BY-LAWS of BELTRAMI NEIGHBORHOOD COUNCIL

ARTICLE I
NAME, PURPOSE & MISSION

Section 1: Name
The name of this nonprofit corporation shall be “Beltrami Neighborhood Council.” It may also be referred to as “BNC.”

Section 2: Purpose
The purpose of this corporation shall be exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and to undertake charitable, educational activities in the community for its residents; and to initiate programs that will, promote community development, increase communication within the community, and increase community engagement.

Section 3: Mission
The Beltrami Neighborhood Council inspires and strengthens relationships within the community by empowering our residents to discover their gifts through education and activities.

ARTICLE II
AREA

The area of the Beltrami Neighborhood, for purposes of the Articles of Incorporation and these By-laws, shall be defined as that part of the City of Minneapolis bounded by Broadway Street NE on the north, East Hennepin Avenue on the south, Interstate 35W on the east, and Central Avenue on the west.

ARTICLE III
MEMBERSHIP

Section 1: Requirements for General Membership
Requirements for General Membership in this corporation shall be as follows:
   a. Shall be at least eighteen (18) years of age
   b. Shall live or own property in the neighborhood or work at a business or institution physically located in the neighborhood. Evidence of current address, business ownership or employee status may be requested by the corporation.

Per Minnesota State Statue, 317A.439 Subd. 6, the BNC does not keep a membership list.

Section 2: Limitation
Regarding those persons who work for or operate a business or institution in this neighborhood, but do not live here, only one such person per organization shall be a voting member of BNC or the Board.

There is no limit to the number of members.
ARTICLE IV
MEMBERSHIP MEETINGS

Section 1: Annual Meetings There shall be at least one annual meeting of the members during September each calendar year at a time and place in Beltrami Neighborhood as set by the Board of Directors. At such time, reports of the activities of the organization shall be presented by the officers to the members, directors shall be elected and other membership business transacted. No elections will be held at the September 2016 annual meeting. Beginning September 2017, elections will proceed on an annual basis.

Section 2: Membership Meetings The board will hold regular meetings of the membership at least two times per year and may include the Annual Meeting as required in Section 1 of this article.

Section 3: Special Meetings Special meetings of the membership may be called by the Chairperson of the Board, by twenty-five percent (25%) of the members of the Board of Directors, or by twenty-five members.

Section 4: Notice Notice of any meetings of the membership shall be in writing (including electronic written communication) to all members, including the meeting purpose at least five (5) but not more than twenty (20) calendar days prior to the meeting. Such notice shall specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall specify that elections of directors will occur at this meeting.

Section 5: Quorum A quorum for the membership meeting shall consist of fifty percent (50%) of the general membership that signed in at the start of the meeting.

Section 6: Voting Passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by law. Dissolution of the organization shall require a two-thirds (2/3) vote of the members present. All members are entitled to vote; no member may vote by proxy or cumulatively.

Section 7: Open Meetings All membership meetings shall be open to the public.

Section 8: Minutes (and financial reports) Minutes (and financial reports) of all meetings will be kept and available upon request.

ARTICLE V
BOARD OF DIRECTORS

Section 1: General Powers The business and property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these By-laws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by the Director when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as Director or member of this organization.
Section 2: Executive Committee  The executive committee shall consist of the officers of the organization who will be empowered to act on behalf of the full board to approve actions needed to keep the organization functioning to the best advantage of the membership and to fulfill the purpose of the organization. These executive board actions must fall within the mission of the organization and reflect prior full board directives. Items may include, but are not limited to; unforeseen expenditures, approval of grant submissions, approval of proposals for funds, acceptance of donations, and other necessary day to day business actions needed to further the work of the organization as needed to carry out the business and mission of the organization. All executive actions will require review by the full board at the next regularly scheduled board meeting.

Section 3: Number  The Board of Directors shall consist of no more than eleven (11) members.

Section 4: Tenure  All Directors shall serve for a term of up to two years beginning with the first regular meeting after their election. If a Board member is elected to a vacant position, they will serve out the remaining portion of the two-year term until said position is up for re-election during the normal cycle; refer to Section 6: Selection.

No Director will be allowed to serve for longer than 6 consecutive years on the Board of Directors. This limit will begin with the 2012 election of the Board of Directors. If a Director has served for 6 years, prior to being able to seek another term as a Director, they will be required to leave the Board for a minimum of 1 year before seeking another term.

Section 5: Qualifications  Of the elected Directors, at least 9 shall be tenants or resident property owners: all resident candidates will live within the neighborhood boundaries. All members present at the annual election meeting in September may vote for any and all candidates nominated for the board of directors. Candidates may nominate themselves or be nominated from the membership or a sitting board director may nominate candidates. A candidate can be nominated in absentia if the candidate has indicated in writing, at least 24 hours prior to the annual meeting, to the board chair that they wish to serve on the board of directors or to fill vacancy (s), should one or more occur during the elective year.

The remaining 2 Board of Directors may be a non-resident owner of residential property located within the Beltrami Neighborhood or a representative of a business located within the Beltrami Neighborhood.

Section 6: Selection  Directors with terms expiring in the calendar year or positions on the board that have been vacated shall be elected at the Beltrami Neighborhood Council annual membership meeting in September. Only members as defined by Article III attending the annual election meeting can vote for the board of directors.

To ensure continuity of the Board, terms of the Board of Directors will be staggered with approximately ½ of the Directors up for re-election in each year. To accomplish this, six (6) of the eleven (11) Director positions elected in 2012 were for a one-year term and the remaining five (5) of the director positions elected in 2012 were for a two-year term. From there forward, after the election in April of 2012, each director will serve a two-year term.

Section 7: Vacancies  Any seat left vacant due to lack of a candidate at the annual election or due to a resignation during the service year shall be filled by majority vote of the Board of Directors after the candidate has expressed interest in the vacancies and has met with at least one member of the
Executive Committee. The board shall seek a candidate for the vacant position(s) who meets the qualifications of Section 5 of this Article.

Section 8: Removal of a Director  Three (3) consecutive unexcused absences from regular Board meetings shall be cause for removal by majority vote of the Board of Directors. Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the 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.

Section 9: Resignation of a Director  Any 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 notice states otherwise.

ARTICLE VI
MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meeting  The Board of Directors shall hold monthly meetings. These meetings shall be held in the Beltrami Neighborhood, or at an agreed upon location, at such time and place as may be fixed by resolution of the Board.

Section 2: Special Meetings  Special meetings may be called by the Chair or by twenty-five percent (25%) of the Directors currently in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone, electronic written notice or personal contacts. Special meetings shall be held in the Beltrami Neighborhood, or at an agreed upon location, and notice shall include time, place and purpose.

Section 3: Notice  Written notice of regular meetings, including a written agenda shall be distributed at least two days prior to the meeting to all Directors.

Section 4: Open Meetings  All meetings of the Board of Directors shall be open to any member of the Board and to the public. Only seated Directors shall be allowed to vote at Board meetings.

Section 5: Quorum  Except as otherwise provided for by these By-laws, a quorum for the transaction of business shall consist of 50% plus one of the current members of the Board of Directors. No member of the Board may send a proxy for him/herself or vote by proxy. If a quorum is not present, a majority of the Directors present may adjourn the meeting.

Section 6: Voting  Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting. Sale or mortgage of assets shall require a two-thirds (2/3) vote of Board members.

ARTICLE VII
OFFICERS OF THE BOARD

Section 1: Officers of The Board and Their Duties  The officers of the corporation shall consist of the Chair, Vice-Chair, Secretary, and Treasurer. Only the offices of Vice-Chair and Secretary may be held by
the same person if the Board so desires. Except as provided in these By-laws, the Board of Directors shall fix the powers and duties of all officers.

**Section 2: Election, Term of Office and Qualifications**  The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve for one (1) year or until their successors have been elected, their resignation or removal from office.

**Section 3: Removal and Vacancies**  Any officer may be removed from office at any time by a vote of two-thirds (2/3) of the entire membership 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 a vacancy among the officers, such vacancy shall be filled for the remainder of the term by the Board at a regular meeting or a special meeting called for that purpose.

**Section 4: Chair**  The Chair shall have the power of general management of the business of the organization. The Chair shall preside over or delegate such authority at all meetings of the Board of Directors. The Chair shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The Chair shall be a member ex-officio of all committees. The Chair shall be considered “President” of the organization for the sole purpose of carrying out duties of signatory agent, and may execute documents on behalf of the organization under that title. The Chair shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

**Section 5: Vice-Chair**  The Vice-Chair shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board of Directors or by the Chair. In the absence of the Chair, the Vice-Chair shall succeed to power and duties of the Chair. The Vice-Chair shall sign and execute such documents as may be necessary to the transaction of business by the corporation.

**Section 6: Secretary**  The Secretary shall record all proceedings of the meetings of the organization. The Secretary shall give proper notice of meetings to Directors. The Secretary shall sign and execute such documents as may be necessary to the transaction of business by the corporation. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

**Section 7: Treasurer**  The Treasurer shall keep accurate accounts of all monies of the organization received or disbursed and shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the corporation. The Treasurer shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors. The Treasurer shall perform such other duties as may be prescribed by the Board of Directors or by the Chair. The Treasurer shall sign and execute such documents as may be necessary to the transaction of business by the corporation.

**Section 8: Responsibilities**  No officer shall in any way bind the organization to do or not do any certain things unless expressly authorized to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.
ARTICLE VIII
COMMITTEES

Section 1: Formation
Committees of the corporation can be created and disbanded only by majority vote of the Board at a meeting of the Board. At the time that a committee is formed the Board will identify the major purpose and tasks of that committee.

Section 2: Procedures
The Board shall appoint or approve, at the Board’s discretion, committee chairs and appoint liaisons to the Board to report to the Board, subject to the limitations described in this Article.

Section 3: Operations
The Board shall determine committees’ quorums, recording-keeping, way of conducting meetings, and the like, in accordance with the Articles of Incorporation of BNC, these Bylaws, any applicable law, and all written BNC Policies. The Board may delegate a committee the authority to act on behalf of the organization.

Section 4: Appointment
The Board may appoint committee members and delegate to these committees such powers and responsibilities. Any member of the organization is eligible to serve on and participate in these committees, except for the Executive Committee and Finance Committee.

Section 5: Reports to the Board
All actions taken by a committee shall be forwarded to the Board of Directors, which shall have the right to alter, accept or reject these actions. The Chair of each committee shall ensure that written reports are submitted to the Board at its regular monthly meeting if the committee has met since the most recent regular meeting of the Board.

Section 6. Openness. All committees are open to the General Membership and the public in accordance with the purpose of the corporation and applicable law except in those circumstances where operational committees conduct business that is subject to law governing data privacy.

ARTICLE IX
STAFFING

The Board of Directors shall have the power to employ and dismiss any staff persons that it deems necessary and prudent to run the day-to-day operations of the organization. At such a time that the Board should create a position it shall also prepare a description of the major duties and responsibilities associated with that position. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board unless expressly authorized by the Board to do so.
The Board has the right to meet in closed session to discuss labor management.

If the Board determines the needs of the organization would be better served through the contracting of services, it may enter into such an agreement after an appropriate bidding process. Contractors will be guided by the contract the organization has signed for the duration of the contract term as agreed to by the Board and the Contractor. Once a contractor has been retained, the renewing of the contract does not require a rebidding process, provided the services completed by the Contractor are deemed satisfactory to the Board.

**ARTICLE X**

**SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES**

**Section 1: Seal** The Corporation shall have no seal.

**Section 2: Books and Records** The Board shall keep a complete book of accounts and minutes of meetings of the Board of Directors and all committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

**Section 3: Audit** No audit is required per Minn. Stat. § 309.53, subd. 3.

**Section 4: Fiscal Year** The fiscal year of the corporation shall be from June 1 to May 31.

**Section 5: Principal Office** If the Board determines that a principal office is necessary for the operations of the organization that should be located in the Beltrami Neighborhood of the City of Minneapolis, Minnesota if possible. If a location within Beltrami Neighborhood is not economically feasible or at all possible, it may be established in a location that is in close proximity to Beltrami Neighborhood as approved by the Board.

**ARTICLE XI**

**CONTRACTS, LOANS, CHECKS, AND DEPOSITS**

**Section 1: Contracts** The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Beltrami Neighborhood Council, and such authority may be general or confined to specific instances.

**Section 2: Loans** No loans shall be contracted on behalf of the Beltrami Neighborhood Council and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds (2/3) majority vote of the Board.

**Section 3: Checks and Drafts** All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Beltrami Neighborhood Council shall be signed by such officer or officers, agent or agents of the organization, and in such manner as shall be determined by resolution of the Board of Directors.

**Section 4: Deposits** All funds of the organization not otherwise employed shall be deposited to the credit of the Beltrami Neighborhood Council in such banks, trust companies, other depositories or
investments as the Board of Directors may select.

**ARTICLE XII**
**INDEMNIFICATION**

The organization, acting through its Board of Directors, or as otherwise provided in this By-law, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which he/she was or is party or is threatened to be made a party thereof by reason of the fact that he/she is or was an officer of the organization. Any provision in these By-laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

**ARTICLE XIII**
**AFFIRMATIVE ACTION**

No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, sexual orientation, disability, age, marital status, source of income, or criminal record where the offense is not validly related to the job, service or corporation business.

**ARTICLE XIV**
**CONFLICT OF INTEREST**

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the Beltrami Neighborhood Council, or by any of the organization’s task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. 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 Beltrami Neighborhood Council.

**ARTICLE XV**
**COMPLAINTS**

Any complaint against the Beltrami Neighborhood Council, or any of its activities, shall be made in writing to the Chair and must then be brought to the attention of Board of Directors at the next scheduled meeting, which shall respond in writing within five (5) days of their meeting in which the complaint was discussed.

**ARTICLE XVI**
**AMENDMENTS TO BY-LAWS**
Section 1: These By-laws may be amended as follows:

1. Any member may set forth a proposed amendment by petition filed with the Secretary of the Board, or
2. The Board, with or without a membership petition, may resolve changes to these bylaws with a two-thirds (2/3) majority vote to the membership.

Upon resolution from the Board, the Membership shall decide by vote (in accordance with Article IV, Section 6) whether or not to accept the resolved changes at the next regularly scheduled membership meeting.

If any amendments made are in conflict with the Articles of Incorporation, the Articles of Incorporation supersede the bylaws of the organization.