

FIELD REGINA NORTHROP NEIGHBORHOOD

GROUP AMENDED AND RESTATED BYLAWS

ARTICLE 1

Organization

1.1. Name. The name of this organization is the Field-Regina-Northrop Neighborhood Group (the "Group").

1.2. Neighborhood Boundaries in Minneapolis, Minnesota:

- (a) North: 42nd Street;
- (b) South: Minnehaha Parkway;
- (c) East: Cedar Avenue;
- (d) West: Interstate Highway 35W; hereinafter referred to as the "Neighborhood".

1.3. Purpose. The purpose of the Group is to:

- (a) Engage in charitable or educational projects¹ to improve and enhance the life and social welfare of the Neighborhood and its' Members;
- (b) Seek the improvement of residential housing, educational facilities, and learning opportunities;
- (c) Promote economic development appropriate to the Neighborhood;
- (d) Function as a non-partisan, non-sectarian community action group, keeping Neighborhood residents informed of civic, commercial, governmental activities and proposals affecting the Neighborhood;
- (e) Promote and support community engagement through improved interpersonal, inter-group and inter-organizational relationships within the widely diverse Neighborhood; and
- (f) Coordinate, facilitate, develop and publicize programs and efforts within the Neighborhood promoting the purposes of the Group.

1.4. Status as Neighborhood Organization. The Group is a nonprofit corporation governed by Minnesota Statutes Chapter 317A and related subdivisions.²

¹within the meaning of Section 501(c)(3) of the Internal Revenue Code of 198

² as may be amended from time to time, and is a neighborhood organization for purposes of Minnesota Statutes Section 317A.435

provided in the written action or by electronic method(s). For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Board can reasonably conclude that the communication was actually sent by the purported sender.

ARTICLE 6

Board Officers

6.1. Officers and their Duties. The officers of the Group will consist of the President, the First Vice President, the Second Vice President, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Members or appointed by the Board. No person will hold more than one office at the same time. Except as provided in these bylaws, the Board will fix the powers and duties of all officers. No elected public official, nor a candidate for an elective public office, may be an officer.

6.2. Election. The officers will be elected by the Members at the annual meeting of the Members.

6.3. President. The President presides at all meetings of the Members and Board . The President signs all contracts and other instruments originated by the Group and has general active management responsibility for the affairs of the Group. He or she performs all duties prescribed by the Board and those usually pertaining to the office of President.

6.4. First Vice President. The First Vice President performs all duties assigned by the Board. Should the President be absent, disabled or refuses to act as President, a majority of the Board may assign to the First Vice President all powers and duties of the office of the President. The First Vice President will be responsible for special projects and strategic planning.

6.5. Second Vice President. The Second Vice President performs all duties assigned by the Board. Should the President or First Vice President be absent, disabled or refuses to act as President or First Vice President, a majority of the Board may assign to the Second Vice President all powers and duties of the office of the President or the First Vice President, respectively.³

³The position of 2nd Vice President will sun-set on the end date of the term of the current incumbent 2nd Vice President.

6.5. Secretary. The Secretary assures full and correct minutes of meetings are maintained. The Secretary assures Standard Operating Procedures are followed. The Secretary prepares reports and statements required by the President, the Board, or by law, and oversees custody of the minutes and records of the Group except those pertaining to Group finances. Additional duties may be assigned by the Executive Committee.

6.6. Treasurer. The Treasurer has custody of all monies of the Group, serves as Chair and convener of the Finance Committee and signs business checks for the Group. The Treasurer

ensures records and accounts are maintained showing the Group's transactions, accounts, liabilities, and financial condition and assure monies are deposited in a responsible depository approved by the Board. The Treasurer will make all financial records and accounts available for examination by the Board or the President at a time designated by the Board or President. The Treasurer will turn over all books and records to the President at close of his or her term of office.

Delegation. If permitted by these bylaws or by a resolution adopted by the Board of Directors, the officers may, without further action of the Board of Directors, delegate some or all of the duties and powers of an office to other persons, including but not limited to, employees of the Group. An officer who delegates the duties or powers of an office remains subject to the standard of conduct for an officer with respect to the completion of the delegated duties and powers.

ARTICLE 7

Neighborhood Representatives

7.1. Neighborhood Representatives. There will be four neighborhood representatives elected to represent each geographic region of the Neighborhood: Field, Regina, North Northrop and South Northrop. Additional representatives may be elected in order to assure the fair and efficient conduct of business within geographic regions, as necessary. Any such added representatives may be elected at the annual meeting or elected by the Board outside of the date of the annual meeting.

7.2. Eligibility. The neighborhood representatives must live in the area they are elected to represent; or a person who is a voting Member because they represent a qualified business or organization under 2.1 (b) may be a neighborhood representative. One representative will represent the Field Neighborhood; one representative will represent the Regina Neighborhood; and two representatives will represent the Northrop Neighborhood, one of who must live north of East 46th Street and one of whom must live south of East 46th Street. Additional representatives may be added as set forth at Section 7.1.

7.3. Election. The neighborhood representatives will be elected by the residents of the individual neighborhoods at the annual meeting of the Members or by the Board outside the annual meeting date, as necessary.

7.4. Duties. The neighborhood representatives will act as liaisons between the Board, the Committees, residents and businesses of the neighborhood. They will also serve as liaisons between residents and partners of the neighborhood such as the Minneapolis Police Department and Minneapolis Public Schools. Additional duties may be identified by the Board to assure the effective conduct of business on behalf of residents within geographic regions and the Group.

ARTICLE 8

Committees of the Board

8.1. Standing Committees of the Board. The Board may establish one or more committees of the Board as may be specified in resolutions approved by the affirmative vote of a majority of the Directors. Such committees of the Board will have the authority of the Board in the management of the business of the Group to the extent provided in these bylaws or in resolutions approved by a majority of the Directors. Such committees, however, are subject to the direction and control of the Board.

8.2. Committee Chairs.

(a) One or two members of each committee will be nominated by the committee to be its Chair or Co-Chairs, and elected by the Members.

(b) The Committee Chair(s) calls, publicizes, and organizes meetings, and reports on the activities of the Committee to the Board and Members.

8.3. Standing Committee. All provisions of these bylaws will apply to standing committees and its members. Each committee will keep regular minutes of its proceedings and submit them to the Secretary. Standing Committees are outlined in the Administrative Procedures and Policy Manual.

8.4. Committee Membership. Committees may be composed of Members and non-resident volunteers. Each Director will serve on at least one (1) standing or ad hoc committee. Neighborhood residents, i.e., Members, who serve on committees have voting rights. Non-resident volunteers may also serve on committees but do not have voting rights.

8.5. Executive Committee.

(a) There will be an Executive Committee that consists of the officers of the Group Two members of the community selected by the Executive Committee. The Executive Committee will appoint employees or volunteers as necessary to conduct the business of the Group.

(b) The Executive Committee may also act on behalf of the Group on any urgent matter when the Board is not in session, reporting to the Board of the Executive Committee's action at the next regular or special meeting. A majority of the Members of the Executive Committee will constitute a quorum for the transaction of business.

(c) Meetings may be called by the President or by three members of the Executive Committee.

(d) The Executive Committee will be responsible for management of the operations of the Group including financial and personnel activities and may meet in closed session when addressing personnel matters.

(e) The Executive Committee may develop administrative procedures and/or policies that improve the efficient operation of the Group. Such procedures will include a grievance procedure for the consideration of complaints against Directors, staff or other volunteers for the Group.

8.6. Special Committees. From time to time, the Board may designate special committees as are deemed necessary to carry out the functions of the Group. These functions include but

are not limited to development, zoning, bylaws, and planning events. Such committees will have the authority and powers as designated in the resolution establishing the committee. Unless specifically stated otherwise in the resolution designating the committee, such committees will not have the full authority of the Board to act on behalf of the Group and must submit annual work plans and progress reports to the Board as needed.

ARTICLE 9

Miscellaneous Organizational Items

9.1. Fiscal Year. The Group will keep its books and records on a fiscal year basis from April 1 to March 31.

9.2. Retention of Records. The Group will keep meeting minutes, records and official correspondence for a period of five years and financial records for seven years.

9.3. Amendments. These bylaws may be amended by a majority vote at any regular meeting of the Board of the Group provided that written text of the proposed amendment has been distributed to the Directors at the previous regular Board meeting.

9.4. The following matters must be voted on at a meeting of Members with proper notice:

- (a) Changes to bylaws fixing a quorum for meetings of Members;
- (b) Prescribing procedures for removing Directors or filling vacancies on the Board
- (c) Fixing the number of Directors or their classifications, qualifications, or terms of office; or,
- (d) Fixing the vote required for a Member action.

ARTICLE 10

Conflicts of Interest

The Group will not enter into any contract or transaction with:

- (a) One or more of its Directors;
- (b) A director of a related organization;
- (c) An organization in which a Director serves as a director, officer, or legal representative;
- (d) Where a Director has a material financial interest, unless the material facts of the Director's interests are fully disclosed or known to the Board.

In these instances, the Board may authorize, approve, or ratify the contract or transaction in good faith by an affirmative vote of a majority of the Directors (without counting the vote of the interested Director), at a meeting at which there is a quorum without counting the interested Director. Failure to comply with the provisions of this Article will not invalidate any contract or transaction to which the Group is a party.

Approved and amended, Thursday, April 26, 2018