

**McKinley Neighborhood Organization
BY-LAWS**

RECITALS

Section 1. Purpose of this corporation. The purpose of this corporation is to promote the McKinley neighborhood of Minneapolis, Minnesota.

Section 2. Purpose of the Board of Directors. The McKinley Community Board of Directors shall promote neighborhood improvement and revitalization. The Board of Directors will fulfill its purpose of expanding neighborhood improvement and revitalization by coordinating activities with other established organizations to attain our goals.

Section 3. McKinley Area. The area of McKinley Neighborhood for the purposes of these by-laws shall be defined as follows: Bounded by the Mississippi River on the East, the South side of Dowling Avenue on the North, the East side of Dupont Avenue on the West, and the North side of Lowry Avenue on the South.

ARTICLE I
VOTING MEMBERS

Section 1. Voting membership and voting rights. Eligibility for admission to voting membership shall be as set out in Section 2. Members shall be accepted into membership through mechanisms established by resolution of the Board of Directors. No dues shall be required for admission or ongoing qualifications. Each voting member shall have 1 (one) vote. A list of the voting membership of this corporation, as required by Minnesota law, shall be kept by the Secretary of the corporation.

Section 2. Qualifications. Membership criteria shall be as follows:

- a) Any natural person aged eighteen or older who owns property or whose primary residence is within the boundaries listed in Section 3 of the Recitals; or
- b) Any natural person serving as an appointed delegate of a business, institution or non-profit organization established and maintained within the boundaries listed in Section 3 of the Recitals (limit of 1 delegate per organization).

Section 3. Term of membership. The membership year for the members of this corporation shall be indefinite as long as the terms of Article 1 Section 2 are fulfilled.

Section 4. Interest in Property. The members of this corporation shall not, as such, have any right, title, or interest in the real or personal property of this corporation.

Section 5. Resignation. Any member may resign their membership at any time by giving written notice to the Board of Directors or to the Secretary. Such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. Any member who resigns membership shall not be entitled to a refund of any dues or other payments made to this corporation.

ARTICLE II
BOARD OF DIRECTORS

Section 1. Election. Except as otherwise provided herein, the Board of Directors (hereinafter called the "Board") of this corporation shall consist of natural persons, the number of which shall not exceed ten. Directors shall be members of the McKinley Community, have demonstrated commitment to the vision, values, and mission statement of the organization, and be elected by the members. Two members of the same member household or immediate family as defined in Article IV Section 7 may not serve simultaneously on the Board of Directors.

Section 2. Number, term, and method of selection. Election of directors shall be made, pursuant to Section 1 of this Article, at each annual meeting of the membership, and the terms shall be staggered. Except as otherwise provided herein, each director of this corporation shall be elected to serve for a term of 2 years. A director shall hold office for the term for which he or she was elected and until the end of the meeting at which her or his successor has been elected and until such successor has qualified, or until the director's prior death, resignation, or removal.

Section 3. Removal, and vacancies. Any director may at any time be removed with or without cause by the members. A director shall be removed upon absence from the fourth meeting in a two year period which is deemed unexcused by the Executive Committee. Any vacancy occurring because of the death, resignation or removal of a director may be filled by the voting members for the unexpired term of such director OR by the remaining Board members.

ARTICLE III
MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members shall be held at the principal office of the corporation, or at any other location, as designated in the notice thereof, during the month of April, at a date and time to be determined by the Board.

Section 2. Special Meetings. Special meetings of the members of this corporation may be called at any time (a) by the Chair, (b) by the Board, (c) upon written request of ten percent, or fifty (whichever is less), of the voting members of this corporation. Anyone entitled to call a special meeting of the members may make a written request to the Chair to call the meeting, who shall thereafter give notice of the meeting, setting forth the time, place and purpose thereof, to be held no later than ninety days after receiving the request. If the Chair fails to give notice of the meeting within thirty days from the date on which the request is received by the Chair, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held in the McKinley Neighborhood where the registered office is located. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice. Written notice of each special meeting of the members, stating the time and place thereof, shall be provided via newspaper of record for the neighborhood, not less than five nor more than thirty days before the meeting, excluding the day of the meeting. Notice for regular meetings shall not be required once the Board has set the current fiscal year's list of regular meeting dates (but to all extent practical, such calendar shall be noticed similar to that required for special meetings). Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance by the member at a meeting is deemed a

waiver by the member unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or convened, or an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting.

Section 4. Voting and quorums. Quorum shall be defined by a majority of voting members present at the time of meeting commencement. The members present and entitled to vote at any meeting, although less than a quorum, may adjourn the meeting from time to time. A majority of the total number of votes held by the members present and entitled to vote at any meeting at which a quorum is present must be cast to transact any business, except that a two-thirds vote shall be required to amend these By-laws or the corporation's Articles of Incorporation and to elect board members. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5. Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

ARTICLE IV MEETINGS OF THE BOARD

Section 1. Regular meetings. Regular meetings of the Board may be held at such time and place as shall from time to time be determined by resolution of the Board. After the time and place of such regular meetings have been so determined, no notice of such regular meetings need be given. Meetings may be held elsewhere, or at alternative times, if the notice of the meeting clearly provides so. Notice of any change in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be given personally, by mail (postage prepaid), or telephone (including facsimile communication), or email (unless a director has specified that they do not have email access) not less than two days before the meeting, excluding the day of the meeting, to all directors who were absent at the time such action to schedule the meeting was taken.

Section 2. Special meetings. Special meetings of the Board for any purpose or purposes shall be called by the Chair or at the written request of any director. Such request shall state the purpose(s) of the proposed meetings. The Chair of this corporation shall give notice of all special meetings to each director, stating the time and place thereof, and the purposes for which such meeting is convened, by mail (postage prepaid), not less than five nor more than sixty days before the meeting, excluding the day of the meeting, to the director's last known address, or by personally delivering or telephoning the director such notice, no later than two days prior to the day of the meeting. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters thereto, unless all directors of the corporation are present at such meeting and consent to the transaction of other business.

Section 3. Notice. A Director may waive notice of a meeting of the Board, and such waiver is effective whether given in writing, orally, or by attendance. Attendance by a Director at a meeting is a waiver of notice of that meeting, unless the Director 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.

Section 4. Quorum. One-third of the number of Board seats which are not vacant shall be necessary to constitute a quorum for the transaction of business, and the act of a majority of the directors present at such meeting shall be the act of the Board, except where otherwise provided by statute or these By-laws. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5. Written action (action without meeting). Any action permitted to be taken at a meeting of the directors may be taken by written action signed by all of the directors entitled to vote on the action (this includes electronic signature approval via email).

Section 6. Director conflicts of interest. This corporation shall not enter into any contract or transaction with (a) one or more of its directors, officers, or a member of the immediate family of its director or officer, (b) a director or officer of a related organization, or (c) an organization in or of which the corporation's director or officer, or member of the immediate family of its director or officer, is a director, officer, legal representative or has a material financial interest; unless the material facts as to the contract or transaction and as to the interest of the director(s) or officer(s) are fully disclosed or known to the Board, and the Board authorizes, approves, or ratifies the contract or transaction in good faith by the affirmative vote of a majority of the directors (not counting any vote that the interested director or officer might otherwise have, and not counting the interested director or officer in determining the presence of a quorum). The board will not authorize, approve, or ratify the hiring of community staff sharing the same household or having immediate family serving on the board of directors. Likewise, the board will not accept board applications from individuals sharing the same household or having immediate family serving as community staff.

Section 7. Conflicts of interest: definitions. For purposes of the prior section, "immediate family" encompasses the following individuals: spouses, domestic-partners-in-fact, parents, children, children's spouses, or children's domestic-partners-in-fact, siblings, or spouses or domestic-partners-in-fact of siblings. "Domestic-partner-in-fact" is used with respect to those designated as the intended life partner of an individual or otherwise identified as being related to that individual through intended long term ties of love, affection, responsibility, and commitment common to those undertaken in marriages recognized by the State, regardless of whether such relationship is defined by or otherwise recognized by any governmental authority. "Material financial interest" encompasses, but is not limited to, an individual's relationship to an organization with respect to which rights of the individual exist, whether or not yet vested, for payment of dividends, profit-sharing, compensation, reimbursement of expenses, repayment of obligations or other liabilities, from the organization, but for purposes of the prior section "material financial interest" does not include fixing the compensation of the director or fixing the compensation of another director as a director, officer, employee, or agent of the corporation, even though the first director is also receiving compensation from the corporation.

ARTICLE V OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a Chair, a Vice Chair, a Secretary and a Treasurer, all of whom shall be chosen from, and at all times be independently serving as, members of the Board.

Section 2. Method of selection. Except as otherwise provided herein, the Board elects the officers at a meeting scheduled consistent with Article IV.

Section 3. Tenure of office and removal. The term of office of each of the offices of this corporation shall be for one year or until the election of successors. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of the members of the corporation.

Section 4. Chair. The Chair shall have general active management of the business of the corporation; when present, preside at meetings of the board and of the members; see that orders and resolutions of the board are carried into effect; sign and deliver in the name of this corporation's deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this corporation's organizational documents or by the board to another officer or agent of the corporation; maintain records of and, when necessary, certify proceedings of the board and the members; and perform other duties prescribed by the board.

Section 5. Vice Chair. In the absence of the Chair, or in the event of his or her inability or refusal to act, the Vice Chair shall perform all the duties of the Chair, and when so acting shall have all the powers and restrictions of the Chair.

Section 6. Secretary. The Secretary shall maintain a list of the members of the corporation, keep the corporation's records and minutes, fulfill the usual duties required by such office, and perform such other duties and exercises such other powers as may from time to time be imposed upon that position by resolution of the board.

Section 7. Treasurer. The Treasurer shall keep accurate financial records for the corporation and ensure that compliance with the financial segregation of duties as approved by the Board are met. The Treasurer shall provide the Chair and the board an account of transactions by the Treasurer and of the financial condition of the corporation.

ARTICLE VI COMMITTEES

Section 1. Authority. The Board may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board, and shall at all times be subject to the control and direction of the Board. Committee members need not be Directors.

ARTICLE VII IDEMNIFICATION

Section 1. Coverage. To the full extent permitted by any applicable law, this corporation shall indemnify each person made or threatened to be made a party to any threatened, pending or completed civil, criminal, administrative, arbitration, or investigative proceeding, including a proceeding by or in the right of this corporation, against the expenditures enumerated in Section 2, herein, by reason of the former or present capacity of the person as:

- a) A director, officer, employee, or member of a committee of this corporation, or

- b) A governor, director, officer, partner, trustee, employee, or agent of another organization (including employee benefit plans), who while a director, officer, employee, or member of a committee of this corporation, is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization.

Section 2. Indemnified expenditures. Indemnification is mandatory, if, with respect to the acts or omissions of the person complained of in the proceeding, the person:

- a) Acted in good faith;
- b) Received no improper personal benefit and section 317A 255 of Minnesota Statutes, 1998, as now enacted or hereinafter amended, regarding conflicts of interest, has been satisfied;
- c) In the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- d) In the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation acting in such official capacity, reasonably believed that the conduct was in the best interests of this corporation, or in the case of acts or omissions occurring by a director, officer, employee, or member of a committee of this corporation who is or was serving another organization at the request of this corporation, or whose duties as a director, officer, employee, or member of a committee of this corporation involve or involved such service to another organization, reasonably believed that the conduct was not opposed to the best interests of this corporation.

Section 3. Eligibility, advances, and ancillary recovery. Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A 521, subd. 6 of Minnesota Statutes, 1998, as now enacted or hereinafter amended. Advances of expenses incurred which are payable under Section 2 of this Article shall not be made prior to a final disposition of a proceeding unless same are paid from insurance policies held by the corporation. Any indemnification realized other than under this Article shall apply as a credit against the indemnification provided herein.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability asserted against such person and incurred by such person in any such capacity.

ARTICLE VII MISCELLANEOUS

Section 1. Fiscal year. The fiscal year of the corporation shall be designated by the Board.

Section 2. Virtual Meetings A director or committee member may participate in a meeting by any means of communication through which such person, other persons so participating, and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting. A conference among directors or committee members by any means of communication through which such persons may simultaneously hear each other during the conference is a meeting of the Board or committee, as the case may be, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference

would be sufficient to constitute a quorum at a meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 3. Confidentiality The board of directors should ensure when sending emails that the tagline “Confidential – For <intended audience> Review Only – Do Not Forward or Distribute” is added to confidential email communications.

ARTICLE IX AMENDMENTS

Section 1. Amendments by Directors. Except as limited by applicable law, the Board may amend these By-laws.

Section 2. Amendment by voting members. The membership may amend the By-laws by adopting a resolution setting forth the amendment; same must be proposed by at least fifty members or ten percent of the members, whichever is less.