

**BYLAWS
OF THE
HERITAGE PARK NEIGHBORHOOD ASSOCIATION**

The undersigned incorporator(s) is the Heritage Park Neighborhood Association (“HPNA”) and adopt the following articles of incorporation to form a nonprofit corporation (Chapter 317A).

ARTICLE I — NAME AND PURPOSE

Section 1 – Name: The name of the organization is **Heritage Park Neighborhood Association**. It is a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 – Purpose: **The Heritage Park Neighborhood Association (HPNA)** exists exclusively to serve the residents of the Sumner-Glenwood neighborhood and community organizations who have a business interest with and for residents of the neighborhood. Its mission is to work to educate and empower the residents of Sumner-Glenwood and the Heritage Park community by creating a welcoming, self-sustaining unified community environment that values and embraces diversity.

The purpose of this corporation is to do the following with and for the residents of Sumner-Glenwood Neighborhood and Heritage Park Community:

- a) Promote equitable, sustainable, inclusive housing and economic development planning.
- b) Strengthen residents of the Heritage Park Community through education and opportunity for personal development.
- c) Lead and encourage community engagement activities.
- d) Advocate for a community that is ethnically, culturally and economically diverse.
- e) Organize and support activities that promote safety and security.

ARTICLE II —SERVICE AREA AND MEMBERSHIP

Section 1 – Service area: The boundaries of the area served by HPNA are those designated by the City of Minneapolis as the Sumner-Glenwood neighborhood, and as may be from time to time, revised by the City of Minneapolis or the Neighborhood organization (hereinafter referred to as “Heritage Park Community”).

Section 2 – Eligibility for membership: Membership is open to any current resident, property owner, business operator, or employee of a business in the Sumner-Glenwood Neighborhood, age 16 and older, who supports the purpose statement in Article I, Section 2.

Interested persons who meet the eligibility criteria of this Article can become a member by notification to the Board of Directors or by attending and signing an official attendance sheet at any official HPNA meeting or event. No person shall be denied membership in HPNA because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status or disability. Membership is not transferable or assignable.

Section 3 – Dues: HPNA shall not assess dues.

ARTICLE III — MEETINGS OF MEMBERS AND BOARD OF DIRECTORS

Section 1 – Regular membership meetings: Regular meetings of the general membership will take place quarterly at a time and place set by the Board of Directors. Prior notice will be given to all members and significant guests.

Section 3 – Regular board meetings: The board shall meet at least 10 times a year at an agreed upon time and place. Directors shall attend all scheduled membership and board meetings.

Section 4 – Annual meetings: Annual meetings of the members shall take place on a date between April 1st and the first Thursday in May. The specific date, time and location of the annual meeting will be designated by the board. At the annual meeting the members shall elect directors, receive reports on the activities of the association and determine the direction of the association for the coming year.

Section 5 – Special meetings: Special meetings may be called by the chair, the Executive Committee, or a simple majority (50% +1) of the Board of Directors. A petition signed by forty (40) members may also call a special meeting. Notice of special meetings will be given to directors and/or members by mail, e-mail, social media or via the organizational web page, not less than five (5) days prior to the meeting and will specify the time, place and purpose of the meeting.

Section 6 – Notice of regular membership and annual meetings: Notice of each meeting shall be given to each voting member, by mail, email, social media or via the organizational web page, not less than two weeks (14 days) prior to the meeting and will specify the time, place and purpose of the meeting. Notice of the annual meeting will include announcement of the elections of directors to be held at the meeting.

Section 7 – Notice of regular board meetings: An official board meeting requires that each board member be notified electronically or by mail not less than two weeks (14 days) prior to the meeting. Such notice shall specify the time, place and purpose of the meeting.

Section 8 – Quorum: The members present at any properly announced meeting shall constitute a quorum. Unless otherwise specified in these articles, a quorum for a meeting of members is ten percent of the members signed in and eligible to vote at the meeting. **Robert's Rules of Order, Newly Revised** shall apply at all times during meetings.

Section 9 – Voting at general membership, special and board meetings: All voting issues will be decided by a simple majority of those present and eligible to vote at the. All members are entitled to vote at the annual and regular membership meetings; directors are entitled to vote at annual, regular membership, special and regular board meetings. No member or director may vote by proxy or cumulatively unless otherwise specified.

Section 10 -Open Meetings: All meetings of the Board of Directors, membership, special meetings and committees shall be open to any member of the board and to the public, except for that portion of a meeting in which the board is considering a legal or personnel matter. Only directors shall be allowed to vote at board meetings.

Section 11 – Honorary Members: Representatives of government, sponsors, benefactors, service providers, advisers and other friends of the Heritage Park Neighborhood Association may be designated as honorary members and may join in discussions at meetings, but they shall not vote nor be considered for purposes of establishing a quorum.

Section 12 – Minutes: Minutes of all meetings will be kept and will be available upon request.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 – Board role, size, and compensation: The board is responsible for overall policy and direction of HPNA. Responsibility of day-to-day operations is delegated to the Executive Director, staff and committees. The board shall have up to 17, but not fewer than 11 members. The board receives no compensation other than reasonable expenses.

Section 2 – Qualifications:

Eighteen (18) directors shall be elected and apportioned as follows.

- (5) Five directors shall be renters, of which one (1) must be from Art Love Manor
- (5) Five director shall be homeowners, of which one (1) must be a representative of the Heritage Park Master Association,
- (5) Five directors shall represent the Sumner-Glenwood Neighborhood and The Heritage Park Community at large which includes any business representatives/employees, residents and representatives from community based organizations age 16 and older.
- (2) two directors can be appointed by the board to fulfil a specific need or purpose that supports the mission of the organization.

All business and organizational directors must provide proof of their affiliation with the business or organization they are representing. *The board also retains the ability to appoint two (2) directors at their discretion* who support the mission of the organization.

Section 3 – Terms: All regular board members shall serve two-year terms but are eligible for re-election for up to three consecutive terms. All appointed directors shall serve for a term of one (1) year from the time of their appointment with the possibility of one reappointment at the end of the term. Executive Committee members shall serve for a term of one (1) year but are eligible for re-election for up to four consecutive terms.

Section 4 – Board elections: New directors and current directors will be elected or re-elected by the voting representatives of members at the annual meeting. All directors will be elected by a vote of members present at the annual meeting. All Executive Committee members will be elected by the Board of Directors at the first regular board meeting following the annual meeting.

Section 5 – Election procedures: The Annual Meeting Committee shall be responsible for nominating a slate of prospective board members representing the association’s diverse constituency. In addition, any member can nominate a candidate to the slate of nominees. Candidates for Board of Directors position who cannot attend the annual meeting, can nominate themselves prior to the annual meeting by submitting their interest to the Annual Meeting Committee Chair or the Executive Director in writings (hard copy or electronic)

Section 7 – Quorum: Minnesota law requires a quorum of at least one-third of directors currently holding office in order to conduct transactions and to pass motions.

Section 8 – Electronic/Telephone Conference meetings: Members of the Board of Directors may participate in a meeting of the board by means of electronic, telephone or similar communications equipment whereby all persons participating in the meeting can hear each other. Participation in a meeting in this manner shall constitute presence in person at the meeting.

Section 9 – Officers and Duties: The Executive Committee will consist of a chair, vice-chair, secretary and treasurer elected at the first regularly scheduled board meeting following the annual meeting.

1. No officer shall in any way bind the organization to do or not do any certain thing unless it is expressly authorized; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.
2. Any officer may be removed from office at any time, with or without cause, by a vote of two-thirds (2/3) of the entire membership of the board, with due notification of such action and with the right to be heard thereon. If the chair is unable to complete his/her term, the vice-chair shall succeed the chair. If the vice-chair, treasurer or secretary is unable to complete their term, the vacant position will be filled by election by the Board from existing Board members at a regular board meeting or a special meeting called for that purpose.

Officer duties are as follows:

- i. **The chair** shall convene regular board meetings and shall either preside, or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-chair, secretary, treasurer. In addition, he/she shall preside or delegate such authority at all meetings of the membership and the Executive Committee. He/she may appoint “ad hoc” committees for special projects as needed. He/She shall be a member ex-officio of all committees. The chair shall be entitled to vote on all matters before the board in the same manner as any other member to those bodies. In general, the chair shall perform all duties usually incident to that office and such other duties as the board may prescribe. He/She shall be considered “President” of the organization for the sole purpose of carrying out duties of signatory agent and may execute documents on behalf of the organization under that title.
- ii. **The vice-chair** shall carry out the duties of the chair in the absence of the chair. He/She will work closely with the chair on all matters relating the organization. He/She may be given special assignments by the chair including chairing committees on special subjects as designated by the board.
- iii. **The secretary** shall be responsible for 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 records are maintained.
- iv. **The treasurer** shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.

Section 10 – Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members or staff, two weeks in advance of a board meeting. These nominations will be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. The director appointed to fill a vacant seat on the

board shall serve until the next annual meeting at which time they can choose to run for said seat or a successor will be elected to serve for the remainder of the term.

Section 11 – Resignation, termination, and absences: Resignation from the board must be in writing (electronic is acceptable) and must be received by the secretary, the board chair or the Executive Director. A board member may be terminated from the board due to excessive absences, which is defined as having more three (3) absences from board meetings in a year. A board member may be removed for other reasons by a two-thirds (2/3) vote of the remaining directors at a regular or special board meeting. The director who is to be removed must be provided with (1) at least ten (10) day advance notice of the meeting which specifically states that removal of the director will be considered, to be delivered via email or regular postal mail or by hand; and (2) an opportunity to be heard in person.

Section 12 – Attendance and Expectations: Directors shall attend all scheduled membership and board meetings. All directors shall serve on at least one committee as created by the Board of Directors. All directors shall promote the goals and objectives of HPNA by attending functions and representing the needs of HPNA members. All newly-elected or appointed directors shall attend an orientation meeting.

Section 13 – Special meetings: Special meetings of the board shall be called upon the request of the chair, or one-third of the board. Notices of special meetings shall be sent out by the secretary, Executive Director or chair to each board member at least two weeks in advance.

ARTICLE V — COMMITTEES

Section 1 – Committee formation: The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2 – Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors and is subject to the direction and control of the full board.

Section 3 – Finance Committee: The treasurer is the chair of the Finance Committee, which includes three other board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget, and all expenditures must be within limits set by the budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to the membership, board members, and the public upon request.

Section 4 – Ad Hoc Committees: The Board of Directors may establish Ad Hoc Committees to research topics and to address issues/opportunities/activities or any other purpose deemed important to the organization. The board may delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the organization is eligible to serve on and participate in these committees. Ad Hoc Committees shall serve for a length of time decided by the Board of Directors. All actions taken by a committee shall be forwarded to the Board of Directors, which shall have the right to alter, accept or reject these actions. The Board may from time to time delegate authority to a committee to act on behalf of the organization.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 – Executive Director: The Executive Director is hired by the board. He/She will be the chief executive officer of the corporation and will see that all orders and resolutions of the board are put into effect. The Executive Director has day-to-day responsibilities for the organization, including hiring of staff, organizational management, financial management, carrying out the organization’s mission, vision, 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 Executive Director may serve as an ex-officio board member if this is approved by the board. The board can designate other duties as necessary. No employee shall have the power to act on behalf of the board unless expressly authorized by the board to do so.

ARTICLE VII **CONFLICTS OF INTEREST**

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by HPNA, or by any of the organization’s task forces or committees, its Board of Directors, or membership, must immediately declare that affiliation. The member shall thereafter refrain from discussing or voting on any particular transaction or related issue. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) or is the beneficiary of any action of the HPNA.

ARTICLE VIII **LIABILITIES/INDEMNIFICATION**

Section 1 – No Liability: The directors of HPNA are not to be held individually or personally liable for any of the debts, or obligations of HPNA and employees of HPNA.

Section 2 – Action, Etc. Other than by or in the Right of the Corporation: HPNA shall indemnify any person who is or was a director, officer or employee of the corporation, hereinafter referred to as a “Covered Person”, and his/her heirs and legal representatives, to the maximum extent permitted by and in accordance with the State of Minnesota, as may be hereafter amended, against any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, by reason of the fact that he/she is or was a Covered Person, or is or was serving at the request of the corporation as a Covered Person of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys’ fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him/her in connection with such action, suit, or proceeding, unless such person’s conduct is finally adjudged to have been knowingly fraudulent, deliberately dishonest or willful misconduct. The termination of any action, suit or proceeding (criminal or civil) by judgment, order, settlement, conviction shall not, of itself, create a presumption that such Covered Person’s conduct was knowingly fraudulent, deliberately dishonest or willful misconduct.

Section 3 – Indemnification: HPNA shall indemnify all persons or classes of persons whom it may indemnify as directors, officers, employees and agents to the full extent permitted by law. HPNA may purchase and maintain insurance on all persons or classes of persons indemnified to the full extent permitted by law.

Section 4 – Advances of Expenses: A Covered Person’s expenses incurred in defending a civil or criminal action, suit or proceedings may be paid by the corporation in advance of the final disposition of the action, suit or proceedings upon receipt of an undertaking by or on behalf of the Covered Person to repay such

amount if it shall ultimately be determined that he/she is not entitled to be indemnified by the corporation as authorized in this Article IX.

Section 5 – Other Rights and Remedies: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under by-laws, agreement, vote of disinterested directors or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such offices, and shall continue as to a person who has ceased to be a Covered Person, and shall inure to the benefit of the heirs, trustees, executors and administrators of such Covered Person. All rights to indemnification under this Article shall be deemed to be provided by a contract between the corporation and the Covered Person who serves in such capacity at any time while these By-Laws and other relevant provision of the general corporation law and other applicable law, if any, are in effect. Any repeal or modification thereof shall not affect rights or obligations then existing.

Section 6 – Insurance: Upon resolution passed by the Board, HPNA may purchase and maintain insurance on behalf of any person who is or was a Covered Person of the corporation, or is or was serving at the request of HPNA as a Covered Person of another corporation, partnership, joint venture, trust or other request of the corporation as a Covered Person of another corporation, partnership, joint venture, trust or other enterprise against any liability asserted against him/her and incurred by him/her in any such capacity, or arising out of his/her status as such, whether or not HPNA would have the power to indemnify him/her against such liability under the provisions of the Article.

Section 7 – Savings Clause: If this Article or any portion thereof shall be invalidated on any ground by any court of competent jurisdiction, then the corporation shall nevertheless indemnify each Covered Person of the Corporation as to expenses (including attorneys fees), judgments, fines and amounts paid in settlement with respect to any action, suit or proceedings, whether civil, criminal, administrative or investigative, including a grand jury proceeding and an action by the corporation, to the full extent permitted by an applicable portion of this Article that shall not have been invalidated or by any other applicable law.

ARTICLE IX **COMPLAINTS**

Any complaint against the Heritage Park Neighborhood Association, or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors, the Executive Director and/or the City of Minneapolis office of Neighborhood Community Relations.. The Board of Directors must respond to said complaint in writing within five (5) days after their next regular meeting.

ARTICLE X **DISTRIBUTION OF ASSETS OF DISSOLUTION**

Dissolution of the organization shall require a two-thirds (2/3) vote of the members present. All members in attendance are entitled to vote; no member may vote by proxy or cumulatively. Upon the dissolution of the corporation, the members will, after paying or making provisions for the payments of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purpose of the corporation in such manner, in to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as will at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the members will determine.

Any such assets not so disposed will be disposed by the Circuit Court of the country in which the principal office of the corporation is then located, exclusively for such purposes.

ARTICLE XI – AMENDMENTS

Section 1 – Amendments: These bylaws may be amended when necessary by one of the following actions:

- A. The Board of Directors may propose an amendment to the bylaws by two-thirds majority of the Board of Directors at a meeting called specifically to address this purpose.; or
- B. The Board of Directors may propose a resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of members ; or
- C. Any twenty (20) members may set forth a proposed amendment by petition by then subscribed, which petition shall be filed with the secretary of the corporation.

All proposed amendments must be submitted to the secretary, the Executive Director or the board chair to be sent out with regular board announcements and will be sent to the membership at large so that they may attend the meeting and vote on said changes.

Certification

These revised bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on **May 22, 2001 and revised on the date(s) listed below:**

Secretary _____ Date _____