



**BYLAWS
of the
East Phillips Improvement Coalition, Inc. (EPIC)**

**Originated 7/28/2000, Revised 4/03/03, Revised 1, 2004, Revised 3/19/05, Revised 4/12/06,
Further Amended 4/27/2013**

ARTICLE I – NAME

The name of this organization shall be the East Phillips Improvement Coalition, Inc. (“EPIC”)

ARTICLE II – MISSION

The East Phillips Improvement Coalition, Inc. (EPIC) is organized exclusively for charitable, scientific and educational purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code. EPIC shall promote the social health of the community by involving citizens in its activities and shall reach out to all segments of the community including traditionally under-represented groups. EPIC will promote the economic health of the community by fostering employment and business opportunities that meet the needs of the community. EPIC will act in the best interests of its community and represent those interests to other organizations and public bodies. This includes recommending action to governmental bodies and responding to proposals for residential and commercial development or livability in the East Phillips Area.

EPIC will work to create a safe community that contains open communication between neighbors:

1. to stabilize and promote the integrated character of the neighborhood,
2. to improve the quality of housing, schooling, employment, recreation, day care, transportation facilities, environment and other neighborhood services,
3. To encourage economic development for the residents of East Phillips, especially the economically disadvantaged.

ARTICLE III – NEIGHBORHOOD BOUNDARIES

The Neighborhood Boundaries of East Phillips shall be the following:

- South: Lake Street
- East: Highway 55 (Hiawatha Avenue)
- West: Bloomington Avenue
- North: 24th Street with the exception of the inclusion of East Phillips Park which takes the north boundary north on 17th Avenue to 22nd Street and along 22nd Street to Hiawatha Avenue.

ARTICLE IV– MEMBERSHIP

Section 1: Voting membership and voting rights. Eligibility for admission to voting membership shall be set out in Section 2. . Eligible individuals who wish to become “Voting Members” must attend a regular EPIC meeting and sign the attendance sheet and mark that he/she is requesting membership in EPIC. The Secretary shall keep track of membership and verify proof of eligibility in accordance with Article I, Section 4. Proof of residency or other forms of eligibility as per Article IV, Section 2, will be required for voting rights to be effected. Proof of business ownership requires a letter on original letterhead with the address and phone number as well as the original signature of the owner of the business. No dues shall be required for admission or ongoing qualifications. Each voting member shall have one (1) vote. A list of the voting membership of this corporation, as required by Minnesota law, shall be kept in the office of the East Phillips Improvement Coalition pursuant to Article II, Section 4 of these By-laws.

Section 2: Eligibility for General Membership: Any person 18 years of age or older who falls into one or more of the following categories shall be eligible for membership in EPIC: (1) a resident of the East Phillips Neighborhood; (2) owner of property in the neighborhood; (3) acting as the sole representative of a business in the neighborhood. An owner of a non-profit or for-profit business or the representative of the non-profit or for profit business located in the East Phillips Neighborhood must provide an original letter on letterhead with address and phone number for voting rights as well as an original signature of the owner of the business. If the business representative of the non-profit or for-profit is present to vote, the letter must identify by name the individual who has the voting right for the non-profit or the for-profit business. Additionally, the owner or business of the non-profit or for-profit representative must provide picture identification prior to voting to be effected.

No proxy votes are allowed by a resident of East Phillips, property owner in East Phillips or non profit or for profit business located in East Phillips.

Section 3: Limitation: Regarding those persons who work for or operate a non-profit or for-profit business in this neighborhood but do not live here, only one such person or representative per organization shall be a voting member of EPIC or the EPIC Board of Directors.

Section 4: Right to Vote: Members with voting rights are, at a minimum, individuals who are on a preexisting membership list (in accordance with Article IV, Section 1 and 2), or who, at a meeting of the organization, request membership and can produce: (1) a Minnesota driver’s license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of East Phillips; (2) or are individuals who reside within the geographic boundaries of East Phillips and request membership but lack the documentation required may vote at a meeting of East Phillips if a member who has the required documentation vouches for the individual’s residency. Such individuals may become voting members of EPIC.

Section 5: Powers and Responsibilities of Members:

- a. Any member as defined in Section 1 and 2, Article IV, may vote on all issues presented at the Annual Meeting, any Special Meeting, at monthly membership meetings and at committee meetings.
- b. Members shall elect the Board of Directors at the Annual Meeting.
- c. Members receive invitations to the annual meeting and all other special community activities or meetings of the EPIC or than the regular monthly meetings.
- d. Members may amend the Bylaws in accordance with Article XII.
- e. Members are encouraged to donate time, expertise, and energy to the organization each membership year.

Section 6: Terms of Membership: Membership terminates at such point as (1) a resident voting member moves or relocates to a location outside of the East Phillips geographic area or (2) a non-resident voting member is no longer the owner of real property in the East Phillips geographic area or (3) the non-profit or for-profit business sending a representative no longer exists within the East Phillips geographic area. Membership for a business representative terminates at the time when he or she is either replaced or no longer employed by the business.

Section 6: 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 7: Resignation: Any general member may resign his/her 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 time specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective

ARTICLE V – MEETINGS

Section 1: Regular Monthly Membership Meetings: shall be held once a month by the members of EPIC for the purpose of sharing information, making decisions regarding actions brought forward by the Board. They shall be held at such time and place as may be fixed by resolution of the Board. Date, time, and place shall be announced at the previous monthly meeting and the local Phillips newspaper will carry notification of the meeting. In addition, flyering will be done as possible and on a limited basis. A phone tree and e-mail may be used.

Section 2: Annual Meeting: The date of the regular annual meeting shall be in March of each year, or under extenuating circumstances within the first two weeks of April. The Board of Directors shall set the time and place. The agenda of the annual meeting shall include an annual activities report, election of Board members, financial status of the organization and other business as deemed necessary by the Board of Directors.) Notice of the annual meeting shall be given to all voting members and all East Phillips residents eligible for membership, by mail, newspaper and/or flyering, not less than thirty (30) days before the meeting.

Section 3: Special Membership Meetings: Special membership meetings may be called at any time by the (a) President, (b) by at least four of the elected Board members, or by a simple majority (50% +1) of those members in attendance at any membership meeting. Any call for a special membership meeting must include an agenda for the meeting. The Board of Directors shall set the date for special membership meetings, which shall be within thirty days of the call for the meeting. A special meeting will be announced at the previous monthly membership meeting and/or the local Phillips newspaper and email list will carry notification of the meeting or, in case of emergency, notice shall be given at least forty-eight (48) hours in advance of the meeting by the President or Secretary by mail, personal contact by telephone, e-mail, or in person.

Section 4: Members list for meeting: The Board of Directors shall fix a date not more than thirty (30) days nor less than three (3) days before the date of a meeting of the general membership as the date for determination of the members entitled to notice of the meeting; whensoever the Board fails to set a date, the date shall be the third day before the date of the meeting. After fixing a recorded date for the meeting, the Secretary shall prepare a list of the names (in alphabetical order) and addresses (or emails) of each member entitled to vote at the meeting that shall be available beginning two business days after notice of the meeting is given (or if none is required, two days after the record date for the meeting). The list shall then be kept and remain available through the meeting itself and prior to the meeting, at the principal office of this corporation for inspection. The list may be copied on written demand by any member (or the agent or attorney of any member) at the member's expense, for the sole purpose of communication with other members concerning the meeting.

East Phillips residents or the representative of a non-profit or for-profit business whose names are not on the list are entitled to vote on all issues presented for a vote at any meeting at which they are present and to fully participate in the business of EPIC by demonstrating current residency (in accordance with Article IV, Sections 1 and 2) or by demonstrating their current status as a representative of a non-profit or for-profit business within the geographic area of East Phillips.

Section 5: Quorum: A quorum at any membership meeting shall consist of a majority of the current Board of Directors. This majority of the EPIC Board of Directors must be present for official EPIC business to be transacted or motions made or passed at a membership meeting. EPIC official business shall not be transacted apart from the combined decision-making authority of the EPIC monthly membership meetings and a majority of the current members of the Board of Directors. If either body is not actually present, any decisions made shall not be considered to be official EPIC decisions, and shall be legally null and void.

Section 6: Open Meetings: All meetings shall be open to the public with the exception of those closed for attorney/client privilege, personnel decisions, and for the consideration of grievances. Board meetings or committee meetings also may be closed for discussion of sensitive issues with a two-thirds (2/3) majority vote of the present directors.

Section 7: General Membership Meeting:

- a. Items will be placed on the agenda by calling the President or designated staff individual within 5 days of the meeting. They will concur to provide the agenda for the meeting. The monthly membership meeting agenda will close five days prior to the meeting.
- b. Items may be voted on at the monthly membership meeting only if they are on the agenda. If the agenda exceeds the time available, the President may call for the adjournment of the meeting. However, a vote of a majority of the members present (according to Robert's Rules of Order) can extend the time of adjournment.
- c. An issue can be brought up without notification under new business, but then must be sent to a committee or placed on the next month's agenda for full discussion and voting, if necessary. An issue regarding money over \$1,000, economic development or policy **must have at least one previous general membership meeting's required notification and vote for review, in any case not less than twenty one (21) days, allowing for at minimum a full 21 day neighborhood review process. The motion shall be voted on only at the meeting following the review. This review process is to include amendments to the Bylaws. (revision 4/27/13).** The EPIC Board of Directors can approve the expenditure of money up to \$1,000 without giving one month's notification at the general membership meeting or the need for a 30 day or one month neighborhood review process. The decision for expenditure of money up to \$1,000 shall be voted on at the Board of Directors meeting without further discussion or voting required. **(revision: 4/3/2003).**
- e. In the case of items of concern to other Neighborhoods of Phillips and which may affect them, the President will send a letter or call the other regional Chairs, or in special cases, send a Representative to that region to explain the issue and the action being considered. Collaborative efforts with other neighborhoods will be encouraged.
- f. With a 2/3rds majority vote, the members present at the monthly membership meeting may grant limited committee approval power for items not requiring full due diligence and items necessary to implement the decisions of the membership meeting.

Section 8: Meeting Order: All meetings shall be conducted according to Robert's Rules of Order, Newly Revised

ARTICLE VI – BOARD OF DIRECTORS’ MEETINGS

Section 1: Board of Directors’ Meetings: The Board of Directors shall meet at least monthly at an agreed upon time and place to prepare the agenda and discuss EPIC business in order to make recommendations to the monthly membership meetings. These will be announced at the regular monthly membership meeting and are open to the public, unless otherwise announced as per section Article V, Section 6 (see Article V, Section 7 for further procedures concerning meeting agendas).

ARTICLE VII - BOARD OF DIRECTORS

Section 1: Board Purpose, Size, Compensation: The general purpose of the Board of Directors is to manage the business of the neighborhood in accord with its Articles of Incorporation, these Bylaws, all applicable law, and such policies, purposes, and directives as are generated by the EPIC general membership. The Board shall consist of nine (9) Directors, all of whom must be members of EPIC, and a majority of whom must reside within the boundaries of East Phillips area of service. The Board receives no compensation other than reasonable expenses incurred on behalf of the corporation and its projects and programs. Service to the well being of East Phillips is the Board's primary purpose.

Section 2: Meetings: Regular meetings of the Board of Directors shall be held monthly to be determined by resolution of the Board. After the time and place of such regular meetings have been 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 changes 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 e-mail and/or facsimile communications), not less than two (2) 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. The board meets to prepare the monthly general membership meeting agenda and discuss and prepare recommendations to the monthly general membership. These will be announced at the regular monthly membership meeting. Board meetings are open to the public, unless otherwise announced per Article V, Section 6 and 7.

Section 3: Board Elections: Election of new Directors or election of current Directors to another term will occur at the Annual Meeting of the corporation. Directors will be elected by a majority vote those present and qualified to vote at the Annual Meeting.

Section 4: Terms: All members of the Board of Directors shall serve two-(2) year - staggered terms, but are eligible for re-election. There are no term limits.

Section 5: Quorum: A quorum at a Board of Directors meeting shall consist of a majority of the current members of the Board of Directors. A majority of Board members currently serving must also be present for official business to be transacted or motions made or passed at a monthly membership meeting. If a majority of the current members of the Board of Directors is not present at a monthly membership meeting any decisions made shall not be considered to be official EPIC decisions. It is to be noted, however, that EPIC official business may not be transacted apart from the combined decision-making authority of the EPIC monthly membership meetings and a majority of the current members of the Board of Directors.

Section 6: 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.

Section 7: Notice: An official Board meeting usually requires that each Board member have written notice one week in advance. However, in case of emergency, notice shall be given at least forty-eight (48) hours in advance of the meeting by the Directors or Secretary by mail, personal contact by telephone, e-mail, or in person.

Section 8: Powers and Responsibilities of the Board of Directors: The Board shall elect a President, Vice President, Secretary, and Treasurer at the first Board Meeting following the Annual Election Meeting. The officers must be chosen from the nine full members of the Board of Directors. Other decisions of the Board of Directors, with the exception of voting on expenditures of \$1,000 or less, are advisory including their duty to fill Board vacancies between Annual Meetings. The Board also has the power to create committees. The Board must also provide a quorum at EPIC monthly membership meetings.

Section 9: Officers and Duties: Executive Officers shall consist of a President, Vice President, Secretary and Treasurer. Officers preside in the following order: President, Vice President, Secretary and Treasurer.

a. The President shall be a resident of East Phillips. The President shall have general active management of the business of the corporation; when present, preside at meetings of the board and of the monthly general membership meetings; 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 general membership; and perform other duties prescribed by the board. The President shall be a member ex officio of all committees.

b. The Vice President shall be a resident of East Phillips. In the event of absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers and restrictions of the President. The Vice President will chair committees on special subjects as designated by the Board.

c. 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.

d. The Treasurer shall keep accurate financial records for the corporation; deposit money, drafts and checks in the name of and to the credit of the corporation in the bank and depositories designated by the board; endorse for deposit notes, checks and drafts received by the corporation as ordered by the board; and upon request, provide the President, the board, and general membership at its monthly meeting an account of transactions by the Treasurer and of the financial condition of the corporation. The Treasurer shall assist in the preparation of the budget and help develop fundraising plans.

Section 10: Vacancies: When a vacancy on the Board occurs between Annual Meetings, nominations for new members may be received from present Board members and the general membership by the Secretary two weeks in advance of a Board meeting. These nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted on at the next Board meeting where a quorum is present. The Board decision must then be ratified by a majority of those members present at the next monthly membership meeting. If this process is unsuccessful, it must be repeated until an acceptable Director is elected. All vacancies filled in this manner expire at the next Annual Meeting.

Section 11: Resignation, Termination, and Absences: Resignation from the Board must be in writing and received by the Secretary. Directors are requested to give no less than thirty days' notice of resignation from the Board of Directors. A Board member shall be dropped from the Board if s/he has three consecutive unexcused absences or four nonconsecutive unexcused absences from monthly membership meetings or meetings of the Board of Directors in a year.

Section 12: Removal of Director: A director may be removed at any time, with or without cause, by a simple majority of the Board of the Directors of the corporation and by a two-thirds (2/3) majority of the general membership at the next regularly scheduled general membership meeting.

ARTICLE VIII – CONFLICT OF INTEREST

Conflict of Interest: No person who participates individually or on behalf of a community non-profit or for-profit organization or group, or on behalf of a business in the activities of EPIC, or family member(s) of such person(s) (including domestic partner) who subsequently receives program funds, whether by means of a contract, grant, loan or similar agreement shall personally benefit to a greater extent than other eligible person(s), groups or businesses because of such participation.

Therefore, a conflict of interest exists if any Board member, committee participant, staff, consultant, or member of the organization or family member knows (or has reason to know) that he/she or an organization or family member with which he/she is directly affiliated is (or is likely to become)

1. A participant in a project or development affected by a decision of the Board of Directors or other membership meeting or
2. A party mentioned in any contract, grant, sale, lease, or other financial agreement (other than tenants of rental assistance programs) which provides a financial interest or benefit from the agreement or activity, which is under consideration by the Board of Directors, committee, or other membership meeting.

When a conflict of interest exists, those with the conflict shall state the nature of the conflict verbally (oral/or written) at any meeting where the item is being discussed. . They shall state their conflict at the beginning of the discussion of the relevant issue. Anyone with a conflict may take part in the discussion, but shall be required to abstain from a vote on the issue for which they have a conflict. Those attending the meeting should be made aware of the details of the conflict and it shall be recorded in the minutes. In addition, the EPIC conflict of interest policy shall be read at any meeting where financial, fiscal, or fiduciary matters are discussed and/or presented for voting prior to such discussion and/or vote.

If a conflict of interest has not been stated, the President or person facilitating the meeting may declare that he/she believes a conflict of interest exists if he/she believes that this is the case. A member attending the meeting may also notify the President of person facilitating the meeting if he/she believes there is a conflict of interest. The President or person facilitating the meeting will need to determine if this is the case. Once stated to be true, this ruling of the President or person facilitating the meeting is subject to being overruled following normal parliamentary procedures. It may also be necessary for the action to be tabled until the next meeting in order to clarify and investigate the potential conflict of interest. If there is a said contract, it will be considered invalid during this time.

Knowingly failing to submit a conflict of interest disclosure may constitute good cause for removal from the Board of Directors, relevant committee, or employment. Employees may be reassigned if they are working on matters involving any conflict of interest.

Board members, committee members, general members of the organization, consultants, and employees with actual or potential conflicts of interest shall not:

1. Attempt to influence an employee, Director, or committee member in any matter related to the action or decision in question; and
2. Take part or vote in the decision but may, with the consent of the President or person facilitating the meeting, participate in the discussion; and
3. Be counted toward a quorum during any portion of any meeting where the action or decision is to be considered.

If a conflict of interest has been determined after a contract has been signed, said contract shall be null and void immediately.

If balloting is deemed necessary in any conflict of interest case, that balloting shall be accomplished by a secret ballot.

Note: Conflict-of-Interest – Perceived or Real

All members of the community are encouraged to participate in EPIC business because it provides information and resources useful to the residents of this area. Oftentimes that information can be useful to the advancement of a person's life and well-being – that knowledge shall not be considered a conflict of interest.

ARTICLE IX -COMMITTEES

Section 1: Authority: The Board of Directors may act by and through such committees as may be specified in resolutions adopted by a majority of the members of the Board of Directors. Standing Committees shall be those noted in Section 2 that follows. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Committees are advisory only and bring actions forward to the Board of Directors for its assessment and recommendation, which is forwarded along with the initiative to the general membership for ratification. Committee members need not be members of the Board of Directors.

Section 2: Executive Committee shall consist of the President, Vice President, Secretary and Treasurer

Section 3: Standing Committees:

Housing and Economic Development Committee: The Housing and Economic Development Committee shall meet at least once a month and is responsible for developing and reviewing housing policies and procedures that impact the East Phillips Neighborhood. The committee shall prepare and continue to update on an ongoing basis an East Phillips Master Plan. The Board and General Membership shall approve the Master Plan upon its completion. Any major change to the Master Plan must be approved by a 2/3 majority of members present at a duly called meeting.

Section 4: Ad Hoc committees: A committee may be formed that will serve for a specific purpose and length of time as deemed necessary by the Board or general membership at its monthly meetings.

Section 5: Financial Oversight Committee

Section 6: Personnel Committee: Shall consist of the Executive Committee and shall be responsible for all issues relating to personnel, especially employee issues, as they may arise.

ARTICLE X - OTHER BUSINESS OF THE CORPORATION

Section 1: Grievance Procedure:

1. Any neighborhood resident, business owner, or property owner may file a grievance against the corporation's Board of Directors as it relates to the fiduciary responsibilities of the Board if the person filing the grievance is a member of, or eligible for membership in, the corporation, or is otherwise directly affected by the actions of the corporation, and the person filing the grievance has brought the issue to the attention of the EPIC Board in a timely manner.

Officers and Directors must meet specific standards of conduct, and are responsible to the corporation (under pain of enforcement by State officials, e.g. the Attorney General) to comply with the spirit and reality of the following: As a matter of law, all non-profit governance is personally situated in the members of the Board of Directors. Directors must comply with and be cognizant of the following mandates they are obliged to meet, which are derived from both State Non-profit Corporation Law and State Charitable Trust Law (latter automatically apply to 501 © 3-recognized non-profits).

State Non-Profit Corporation statutes impose Three Key Fiduciary Duties on Boards collectively and upon Directors individually:

a) **Duty of Care.** Under this Duty, directors are required at all times to see that the corporation's activities are carried out in accord with its mission, to oversee the organization's achievement of its mission through: (a) Prudently managing assets/activities and by setting goals and policies; (b) Overseeing the Executive Director's performance and implementation of policies; (c) Conducting regular board self-assessments; (d) Bringing appropriate scrutiny to managing assets and activities, including ensuring that accurate and complete financial records are maintained, timely and meaningful financial statements are prepared and presented to the Board including a budget that is prepared that anticipates the organization's activities and upcoming needs as well as regularly updating the corporation's strategic vision and goals.

b) **Duty of Loyalty.** Under this Duty, Directors are required at all times to keep the long-term best interests of the corporation in mind. This duty requires that directors ensure that the corporation not only conducts activities appropriate to achieving the organization's mission but that the same be done in a way that furthers the best interest of the corporation. Further, under this duty, directors are responsible to keep corporate information (and opportunities) confidential. Directors will ensure that no one's personal interests, directly or indirectly, either cloud decision-making or are allowed to deflect attention from or unduly influence the determination of what is in the corporation's best interests. Directors must ensure that no director's, officer's, or key staff's own interests (or the interests of any entity or individual associated with a director, officer, or key staff) are preferred over the interests of the corporation. Included here is the mandate that Directors refrain from usurping corporate opportunities. In meeting this duty, Boards are responsible to adopt and follow a conflict of interest policy ("Conflict of interest" is shorthand for instances in which "divided loyalties" are or will be perceived as being present in the organization).

By following such policies, outsiders can be assured that the organization's governors acted knowledgeably and in serving the long-term best interests of the corporation over any party's personal interests. Procedures for ensuring that this duty is fulfilled are: notice, scrutiny and

minutes. And, finally, this duty requires that the Board of Directors work in concert with each other to the end of making collective decisions.

c) **Duty of Obedience.** Under this Duty, Directors are required at all times to: (a) follow organization's governing documents (Articles and By-laws) and honor the organization's mission; (b) insure that corporation is complying with all laws and individually be familiar with the organization's State and federal reporting requirements and the content and timely filing of those reports; and follow the organization's policies.

2. A grievance shall be made in writing on a designated grievance form, one grievance per form, and submitted to the President or the Board of Directors at a regularly scheduled Board meeting. The grievance must be completely described and a specific remedy proposed.

3. Upon receipt of the grievance, the EPIC Executive Committee shall consider the grievance in closed session, and shall undertake an immediate full and fair investigation of the complaint, which must at least include private interviews of all parties related to the grievance, and shall prepare a report to the full Board of its findings. A formal response shall be issued within not more than 45 days of its initial receipt. This response will include the findings of the investigation and a proposed resolution to the grievance, all of which shall remain confidential.

4. If the person filing the grievance or the affected neighborhood group is unsatisfied with the Board's findings or resolution, the Board shall attempt to resolve the situation through negotiation. If negotiations are unsuccessful, the Board shall vote on a ruling and respond in writing to the grieving party stating the actions taken to resolve the grievance and shall report its actions on the grievance to the next EPIC monthly membership meeting.

5. Any interested party may appeal the Board's decision to a mutually agreed-upon arbitrator for binding arbitration.

ARTICLE XI - INDEMNIFICATION

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 corporation.

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

- a) Acted in good faith;
- b) Received no improper personal benefit and section 317A.255 Minnesota Statutes, 1998, as now enacted or hereinafter amended, regarding conflict of interests has been satisfied;
- c) In the case of criminal proceedings, did not have reasonable cause to believe the conduct was unlawful; and

- d) In the case of acts of 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 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 any such capacity.

ARTICLE XII -AMENDMENTS

Section 1: Submission: Proposed by-law amendments must be submitted to the Secretary to be sent out with regular meeting announcements and must be *reviewed and* discussed at the monthly meeting prior to the voting meeting.

Section 2: Notification: *Notification of Bylaw amendments, both for the reviewing meeting and the General Membership Meeting at which the amending vote will take place, must occur not less than twenty one (21) days at the General Membership Meeting prior to each of these meetings. This means each meeting concerning Bylaw amendments both to review and to vote up or down, must have at least a twenty one (21) day notification both through the EPIC meetings and to the broader community.* The notification shall include the changes that are proposed.

Section 3: Amending: These EPIC Bylaws may be amended when necessary by a two-thirds majority of the members present at a meeting duly called for that purpose.

These Bylaws were approved at a meeting of the General Membership of the East Phillips Improvement Coalition, Inc. on April 12, 2006, *and further amended at the April 27th, 2013 Annual Meeting.*

Signature – President of EPIC Date

Signature – Secretary of EPIC Date