's voting eligibility:

- (a) The appointed representative must provide a current, state-issued ID card that contains a photo of the representative; and,
- (b) A letter on the business' letterhead, signed by the owner or managing director, authorizing the named representative to vote on behalf of the business or organization; and,
- (c) Current proof of affiliation with the property or the business owner.

- c. Review of Documentation:** Materials must be submitted to SECIA staff in person, via email, or upon arrival at a SECIA meeting in which an appointed representative wishes to vote. If the business or organization has not yet established their voting eligibility, then SECIA staff must be able to verify the business' eligibility online before the representative will be able to participate as an eligible voting business member representative.
- d. One Owner, One Vote:** A business owner only has a single vote regardless of their SE Como residency status, or the number of businesses or properties owned in the neighborhood. Business owners may appoint a representative to cast their vote. Appointing a representative cannot be used to expand a business owner's voting rights.

H. Member Dues / Fees

The organization does not charge dues. Voluntary donations to support SECIA and its activities are encouraged.

I. Rights of Members

The Board governs and voting members have limited voting rights. Each voting member is eligible to cast one vote at the annual meeting of the voting membership as well as one vote in any periodic vote involving the voting membership as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is *not* permitted.

J. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of SECIA.

K. Membership Duration

Once a Corporation Member, Membership will continue in perpetuity as long as the member remains eligible.

L. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any way.

M. Membership Termination

All member rights, privileges, and benefits will cease in the event of death or termination of eligibility of the member.

N. Member Grievance Procedure

Any voting member may file a formal grievance with SECIA. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in SECIA's Grievance Policy and Procedure a copy of which is available on the organization's website.

O. Meetings of Voting Members

- 1. Record Date and Membership Roster.** As required by state law, the record date for determining who are the voting members of SECIA at the time of a voting members meeting will be the day of the meeting. Meaning, eligibility to vote may be determined on the day of any meeting where a member vote will occur, and pre-registration is not required to participate.
- 2. Notice to Members.** As required by state law and Minneapolis grant funding requirements, effective written notice, including the date, time, and place of the meeting, will be provided at least 21 calendar days and not more than 30 days in advance of a member meeting. Notice may be provided through any reasonable method designed to give notice to every member with voting rights.
- 3. Regular Member Meetings.** SECIA, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.
- 4. Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of SECIA at the meeting and an election to fill open board seats.
- 5. Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or by a petition signed by 50 individual voting members as required by state law. A member petition to call a special meeting must describe the purpose for the meeting and must document the eligibility of all 50 member signatures. The Board will publish a meeting notice for all special meetings. Special meetings will be conducted in accordance with State law¹. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
- 6. Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, SECIA will implement reasonable measures to:
 - a.** Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
 - b.** The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
 - c.** Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.

¹ [Minn. Stat. § 317A.433](#).

7. **Member Meeting Quorum.** A quorum of the members is 25 of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
8. **Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
 - Election of Directors
9. **Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. SECIA is not obligated to follow Robert's Rules of Order.
10. **Member Meeting Decorum.** SECIA will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The board President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.
11. **Member Action Without a Meeting.** Member actions without a meeting are not permitted.

V. Board of Directors (Governing Body)

A. Board Governing Powers

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and, the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law² which are necessary and appropriate for governing SECIA, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of SECIA.
2. Appointment and removal of Board Directors & Officers.

² Minn. Stat. § 317A.201-257.

3. Oversee the affairs and activities of SECIA and set policies and procedures.
4. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
5. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of SECIA.
9. The Board of Directors may engage in acts that are in the best interests of SECIA and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of SECIA.

B. Board Compensation

All members of the Board will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

C. Board Number and Qualification

SECIA's Board of Directors must be composed of not fewer than 9 elected members including the two special designated seats. The number of seats on the Board of Directors to be determined from time to time by resolution of the Board of Directors.

All Directors must be at least 18 years of age. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

D. Board Service Eligibility

All Directors are elected from the pool of voting members with the exception of "special designated seats", as defined and designated in section F. Only one member per household or family system may serve on the Board at any given time.

The number of board seats that may be filled by business owner or lessees or, designated representative of a nonprofit, educational organization or governmental organization in the neighborhood is maximum 1/3 business owner/lessee or organizational representatives.

E. Board Terms

All Directors with the exception of “special designated seats” will serve a 3-year term. SECIA will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that Directors must take at least two years off after serving 6 consecutive years. Board vacancies are filled following the process outlined below in Sec. V (J).

F. Special Designated Seats

In addition to the regular elected members of the Board of Directors, the following positions will be special designated members. Special designated members are also elected by the membership through the same process outlined in Section V(G), except they are not required to meet the eligibility requirements defined in section IV(A). Vacancies of these designated Board seats shall be addressed through the same process as outlined in Section V(J).

1. Past President

- a.** The past president may be elected to a 1-year term immediately following the conclusion of their term as President as a fully privileged member of the Board of Directors.
- b.** If the past president has served two consecutive 3 year terms, they may be an advisor to the board of directors, but not a board member.

2. Undergraduate student representative

- a.** An undergraduate representative may be elected to a 1-year term as a fully privileged member of the Board of Directors.
- b.** This position must be filled by a currently enrolled undergraduate student at a local institution.
- c.** This position may be filled at the recommendation of an undergraduate student organization (for example: MSA).

3. Graduate student representative

- a.** A graduate representative may be elected to a 1-year term as a fully privileged member of the Board of Directors.
- b.** This position must be filled by a currently enrolled graduate student at a local institution.
- c.** This position may be filled at the recommendation of a graduate student organization (for example: COGS).

G. Annual Meeting Election Process

The election process will be fair and open.

- 1. Candidate Search.** The Board will publish a call for candidates in the notice of the meeting. The board will strive to recruit a number of candidates that meets or exceeds the number of vacant seats. Candidates may be identified up through and including the day of the annual meeting. The board will not endorse candidates.

- 2. Nominations Committee.** In the event a nominating committee is formed, its chartered purpose must be limited to coordination of the process. Any review of candidate applications is limited to determining eligibility for service.
- 3. Elections.** Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates, including any nominations from the floor (offered with consent of the nominee). Those candidates receiving the highest number of votes will be elected.
- 4. Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. In the event a successful candidate is deemed ineligible, the candidate with the next highest votes will be seated instead.

H. Board Member Resignation

A Director may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy (following the procedure outlined below in Sec. V(J)) before the effective date and the new Director will be seated on the effective date and will serve out the remainder of the resigning Director's term. If fewer Directors will remain after the resignation than is mandated as the minimum required by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of Directors is maintained.

I. Board Member Termination or Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of a two-thirds majority of all the remaining Directors. The matter of removal is a personnel matter and may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created and serve out the remainder of that term, following the process for Board vacancies as outlined in the below Sec. V (J).

J. Board Vacancies

Vacancies in the Board of Directors are filled after a published call for applications by a vote of the majority of the remaining Directors at a properly called meeting. The interim Director elected by the Board will fulfill the remainder of the term for that seat.

K. Regular Board Meetings

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements³. Board meetings may, but need not coincide with member meetings.

³ Minn. Stat. § 317A.231

L. Special or Emergency Board Meetings

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

M. Board Meeting Notices

All effective written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days and not more than 60 days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

N. Board Meeting Quorum

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

O. Board Action / Voting

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with SECIA's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of SECIA and must be carried out.

P. Open Meetings

SECIA is a private nonprofit corporation and is not subject to open meetings law and government data practices. However, to comply with Minneapolis grant requirements, SECIA will generally hold all of its meetings open to the public, except when a closed session is required for consideration of legal issues, personnel issues, etc. The public version of meeting minutes from a closed session will indicate that the board went into a closed session. SECIA will maintain a record of any business decision made in a closed session but may limit access to the record to those with a legal right to be in the meeting.

Q. Meeting Procedures

All questions of order with respect to any meeting or action of SECIA, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or the committee Chair which allows for making motions and voting on business matters. SECIA is not, however, obligated to utilize Robert's Rules of Order. Meeting minutes must be produced to create a corporate record of reports and decisions made at meetings.

R. Meeting Decorum

SECIA follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another Officer may act in the President's place if required.

S. Board Meetings by Remote Participation

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate concurrently in the meeting.

T. Board Written Action Without a Meeting

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was [for example, a known email address, phone number, certified e-signature program, etc.]).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and will be documented as a meeting vote in the next board meeting minutes.

VI. Officers

A. Board Officers & Duties

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

1. President. The President convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the following order: Vice President (if any), Secretary, Treasurer. The President is a board member with voting rights and will vote at meetings.

2. Secretary. The Secretary is responsible for assuring: 1) the corporate records of board actions are documented through meeting minutes; 2) that meeting notices and agendas are distributed in a timely manner; 3) that records are published as necessary to the members; and, generally that corporate records are maintained.

3. Treasurer. The Treasurer is responsible for assuring: 1) financial records and accounts are kept in a manner that meets state law, IRS and GAAP standards; 2) that the board is informed at least quarterly on SECIA's financial position and budget-to-actual status; and 3) public facing financial data is provided and tax filings are completed in a timely manner.

4. Vice President. The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board, may serve in the President's absence when needed, and may have other duties as assigned (for example: managing staff payroll).

The officers of the board reserve the right to reassign duties as needed due to circumstances that may arise.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

B. Election of Board Officers

Board Officers must be on the Board of Directors. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors by the Board of Directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

C. Terms

All Board Officers will serve a 1-year term that coincides with a portion of their term as Director. There is no limit to the number of terms an Officer may serve within the 6 year consecutive limit for all board members. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

D. Resignation

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

E. Removal

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

VII. Committees & Task Forces

A. Authority

SECIA may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. Ideally, at least one member of the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

B. Committees

Committees may be standing or have an expiration date. Committees are formed by resolution adopted by a majority of the Board (for example, Environment Committee, Land Use & Development Committee, etc). Chairpersons of all committees, standing and special, shall periodically present plans of work to the Board. No debt shall be made against the Association or any committee, officer, or other member without the approval of the Board. Committees are formed under a detailed charter describing their purpose and duties.

C. Task Forces

Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces may be formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

D. Executive Committee

The board of directors may establish an Executive Committee. This committee may be composed of the officers of the board along with other members of SECIA and chaired by the board president. The duties of the executive committee, if established, are to organize board meeting agendas, supervise the Executive director, draft board action items, and other duties as assigned by the full board. This committee is at all times subject to the direction and control of the full Board of Directors. The Executive Committee never has the authority to act on behalf of the board except with explicit permission.

E. Meetings

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting. Proxy voting is not permitted. Every committee or task force will create minutes or reports of its meetings for Board review including dates, roll call information, and recommendations for action by the board.

VIII. Executive Officers, Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of SECIA and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director is responsible for the supervision and discipline of other employees and independent contractors, and for hiring and discharging other employees and contractors as authorized by the board. The Board collectively supervises the Executive Director and will review their performance annually. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

B. Compensation

SECIA may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for SECIA. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

D. Volunteers

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. SECIA may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Diversity, Equity & Inclusion

1. Non-Discrimination

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

2. Equal Opportunity

SECIA will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

3. Justice, Diversity, Equity & Inclusion

SECIA will foster principles of justice, diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

B. Financial Year

The accounting year of SECIA begins on April 1 and ends on March 31.

C. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review SECIA's income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

D. Financial Accounts

1. SECIA will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of Southeast Como Improvement Association (SECIA).
2. Any Officer of SECIA or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. SECIA will at all times have at least two signatories on every bank account or financial account.
3. All money raised in SECIA's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

E. Registered Office

The registered office of SECIA is the place designated in the Articles of Incorporation as the registered office. SECIA may change its registered office in accordance with state law. The corporate records are stored at the registered office or in an electronic file storage system.

F. Other Offices

SECIA may maintain offices or places of business other than the registered office and mailing address on file with its home state.

G. Records

SECIA will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last 6 years.

In the spirit of nonprofit transparency and accountability, the organization will publish copies of reviewed and approved meeting minutes and its annual financial reports or IRS form 990s online to its public website or other social media platform.

H. Inspection

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of SECIA.

Upon request SECIA will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

I. Ownership of Intangible Assets

Accounts may be established on behalf of SECIA for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of SECIA and should be opened in the name of SECIA whenever possible. If ownership

cannot be established in the name of SECIA, the individual must grant secondary authority whenever possible or share account information and log in credentials to SECIA's designee to preserve right of access to these assets and accounts.

J. Legal Instruments

All contracts, agreements, and other legal instruments executed by SECIA must be issued in the name of SECIA, not the individual name of a Director or Officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

K. Loans

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for SECIA must comply with state laws governing nonprofits.

L. Periodic Reviews

Periodic reviews are conducted to ensure SECIA operates in a manner consistent with its charitable purposes; that it files all required paperwork; and does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to SECIA's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
3. Whether SECIA is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
4. Whether SECIA is compliant with state and federal fundraising regulations and industry best practices.

M. Affiliations

SECIA may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

N. Policies and Procedures

In compliance with the City of Minneapolis grant funding requirements the Board will adopt the following policies and procedures (and review them on a regular basis):

- Financial and internal controls policies
- Conflicts of interest
- Personnel policies and procedures (i.e. an employee handbook or contractor handbook)
- Equal opportunity employment / affirmative action policy
- ADA policy and procedure
- Language access policy
- Audit policy
- Equitable engagement plan
- Board development & training policy
- Member grievance policy

The Board of Directors may also establish policies and procedures to follow best practices or regulations in the nonprofit sector:

- Records retention policy
- Expense reimbursement policy
- Gift acceptance policy
- Volunteer management
- Donor privacy policy
- Regarding other topics as reasonable and necessary

X. Amending the Articles of Incorporation and Bylaws

SECIA has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

Amendments may also be proposed by a petition of at least 25 members. Any petition for amendment must state the text of the amendment and contain the signatures of 25 eligible members. Petitions received will be voted on at a regularly scheduled board meeting not to exceed 120 days from receipt of the petition. The Board will publish the proposed amendment online in advance of the meeting. A petitioned amendment may be approved by a two-thirds vote of the active Directors in a roll-call vote.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Southeast Como Improvement Association (SECIA) by a majority vote.

Steph A. Rubin

9-15-22

Secretary

Date

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