

AMENDED AND RESTATED BYLAWS
OF THE
LIND-BOHANON NEIGHBORHOOD ASSOCIATION
8-31-2014

This instrument constitutes the Bylaws of the Lind-Bohanon Neighborhood Association, a 501(c)3 nonprofit, which have been adopted for the purpose of regulating and managing the internal affairs of this Minnesota non-profit corporation incorporated under, and governed by, Minnesota Statutes Chapter 317A, as amended. LBNA supports and adheres to the signed Community Participation Program Action Plan and Scope of Services with the NCR division of the City of Minneapolis (includes the Code of Ethics, MN Statutes 469.1831 and the Minneapolis Code of Ordinances.

ARTICLE ONE
NAME

The name of this corporation is the Lind-Bohanon Neighborhood Association, hereinafter throughout this document referred to as LBNA.

ARTICLE TWO
PURPOSE AND VISION

The purpose and mission of the LBNA is to improve and enhance the Lind-Bohanon neighborhood in the areas of housing, business, safety, and community -involvement. The LBNA is educational and advisory in nature.

The vision of the LBNA is to have a neighborhood that has housing that appeals to home buyers and a diverse community; to support thriving businesses that produce quality jobs and - meets the needs of its residents; and to educate and inspire our community and encourage involvement from its residents and businesses to ensure a safe, clean neighborhood of which we can be proud.

ARTICLE THREE
GEOGRAPHIC DESCRIPTION

The area served by the LBNA is located is within the city of Minneapolis, Minnesota, and is defined as follows:

Bounded on the west by Humboldt Avenue North; on the north by 53rd Avenue North; on the east by the Mississippi River from 53rd Avenue North to Shingle Creek, then along the Creek to the CP railroad tracks, -then west to Humboldt Avenue North.

ARTICLE FOUR

MEMBERSHIP

Requirements: Membership is open to any individual person 18 years of age or older who a) resides in or owns any residential property or b) owns or operates any nonprofit organization, licensed business, or public agency within the area described above in Article Three and is the designated representative. Each nonprofit organization, licensed business, or public agency may designate one voting member by providing written authorization to the LBNA Secretary on company letterhead 30 days prior to the annual meeting.

Membership Eligibility and Process: Any individual who meets the requirements described in these Articles shall be admitted to membership in the LBNA by: a) requesting such membership in a physical or electronic writing submitted to the LBNA, b) signing in at any LBNA meeting or other LBNA-sponsored event, or c) signing up for an LBNA publication or submitting any requisite materials via the LBNA website. Residents must provide a current: MN driver's license, Minnesota identification card, or a utility bill for verification purposes that indicates the individual resides within the geographic boundaries of LBNA when they request membership and prior to voting for visual verification by an LBNA-designated authority; a copy will not be retained by LBNA. Businesses requesting membership must be licensed with the City of Minneapolis and provide a request for membership on business letterhead stationery that confirms their business address within LBNA's geographic boundaries; original request will kept on file at LBNA and approval will be discussed at the next LBNA board meeting according to bylaws and open director slots.

Termination: Membership in the LBNA terminates if and when any member no longer qualifies for membership as described in this section. Membership and any privileges granted thereby are not transferable or assignable.

Voting Privilege: Any individual is entitled to vote at a membership meeting who is a) on a preexisting membership list and b) can produce one of the forms of identification listed in Membership Eligibility and Process for residency verification that indicates the individual resides within the geographic boundaries described above in Article Three at a meeting of the LBNA. c) or who is the designated representative of a licensed business, nonprofit organization, or public agency with the LBNA area and has provided the written authorization to the LBNA Secretary on company letterhead 30 days prior to the annual meeting. All voting members must provide proof of residency at the Annual meeting.

Membership Authority: Members have the authority and responsibility to a) Elect the Board of Directors. b) **Provide input for bylaw amendments and make recommendations for amendments according to Article Eleven.** c) Make recommendations to the Board as a Committee of the Whole. Make recommendations to the board as a committee of the Whole or provide brief comments in person during Community Comments section of monthly board meetings.

Statement of Nondiscrimination: No person will be denied membership in the LBNA because of any consideration pertaining to said person's race, religion, creed, color, gender, age, sexual orientation, national origin, economic status, public assistance, or disability.

ARTICLE FIVE

GENERAL MEMBERSHIP MEETINGS

General Membership Meetings: General Membership meetings of the members shall be held not less than twice each calendar year at a time and place designated by the Board for the purpose of developing and reviewing LBNA priorities set through programs such as Community Participation Program (CPP); time and place designated by the board.

Annual Meeting: An annual meeting of the members shall take place in the month of September the specific date, time and location of which will be designated by the Board. At the annual meeting the members shall elect Directors, receive reports on the activities of the LBNA including a report on the LBNA's financial condition and shall receive input from membership and directors for consideration in the newly elected board's strategic planning and priorities moving forward. The Annual Meeting shall qualify as one of the two General Meetings described within this article. Elected director terms take effect two weeks after the annual meeting, to allow time for a smooth transition with outgoing directors and staff. During that time, incoming directors and officers will receive and review LBNA materials, processes, deadlines, legal requirements, key documents, etc. Authorized signatory changes will be completed.

Special meetings: Special meetings may be called by the Chair, the Executive Committee, or a simple majority of the Board of Directors. A petition signed by ten percent of voting members may also call a special meeting. Special meetings shall qualify toward the required quota of general meetings described within this article.

Notice of meetings: Notice of each meeting may be provided to the LBNA's members by publication on the LBNA's website, advertisements in local newspapers, publication on the official LBNA bulletin board, and/or e-mail notice to any member subscribed to the LBNA's electronic mail subscription database, in addition to any other manner of notice deemed reasonably necessary to alert the LBNA's members to the holding of any general, annual, or special meeting. Notice of general membership meetings will be given at least ten but not more than 30 days prior notice. Meeting agendas and materials will be posted online from 3-5 business days in advance of meeting with additional materials distributed onsite as needed.

Quorum: A simple majority of 51% of elected directors must be present. Meetings are open and publicly held in pre-determined locations that are ADA accessible locations.

Voting: All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place. Method of voting will be determined by the chair.

Conduct of Meetings: All meetings held by the LBNA, the Board of Directors, and any of its committees are open to the public except as described below in Article Six. Meetings will be held in accordance with the LBNA's Code of Conduct and Expectations and conducted according to Roberts Rules of Order Newly Revised. Committee agendas and meeting minutes

are the ultimate responsibility of the Chair and Committee Chairs to provide to LBNA staff for uploading on the web site as needed.

ARTICLE SIX

BOARD OF DIRECTORS

Board Role, Size, and Compensation: The Board is responsible for the overall policy and direction of the LBNA, and may delegate responsibility of any day-to-day operations to the staff and/or committees. The Board shall consist of up to 11 members, but is recommended to have no fewer than 9 members. Not more than one member of the Board shall be an individual who does not reside in LBNA area described above in Article Three but who qualifies for membership in the LBNA based on his or her ownership or operation of a nonprofit organization, licensed business, or public agency located within the LBNA area. The Board shall receive no compensation other than reimbursement for reasonable expenses. All members of the Board must be members of LBNA and complete the application process.

LBNA's Officers and Directors are elected to serve in the best interests of LBNA's mission-based outreach. Ultimately, they are responsible for the effective governance of the organization and to oversee the capacity of the organization and the resources required to deliver effective community outreach and engagement. More specifically following annual elections, the board will review as needed: LBNA's mission, bylaws, policies, funding needs and budget. Before elections in September, the board will conduct a Board Self-Evaluation and a performance review of staff. Directors make informed decisions as "one body/one voice", following discussions as needed, on behalf of the mission-based activities by attending a minimum of 80% of LBNA board meetings each year. Based on LBNA's commitment to inclusion and diversity, the board will make it a priority to recruit, elect and orient directors without regard to a person's race, religion, color, creed, age, gender, sexual orientation, ability/disability, economic situation, national origin; emphasis will be place on electing directors from all geographic locations within LBNA boundaries.

Officers of the Board: There shall be four officers of the Board of Directors elected by the Board of Directors at its first meeting following the Annual Meeting. The officers shall consist of a Chair, Vice-chair, Secretary and Treasurer. These officers shall be referred to collectively as the Executive Committee. In addition to other duties as may be assigned by the Board of Directors, the Executive Committee's duties are as follows:

The Chair is responsible for the general management of the business of LBNA Board and shall chair all meetings of the membership and Executive Committee. Working collaboratively with staff, the Chair is responsible for leading the organization in its work and delegating responsibilities to the staff as appropriate and based on workload. Chair acts as one of two signatories for LBNA contracts, accounts payable, etc.

The Vice-chair shall chair committees on special subjects as designated by the Board, and performs the duties of the Chair in the event the Chair is unable to do so.

The Secretary shall assist in the preparation of keeping records of Board actions, including overseeing the taking of minutes at all Board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member, and assuring that corporate and membership records of the LBNA are maintained.

The Treasurer acts as an authorized signer with a second authorized signature as needed for contracts and funding disbursements. Double-signatory and separation of duties are practiced accordingly. The Treasurer shall make a report at each Board meeting and assist in the preparation of the LBNA's budget, help develop fundraising plans, and make financial information available to Board members and LBNA members.

Term: Each Board member shall serve for a two-year term. However, at the first election following the adoption of these bylaws, one-half of the Board members shall be elected to serve for a term of only one year. Thereafter, all terms for Board members shall be for two years. At the annual meeting, eleven directors will be elected and the officers will be elected by the directors at the following meeting in October. Of those elected in 2014 at the annual meeting, six (6) directors will be elected to serve one year and five (5) directors will be elected to serve two year terms to allow for smoother transitions between outgoing and incoming directors. Thereafter, all directors will be elected for two-year terms, with approximately one-half of the board being elected at a time, one year apart at the annual meeting.

Meetings and Notice: The Board shall meet at least monthly, at an agreed upon time and place. An official Board meeting requires that each Board member have written notice by either physical or electronic means at least five days in advance. Board meetings shall be open to the public unless otherwise noted, and notice of all Board meetings shall be publicized on the LBNA website and disseminated to members via e-mail and other reasonable means. The Board of Directors may close all or a portion of any meeting to discuss 1) personnel matters; 2) pending or potential litigation or 3) any other matter the closed discussion of which will not violate any federal or state law or contractual obligation of the LBNA.

Board Elections: Board of Directors shall be elected by the voting members at the annual meeting. Directors will be elected who receive the most votes of members present at the annual meeting and best represent LBNA's goal of diversity and balance within the board of directors team and as stated in previous articles. For the one Board of Director position from the nonprofit organization, licensed business, or public agency, nominations must be received 30 days prior to annual meeting so verification can be made. No non-resident nominee may be nominated the night of the annual elections.

Election procedures: The Executive Committee shall be responsible for nominating a slate of Board member candidates representing the LBNA's diverse constituency who have completed the approved application process in advance of the annual meeting. In addition, any member can nominate a candidate to the slate of nominees from the floor at an annual meeting who has completed the approved application process. A ballot method of voting will be used at the elections and votes will be counted by a neutral third party without voting privileges.

Quorum: A simple majority of elected directors who are present is required (in-person or via telephone based on an advance, approved special request) for business transactions to take place and motions to pass.

Resignation or Removal: Resignation: Any member of the Board of Directors may resign at any time. Resignation from the Board should be in writing and sent to the Chair. If the Chair is resigning, written notice will be given to the Secretary.

Removal: Any Director may be removed from the Board of Directors, with or without cause, by a two-thirds (2/3) vote of the entire Board at a regular meeting of the Board of Directors or at a special meeting of the Board of Directors called for that purpose. Board of Directors automatically resign by missing three Board meetings in one year.

Honorary Board Members: The Board of Directors may designate up to three individuals to serve at the will of the Board at the monthly meeting following the annual meeting for the Honorary Board of Directors who may not otherwise qualify as members of the LBNA. Any Honorary Board member shall serve one-year terms and shall be considered a non-voting member of the Board and does not count toward quorum.

Vacancy: When a vacancy on the Board exists mid-term due to an existing Director's resignation, removal, or other cause, Board members will provide nominations to the Secretary at least two weeks in advance of next scheduled board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, and shall be voted upon at the next Board meeting. These vacancies will be filled only to the end of the particular Board's term.

Special meetings: Special meetings of the Board may be called upon the request of the Chair, or one-fourth of the Board of Directors. Notices of special meetings shall be sent out by the Secretary to each Board member at least two days in advance of the meeting by written notice by either physical or electronic means. Special meetings shall be open to the public unless otherwise noted, and notice of all special meetings shall be publicized on the LBNA website and disseminated to members via e-mail and other reasonable means. As designated by nonprofit guidelines, Special Meetings are called to address a pre-determined topic or topics that have been communicated and may not include spontaneous or unrelated topics.

ARTICLE SEVEN **COMMITTEES**

Committee Formation: The Board may create Committees from time to time as needed. These committees are advisory in nature. All members of the LBNA are encouraged to participate in LBNA Committees. When a Committee is formed, the Board will identify the major purpose(s), length of time, and task(s) of the Committee and appoint a Committee chair if deemed necessary. Each committee will create a Charter, led by the Committee Chair, with pre-determined, approved activities that include estimated funding required and anticipated outcomes as included within NCR's Community Participation Priority program (CPP) Action Plans and Scope of Services.

Committee Reports: All Committees are required to give written monthly reports based on the Committee Charter developed collectively by members serving on the committee to the Board. The Board may dissolve a committee if the major tasks and or purposes of the committee are no longer beneficial to LBNA.

Open Meetings: All LBNA Committee meetings shall be open to the public, subject to the limitations stated above in Article Five.

ARTICLE EIGHT **EXECUTIVE DIRECTOR AND STAFF**

Executive Director: If it deems necessary and resources allow, the Board of Directors shall hire an Executive Director or other staff as needed to accomplish the LBNA's mission. The Executive Director has day-to-day responsibilities for overseeing the LBNA, including carrying out the organization's goals and policies. The Executive Director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members, and carry out the duties described in the job description. The board can designate other duties as approved by the board Chair, who is the primary contact for the independent contractor and/or executive director in order to maintain an appropriate workload.

ARTICLE NINE **FISCAL YEAR**

The fiscal year of the LBNA is from January 1 through December 31.

ARTICLE TEN **GRIEVANCE**

Grievance: LBNA welcomes all input from membership and stakeholders. In the spirit of effective problem solving, the request may be verbally raised with an LBNA director, followed immediately by a written letter addressed to the board. LBNA's board will discuss the merits and considerations of the grievance and respond in a timely manner in accordance with adopted policies, procedures and unforeseen situations.

ARTICLE ELEVEN **AMENDMENTS**

Proposed Amendments: The Board of Directors may propose an amendment to the Bylaws by a written resolution that includes the specific language to be added and/or removed in the Amendment, together with directions to submit it for a vote and potential adoption at an upcoming general membership meeting; or

Any twenty (20) verified LBNA members (Article Four) may propose an amendment by their signed petition filed with the Secretary of the LBNA, together with a written proposal containing the specific language to be added and/or removed to and/or from the Bylaws in the proposed Amendment, together with a request to submit the proposed Amendment for adoption at an upcoming general membership meeting.

Adoption: If notice required by these Bylaws, including specific notice of ten but not more than 30 days regarding the subject matter of the contemplated Amendment, has been given and a quorum of the members is present, the proposed Amendment may be adopted at any meeting of the members by a two-thirds (2/3) vote of those members present and voting. These Articles are hereby adopted as the Bylaws of the Lind-Bohanon Neighborhood Association, effective 8/31/2014.