

2006
BYLAWS
ARTICLE 1

SECTION 1.01

LOCATION The address of the registered office of the Northside Residents Redevelopment Council, Inc. is 1313 Plymouth Avenue North, Minneapolis, Minnesota 55411

SECTION 1.02

OFFICES The council may have such other offices at the other place as the members may determine from time to time.

ARTICLE II
MEMBERS

SECTION 2.01

CATEGORIES OF DELEGATES The Northside Residents Redevelopment Council shall have two (2) categories of delegates who shall constitute the Board of Directors. The designation of such categories shall be as follows:

1. Twenty-six (26) selected representatives from each of the thirteen (13) districts within NRRC boundaries. Each district shall have two elected delegates.
2. No more than ten (10) appointed at-large delegates and alternates.

SECTION 2.02

DUTIES & PRIVILEGES Each delegate, as a result of his or her election or appointment to this Council shall have the following duties and privileges.

A. ELECTED DELEGATES ARE:

1. Entitled to one vote on each matter submitted to a vote of the delegates at any board, task force or committee meeting.
2. Eligible to serve as Chairperson, Vice-Chairperson, Secretary, or Treasurer of the Council or hold any office of any task force or committee.
3. Are responsible for attending all duly called meeting of the Full Council, (unless excused by the Chairperson or acting Chairperson) and communicating the concerns, issues and business of the Council to the residents living in their districts. In connection to this responsibility, a variety of communication techniques should be developed and used to insure that the greatest number of residents is informed of the Council's activities, for example: newsletters, flyers and person to person contact.
4. Responsible for at least two well publicized district meeting per year. Districts may be combined for one meeting.
5. Responsible for representing the aspirations and interests of their constituents to the Council.

6. Responsible for reviewing proposals for redevelopment and making recommendations to the Minneapolis Community Development Agency (MCDA).

B. AT LARGE REPRESENTATIVES ARE:

1. Entitled to one vote on each matter submitted to vote at any Council,
 - a. task force or committee meeting.
2. Eligible to serve as Chairperson, Vice Chairperson, Secretary or Treasurer of the Council, or hold any office of any task force or committee.
3. Responsible for attending all duly called meeting of the Full Council, (unless excused by the Chairperson or acting Chairperson) (Refer to section 5.03) and communicating the concerns, issues and business of the Council to the organization, agency, or group he or she represents.
4. Responsible for representing the aspirations and interests of the organization, agency or group he or she represents and the people it serves where appropriate.

**ARTICLE III
MEETINGS**

SECTION 3.01

ANNUAL MEETINGS Annual meetings of the Council shall be held within one-hundred and twenty (120) days after the annual election at such place as may be designated by the Secretary, for the purpose of electing officers of the Council and for the transaction of such business as shall come before the meeting.

SECTION 3.02

REGULAR MEETINGS Regular meetings of the Council shall be held at **7:00 p.m. on the third Monday** of the month at the registered office, or as may be designated by; the Chairperson or reestablished by resolution.

SECTION 3.03

SPECIAL MEETINGS Special meetings of the Council may be called by the Chairperson or the vice-Chairperson in the Chairperson's absence, and shall be called by the Chairperson upon petition of not less than ten (10) delegates of the Council.

SECTION 3.04

EMERGENCY MEETINGS Emergency meetings may be called by the Chairperson without prior notice provided that all the delegates are contacted. If a delegate cannot be reached by phone, personal written contact will be made.

SECTION 3.05

NOTICE OF MEETING

1. As annual calendar shall be given to each delegate delineating (showing) all regularly scheduled meetings, i.e. the Annual meeting, annual election of officers, the district election of delegates, the appointment of an election committee, the end of the fiscal year with the annual audit and any other dates of importance to the business of the Council.
2. The calendar shall be available at the first regular meeting of the calendar year.
3. Notice of each annual or regular meeting of the Council shall be given by the Secretary, in writing and mailed at least seven (7) days prior, to each delegate.
4. Notice of a Special meeting shall be given to each delegate three (3) days in advance by the Secretary via telephone or mail.

SECTION 3.06

QUORUM. REQUIRED VOTE & MANNER OF VOTING

1. Quorum - Council Meetings
 - a. In accordance with Robert's Rule of Order, a quorum shall consist of 25% of the duly elected delegates of the Northside Residents Redevelopment Council. When a quorum has been present and delegates have withdrawn from the meeting so that less than a quorum remains, the delegates present may continue to transact business. In no event shall the budget, by-laws, level of staffing or personnel policies be approved when less than a quorum is present.
2. Quorum - Task Force Meetings and Committee Meetings:
 - a. A quorum for the transaction of business at any task force or committee meeting shall be determined from time to time by members of such task force or committee, but in no event shall quorum be established of less three (3) members of such task force or committee.

C. Votes Required

Two thirds votes of the voting delegates of the council present shall be required for:

1. Removal of officers
2. Removal of delegates
3. Amendments to the by-laws

D. A majority vote (one over 50%) of the voting shall be required for:

1.
 1. Election of officers
 2. Approval of the annual budget
 3. Hiring, termination, and reinstatement of the Executive Director
 4. Approval of miscellaneous expenditures in excess of \$1,000.
 5. Expenditures in excess of \$1,000 shall be itemized on the monthly financial statement.

1. PROXY

No delegate may give proxy for him/herself or be able to vote by proxy. A delegate must be present on council, task force, standing committee or other committee business.

ARTICLE IV

ELECTIONS, TERMS OF OFFICE, QUALIFICATION, ETC.

SECTION 4.01

ELECTED DELEGATES

Election of delegates shall be held annually on a date selected no later than May 31st of each year. Each election shall be preceded, at least two (2) weeks, by a public nomination meeting.

SECTION 4.02

AT LARGE DELEGATES AND ALTERNATES

Elected delegates shall select the At-Large delegates and At-Large Alternates in one of the following ways:

- A.** By request made to important neighborhood organizations, agencies and institutions to accept membership on and send a representative to the Council.
 - B.** By request made to certain individuals whom the elected delegates feel possesses special skills or knowledge to accept membership on the Council.
1. In such other manner established by resolution as the elected delegates deemed in their wisdom to be prudent and just.

SECTION 4.03

ELECTION COMMITTEE

An election committee shall be set up on a temporary basis to set the date for the elections. Manner of publicity for the elections, polling places, budget, procedures for nomination, etc.

SECTION 4.04

PLACE OF ELECTION

The election shall occur for every district. The location of polling place(s) shall be selected by the Election Committee.

SECTION 4.05

ELECTIONS

All residents who reside in a given district at the time of the nomination meeting and the election and who are at least 18 years of age or older shall be eligible to vote. A person may nominate himself/herself or another person up until one week before the day of election. Write-in candidates are permitted.

SECTION 4.06

ABSENTEE BALLOT

Persons not able to vote at the designated election time may vote no sooner than one week prior to the election by filling out a ballot personally in the NRRC office.

SECTION 4.07

SUSPENSION OF ELECTIONS

In cases of "extreme" difficulty, as determined by a majority vote of the Council, the election may be suspended for up to one year by six month extensions with approval by a majority vote of the Council for each extension.

SECTION 4.08

TERM OF OFFICE ELECTED DELEGATES

Each elected delegates shall serve, unless otherwise removed by the provisions of these By-Laws, for a period of two years. The term is considered expired on the date of the annual election. Appointed delegates may only serve out the term of the delegate they have replaced and must run for election when their district is up.

SECTION 4.09

TERM OF OFFICE AT-LARGE DELEGATES AND AT-LARGE ALTERNATES

At-Large delegates and At-Large alternates shall serve at the pleasure of the elected delegates and shall be removed by a majority vote. Elected delegates can be removed in accordance with Article III Section 3.6 (C)

SECTION 4.10

VACANCIES

Vacancies in elected districts shall be filled by the runner up candidate in the past election. In the event the runner up candidate is not available, the remaining term of the office shall be filled through appointment through the full Council for the balance of that term by majority vote of the delegates present.

SECTION 4.12

JUDGES AND POLL WATCHERS

There shall be one NRRC delegate or staff person and one disinterested person present at each polling place at all times. The League of Women Voters or another disinterested organization shall count the ballots and inform NRRC of the winners.

SECTION 4.13

PROCEDURE SELECTING DELEGATES IF THERE IS NO CANDIDATES

In the event there are no nominees or write-in candidates in a district, the vacancy shall be filled by appointment through full Council (See section 4.10)

**SECTION 4.14
NOTICE**

Notice shall be given to all residents in each district announcing procedure, polling places, etc. For nominations and elections. Minimum notice shall consist of a written notice in Insight Newspaper or another community publication. At least a month notice before the election.

**ARTICLE V
CAUSE FOR REMOVAL**

**SECTION 5.01
DISTRICT RECALL**

Elected delegates may be recalled through petition of eligible voters in the district as defined by these By-Laws for any cause deemed necessary by constituency of their district and a new delegate may be appointed following proper procedures as outlined in these By-Laws for selecting a new delegate. The number of signatures necessary on the petition shall be two hundred or 10% of the eligible voters, which ever is the lesser. In either case, the Council shall certify the number.

**SECTION 5.02
COUNCIL RECALL FOR CAUSE**

Elected delegates or their replacement may be recalled for cause in accordance with Article III section 3.06 C, provided that At-Large delegates or alternates may be recalled for cause by action of a majority (1 over 50%) vote of the voting delegates present and voting at a duly called council meeting, provided that written notification of action is given two weeks prior to the meeting.

**SECTION 5.03
AUTOMATIC RECALL**

Any elected delegate or at-large alternate who is not in attendance at four (3) consecutive duly called meeting of the Council (unless excused by the NRRC Chairperson or acting Chairperson) shall be sent a letter advising them that they will automatically be dismissed for failure to attend the fourth meeting.

**SECTION 5.04
CAUSE**

Cause for recall of elected delegates shall include but not be limited to the following:

1.
 1. Lack of attendance as specified in section 5.03.
 2. Failure to call a district meeting each year with sufficient notice to the residents of the district or otherwise communicate with residents of the district.
 3. Undeclared conflict of interest.
 4. Failure to perform duties and responsibilities normal to this elected position.
 5. The Council shall reserve the right to determine cause for removal in specific instances.

ARTICLE VI

OFFICERS

SECTION 6.01 NUMBER

The officers of the Council shall consist of the Chairperson, Vice-Chairperson Secretary, Treasurer and such others elected by the voting delegates of the Council. No person shall hold two offices on the council at the same time, except an officer may Chair a standing committee, task force or other committee. A candidate for Northside Residents Redevelopment Council Chair must have served on the Board of Directors for at least one (1) year.

SECTION 6.02 ELECTION, TERM OF OFFICE AND COUNCIL ACCEPTANCE

At each annual meeting of the Council, the delegates shall elect, from within their number, the Chairperson, a Vice-Chairperson, the Secretary, the Treasurer and such other officers as may be deemed advisable. The officers shall hold office until the next annual meeting or until their successors are elected and approved by the Council at its first regularly scheduled meeting following the elections. All officers, unless they resign or are defeated in an election, shall continue to hold office until the election of their successors.

SECTION 6.03 REMOVAL AND VACANCIES

An officer may be recalled through proper motion of any delegate for just cause as determined by the Council by a 2/3 vote of the voting delegates present provided that written notice of an intended action is given at least two (2) weeks in advance to all delegates. Such recall activities shall be subject to the grievance procedures adopted by the Council through resolution.

SECTION 6.04 CHAIRPERSON SHALL:

- A.**

Be the presiding officer at all full council meetings and the executive committee meetings and shall be the ex official member of all committees and task forces.
- B.**

Be the official spokesperson in matters of Council public relations.
- C.**

Reviews implementation and execution by the Executive Director and staff of the programs and policies approved and adopted by the Council. Direction to the Executive Director comes from the Full Council.
- D.**

Request the staff to provide financial reports prepared under the direction of the Secretary/Treasurer showing assets, liabilities, income and expenses. Recommend immediately to the Council, or the Executive Committee, any emergency action which may be considered necessary or desirable.
- E.**

Keep the Council Delegates fully informed by asking staff to prepare written memoranda or reports or as otherwise designated by the Council on the status and progress of the corporation.
- F.**

Be a voting delegate of all committees in case of tie votes.

G.

Sign checks and assist in the supervision of Northside Residents Redevelopment Council expenditures.

H.

Perform all duties usual to this office and those that may be assigned by Council from time to time.

SECTION 6.05

VICE-CHAIRPERSON SHALL:

1. Perform such duties as the Chairperson may delegate.
2. Assume the Chairperson's responsibility in the absence of the Chairperson.
3. Assume the Chairperson's duties for the unexpired term of office in the event of death or resignation.
4. Sign checks and assist in the supervision of NRRC expenditures.

SECTION 6.06

SECRETARY

1. The Secretary shall supervise all matters relative to the recording of minutes, filing materials and documents concerning Council business the notification of members for annual, regular, special meetings, official correspondence of the council and related functions and may be assigned to additional duties by the Executive Committee upon approval by the Council. The Secretary shall take roll at full council meetings and keep record of delegate attendance. The Secretary may sign checks and assist in the supervision of NRRC expenditures.

SECTION 6.07

TREASURER

1. The treasurer shall supervise all financial recording and make regular reports to Council. The Treasurer may sign checks and assist with supervision of NRRC expenditures.

SECTION 6.08

LINE OF SUCCESSION OF OFFICE AND COMMITTEE CHAIRS

The line of succession shall be Chairperson, Vice Chairperson, Secretary, Treasurer and the remaining members of the Executive Committee in alphabetical order. If all of the above offices are vacant, the Northside Residents Redevelopment Council shall hold an emergency meeting within five (5) days of the vacancy of the Chair to appoint an interim Chairperson for a period of thirty (30) days or at the next full Council meeting, a permanent officer shall be elected by the active membership.

ARTICLE VII

EXECUTIVE COMMITTEE

SECTION 7.01

DESCRIPTION

The Executive Committee shall consist of officers of the Council, the Chairperson and Vice Chairperson of task forces and committees as shall be constituted from time to time by the Council and the immediate past Chairperson of the Council. Any delegate may attend the Executive Committee and may speak on motions but may not vote if not an officer, Chairperson or Vice-Chairperson of any standing committee.

SECTION 7.02

DUTIES

The duties of the Executive Committee shall be as follows:

1. Approve Council meeting agendas as prepared by NRRC Chairperson.
1. To make policy suggestions to the Full Council on matters related to housing and urban renewal.
1. To review and make recommendations to the full Council for expenses in excess of \$1,000.
1. To review decisions made by committee where there has been a great deal of debate or conflict. (Matters would be specifically referred to the Executive Committee by the Chairperson of any other committee where there is a matter in conflict).

SECTION 7.03

QUORUM-EXECUTIVE COMMITTEE

A quorum for the transaction of business at any meeting of the Executive Committee shall consist of one-third (1/3) of all the voting members of the Executive Committee and the act of a majority of the members present at a meeting which a quorum is present shall be an act of the Executive Committee.

ARTICLE VIII COMMITTEES

SECTION 8.01

DESCRIPTION & FUNCTIONS

The Council shall establish the following committees and task forces:

1. RESIDENTIAL/COMMERCIAL/REHAB TASK FORCE:

This task force shall study and review all proposals of a commercial, residential or rehabilitation nature and make recommendations to the Full Council. This task force will review all MCDA activities related to rehabilitation or redevelopment activities occurring within NRRC's Boundaries. This task force may take action on any neighborhood environmental matter. This task force will review NRRC's own rehabilitation and renovation projects on a monthly basis. This task force will recommend future projects to the Full Council.

1. ECONOMIC DEVELOPMENT TASK FORCE

The need for this task force arises out of the growing concern over the lack of economic development in our community. This task force will be responsible for reviewing commercial proposals in conjunction with the Commercial/Residential/Rehab Task Force. In addition, it will have the capacity to make broad policy recommendations regarding economic development in our community. The committee may also make recommendations on specific economic development activities which NRRC may wish to perform.

1. FINANCE COMMITTEE

The Finance Committee shall be chaired by the Treasurer of the Full Council. The Finance Committee shall review all monthly budget reports: review any request for spending over \$1,000, review any changes in the yearly budget and make recommendations on the annual budget to the Executive Committee.

1. PERSONNEL COMMITTEE

The Personnel Committee shall be responsible for developing and making recommendations for a Personnel policy; recommending to the Full Council employment and termination of the Executive Director; resolving staff grievances

through the prescribed grievance procedure; approving job descriptions for all NRRC staff; and performing personnel reviews as per the Personnel Policy. The Executive Director performs evaluation of staff under him/her; executes employment and termination of staff after consultation with the Personnel Committee. The Committee shall consist of a maximum of seven (7) delegates including the Personnel Committee Chairperson. All Committee delegates shall be elected by the Full Council. A quorum for Personnel Committee meetings shall be four (4) delegates, excluding the NRRC Chairperson. Personnel Committee grievance hearings shall be open only to: Personnel Committee members, the grieving employee, the Executive Director, necessary witnesses and legal representatives.

1. PUBLIC RELATIONS COMMITTEE

A Public Relations committee shall be established by the Full Council as needed to prepare or to review press releases, newsletters and similar communications when it concerns Council policy, including election of Delegates as prescribed in Article IV., Sec. 4.03.

SECTION 8.02

MEMBERSHIP OF COMMITTEES

1. General Membership: All committees are open to the delegates of the Northside Residents Redevelopment Council and the general public with the exception of the Personnel Committee. All NRRC delegates shall be eligible to vote at all committee meetings with the exception of the Executive Committee and the Economic Development Committee which will be discussed below. The general public does not have voting rights at committee meetings but may express his/her concerns to the delegates from his/her district.
1. Residential/Commercial/Rehab Task Force: Membership in this committee is open to all NRRC delegates and the general public. All NRRC delegates shall have voting rights on this committee.
1. Economic Development Task Force: This committee will consist of eleven (11) members from the following classifications: five (5) delegates from NRRC, appointed by the NRRC Full Council; four (4) delegates from the general public; and two (2) delegates from the business community. The meetings shall be open to the public but voting will be restricted to the eleven (11) delegates of the committee.
1. Finance Committee: Membership in this committee is open to all NRRC delegates. Voting is restricted to NRRC delegates.
1. Personnel Committee: Committee meetings are open to all NRRC delegates except for grievance hearings.
1. Public Relations Committee: This committee is open to all NRRC members who have voting rights.
1. The Chairpersons and Vice-Chairpersons of committees must be elected NRRC members having voting rights.

SECTION 8.03

OTHER COMMITTEES, TEMPORARY COMMITTEES:

The council may establish other committees or task forces from time to time as necessary. The By-Laws Committee and Election Committee are examples of

temporary committees. The Chair of any temporary committee shall set the number of members and the quorum for that particular committee.

SECTION 8.04

WRITTEN ACTION:

Any action which might be taken at a meeting of the council or any duly constituted committee thereof, may be taken without meeting if done in writing by the Chairperson of the committee and signed by at least fifteen (15) of the Council delegates.

ARTICLE IX

MISCELLANEOUS PROVISIONS

SECTION 9.01

CONTRACTS

Contracts may be signed by either the Executive Director, the Chairperson or other person(s) authorized by resolution of the Full Council.

SECTION 9.02

CHECKS, DRAFTS, ETC.

All checks in excess of \$1,000 must be signed by the Executive Director or Associate Director of Programs and Operations and one officer of the Council. If the Executive Director and Associate Director of Programs and Operations are unavailable, another Officer can sign in their stead. Checks under \$1000 may be signed by the Executive Director or Associate Director of Programs and Operations as the sole signatory.

SECTION 9.03

DEPOSITS

All funds of the Council shall be deposited to the credit of the Council in such bank(s) or other depositories as the Council may select.

SECTION 9.04

GIFTS

The officers of the Council may accept, on behalf of the Council, any contribution, gift, bequest, or devise for corporate purposes or any special purpose of the Council that is not inconsistent with the Articles of Incorporation. The NRRC staff or Board Members designated and approved by the Full Council may solicit funds in the name of NRRC, with the proper permit, from foundations or conduct fundraisers in order to raise funds for the administration of the corporation.

SECTION 9.05

THE COUNCIL SHALL CAUSE TO BE KEPT:

1. Correct and complete books of accounts, financial records and reports.
1. Minutes of proceedings of meetings of delegates and committee having any authority.
1. All resolutions or motions by the Full Council and Committees.
1. The NRRC fiscal year shall operate their budget and tax filing according to the calendar year ending December 31.

SECTION 9.06

AUDIT

The members shall cause the records and books of the corporation to be audited by the MCDA or a representative of an accounting firm at least once a year or at

such times as the Chairperson of the Council or the Full Council by resolution deems it necessary and appropriate.

SECTION 9.07

ANNUAL ACCOUNTING PERIOD

The annual accounting period of the Council shall be the calendar year ending December 31.

SECTION 9.08

EXAMINATION OF CORPORATE RECORDS BY DELEGATES

Every delegate of the Council shall have the right to examine in person or by agent or attorney at a reasonable time during the established office hours for any purpose, all accounting records, minutes, correspondence of the Council and may also make extracts from such records. No personnel records are open to the membership except to the Chairperson of the Council and the Executive Director and the Personnel Committee. At no time shall any records of the Council be removed by any delegate of the public or the Council from the NRRC office.

SECTION 9.10

INDEBTEDNESS

No member of the Council or staff person shall have any right to incur indebtedness or sign any other obligation for payment of money on behalf of the Northside Residents Redevelopment Council without approval by resolution from the Council.

SECTION 9.11

RULES

All meetings shall be conducted in accordance with the current edition of Robert's Rules of Order, newly revised.

ARTICLE X

REVIEW OF BY-LAWS

SECTION 10.01

REVIEW

These By-Laws must be reviewed annually for changes by committee of at least three (3) members set up by the Full Council. The amendments to the By-Laws must be approved by 2/3 of the voting delegates of the council present.

ARTICLE XI

AMENDMENTS

SECTION 11.01

These By-Laws may be amended or altered according to the procedure as outlined above and in section 3.06, Article III provided that the proposed amendments made by the By-Laws Committee have been mailed to all council delegates at least fourteen (14) days prior to the council meeting.

ARTICLE XII

APPENDIX

SECTION 12.01

The appendix to these By-Laws includes all information and documents referred herein to be considered and identified as a part of these By-Laws.

1. Map of delegate districts
2. Calendar of NRRC meetings required by Articles of Incorporation and these By-Laws.

