

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:

- a. The south side of 19th Avenue Northeast on the North;
- b. The west side of Central Ave Northeast on the East;
- c. The north side of Broadway Ave Northeast on the South;
- d. The east side of Washington Street Northeast on the West.

ARTICLE III PURPOSE

- A. Mission Statement: To enhance the quality of living in Logan Park Neighborhood.

Beliefs:

We believe in cultivating a welcoming, neighborly community.

We believe in fostering economic and social diversity

We believe in supporting preservation of historic architecture.

We believe in honoring our working class roots

We believe in protecting parks and communal spaces.

We believe in building a safe, walk-able, and connected neighborhood.

We believe in supporting and celebrating our arts community.

We believe in creating meaningful relationships with the business community and encouraging collaborative growth around shared visions.

We believe in promoting a healthy and sustainable environment.

- B. The objectives stated in paragraph A of this Article shall help to implement the following goals:
- i. To participate in appropriate phases of the City’s decision-making system: planning, programming, budgeting, monitoring, and evaluating;

- ii. To serve as a neighborhood-wide organization that has open opportunities for input from LPNA members without regard to age, gender identity, race or ethnicity, religion, income or ability, marital status, economic status, national origin, or citizenship status
 - iii. To assess and document the needs and desires of the Logan Park Neighborhood;
 - iv. 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;
 - v. To seek financial support and generate funds for administration and projects of the organization;
 - vi. To hire staff persons, as funds will permit, to carry out administrative duties and projects of LPNA;
 - vii. To sponsor various projects and programs as directed by the membership and as approved by the Board of Directors;
- C. 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.
- D. LPNA shall be non-commercial, non-sectarian, and non-partisan and shall not endorse any political candidate.

ARTICLE IV MEMBERSHIP

A. Eligibility. Any person shall be eligible for membership in LPNA who:

- i. Resides in or owns property in Logan Park, as defined in Article II of these Bylaws:

OR
- ii. Operates or is employed in a business or organization located in Logan Park, as defined in Article II of these Bylaws.
- iii.

Membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article. To become a member, one must sign in at a community meeting, or sign up online for the newsletter. Membership shall be on a voluntary basis, without regard to gender identity, age, race or ethnicity, marital status,

sexual orientation, religious belief, economic status, [dis]ability, national origin, or citizenship status.

- B. **Duration of Membership.** Duration of membership endures for so long as you are eligible to be a member.
- C. **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.
- D. **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

- A. **Annual Meeting.** Each year, the annual meeting of the LPNA members shall be held in May, at a place and time designated by the Board of Directors. Notice of the annual meeting shall be given in the newsletter or on the website [not less than (10) ten days nor more than 30]. 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.
- B. **Special Meetings.** Special meetings of the members may be called by the Chair of the Board of Directors, or by at least ten (10) members with voting rights. 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 14 days after receiving a demand for a special meeting.
- C. **Monthly Meetings.** A monthly meeting of the members of LPNA shall be held on the third Wednesday of each month except December and August.
- D. **Quorum.** For purposes of any regular or special meeting of the membership, a quorum shall consist of ten (10) members.
- E. **Procedures.** Robert's Rules of Order, newly revised, shall apply during meetings. LPNA will provide support for those not familiar with Robert's Rules.

- F. **Minutes.** Minutes of each membership meeting shall be maintained. Minutes should be approved at the next membership meeting.

ARTICLE VI BOARD OF DIRECTORS

- A. **Number.** The affairs of the corporation shall be managed by a Board of Directors, which shall consist of 10 persons.
- B. **Qualification.** All Directors shall be members of the corporation. The number of Directors 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.
- C. **Board Elections and Nomination Process.** Board nominations shall open on the 3rd Wednesday in April and remain open up until voting at the May Annual Meeting. Nominees should either be present at the election or send a letter that includes their membership qualifications and reasons for running. Members are allowed to nominate themselves.
- D. **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.
- E. **Vacancies.** Vacancies of elected positions on the Board shall be filled at a special election held at the next regular meeting of the Association. The term of a Director filling an elected vacancy expires at the end of the term the Director is filling.

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, by calling a special meeting and taking a vote.

- F. **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.

- G. **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 at least 5 days prior to the meeting, but not more than 30 days before the meeting. Notice can be given by mail, email, telephone, or in person. Notice of regular meetings of the Board of Directors will be made available to the neighborhood newspaper(s). Board members must notify the chair of their lack of attendance one day advance.

- H. **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.

- I. **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.

- J. **Quorum.** Except as otherwise provided in these Bylaws, a quorum for the transaction of business shall consist of a 6 of the Directors of the Board. No director may vote by proxy.

- K. **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.

- L. **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. Minutes shall be approved at the next meeting.

- M. **New Board Directors.** The organization will provide training for all new board members.

ARTICLE VII

OFFICERS OF THE BOARD OF DIRECTORS

- A. **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.
- B. **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.
- C. **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.
- D. **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 them by the Board of Directors. The chair 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.
- E. **Vice-chair.** The Vice-chair shall have the powers and shall perform the duties of the Chair in his/her absence or disability. The Vice –chair shall perform other duties as may, from time to time, be assigned to them the Board of Directors or by the Chair.
- F. **Secretary.** The Secretary shall keep a correct record of proceedings of all meetings of the corporation and of the Board; 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.
- G. **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 to the Treasurer must be signed by two directors.

- H. **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 VIII 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:

- (a.) Identify the committee as either standing or temporary;
- (b.) Identify the major purpose and tasks of the committee;
- (c.) Identify the interested members of the committee and appoint a committee chair when necessary.

All committees will report monthly to the Board of Directors on their activities. Any recommendation made for partnership or agreement 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.

If a committee does not provide an update for 90 days, the board may dissolve the committee.

ARTICLE IX [SEAL,] BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

- A. **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.

- B. **Audit. Financial Review** The Board of Directors shall cause the records and books of account of the corporation for a financial review at least once each fiscal year or at such other times as the Board deems appropriate.
- C. **Fiscal Year.** The fiscal year of the corporation shall be from January 1st – December 31st each year.
- D. **Principal Office.** The principal office of the corporation shall be determined by the Board of Directors.

ARTICLE X AMENDMENT OF BYLAWS

The Board of Directors or membership may from time to time adopt, amend, or repeal all or any of the Bylaws of this corporation. All proposed Bylaw changes must be submitted in writing at least 30 days in advance of the special meeting at which the amendment will be considered. An amendment shall require the affirmative vote of 2/3 of the members present, assuming a quorum is met.

ARTICLE XI CONFLICTS OF INTEREST

A member of LPNA and any of its committee members who receives any direct or indirect financial benefit from any organization, project, or development or serves on the Board of Directors, of any organization, project, or development that is being considered by LPNA or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and recuse themselves from voting on any related issues. Any member who has reason to believe a conflict of interest exists and has not been declared may raise the question to the Board. 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) of the beneficiary of any action of the LPNA. A conflict of interest is deemed not to exist

in those instances where a member does not benefit from a project, program, or proposal to a greater extent than any other edible persons, groups, or businesses.

ARTICLE XII
[AFFIRMATIVE ACTION STATEMENT]
EQUAL OPPORTUNITY 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, sex, ancestry, national origin, gender identity, sexual orientation, 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.

LPNA will make every effort to abide by ADA meeting guidelines and will do our best to make accommodations upon request. See Appendix A for ADA meeting guidelines.

ARTICLE XIII
PROCEDURE FOR DEALING WITH COMPLAINTS

If anyone believes that there has been an action taken by the LPNA Board of Directors, its agents or representatives, which has a specific unfair effect on them, that person may use this grievance procedure to redress the complaint. This is to be distinguished from a disagreement about the content of decisions made in a democratic manner.

In order to be considered, a grievance must be written, signed and include the address and phone number of the complainant. It should specify the following:

- What is the concern about the LPNA decision process?
- What specific action(s) by the LPNA Board created the problem?
- What actions should be taken to remedy the problem?

The Board of Directors must then convene a three-member grievance panel made up of LPNA members (see article IV of bylaws). This group will meet, select a panel chairperson and discuss the complaint within 30 days of receiving it. The grievance panel must then deliver a written response to the complainant and Board of Directors within 30-days of the meeting.

The Grievance Procedure steps are as follows:

- The Board Chair will send a letter of acknowledgement to the complainant identifying members of the grievance panel.
- The Grievance Panel will meet to discuss the complaint keeping complete minutes of their proceedings. The Panel may request additional information from the complainant and Board of Directors including inviting them to the Panel's meeting.
- The grievance panel will provide a report and recommendation within 30-days of its meeting regarding the grievance to the grievant and the Board of Directors.

Appeals may be made to the Board of Directors, which will provide a response within 30-days to the complainant. Further appeals may then be made to the City of Minneapolis Neighborhood and Community Relations Department.

ARTICLE XIV 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 XV 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.

Appendix A

<https://www.ada.gov/business/accessiblemtg.htm>