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## **Kingfield Neighborhood Association**

### **Amended and Restated Bylaws**

#### **Preamble**

The intent of these Bylaws is to guarantee equal treatment to everyone who is eligible to participate in the affairs of the corporation known as the Kingfield Neighborhood Association (the “Association”). The purpose of this organization shall be to support and promote the common good and general welfare of the community.

#### **Article 1: Definition of the Organization**

A. **Name**

The name of this organization shall be the Kingfield Neighborhood Association (the “Association”).

B. **Jurisdiction**

The Association’s jurisdiction (the “Neighborhood”) shall have the following boundaries: 36th Street on the north, Interstate 35W on the east, 46th Street on the south, and Lyndale Avenue on the west.

C. **Status as Neighborhood Organization.**

The Association is a nonprofit corporation governed by Minnesota Statutes Chapter 317A, as it may be amended from time to time, and is a neighborhood organization for purposes of Minnesota Statutes Section 317A.435, Section 317A.439, subdivision 6 and Section 317A.441(b) and (d).

## **Article 2: Members**

Members with voting rights are (1) individuals aged 16 or older whose primary residence is within the Neighborhood and who, at a meeting of the Association, can produce upon request a Minnesota driver's license, Minnesota identification card, or some form of residency verification such as a utility bill dated within the last 30 days, that indicates the individual resides within the Neighborhood; or (2) any one representative of a property or business owned or operated within the Neighborhood and who, at a meeting of the Association can produce upon request proof of representation of such a business or property (each, a "Business Representative Member"). An individual who meets either of these Membership criteria but lacks the required documentation may vote at a meeting of the Association if a Member who has the required documentation vouches for the individual.

## **Article 3: Meetings of the Members**

### **A. Annual Meetings**

There shall be at least one annual meeting of the Members during each calendar year at a time and place in the Neighborhood as set by the Board of Directors. At such time, reports of the activities of the Association shall be presented by the officers to the Members, Directors and alternates elected, Bylaw amendments requiring Member approval voted on, if any, and other business transacted. All meetings will be open to the public. Minutes of all meetings will be kept and be available upon request.

### **B. Special Meetings**

Special meetings of the Members may be called by the President or by twenty-five percent (25%) of the Directors, or by any thirty (30) Members by written demand describing the purpose for the meeting and delivered to the President. The purpose of special meetings shall be to discuss issues relating to the common good or general welfare of the neighborhood for which neighborhood opinion or consensus must be sought in a timely way, and cannot wait for the next annual meeting. Within thirty (30) days after receipt of a demand for a special meeting of the Members, the Board shall cause a special meeting to be called and held no later than 90 days after receipt of the demand. The Secretary shall cause notice to be given as provided under Section C of this Article, and such notice shall state the purposes of the meeting. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

### **C. Notice**

At least ten (10) but not more than thirty (30) days before a meeting of the Members is held, notice of the meeting shall be given in a manner designed to notify Members of the meeting, to the extent practical as determined by the Board of Directors. Notice of the annual meeting shall include notice that the election of Directors shall occur at the annual meeting.

D. Voting

Passage of a motion or resolution shall require the vote of a majority of the Members present and eligible to vote at the meeting of the Members. No Member may vote by proxy or cumulatively. The Board of Directors, or a committee thereof, shall determine a fair, accurate, and efficient way of tallying votes taken at meetings of the Members.

E. Quorum

A quorum for the transaction of business at a meeting of the Members shall consist of twenty (20) Members present.

**Article 4: Board of Directors**

A. Eligibility

A Director must be a Member of the Association. No more than three (3) Directors may be Business Representative Members. No more than two (2) Directors may be younger than legal voting age.

B. Size and Tenure

The Board of Directors shall consist of thirteen (13) Directors, including officers, each of whom shall serve for a term of two (2) years or until the next annual meeting following the 2-year anniversary of his or her election.

C. Election

Six (6) of the Directors shall be elected at one annual meeting and the other seven (7) at the succeeding annual meeting. At least three (3) alternates shall be elected at each annual meeting for the term of one (1) year. Irregularities in this pattern caused by Director resignations or other reasons shall be corrected by allowing for the election of one (1) year terms, as needed. Nominations may come from the floor and may be submitted by the Board of Directors or a committee thereof.

D. Vacancies

1. Vacancies Among Directors. Vacancies occurring on the Board other than those caused by the expiration of a term of office shall be filled by the appointment of a Director by the remaining Directors, from among the alternates elected at the last annual meeting in order of the highest number of votes received. If no alternates remain to be appointed, the Board of Directors by a two-thirds (2/3) vote may appoint a Member of the Association to serve as a Director. A Director appointed to fill a vacancy shall hold office for the remainder of the unexpired term of his or her predecessor and until his or her successor shall be elected and qualified or may be

appointed to serve a 2<sup>nd</sup> year if the term remaining is shorter than six (6) months. A vacancy may be created by the resignation in writing of a Director upon delivery to the President, the removal of a Director through excessive absence as provided in section F of this Article, or by removal of a Director as provided for in section F of this Article. A vacancy shall be declared by the President at the first meeting after it occurs and may be filled immediately.

2. Vacancies Among Alternates. If at any time fewer than three (3) alternates remain from among those elected at the annual meeting as provide in Article 4, section C, the Board of Directors by a two-thirds (2/3) vote may appoint a Member of the Association to serve as an alternate for the balance of the one (1) year term.

E. Duties of Directors

1. Meeting Attendance

Directors shall attend all meetings of the Board of Directors and the annual meeting. Attendance is defined as physical presence for at least one hour of any meeting.

2. Committee Participation

Directors shall be active participants in at least one of the Board's committees or projects.

F. Removal of a Director

Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard therein. Directors who have been absent from three (3) regularly-scheduled meetings within a twelve (12) month period may be removed by the President.

G. Term of Office

No Director shall serve for more than four (4) consecutive terms, or for more than a total of eight (8) consecutive years.

H. Compensation

No Director shall receive monetary compensation for his or her participation as a Director. Notwithstanding the foregoing, Directors could be provided areasonable compensation for services rendered to the Association in any other capacity as long as it does not create a conflict of interest. No part of the compensation of an employee of the Association who also is a Director of the Association shall be compensation for services as a Director.

## Article 5: Board Meetings

### A. Regular Meetings

A regular meeting of the Board of Directors shall be held each month at a time and at a place within the Neighborhood determined by the Board. Regular meetings may be canceled by a majority vote of the Board or, in the event of inclement weather, by the President.

### B. Special Meetings

Special meetings of the Board may be called by the President, Vice President, or any four (4) Directors acting jointly. The types of business that may be conducted at a special meeting of the Board are identical to those that may be conducted at regular meetings, except as provided in these Bylaws. The person(s) calling the meeting are responsible for notifying the Secretary, either in person or in writing, at least seven (7) business days in advance of the meeting, and the Secretary shall give notice of the meeting as provided in Section C of this Article.

### C. Notice

Not less than three (3) days' written notice of a regular or special meeting of the Board of Directors, excluding the day of the meeting, shall be given to all Directors; however, if the date, time and place of a Board meeting have been announced at a previous meeting of the Board, notice is not required. No notice of any meeting, regular or special, need state the purpose of the meeting except as may be specifically required by these Bylaws or otherwise required by law. Notice of a meeting at which an amendment to the Articles of the Association will be proposed must contain the substance of the proposed amendment.

Notice shall be delivered personally; sent by facsimile communication; sent by electronic mail; posted on an electronic network together with a separate notice to the Director of the specific posting, mailed, first class, postage prepaid; or such other methods as are fair and reasonable as determined in the sole discretion of the Secretary. Whenever written notice to Directors provides less than five (5) days' prior written notice of the meeting, excluding the date of the meeting, reasonable effort shall be made to notify Directors by telephone of the meeting at the time of giving written notice, but the failure to contact any Director(s) by telephone shall not affect the validity of the meeting or any action taken at such meeting.

Any Director may waive notice of any meeting of the Board of Directors in writing before, at or after a meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, unless he or she objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate in the meeting. The waiver shall be filed with the person who has been designated to act as secretary of the meeting, who shall enter the waiver upon the records of the meeting.

D. Quorum

The lesser of seven (7) Directors or two-thirds of then-seated Directors in attendance at any Board meeting shall constitute a quorum.

Seven (7) Directors in attendance at any Board meeting shall constitute a quorum.

E. Action Without a Meeting

Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Association can reasonably conclude that the communication was actually sent by the purported sender.

**Article 6: Board Officers**

A. Officers and their Duties

The officers of the Association shall consist of the President, the Vice President, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Board. No person shall hold more than one office at the same time. Except as provided in these Bylaws, the Board of Directors shall fix the powers and duties of all officers.

B. Election and Term of Office

The officers shall be elected by the Board of Directors at its first regular meeting following the annual meeting of the Members. The officers shall be elected for a term of one (1) year and serve until their successors shall have been elected or until their earlier resignation, removal from office or death. In the case that their board term has expired, the President and Treasurer shall serve as Ex-Officio members of the board and officers until the first regular meeting of the board. The President and Vice President shall not serve more than four (4) consecutive terms in the same capacity

C. President

The President shall preside at all meetings of the Members and of the Board of Directors. The President shall sign all contracts and other instruments made by the Association and shall have general active management responsibility for the affairs of the Association. Except as otherwise stated in these Bylaws or in a resolution of the Board, the President shall appoint the

members of committees of the Board. He or she shall perform all duties prescribed by the Board of Directors and those usually pertaining to the office of President.

D. Vice President

The Vice President shall perform all duties assigned by the Board. In the absence, disability, or refusal to act of the President, the Vice President shall perform all powers and duties of the office of the President.

E. Secretary

The Secretary shall ensure that full and correct minutes of all meetings of the Members and of the Board are kept. The Secretary shall make all reports and statements required by the President and by the Board or by law and shall oversee custody of the minutes and records of the Association except those pertaining to the finances of the Association.

F. Treasurer

The Treasurer shall have custody of all moneys of the Association. The Treasurer shall ensure that records and accounts are kept showing the Association's transactions, accounts, liabilities, and financial condition and shall ensure moneys are deposited in a responsible depository approved by the Board. The Treasurer shall make all financial records and accounts available for examination by the Board or the President at a time designated by the Board or President. The Treasurer shall turn over all books and records to the President at close of his or her term of office.

G. Delegation.

If permitted by these Bylaws or by a resolution adopted by the Board of Directors, the Officers of the Board of Directors may, without further action of the Board of Directors, delegate some or all of the duties and powers of an office to other persons, including but not limited to employees of the Association. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the discharge of the delegated duties and powers.

**Article 7: Committees of the Board**

A. Committees of the Board.

The Board of Directors may establish one or more committees of the Board as may be specified in resolutions approved by a majority of the Directors. Such committees of the Board shall have the authority of the Board of Directors in the management of the business of the Association to the extent provided in these Bylaws or in resolutions approved by a majority of the Directors. Such committees, however, shall at all times be subject to the direction and control of the Board of Directors.

B. Oversight of Committees

The President, or a representative appointed by the President, shall be a member of each committee of the Board.

C. Committee Procedures

The provisions of these Bylaws shall apply to committees and members thereof to the same extent they apply to the Board of Directors and Directors, including, without limitation, the provisions with respect to meetings and notice thereof, absent members, written actions, valid acts and conflicts of interest. Each committee shall keep regular minutes of its proceedings and a current roster of Committee members and report the same to the Board of Directors.

D. Executive Committee

There shall be an Executive Committee which shall consist of the officers of the Association. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Association. The Executive Committee may also act on behalf of the Association on any urgent matter when the Board of Directors is not in session, reporting to the Board of Directors of the Executive Committee's action at the next regular or special meeting. Three (3) Members of the Executive Committee shall constitute a quorum for the transaction of business. Meetings may be called by the President or by three (3) members of the Executive Committee.

E. Other Committees

From time to time, the Board shall designate such committees as are deemed appropriate to carry out the functions of the Association. These functions include but are not limited to development, zoning, communications, human resources, Bylaws and planning the Annual Meeting. Such committees shall have the authority and powers as designated in the resolution establishing the committee. Unless specifically stated otherwise in the resolution designating the committee, such committees shall not have the full authority of the Board of Directors to act on behalf of the Association and must submit all acts to the Board of Directors for approval before they become effective.

F. Committee Membership

Committees shall have at least three (3) members. Committee members must be Members unless specified in a resolution of the board that up to 33% of the committee members can be non-Members of the Association. All committee members, unless otherwise specified in these Bylaws or by resolution of the Board of Directors, must be appointed by the President. Each Director must be a member of at least one committee, and each committee shall have among its members at least one (1) Director. Directors shall ordinarily join one or more committees at the first regular Board meeting following the annual meeting, but may also join committees at other times. Members may join committees at any time.

G. Committee Chairs

1. One member of each committee shall be designated by the committee to be its Chair. Each Committee Chair must either be a Director or be approved by the Board of

Directors to serve as a Committee Chair. The Board shall approve committee chairs annually or as vacancies occur.

2. The Committee Chair shall call, publicize and organize meetings, and shall report *to the board* on the activities of the Committee and shall also keep track of the membership of the Committee.

### **Article 8: Miscellaneous Organizational Items**

A. Rules of Order

The rules contained in *Robert's Rules of Order, Revised*, shall govern in all cases where they are not inconsistent with the Articles of Incorporation and Bylaws of the Association.

B. Fiscal Year

The Association shall keep its books and records on a fiscal year basis from June 1 to May 31.

C. Retention of Records

The Association shall retain minutes of records and official correspondence for five (5) years and financial records for seven (7) years.

D. Amendments

These Bylaws may be amended from time to time by a majority vote at any regular meeting of the Board of Directors of the Association provided that written text of the proposed amendment has been distributed to the Directors at the previous regular Board meeting, except that changes to Bylaws fixing a quorum for meetings of Members (Article 3E), prescribing procedures for removing Directors (Article 4F) or filling vacancies on the Board (Article 4D), fixing the number of Directors (Article 4B) or their qualifications (Article 4A) or terms of office (Article 4G), or fixing the vote required for a Member action (Article 3D), must be approved by a majority vote at a meeting of the Members, after proper notice is given.

### **Article 9: Conflicts of Interest**

The President shall develop, for Board of Directors' approval, a conflict of interest policy that shall apply to all Directors, officers and committee members. Such policy shall require Directors, officers and committee members to acknowledge reviewing the conflicts of interest policy *upon their election or appointment and again at any time of re-election/appointment*