Armatage Neighborhood Association Bylaws

Approved: November 20, 2018

Article I: NAME

The name of the organization shall be the ARMATURE NEIGHBORHOOD ASSOCIATION (ANA herein).

Article II: MISSION, PURPOSE, AND POLICY

Section 1. Mission

The purpose of the ANA shall be to protect and promote Armatage neighborhood interests and the health, safety, and general welfare of residents within the organization’s geographic jurisdiction in a non-partisan, educational, and cooperative manner. ANA is organized within the context of the State Non-profit Law, specifically 317A.435, Subd.4(c).

Section 2. Purpose

The purpose of the ANA shall be to:

1. Consider and act upon issues which affect the livability and quality of the neighborhood;
2. Provide an open process by which members may involve themselves in neighborhood affairs;
3. Take positions in matters of civic interest and promote those positions in communications;
4. Inform residents of events or plans affecting the neighborhood; and
5. Establish and maintain open communication with other organizations, such as district coalitions, educational institutions, other neighborhood associations, and city, county and state government agencies.

Section 3. Policy

No commercial enterprise or political candidate shall be endorsed by the ANA. The name of the ANA and/or its officers, when acting in their official capacities, shall not be used in connection with any commercial, partisan, or sectarian interest or for any other purposes other than that of the regular work of the ANA.

Article III: BOUNDARIES

Armatage neighborhood boundaries are set by the City of Minneapolis, and currently are:

- West side of Logan Avenue and west of property line of 1825 W 59th St and 1900 W 60th Street
- South side of 54th Street
- East side of Xerxes Avenue
- North side of Highway 62

Article IV: MEMBERSHIP
Section 1. Definition of Membership

Membership is the right of any person who:

- Is 18 years of age or older and resides within the boundaries of the Armatage neighborhood and attends and signs-in at a meeting.
- Is a single representative of any commercial property, school, park, or church within the boundaries of the Armatage neighborhood, and attends a meeting with an authorization letter on business letterhead, designating that person as the official representative of that business/institution to be presented to the Secretary prior to the start of the meeting.

Section 2. Powers and Duties of Members

There shall be one class of members in the ANA and each member shall be entitled to one vote. At an ANA meeting, members may:

1. Vote for election of the Board of Directors.
2. Vote for dissolution or merger of the ANA.
3. Propose amendments to the Bylaws.
4. Vote at regular meetings on motions made by Directors.
5. Not make motions or elect Officers.

Article V: BOARD OF DIRECTORS

Section 1. Composition

The number of Directors shall be no more than eleven (11).

Section 2. Terms of Service

The Board of Directors shall be elected for a two-year term by a majority vote at the annual meeting. The Board shall make provisions to stagger the terms of elected Directors so each year the terms of at least one-half shall expire. A Director may be re-elected or re-appointed without limitation on the number of terms they may serve. Terms may be other than two years depending on when the annual meeting is scheduled.

Section 3. Resignation

A Director may resign from the Board at any time by giving written notice to the ANA.

Section 4. Vacancy

Vacancies of elected positions on the Board shall be filled at a special election held at the next regular meeting of the ANA. The term of a Director filling an elected vacancy expires at the end of the term the Director is filling.

Section 5. Removal
Any elected or appointed Director may be removed, with or without cause, by a two-thirds vote of the Board. No Director may be removed from office unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

Upon three consecutive uncommunicated absences from board meetings, a Board Director shall be deemed to have vacated his or her position and the position shall be determined to be vacant. The ANA Board will fill the vacancy by majority vote.

Section 6. Powers and Duties of the Board

The Board shall be responsible for managing the affairs of the ANA and for assuring the membership is informed of business that affects them through reasonable means of notification. Elected Directors shall have the same powers and responsibilities. To ensure active participation and representation, Directors shall:

1. Support the mission of the ANA.
2. Attend all regular and special meetings of the Board.
3. Sign the ANA Conflict of Interest and ANA Code of Ethics policies.

(NOTE: Attached Conflict of Interest, Code of Ethics and Grievance policies)

Article VI: OFFICERS

Section 1. Titles and Eligibility

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. To be eligible to be an officer, an individual must be an elected member of the Board.

Section 2. Election

At the next Board meeting following the annual election, the first order of business shall be the election of officers by the Directors. Eligible candidates may be self-nominated or nominated by any member of the ANA. Notification of intent to seek and Officer position shall be communicated to the Coordinator seven days prior to the election. A paper ballot will be created listing all nominated candidates, and allowing for write-in candidates, for each Officer role up for election. The candidate for each office who receives the greatest number of votes shall hold the office.

Section 3. Terms

Officers shall serve two-year terms. Officers may serve no more than 3 consecutive terms in the same office. Individuals are eligible to serve in the same office again after being out of office for one full term. The term being served will be prioritized to the officer role first, then to the Director’s role. Terms may be other than two years depending on when the annual meeting is scheduled.

1. In the event an Officer completes a full three terms, and if no other candidate has stepped forward to replace said Officer, the board may, if the Officer agrees, vote to extend the Officer to another 1-year term upon 3/4 Board approval (9 members of a full Board). Term extensions may continue on a 1-year term basis, or until a replacement Officer is found.
2. If no new Officer is elected, and the current Officer does not agree to continue in said position, the open position shall rotate monthly among all seated Board of Directors until the open officer seat is filled by secret ballot.

Section 4. Vacancy

In the event of a vacancy, eligible candidates may be self-nominated or nominated by any Director. The candidate receiving the greatest number of votes by the Directors shall hold the office. Until the position is filled, the President must delegate the duties of the vacant office to one or more Directors.

Section 5. Removal

Any officer may be removed, with or without cause, by a two thirds vote of the Board. No Officer may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

Section 6. Duties of Officers

Duties of officers may be more specifically defined in separate standing rules and procedures approved by the Board. Subject to Board approval, officers may delegate some or all their duties and powers, but retain full accountability for their office. The officers shall be notified in writing of such delegation. In general, the duties of officers are:

A. President.

The President serves as the chief executive officer of the ANA. The President shall:

1. Preside as chair at all Board and ANA meetings;
2. Represent the position of the Board and the interests of the ANA; and
3. Serve as spokesperson and public contact for the ANA.

B. Vice-President.

The Vice-President shall perform the duties of the President in their absence or when requested by the President.

C. Secretary.

The Secretary shall:

1. Record and maintain minutes of ANA and Board meetings;
2. Maintain the non-financial files of the ANA;
3. Provide notice of all membership and Board meetings;
4. Maintain current and accurate membership lists;
5. Record meeting attendance and absences (excused and unexcused) of Directors; and
6. Manage requests for public record requests.
D. Treasurer.

The treasurer shall have overall responsibility for the ANA’s funds. The Treasurer shall:

1. Maintain full and accurate accounts of all financial records of the ANA;
2. Develop and present the annual budget for approval by the Board; and
3. Present financial reports as directed by the Board.

Article VII: COMMITTEES

Section 1. Establishment of Committees

The Board may establish such committees as it deems necessary to promote the purposes and objectives of the ANA. The Board shall have the power to define the type of committee, the scope of committee authority, and the duties of the chair. Any person who is either a member of the ANA or eligible to be a member as defined in Article III may participate and vote in committee meetings and be a committee chair.

Section 2. Committee Types

Committees may be one of three types:

1. **Standing Committees**: established to address ongoing operations of the ANA under a formal charge from the Board that is reviewed and renewed annually.
2. **Ad-hoc Committees**: convened for a limited time to address a particular matter under a formal charge from the Board that expires once the task of the committee is complete.
3. **Sub-Committees**: formed by a committee to perform specific functions as requested by the sponsoring committee and consistent with its charter.

Section 3. Normal Committee Process

1. Every committee shall meet as needed to fulfill their obligations, objectives and goals.
2. All committee action will be forwarded to the Board where it shall be reviewed and may be approved, amended, rejected, or returned to the committee for further action. Final action of the ANA will be communicated to the appropriate entity by the Secretary.
3. Every committee shall send meeting notices, reports of its meetings, including dates, persons present, and decisions made, to the Board.
4. Committees may hold real-time electronic meetings provided at least one committee member is present at a publicly available location specified in the meeting notice. Committees may hold a vote during the meeting.
5. Proxy and absentee voting shall not be permitted. Absentee means someone who is not attending the meeting in-person or via electronic communications (phone, video conferencing, etc.) in real time.

Section 4. Committee Oversight

The purpose and effectiveness of committees shall be reviewed at least annually by the Board. Committees serve at the pleasure of the Board and their charge may be amended or discontinued at any time. Chairs of
committees may be removed, with or without cause, by two-thirds vote of the Board. No committee chair may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

Section 5. Committee Limitations

No committee may:

1. Authorize any payment to Directors, Officers, or vendors;
2. Approve the dissolution, merger, sale, or transfer of the ANA’s assets;
3. Elect, appoint, or remove Directors or fill vacancies on the Board; or
4. Adopt, amend, or repeal the Articles of Incorporation, the Bylaws, or any resolution of the Board.

Article VIII: Meetings

Meetings of the ANA, the Board, and any of its committees shall be open to the public. A meeting may only be closed in cases of legal, human resource or labor management disputes.

Section 1. Regular Meetings

A membership meeting sponsored by the Board shall be held most months with the following exceptions:

a regular meeting is not held the same month as our annual Summer Festival or other major event.

Section 2. Annual Meeting

One Annual Meeting per year shall be held no sooner than 9 months and no later than 12 months from the prior year’s meeting. The business of the annual meeting shall include:

1. An annual summary of ANA activities.
2. A report on the state of the ANA’s finances.
3. Election of Directors as specified in (Article V, Section 2.)
4. A proposed annual work plan.

Section 3. Special Meetings

A special meeting of the ANA may be held at any time by a call of the Board or by a petition signed by at least 25 members of the ANA. The petition shall be delivered to the ANA Coordinator, who will notify the Board President, and a date for the special meeting will be determined. Notice of a special meeting must be provided at least 30 days in advance and contain a statement of the purposes of the meeting. The notice may also contain other information considered necessary or desirable by the Board and/or by another person calling the meeting. Meeting notice will be communicated via email, website, social media, etc. Business transacted at a special meeting shall be limited only to the purposes stated in the meeting notice.

Section 4. Quorum
A quorum for any Board meeting shall be one-half plus 1, rounded down, of seated Directors. A quorum for a committee shall include the chair and not less than 2 members or persons eligible for membership in the ANA.

Section 5. Voting

1. Each ANA member shall be entitled to only one vote.
2. Voting (yes, no, abstain) on regular business shall be by voice, or a show of hands, with a roll call taken if the vote is inconclusive.
3. There shall be no proxy or absentee voting during ANA or Board meetings.
4. Only ANA members may vote for Directors.
5. Only Directors may vote for Officers.
6. Except in the case of emergencies or when decisions must be made before the board is able to meet again during a regular meeting, only the following items shall be voted on via email by the Directors:
   - Minutes
   - Agenda
   - Newsletter

Section 6. Conduct of Business

All meetings of the ANA, the Board, and its Committees shall be governed by Robert’s Rules of Order.

Section 7. Due Notice

Unless otherwise specified, notice of meetings shall be publicized at least 10 calendar days in advance via the ANA’s website and an opt-in email system available to the public. Notice of meeting cancellation shall be publicized at least 3 calendar days in advance unless emergency or exigent circumstances require cancellation on shorter notice.

Article IX: FISCAL YEAR

The fiscal year shall be from March 1 through the last day of February.

Article X: NON-DISCRIMINATION

The ANA will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, sexual orientation, gender expression, disability, marital status, income, political affiliation, homeowner/renter status, or any other legally protected class in its policies, recommendations, programs, or actions.

Article XI: CONFLICT OF INTEREST

To maintain the public trust and protect the integrity of the ANA, Directors shall disclose to the Board any interest they have in a transaction or decision that may result in a financial gain to them, their business, family members and/or significant other, employer, or other non-profit organizations with which they are
affiliated. Any conflict of interest that arises shall be managed according to the ANA Conflict of Interest Policy and Procedure.

Article XII: PROFESSIONAL CONDUCT

Officers, Chairpersons, and committee members of the organization are expected to conduct themselves in a courteous and professional manner.

Failure to fulfill their Board responsibilities as outlined in Article VI (Section 6) may lead to the consideration and implementation of disciplinary action by the Board as outlined in Robert’s Rules of Order.

If breaches of conduct or order occur during any meeting, the Chairperson will follow the disciplinary procedures outlined in Robert’s Rules of Order.

Article XIII: GRIEVANCE PROCEDURE

A person or group may file a formal grievance if they believe an action taken by the ANA violates these bylaws or City standards. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue and/or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in the ANA Grievance Policy and Procedure.

ARTICLE XIV: INDEMNIFICATION

The ANA shall indemnify each person who is or has been a Director, officer, or employee of the Association against expenses – including attorney’s fees, judgments, fines, and amounts paid in settlement – actually or reasonably incurred by that person in their service to the Association to the fullest extent of their right to indemnity under current laws of the State of Minnesota.

Article XV: AMENDMENTS

Section 1. Eligibility

These bylaws may be amended at any time in a manner that is consistent with the Articles of Incorporation and laws of the State of Minnesota. Amendments may be proposed by a majority of the Board of Directors or by a petition of at least 25 members of the ANA. The petition shall be delivered to the ANA Coordinator at least seven days prior to a regular meeting, who will notify the Board, and have it added to the meeting agenda.

Section 2. Process

Persons eligible to propose an amendment may do so by signing a resolution that states the text of the amendment. A copy of the proposed amendment shall be sent to all ANA members at least 30 calendar days prior to the meeting at which it will be considered. The proposed amendment is adopted by an affirmative two-thirds vote of eligible members in attendance at that meeting.
Section 3. Periodic Review

The bylaws of the Association shall be reviewed by the Board at least every 3 years.