**Bylaws of Logan Park Neighborhood Association**

**Article I**

**Corporate Name**

The name of the corporation is Logan Park Neighborhood Association (“LPNA”)

**Article II**

**Designated Community**

The designated community of Logan Park, for the purposes of the Articles of Incorporation and these Bylaws, shall be defined as that part of Minneapolis, Minnesota, bounded by:

1. The south side of 19th Avenue Northeast on the North;
2. The west side of Central Ave Northeast on the East;
3. The north side of Broadway Ave Northeast on the South;
4. The east side of Washington Street Northeast on the West.

**Article III**

**Purpose**

1. The general purposes of LPNA are to develop a sense of community in the Logan Park neighborhood; to encourage maximum citizen participation in all decision-making processes affecting the community; to facilitate decision making so as to enable residents to determine the character and direction of their neighborhood and the services offered there; to maintain the Logan Park community as a family-oriented residential neighborhood; to provide mechanisms for the residents to be well-informed; to facilitate improvement of the physical, social, and cultural environment within the Logan Park neighborhood; and to promote community safety, crime prevention, and housing quality in a nondiscriminatory manner.
2. The objectives stated in paragraph A of this Article shall help to implement the following goals:
3. To participate in all phases of the City’s decision-making system: planning, programming, budgeting, monitoring, and evaluating;
4. To serve as a neighborhood-wide organization that has open opportunities for input from LPNA members without regard to age, gender, ethnicity, religion, income or handicap;
5. To assess and document the needs and desires of the Logan Park Neighborhood;
6. To work and consult with and to advise any public department, agency, or private organization concerned with issues or proposals affecting the Logan Park neighborhood;
7. To seek financial support and generate funds for administration and projects of the organization;
8. To hire staff persons, as funds will permit, to carry out administrative duties and projects of LPNA;
9. To sponsor various projects and programs as directed by the membership and as approved by the Board of Directors;
10. LPNA may engage in any and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the foregoing purposes, provided that the corporation shall engage in no activities not permitted to be engaged in by an organization exempt from federal income taxation under section 501 (c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future United States Internal Revenue Code.
11. LPNA shall be non-commercial, non-sectarian, and non-partisan and shall not endorse any political candidate.

**Article IV**

**Membership**

1. **Eligibility.** Any person age 18 or older shall be eligible for membership in LPNA who:
2. Resides in or owns property in Logan Park, as defined in Article II of these Bylaws:

OR

1. Operates or is employed in a business or organization located in the designated community.

 Membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article. Application for membership shall be made with the Secretary of the corporation; membership application shall be such manner and form as may be prescribed by the Board of Directors from time to time. Membership shall be on a voluntary basis, without regard to gender, age, race, marital status, sexual orientation, religious belief, economic status, disability, or national origin.

1. **Duration of Membership**. Membership shall be on an annual basis. The membership year shall be the same as the fiscal year of the corporation.
2. **Dues**. There will be no membership fee requirement for membership in LPNA. Contributions may be solicited from time to time as determined by the Board of Directors.
3. **Voting**. Each member of LPNA shall have one vote. There shall be no voting by proxy. There shall be no cumulative voting. A vote by the majority of members shall be determinative of any issue on which members can vote. Members can vote at membership meetings, at the annual meeting, and at special meetings of the membership.

**Article V**

**Membership Meetings**

1. **Annual Meeting.** Each year, the annual meeting of the LPNA members shall be held in April, at a place and time designated by the Board of Directors. Notice of the annual meeting shall be given as provided by law [presently not less than five days nor more than 60 days is presently required by statute]. At the annual meeting, the corporation, through its Board of Directors, shall give an annual report of the activities and financial condition of the corporation. In addition, directors whose terms expire shall be elected pursuant to these Bylaws.
2. **Special Meetings.** Special meetings of the members may be called by (1) the Chair of the Board of Directors, (2) by twenty-five percent (25%) of the Directors, or (3) by at least 15 members with voting rights or 10% of members with voting rights, whichever is less. A person entitled to call a special meeting may make a written request to the chair or secretary to call the meeting and shall state the purpose of the meeting. An officer shall give notice of the meeting no later than [30] days after receiving a demand for a special meeting.
3. **Monthly Meetings.** A monthly meeting of the members of LPNA shall be held on the third Wednesday of each month.
4. **Quorum.** For purposes of any regular or special meeting of the membership, a quorum shall consist of ten percent (10%) of the members entitled to vote or fifteen (15) members, whichever is less.
5. **Procedures.** Robert’s Rules of Order, newly revised, shall apply during meetings.
6. **Minutes.** Minutes of each membership meeting shall be maintained.

**Article VI**

**Board of Directors**

1. **Number**. The affairs of the corporation shall be managed by a Board of Directors, which shall consist of 10 persons.
2. **Qualification**. All Directors shall be members of the corporation. The number of Directors and alternates who work or own real property in the Logan Park neighborhood but who do not live in Logan Park shall be not greater than 20%, or two members. Directors shall receive no compensation for their services as directors, but shall be allowed reimbursement for reasonable expenses incurred by a director and approved by the Board concerning the business of the corporation.
3. **Staggered Terms**. The Board of Directors shall consist of three (3) elected Directors with one-year terms, four (4) Directors with two-year terms, and three (3) elected Board members with three-year terms.
4. **Vacancies**. Any vacancies that occur between annual meetings shall be filled according to Article VII of these Bylaws.
5. **Removal of Directors**. Any Director may be removed from office at any time by the vote of 2/3 of the Directors, with or without cause, but with due notification of such action and the right to be heard. Three (3) consecutive unexcused absences from regularly scheduled Board meetings shall be cause for the Chair to discuss attendance problems informally with the absentee Director and to bring the attendance issue before the Board. Also, a Director may be removed from office at any time, with or without cause, by members of the corporation who are eligible to elect a director.
6. **Resignation**. A Director may resign at any time, by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered, unless the written resignation notice states otherwise.
7. **Regular Meetings of the Board**. The Board of Directors shall hold monthly meetings in or near the Logan Park neighborhood at a time and place decided by resolution of the Board. Notice of regular Board meetings (including a written agenda) shall be given to all Directors and alternates at least 5 days prior to the meeting, but not more than 30 days before the meeting. Notice can be given by mail, telephone, or in person. Notice of regular meetings of the Board of Directors will be made available to the neighborhood newspaper(s). Required notice of any meeting of the Board may be waived by any director in writing before, at, or after a meeting. Attendance at a meeting by any director shall be deemed a waiver of notice of that meeting.
8. **Special Meetings of the Board**. Special meetings may be called by the Chair or by (30%) of the Directors then in office. Notice of special meetings shall be given at least 2 days in advance of the meeting, either by mail, telephone, or in person, and shall include the time, place, and reason for the special meeting. Special meetings shall be held in or near the Logan Park neighborhood. Notice of special meetings of the Board of Directors will be given to the general public whenever possible.
9. **Open Meetings**. All meetings of the Board of Directors and any committees of the Board of Directors shall be open to any member and the public. Only Directors shall be allowed to vote at Board meetings. Robert’s Rules of Order, newly revised, shall apply at all Board meetings.
10. **Quorum**. Except as otherwise provided in these Bylaws, a quorum for the transaction of business shall consist of a majority of the Directors of the Board. No director may vote by proxy.
11. **Board Action Without a Meeting**. Any action that could be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a writing signed by all of the Directors.
12. **Voting**. Passage of a motion or resolution shall require a vote of a majority of the Directors present at the meeting, unless otherwise provided in these Bylaws. However, the sale or mortgage of assets shall require a 7/10 vote of all Directors.
13. **Minutes**. Minutes of all meetings of the Board of Directors and committees shall be maintained and shall be available for review by members upon request.

**Article VII**

**Alternates to the Board of Directors**

1. **General Powers**. Alternates to the LPNA Board of Directors shall have no powers except at such time as they are empowered under the provisions of these Bylaws to assume the duties of a Director. Upon being upgraded, an alternate assumes all rights and responsibilities of a Director under Article VI above.
2. **Number**. The number of Alternates elected shall not exceed the actual number of Directors as provided for under Article VI.
3. **Tenure**. All Alternates shall be elected to one-year terms.
4. **Qualifications**. All Alternates shall be members of LPNA.
5. **Selection**. Alternates and Directors shall be elected at the same meeting of the general membership. The election of Alternates shall occur after the results of the Directors’ election have been announced. Alternates shall be ranked according to the number of votes received in the election; the Alternate receiving the greatest number of votes shall receive the highest ranking.
6. **Temporary Upgrading of Alternates**. If a Board member is not present at a duly called regular or special meeting of the Board of Directors, then the absent Board member’s seat shall be filled by the highest ranked Alternate present. Alternates shall be upgraded according to their rank, with the highest ranked Alternate seated first. If a Director whose seat has been filled by an Alternate arrives after the meeting has been called to order, the Alternate shall remain seated for the duration of that meeting. At no time shall the upgrading of Alternates violate the provisions of Article VI of these Bylaws. If there are no Alternates eligible to be seated, then the seat shall remain vacant and counted as such for the purposes of establishing a quorum.
7. **Permanent Upgrading of Alternates**. Any Director position that becomes vacant through resignation, removal, or death shall be filled by the highest ranked Alternate. The term of the position shall be until the next annual meeting, at which time there shall be an election to fill the position for the remainder of the unexpired term. At no time shall the upgrading of Alternates violate Article VI of these Bylaws. If no Alternate is eligible for upgrading, then the vacated seat shall remain vacant until the next election and shall not be counted in the establishment of a quorum.
8. **Removal of an Alternate**. Any Alternate may be removed from office, with or without cause, by a 2/3 vote of all members of the Board of Directors at a regular or special meeting of the Board called that purpose, but with due notification to the Alternate to be heard about his/her removal.
9. **Resignation of an Alternate**. An Alternate may resign at any time by giving written notice to the Board or to the Chair. Unless the written notice says otherwise, the resignation will take effect when it is delivered.

**Article VIII**

**Officers of the Board of Directors**

1. **Number of Officers**. The Officers of the corporation shall consist of the Chair or Co-chairs, Vice-chair, the Secretary, and the Treasurer. If there are co-chairs, there shall be no vice-chair. [The Chair may also be known as the President, and the Vice-chair may also be known as the Vice-president.]
2. **Election and Term of Office**. The officers shall be elected by the Board from among its members at the first meeting following the annual election of members of the Board of Directors. The officers shall serve for one year or until their successors have been elected or until their earlier resignation, removal from office, or death.
3. **Removal and Vacancies**. Any officer may be removed from office at any time by the vote of 2/3 of the Board of Directors, with or without cause, but with due notification of such action and the right to be heard. If there is vacancy among the officers because of death, resignation, or other reason, the vacancy shall be filled for the unexpired term by the Board at a regular meeting or at a special meeting called for that purpose.
4. **Chair**. The Chair (or co-chairs) shall preside at all meetings of the members and of the Board of Directors; shall have and exercise general charge and supervision of the affairs of the corporation; shall see that all resolutions of the Board are carried into effect; and shall do and perform such duties as may be assigned to him/her by the Board of Directors. He/She shall be a member *ex officio* of all committees. The Chair is allowed to vote on all matters before the Board of Directors, in the same manner as other Directors.
5. **Vice-chair**. The Vice-chair shall have the powers and shall perform the duties of the Chair in his/her absence or disability. He/She shall perform other duties as may, from time to time, be assigned to him/her the Board of Directors or by the Chair.
6. **Secretary**. The Secretary shall keep a correct record of proceedings of all meetings of the corporation and of the Board in the appropriate Minute Book of the corporation; shall give proper notice of meetings to all directors and to members; and shall keep a permanent file of proceedings and pertinent correspondence of the corporation and of the Board; shall maintain a list of current members and verify members’ eligibility; shall deliver all records to the newly elected or appointed Secretary; and shall perform other duties pertaining to the office.
7. **Treasurer**. The Treasurer shall keep accurate financial records for the corporation; deposit money, drafts, checks in the name of and to the credit of the corporation in the banks or depositories designated by the Board; endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board, making proper vouchers for the deposits; disburse corporate funds in the name of the corporation as ordered by the Board; upon request, provide the Chair and the Board an account of transactions by the Treasurer and of the financial condition of the corporation; and perform all other duties prescribed by the Board or by the Chair. All checks issued in the name of the corporation will be signed by two officers of the Board of Directors.
8. **Responsibilities**. No officer shall in any way bind the corporation to do or not to do any certain things unless expressly authorized to do so by the Board. An unauthorized act by an officer shall not be recognized by the corporation unless it has been expressly ratified by the Board.

**Article IX**

**Committees**

 The Board of Directors may appoint committees and delegate to the committees the powers and responsibilities as it may from time to time deem appropriate to promote the objectives and interests of the corporation. Any member of the corporation is eligible to serve on and participate in the committees.

 When a committee is formed, the Board will:

1. Identify the committee as either standing or temporary;
2. Identify the major purpose and tasks of the committee;
3. Identify the members of the committee from the Board and the membership and appoint a committee chair when necessary.

All committees will report monthly to the Board of Directors on their activities. Any action taken by a committee between LPNA and another organization is to be forwarded to the LPNA Board of Directors for their consideration and action.

The term of office members of standing committees shall be for the fiscal year or part thereof in which they are chosen. The term of office of temporary committees shall be determined by the Board of Directors, depending upon the type and duration of the task to be performed by each temporary committee.

**Article X**

**Seal, Books and Records, Audit, Fiscal Year, Offices**

1. **Corporate Seal**. The corporation shall not have a corporate seal.
2. **Books and Records.** The Board shall keep complete books of account, minutes of meetings of the Board of Directors, meetings of the members, and committee meetings, and any additional records and books of account that the Board deems necessary for the conduct of the activities and business of the corporation. A member or the agent or attorney of a members may inspect all books and records of the corporation for any proper purpose at any reasonable time, pursuant to the Minnesota Statutes 317A.467.
3. **Audit.** The Board of Directors shall cause the records and books of account of the corporation to be audited at least once each fiscal year or at such other times as the Board deems appropriate.
4. **Fiscal Year.** The fiscal year of the corporation shall be from June 1st to May 31st each year.
5. **Principal Office.** The principal office of the corporation shall be determined by the Board of Directors.

**Article XI**

**Amendment of Bylaws**

 The Board of Directors may from time to time adopt, amend, or repeal all or any of the Bylaws of this corporation, EXCEPT that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend, or repeal a Bylaw fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of Directors or their classification, qualifications, or terms of office, but the Board of Directors may adopt or amend a Bylaw to increase the number of directors. All Directors must receive proposed Bylaw changes in writing at least one week in advance of the board meeting at which the amendment will be considered. An amendment shall require the affirmative vote of 2/3 of the Directors.

**Article XII**

**Conflicts of Interest**

1. A contract of other transaction between LPNA and

OR

1. a Director or a family member of a Director;
2. a Director of a related organization or a family member of a Director of a related organization; or
3. an organization in or of which an LPNA director or his/her family member is a director, officer, or legal representative, or has a material financial interest.

is not void or voidable because the Director or the other individual or organization is a party or because the Director is present at the meeting of the members, the board, or a committee at which the contract or transaction is authorized, approved, or ratified, **IF**:

1. the contract or transaction was fair and reasonable as to the corporation when it was authorized, approved, or ratified;

and

1. the material facts as to the contract or transaction and as to the Director’s interest are fully disclosed or known to the Board or a committee, and the Board or committee authorizes, approves, or ratifies the contract or transaction in good faith by a majority of the Board or committee, but the interested Director may not be counted in determining the presence of a quorum and may not vote.
2. For the purposes of this section:
3. a Director **does not** have a material financial interest in a resolution fixing the compensation of the Director or fixing the compensation of another Director as a Director, Officer, employee, or agent of LPNA, even though the first Director is also receiving compensation from this corporation;
4. a Director **has** a material financial interest in an organization in which the Director or a member of the Director’s family has a material financial interest;
5. a member of a Director’s family is a spouse, parent, child, or the spouse of a child, brother, sister, or spouse of a brother or sister of the Director; and
6. “Related organization” means an organization that controls, is controlled by, or is under common control with another corporation. “Control” exists if an organization:
7. owns, directly or indirectly, at least 50 percent of the stock ownership or membership interests of another organization;
8. has the right, directly or indirectly, to elect, appoint, or remove 50 percent or more of the voting members of the governing body of another organization; or
9. has the power, directly or indirectly, to direct or cause the direction of the management and policies of another organization, whether through the ownership of voting interests, by contract, or otherwise.

(5) “Legal representative” means a person empowered to act for another person, including, but not limited to, an agent, officer, partner, or associate of an organization; a trustee of a trust; a personal representative of an estate; a trustee in bankruptcy; or a receiver, guardian, custodian, or conservator.

1. The procedures described in (A) above are not required if the contract or transaction is between related organizations.
2. Directors may be required to fill out a “Conflict of Interest Director’s Questionnaire” [see Attachment 1, for sample] during the directors’ service on the LPNA Board, before a contract or transaction is acted upon by the Board.

**Article XIII**

**Affirmative Action Statement**

No person shall be discriminated against by LPNA in its hiring policies, delivery of services, or other corporate business on the basis of race, color, creed, religion, ancestry, national origin, gender, affectional preference, disability, age (18 or over), marital status, status with regard to public assistance, or criminal record where the offense is not validly related to the job, services, or corporate business.

Affirmative action is not mere passive non-discrimination. It is action including procedures, methods, and practices which will equalize opportunities relating to all means of participation in LPNA, including members and staff. LPNA encourages people and organizations to make recommendations about how LPNA can act affirmatively to increase participation in LPNA and its activities, including recruiting members and adding names of people, organizations, and businesses to LPNA’s mailing list to receive newsletters and meeting notices.

One (1) election shall be held each year providing an opportunity for new people to be elected to the Board of Directors. An Affirmative Action statement shall be read at this election by the Chair prior to the opening of nominations.

**Article XIV**

**Procedure for Dealing with Complaints**

Any complaint against LPNA or any of its activities shall be made in writing and directed to the Complaint Committee, which shall act upon the merits of the complaint within thirty (30) days. If further action is needed, the determination of the Complaint Committee shall be referred to the Board of Directors for its consideration.

**Article XV**

**Indemnification**

The corporation shall indemnify each director and officer of the corporation pursuant to the Minnesota Statutes 317A.521. In addition, the corporation may purchase and maintain insurance on behalf of any officer or director against any liability asserted against him/her in any that capacity, to the full extent permitted by law.

**Article XVI**

**Dissolution**

At the time of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such manner or to such organization(s) organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as (an) exempt organization(s) under Section 501 (c)(3) of the Internal Revenue Code of 1986 [or the corresponding provision of any future United States Internal Revenue Law], as the Board of Directors shall determine.