

BYLAWS OF BRYANT NEIGHBORHOOD ORGANIZATION, INC

ARTICLE I: BRYANT NEIGHBORHOOD, INC

The name of this organization shall be Bryant Neighborhood Organization (“BNO”).

ARTICLE II: PURPOSES

The purpose of the Bryant Neighborhood Organization is as follows:

1. To create a community that contains friendly open communication, and cooperation between neighbors.
2. To stabilize and promote the integrated character of the neighborhood.
3. To improve the quality of housing and surrounding environment.
4. To lower the incidence of crime in the community.
5. To determine the needs of the community and bring together community and outside organizations and individuals relevant to those needs.

ARTICLE III: PRINCIPAL OFFICE

The principal office for the transaction of business with this corporation shall be set annually by the Board of Directors (“the Board”) and shall be located within the City of Minneapolis County of Hennepin, and the State of Minnesota. The Board may, at any time, change the location of the principal office from one location to another.

ARTICLE IV: MEMBERSHIP

The membership of this association shall include all persons 17 years or older living in, working in, or owning property or a legal business in the defined boundaries of the Bryant Neighborhood.

No substantial part of the activities of the organization shall consist of the publication or the dissemination of materials with the purpose of attempting to influence legislation, and the organization shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

ARTICLE V: VOTING RIGHTS OF THE MEMBERS

Section 1:

Any member as defined in Article IV may vote at the Annual Meeting, or any special meeting and any general meeting if there is a quorum. The quorum shall be determined by the number of members on the Board, there must be at least 50% of members of the Board present.

Section 2:

Each member of the association shall have one vote. There shall be no voting by proxy. A vote by the majority of members present shall be determinative of any issues.

ARTICLE VI: MEETINGS

Section 1:

The Annual Meeting of this association shall be held each year as set by the Board. All members of the association shall be notified in writing of the date, time, and location of the Annual Meeting for elections. This will include a prominent article in the newsletter, door to door leafleting and street posters as the Board deems necessary, with at least 10 days notice.

Section 2:

Regular Board of Director meetings shall be held at least once a month, at a date and time to be determined by the Board with at least 10 days notice.

Section 3:

Special meetings may be held at any time at the call of the Chair, a majority of the Board, or a petition of 15 members.

Section 4:

All meetings shall be open to the public.

Section 5:

Items may be voted on at the Board meeting only if they appear on the agenda.

Section 6:

Robert's Rules of Orders shall apply at all times during the Board meetings.

ARTICLE VII: BOARD OF DIRECTORS

Section 1:

The Board of Directors may consist of eleven (11) at-large members.

- A. At-large members will serve two-year terms with odd numbered members up for election on even years and even numbered members up for election on odd years. No member shall be eligible to stand for election for more than three (3) consecutive terms.
- B. Owners of rental property or legal business which are located in Bryant but whom do not themselves reside within Bryant may hold a maximum of two board seats.
- C. Each Board Member shall be assigned a seat number, even numbered seats shall be up for election in even numbers years, odd numbered seats shall be up for election in odd numbered years.

Section 2:

Powers: Subject to the provisions and limitations of the General Non-Profit Corporation Law of the State of Minnesota and any other applicable laws, and subject to the limitations in the articles of incorporation or by-laws regarding actions that require approval of the members, the business and affairs of the corporation shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. "this corporation shall hold and may exercise all such powers as may be conferred upon a nonprofit corporation by the laws of the State of Minnesota, and as may be necessary or expedient for the administration of the affairs and attainment of the purpose of the corporation, provided, however, that in no event shall the corporation, engage in activities which are not permitted to be carried out by a corporation exempt under Section 501(c)(3)* of the Internal Revenue Code.

Section 3:

Board members shall attend all meetings of the membership as well as each Board meeting; shall act as advisors on all matters brought to the membership meetings; and shall serve on at least one committee, and participate on that committee as member.

Section 4:

The Board of Directors shall have the following powers:

1. Develop and monitor financial matters.
2. Development and implementation of Board participation and training activities.
3. Employ such staff as may be necessary to carry out the purpose of this organization.

4. Any other activities determined by the membership.

Section 5:

Quorum. Board business shall be conducted with a quorum of 50% of the currently filled board seats.

Section 6:

1. Removal by Community: Bryant Neighborhood community members may, with cause, remove a Director or the entire Board from office after three consecutive absences. After three consecutive absences by an individual board member the BNO Board may declare the seat vacant. Except in the circumstances listed above, neither a Director, nor the entire Board shall be removed from office unless the notice of the Annual Meeting or the special meeting at which the removal is to be considered states such a purpose. When the Board of Directors or the Director has been removed, by the membership, a new Director may be elected at the same meeting by those entitled to vote at an election of Directors at an Annual Meeting. Neither a Director nor the entire Board shall be removed from office by the membership unless the notice of the Annual Meeting or the special meeting at which the removal to be considered states such a purpose.
2. Removal for Absences: After three consecutive absences or missing 4 total meetings a year (by an individual Director) from the monthly Board meeting and/or specially called meeting, their removal shall automatically go to the Board for a vote.
3. Removal by Board: An individual Board member may be removed by action of the entire Board of Directors according to applicable provisions of Minnesota's state law.

Section 7:

Vacancy. In the event that a vacancy on the Board of Directors occurs during the year, the Board may elect a replacement in keeping with the eligibility criteria of Article IV Section 1. Board members appointed to vacant seats outside of the Annual Meeting shall be up for re-election according to their assigned seat number (even in even years, odd in odd years).

ARTICLE VIII: OFFICERS.

Section 1:

The Executive Officers ("Officers") of the organization shall be a Chair, Vice Chair, Treasurer, and Secretary.

Section 2:

The Officers will be elected by the Board of Directors at the first meeting following the annual election. The Officers shall be elected for a one (1) year term.

Section 3:

The duties of the Officers are:

- A. The Chair shall facilitate at all meetings of the organization. The Chair may appoint committee Chairpersons; will be an ex-officio member of all committees; and will perform all other duties usually pertaining to that office.
- B. The Vice-Chair will perform the duties of the Chair in the absence of that officer.
- C. As an alternative to a Chair and Vice-Chair the board at its discretion may in place of those two rolls elect two Co-Chairs.
- D. The Treasurer will receive all monies of the association, will keep an accurate record of the receipts and expenditures, will not pay funds over \$500.00 without the consent of the Board, and will present monthly financial reports each month.
- E. The Secretary will keep a current record of all meetings of the association and all records necessary to maintain an active membership roster, and conduct all official correspondence.
- F. The Treasurer, Vice-Chair, and the Chair shall be signers of all funds as well as additional designees as determined by the Board.
- G. Two (2) signatures will be mandatory for all expenditures by the organization.
- H. An audit as requested by the city will be presented to the board and made publically available to the members.

ARTICLE IX: STANDING COMMITTEES AND TASK FORCES

Section 1:

The Executive Committee shall have all the powers and authority of the Board of Directors in the management of the business affairs of the organization, other than the power to adopt; amend, or repeal these by-laws, during the interval between meetings of the Board of Directors.:

Additionally, the duties of the Executive Committee shall be to call meetings in accordance with these by-laws, to plan a meeting agenda, and to coordinate activities, reports of committees: and task forces, they will also perform duties of a personnel committee.

- A. The members of the Executive Committee shall consist of the Officers.
- B. The Executive Committee must meet at least once a month.
- C. The Executive Committee may declare a meeting closed when they are considering personnel issues, or issues of litigation.

Section 2:

The Board of Directors may establish additional committees and task forces as may reasonably be necessary to assist in the operation of BNO affairs.

Section 3:

Committee terms shall be at the will of the Board. Each committee will determine its own manner of meetings, notices, and quorum. Each committee shall report directly to the Board for action on their recommendations.

Section 4:

Each standing committee should have the goal of including at least three (3) members.

Section 5:

Any member in this association who attends a task force or committee meeting shall become a voting member of such task force or committee after attending three meetings.

ARTICLE X: CONTRACTS, CHECKS, DRAFTS, AND OTHER MATTERS.

All deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of this association, and all checks, drafts, or other orders of the payment of money and alt notes, bonds, or other orders of the payment of indebtedness issued in the name of this association shall be signed by such Officers, agent or agents, employee or employees of this organization and in such manner as from time to time be determined by resolution of the Board of Directors.

ARTICLE XI: BYLAWS

Proposed changes to the bylaws must be submitted, in writing to the Chair. Notice of the proposed bylaw change shall be given, to the members eligible to vote, as in Article VI, by the Secretary in the same manner as for the annual meeting as set forth in Article IV, Section 1 or a special meeting may be called.

ARTICLE XII: CONFLICT OF INTEREST

A member who received any direct or indirect financial benefit from, or serves on the Board of Directors of any organization or project that is being considered by the Bryant Neighborhood Organization, or any task force, committee, Board or membership meeting, must declare that affiliation and shall abstain from voting on any related issues, Conflict of interest rules apply to

the Board of Directors but not the general membership. In addition to the proceeding the Board will maintain a full Conflict of Interest policy which the Board, members and employees will be subject too.

ARTICLE XIII: FISCAL YEAR

The Fiscal Year of the Bryant Neighborhood Organization will be the Calendar Year commencing with January 1st and ending December 31st.

(Revised 9/94, 10/96, 11/98, 11/99, 12/11, 10/15, 11/19)