

Bylaws

BYLAWS OF THE HOLLAND NEIGHBORHOOD IMPROVEMENT ASSOCIATION. INC.

ARTICLE I

OFFICES

1.1) Registered Office. The registered office of this corporation is located at 1900 Central Ave. NE, #108, Minneapolis in the state of Minnesota, or as determined by the Board of Directors.

1.2) Name The name of this Corporation shall be the Holland Neighborhood Improvement Association, Inc. It may be referred to as “HNIA” and as the “Corporation” in these Bylaws.

ARTICLE II.

STATEMENT OF PURPOSE

The purpose of the Corporation shall be:

2.1) to create a community containing open lines of communication between its members, the Association, and the City of Minneapolis, its agencies, and other public and private agencies.

2.2) to stabilize and promote the neighborhood and to obtain public and private funds to achieve these purposes.

2.3) to improve the quality of housing and public and private services and facilities in the neighborhood, and

2.4) any other lawful purpose.

ARTICLE III.

BOUNDARIES

3.1) Boundaries The boundaries of the Holland neighborhood are: 27th Avenue N.E. (North); Central Avenue N.E. (East) ; University Avenue N.E. (West); and 17th up to 19th Avenues N.E. (South).

3.2) Designation These boundaries are designated by the City of Minneapolis and indicated on the map attached to these Bylaws as Appendix A. Should the City of Minneapolis redesignate the boundaries of the Holland neighborhood, any such change shall be incorporated into these Bylaws by reference.

.. ARTICLE IV.

MEMBERSHIP: MEETINGS. VOTING RIGHTS

4.1) Membership Eligibility Persons sixteen years of age or older who reside, work, and/or own property in Holland neighborhood are eligible for membership.

4.2) Notice of Meetings Notice of any meetings of the general membership shall be given in writing at least ten (10) days prior to the meetings.

4.3) Annual Meetings At the annual meeting of the general membership there shall be elected by ballot of the membership a board of directors in accordance with the requirements of these By-laws. The membership may also transact such other business as may properly come to them.

4.4) Voting Rights Each member shall have one vote.

ARTICLE V.

BOARD OF DIRECTORS

5.1) Number The number of Directors shall not be less than 7 nor more than 15. The Board of Directors shall set the exact number of Directors within these limits.

5.2) Terms The Directors shall be elected to serve 2 year terms, not to exceed 3 consecutive terms in office, or until their successors shall be elected and duly qualify or until a Director shall die or resign or shall have been removed as provided by the Bylaws of this corporation. The terms of the directors shall be staggered, such that approximately one -1/2 of their terms expire each. year. Directors' terms shall begin on the first day with the first board meeting of the fiscal year immediately following the fiscal year during which said Directors were elected, and shall expire on the last day of the May fiscal year following said election.

5.3) Election The annual meeting of the Association shall be held on the second Thursday in May. Members of the Association shall be notified of this meeting, its place and time, in writing, by at least one of these following methods; the insertion of such notice in at least one community newspaper serving the neighborhood and by bulk-rate mail to each household in the neighborhood. Such notice shall be given at least ten days prior to the annual meeting. Candidates may nominate themselves or be nominated by an HNIA member. Candidates, or someone on their behalf, will be given an opportunity to address the membership at the annual meeting immediately prior to the election. No candidate shall be elected unless he or she receives a majority of the votes cast. In the event that no candidate receives a majority of the votes cast, a runoff election shall be held between the two candidates receiving the most votes.

5.4) Responsibilities Members of the board of directors shall attend the annual meeting, all

general membership meetings and all meetings of the board of directors. The Board will: develop a budget and monitor the financial affairs of the association, hire, supervise, and when required, terminate the employment of employees of the association, authorize the associations' employees to apply for funding from public and private sources, conduct any other activities authorized by the membership permitted by law, and conduct, generally, the business of the Association.

5.5) Removal Members missing more than two consecutive meetings or four meetings in the period of time between annual meetings shall be will be notified in writing. At the next board of directors meeting, all other members of the board will vote on whether to remove that member from the Board of Directors.

5.6) Vacancies A vacancy or vacancies of the Board of Directors occurring for any reason other than an increase in the authorized number of Directors may be filled by a majority of Directors present at a duly held meeting, provided there is a quorum. Each Director so elected shall hold office for the unexpired portion of the term such Director was elected to fill, or until such Director's successor is elected and qualified. Every effort shall be made to fill vacancies within 60 days.

5.7) Meetings of Directors

a) Annual Meeting The annual meeting of the Board of Directors is the same as that of the general membership.

b) Regular Meetings Regular meetings of the Board of Directors will be held monthly at such times and places as the Board may designate, provided that a minimum of twelve (12) regular meetings of the Directors be held each fiscal year.

c) Special Meetings Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Board, the Vice President or by any three (3) Directors. Special meetings may be called on shorter notice than explained in section d provided a quorum can be obtained.

d) Notice of Meetings Notice of any meeting of the Board of Directors, in each case specifying the place, date and hour of the meeting, shall be given to each Director by delivering notice, orally or in writing, not less than five (5) nor more than thirty (30) days before the time set for such meeting, excluding the day of the meeting.

e) Quorum A majority of the number of Directors fixed pursuant to the Bylaws of the corporation shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of decision of the Board of Directors, unless the act of a greater proportion is required by law, the Articles of

Incorporation of these Bylaws.

f) Proceedings Proceedings of the board of directors shall be governed, in order of priority, by these by-laws, Board sanctioned policies and by Robert's Rules of Order (Second Edition). Proceedings of committees and task forces shall be governed by Board sanctioned policies, any rules adopted by that committee or task force, by these by-laws, and by Robert's Rules of Order (Second Edition).

5.8) Action in Writing Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if such action is taken in writing and signed and approved by all of the Directors then in office.

5.9) Director Compensation No compensation shall be paid to Directors for their services as directors but compensation may be paid to Directors in other organizational capacities, provided a resolution authorizing such compensation shall have unanimously been adopted by the board of directors before-such service is undertaken. A Director may not be an employee of HNIA.

5.10) Director Conflict of Interest No contract or other transaction between the corporation and one or more of its Directors, or between the corporation and any other corporation, firm, association, or entity in which one or more of the Directors are directors or officers or have a material financial interest, shall be entered into by the corporation, unless the fact of such relationship or interest is disclosed to the Board of Directors. The Board of Directors must approve such contract or transaction by a vote sufficient for the purpose without counting the votes of such interested Directors. Interested Directors shall not be counted in determining the presence of a quorum at a meeting of the Board that authorizes, approves or ratifies such a contract or transaction.

ARTICLE VI.

OFFICERS

6.1) Officers The Officers of the Corporation shall include a President, Vice President, Secretary and Treasurer, and any other Officers the Board of Directors may designate from time to time.

6.2) Election The Officers of the corporation shall be elected annually by a majority of the Directors present at the Board's first meeting in each fiscal year, provided there is a quorum. Each Officer shall hold office for a period of one year, or until such Officer's successor shall have been duly elected and qualified. Only Directors may be elected and serve as Officers. Election as an Officer shall not of itself create contract rights.

6.3) Removal of Officers Any Officer may be removed from office by a majority vote of the Board of Directors present at a duly held meeting, provided there is a quorum, whenever in their

judgment the best interests of the corporation will be served thereby.

6.4) Vacancies A vacancy occurring in any office, for any other reason, may be filled for the unexpired portion of the term of said office by a majority vote of the Directors present at a duly held meeting, provided there is a quorum.

6.5) Duties of Officers

a) President The President shall preside at all meetings of the general membership and of the board of directors with the consent of the Board, and shall perform all other duties normally associated with the office of President.

b) Vice President. The Vice President shall perform all duties performed by the President when the President is absent or incapacitated. The Vice President shall also perform those duties assigned by the President with the consent of the board of directors.

c) Secretary The secretary shall perform, or cause to be performed under his or her direction, the following functions:

(1) Certify and keep at the principal office of the corporation the ~ a copy of its Articles of Incorporation and Bylaws, as amended to date.

(2) Keep at the principle office of the corporation, or such other place as the Board of Directors may direct, a book of minutes of all the meetings of the Directors of the corporation, with the time and place of holding, whether regular or special, and if special, how authorized, the notice thereof given, and the names of those present at the meetings.

(3) See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

(4) See that the bills, reports, statements and all other documents and records £ required by law are properly kept and filed.

(5) Exhibit for inspection upon requests the relevant books and records of the corporation to any Director for any proper purpose at any reasonable time.

(6) In general, perform duties usually incident to the office of Secretary, and the Board of Directors may assign such other duties as from time to time.

d) Treasurer The Treasurer shall perform, or cause to be performed under his or her direction, the following functions:

(1) Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust

companies or other depositories as shall be selected by the Board of Directors.

(2) Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, losses and fund balances.

(3) Exhibit for inspection upon request the relevant books and records of the corporation to any Director for any proper purpose at any reasonable time.

(4) Render interim statements of the condition of the finances of the corporation to the Board of Directors upon request, and render a full financial report within 30 days of the end of each fiscal year.

(5) Receive, and give receipt for, moneys due and payable to the corporation from any source whatsoever.

(6) In general, perform all the duties usually incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board of Directors.

6.6) Compensation of Officers The reasonable compensation of the Officers, if any, shall be fixed from time to time by the Board of Directors. No Officers shall be prevented from receiving such compensation by reason of the fact that such Officer is also a Director of the corporation.

ARTICLE VII.

COMMITTEES

7.1) Establishment and Appointment The Directors shall create such Committees, as they shall from time to time deem desirable.

Committee members may be removed in the same manner, as may a member of the Board of Directors. Each Committee shall determine its own rules with respect to meeting notices, frequency of meetings, quorum, and like matters, except that any such rule adopted shall not be in conflict with anything herein. The Board of Directors shall retain the right to amend, repeal, or replace any rule of a Committee or task force.

ARTICLE VIII.

GENERAL

8.1) Checks and Notes There shall be four persons authorized to sign a check for the Association: the president, treasurer and two alternate board member. The board with a majority vote shall choose the alternate board member. This person shall fill the position when the president or treasurer is unavailable. Checks over \$100.00 will always require two signatures.

All deeds, mortgages, bonds, contracts, checks, drafts, and other instruments pertaining to the operation of the Association that incur to the Association a liability in excess of \$100.00 shall be signed by the President and the Treasurer only after approval by the Board of Directors.

8.2) Fiscal Year The fiscal year of the Corporation shall begin on June 1 and end on May. 31 of each calendar year.

8.3) Amendments to Bylaws These by-laws shall be reviewed at least annually for proposed changes by the Board of Directors. Proposals for amendments to these by-laws shall be submitted, in writing, to the Board of Directors. Amendments to these by-laws shall not become effective until approved by a 2/3 vote at a meeting of the membership.

ARTICLE IX

GRIEVANCES

HNIA will conduct fair and open meetings to prevent disorder and give everyone a fair chance to be heard.

The following grievance procedure will be used: In order to be considered, a grievance must be written, signed and include the address of the complainant. Within 60 days of receipt of the complaint, the HNIA Board of Directors must meet and discuss the complaint, and within 30 days of that meeting deliver a written response to the complainant. The Board will have available a copy of the complaint and the Board's response at the next general membership meeting

ARTICLE X

OTHER

The Bylaws are subordinate and subject to the provisions of the Articles of Incorporation. In the event of any conflict between these Bylaws and the Articles of Incorporation, the Articles shall prevail. In the event any provision of these Bylaws shall be determined to be invalid, void or unenforceable such determination shall not render invalid, void or unenforceable any other provisions hereof, which can be given effect. No conditions or provisions of these bylaws shall be deemed to have been abrogated or waived by reason of any failure to enforce the same.