RESTATED BYLAWS
OF THE
FULTON NEIGHBORHOOD ASSOCIATION

ARTICLE I
NAME, PURPOSE, NEIGHBORHOOD ORGANIZATION

Section 1.01. Name. As provided in the Articles of Incorporation, the name of this organization is the FULTON NEIGHBORHOOD ASSOCIATION. The name is abbreviated to “FNA” in these bylaws.

Section 1.02. Purpose. As provided in the Articles of Incorporation, the purpose of this organization is: to encourage and support community involvement in the Fulton neighborhood; to stabilize and improve the residential, educational, and economic status of the community; to function as a non-partisan, non-sectarian community action group keeping residents informed of proposals that affect the neighborhood; to coordinate and publicize activities in the community; to facilitate programs and projects to improve the neighborhood; and to represent the Fulton neighborhood before city boards, commissions, and other governmental entities.

Section 1.03. Definition of Fulton Neighborhood. The Fulton Neighborhood is the area so designated by the City of Minneapolis, bounded by France Avenue South on the west, West 47th Street on the north, West Lake Harriet Parkway and Penn Avenue South on the east, and West 54th Street on the south.

Section 1.04. Neighborhood Organization. The Fulton Neighborhood Association is a neighborhood organization within the meaning of the Minnesota Nonprofit Corporations Statute. It hereby elects to be governed by section 317A.435, subd. 4, of that statute.

ARTICLE II
OFFICES, CORPORATE SEAL

Section 2.01. Registered Office. The registered office of this organization located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 2.02. Corporate Seal. This organization shall have no corporate seal.

ARTICLE III
MEMBERS, MEETINGS OF MEMBERS

Section 3.01. Members. The following persons are eligible for membership in FNA:

(1) Any individual, eighteen years of age or older, who is a resident of the Fulton Neighborhood as defined in section 1.03 of these bylaws and who can produce, upon request at a meeting of the members, a Minnesota driver’s license, Minnesota
identification card, or some form of residency verification that indicates the
individual resides within the geographic boundaries of the neighborhood.

(2) One designated representative of any business, religious institution, or school in the
Fulton Neighborhood who can produce, upon request at a meeting of the members,
proof of ownership, lease, or employment by such business, institution, or school.

An individual who meets these criteria but lacks the required documentation may join the
organization if a member who has the required documentation vouches for the individual.

Any eligible individual who votes at an FNA meeting or attends a meeting and signs the
Membership List is a member of FNA until the individual resigns or becomes ineligible.

Section 3.02. Dues. There are no dues for membership.

Section 3.03. Annual Meeting of Members. There shall be an Annual Meeting of the
members in the fourth quarter of each year, at 7:00 p.m. on the second Wednesday of October, at
Pershing Park, or at a place and time designated by the Board of Directors. The business of the
Annual Meeting shall be the election of the Board of Directors, discussion of neighborhood
concerns, and such other business as may be designated by the Board.

Section 3.04. Special Meetings. Special meetings of the members may be called by the
Board of Directors or upon petition of at least twenty-five members. The petition shall specify
the business of the special meeting.

Section 3.05. Notice. The Board shall publish notice of each annual, regular, or special
meeting of the members in the Fulton Neighborhood Newsletter (the periodical publication of
FNA) or any other publication of general distribution in the Fulton Neighborhood. Notice of an
annual meeting shall be published at least 14 days and no more than 30 days before the meeting.
Notice of a special meeting shall be published in the next issue of the Fulton Neighborhood
following receipt of the petition or following scheduling of the special meeting by the Board, but
not less than two weeks before the meeting. Notices of meetings shall include an agenda
specifying the matters to be considered by the members.

In accordance with Minnesota Statutes, section 317A.439, subdivision 6, FNA is not
required to prepare a membership list for meetings.

Section 3.06. Authority of the Members. The members may, at the Annual Meeting or
at any special meeting, transact only business specified in the published agenda for that meeting.

Section 3.07. Quorum. At any meeting of the members, those present and voting shall
constitute a quorum.

Section 3.08. Voting. Each member of the Fulton Neighborhood Association is entitled
to one (1) vote on each matter submitted to a vote of members. Members must be present to
vote.

Section 3.09. Votes Required For Action. A majority of votes cast shall be sufficient
to transact any business authorized by these bylaws.

Section 3.11. Conduct of Meetings. All meetings of the members shall be conducted in accordance with the rules acceptable by consensus of those meeting. If there is no consensus at a meeting, the meeting shall be conducted in accordance with Robert’s Rules of Order in its latest edition. The chairperson shall rule on matters of procedure.

Section 3.12. Meetings to be Public. All meetings of the members shall be open to the public.

ARTICLE IV
BOARD OF DIRECTORS

Section 4.01 General Powers. The property, business, and affairs of this organization shall be managed by or under the direction of the Board of Directors.

Section 4.02. Number, Qualifications. The number of directors shall be determined by the affirmative vote of a majority of the total number of directors, provided that the number of directors shall be no less than five (5) and no more than eleven (11). The directors shall not reduce the number of directors if doing so would shorten the term of any director then in office. Only members may serve as directors.

Section 4.03. Nonresident Directors. No more than two nonresident directors shall be elected to serve on the Board at a given time. One nonresident director shall be assigned to Class A and the other to Class B.

Section 4.04. Term of Office. Except as provided under section 4.05(1), each director shall hold office for a term of two (2) years or until the second annual meeting following his or her election, unless the director dies, resigns, or is removed before the end of the term. Any director may succeed herself or himself if reelected.

Section 4.05. Staggered Board. For purposes of election to office only, the Board of Directors shall consist of two classes, Class A and Class B. Each class shall have, as nearly as possible, the same number of directors. Class A shall consist of directors elected in even-numbered years. Class B shall consist of directors elected in odd-numbered years.

Section 4.05(1). Implementation. At the first annual meeting following the Board of Directors’ adoption of the staggered Board format, the secretary shall assign each director to one or the other Class by a chance selection procedure or such other procedure as may be approved by the majority of the Board. Those elected to succeed the directors of the Class which is set to be elected in that year shall serve two-year terms or until the second annual meeting following their election. Those elected to succeed the directors of the other Class shall serve one-year terms or until the next annual meeting. At each future annual meeting, the directors chosen to succeed those whose terms are then expired shall be identified as being of the same class as the directors they succeed and shall serve terms as set out in the Section 4.04.
Section 4.05(2). Change in Number of Directors. In the case of an increase in the number of directors, the Board may appoint additional directors to fill the new directorships. Directorships created in this way shall be apportioned among the two classes of directors so as to maintain within each class as nearly as possible, the same number of directors. In case of a decrease in the number of directors, the directorships to be retired shall be apportioned among the two classes of directors so as to maintain within each class as nearly as possible, the same number of directors.

Section 4.06. Election. Directors from the appropriate class shall be elected by a majority vote at the Annual Meeting of the members. Class A directors shall be elected in even-numbered years; Class B directors shall be elected in odd-numbered years.

Section 4.07. Resignation. A director may resign at any time by giving notice to the organization in writing or in an electronic communication that meets the requirements of Section 4.21. The resignation of a director is effective without acceptance when the notice is given to the organization, unless a later effective time is specified in the notice. Further, a director’s absence from three consecutive meetings of the Board without communicating the reason for any of the absences to the Board shall constitute resignation, effective upon adjournment of the third meeting.

Section 4.08. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors.

Section 4.09. Vacancies. Any vacancy in the Board of Directors shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum. The new director shall assume the class of the director he or she succeeds and shall serve for the remainder of that class’s term.

Section 4.10. Regular Meetings. The Board of Directors shall meet at least quarterly, at such times and places as it may determine.

Section 4.11. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

Section 4.12. Notice. The Board will announce the time and place of the next regular meeting at each meeting. Notice of a special meeting may be given at a regular Board meeting, or, in case of exigency, the president may give notice of a special meeting by telephone or personal delivery, no less than twenty-four hours before the meeting.

Section 4.13. Quorum. One-half (1/2) of the total number of directors, but not fewer than three (3), shall be required to constitute a quorum for the transaction of business at any meeting.

Section 4.14. Votes Required for Action. The act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors.

Section 4.15. Proxy Voting. Proxy voting shall not be permitted.
Section 4.16. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 4.21, in one or more counterparts, by all of the directors. The action is effective when the written action has been signed or consented to in an electronic communication which meets the requirements of Section 4.21 by all of the directors, unless a different effective time is provided in the written action.

Section 4.17. Special Polls. If a director, or the chairperson of the committee responsible for making recommendations to the Board of Directors respecting zoning changes, learns that the City Council, the City Planning Commission, or another city board, commission, or agency charged with reviewing proposed or requested zoning changes, will meet and consider a proposed or requested zoning change affecting the Fulton Neighborhood prior to the next regular meeting of the Board of Directors, the director or chairperson may conduct a special poll of the Board if the change has not previously been considered by the Board. The pollster shall inform each director contacted of (1) the address at which the change is proposed or requested; (2) the nature of the proposed or requested change; (3) the identity of the city agency that will be acting on the request or proposal; (4) and the date and time of its meeting. Each director may indicate that the director approves or disapproves of the change, abstains from the vote, or requires additional time to make a decision. A director who requires additional time may contact the pollster later to vote or to report abstention. The special poll shall be valid only if: (1) Every director is contacted, personally or by telephone, or at least three attempts are made to contact the directors who are not contacted, between the hours of 9:00 a.m. and 9:00 p.m., at intervals of no less than four hours, with an interval of at least twenty-four hours between the first and last attempt, and (2) a majority of all the directors on the board votes in favor of the change or a majority votes against the change. If the special poll is valid, then the majority recommendation of the Board of Directors to approve or disapprove the change shall be reported, in writing, to the city agency that will be acting on the proposal or request, by the secretary or the chairperson of the committee, as time permits. The report of the recommendation shall also recite the address at which the change is proposed or requested and the nature of the change proposed or requested, just as this information was given to the contacted directors. A copy of the report to the city agency and the results of the poll, including the identity and responses of all directors contacted, shall be submitted at the next regular meeting of the Board.

Section 4.18. Meetings to Be Public. All meetings of the Board of Directors shall be open to the public.

Section 4.19. Conduct of Meetings. All meetings of the Board of Directors shall be conducted in accordance with the rules acceptable by consensus of those meeting. If there is no consensus at a meeting, the meeting shall be conducted in accordance with Robert’s Rules of Order in its latest edition. The chairperson shall rule on matters of procedure.

Section 4.20. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this organization and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director’s interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction,
and the interested director may not be counted in determining the presence of a quorum and may not vote.

Section 4.21. Electronic Records and Signatures. This organization recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the organization can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the organization, or to an officer or agent of the organization who is authorized by the organization to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

ARTICLE V
OFFICERS

Section 5.01. Number and Qualifications. The officers of this organization shall be a President, a Vice President, a Secretary, and a Treasurer. Any number of offices may be held by the same person. Only directors may be officers.

Section 5.02. Election and Term of Office. Officers shall be elected for one-year terms by the Board at its first regular meeting following the annual meeting. Each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer. No person may serve in the same office for more than three (3) consecutive years.

Section 5.03. Resignations. An officer may resign at any time by giving notice to the organization in writing or in an electronic communication that meets the requirements of Section 4.21. The resignation of an officer is effective without acceptance when the notice is given to the organization, unless a later effective time is specified in the notice.

Section 5.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

Section 5.05. Vacancies. Vacancies may be filled by election at any regular meeting of the board or at a special meeting called for that purpose.

Section 5.06. President. The President shall preside at all meetings of the Board and of the members, act as official spokesperson of the organization, and perform such other duties as are required by statute or prescribed by the Board of Directors.

Section 5.07. Vice President. The Vice President shall perform the duties of the President in the event that the President is unable to do so, and such other duties as are required by the Board.
Section 5.08. Secretary. The Secretary shall record the minutes of each meeting of the Board and of the members; prepare and keep a list of members, directors, and officers; prepare the notices of meetings of the members for publication; prepare or supervise the preparation of letters, proposals, annual registration, other required reports; and prepare or supervised the preparation of all other written communication on behalf of the organization, unless such duties are otherwise assigned by the Board.

Section 5.09. Treasurer. The Treasurer shall make and keep records of all financial transactions, money, budget, and fiscal affairs of the organization; prepare and submit any required tax returns or other required financial reports; and perform such other duties as are required by statute or prescribed by the Board of Directors.

Section 5.11. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

ARTICLE VI
COMMITTEES

Section 6.01. Committees. The Board of Directors may establish and appoint such committees as are needed to conduct the affairs of the organization.

Section 6.02. Procedures. The general procedures specified within Article IV apply to committees and members of committees to the same extent as those sections apply to the Board of Directors. Each committee shall appoint a chairperson, vice chairperson, and secretary. The secretary of each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

Section 6.03. Function and Authority. The function and authority of any committee formed by the Fulton Neighborhood Association shall be as provided and limited in these bylaws except when specific functions, powers, or duties have been delegated or prescribed by a resolution adopted by the Board of Directors. Every committee shall investigate the subject assigned to it, shall attempt to arrive at recommendations, and shall report its findings and recommendations to the Board of Directors.

Without express authorization by the Board of Directors, no committee has authority to speak for the Fulton Neighborhood Association, to hold itself out as representing the Fulton Neighborhood Association, to adopt any public position in the name of the Fulton Neighborhood Association or in the name of the committee, or to enter into any contract or to incur any financial liability in the name of the Fulton Neighborhood Association or in the name of the committee.

Section 6.04. Encouraging Broad Participation. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by those eligible for membership in the Fulton Neighborhood Association, including persons who represent the diversity of the community by age, race, ethnicity, sex, religious or other beliefs, ability, income, family status, and affectional preference.
ARTICLE VII
BOOKS OF RECORD, FISCAL YEAR

Section 7.01. Books of Record. The organization shall keep at its registered office correct and complete copies of:

(a) its Articles of Incorporation and Bylaws;
(b) accounting records; and
(c) minutes of meetings of the members, the Board of Directors, and committees having any of the authority of the Board of Directors, for the last six (6) years.

Section 7.02. Fiscal Year. The fiscal year shall be from October 1 through September 30.

ARTICLE VIII
INDEMNIFICATION

The organization shall indemnify persons to the extent required by the Minnesota Nonprofit Corporation Act, and shall have the power otherwise to indemnify persons for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE IX
GRIEVANCE PROCEDURE

A written complaint regarding FNA or any of its activities may be submitted to any officer and shall be considered at the next regular meeting of the Board of Directors. The secretary shall provide the Board’s written response to the complainant within five business days of the meeting.

ARTICLE X
AFFIRMATIVE ACTION

No person shall be denied membership in the organization or discriminated against by this organization in its hiring policies, delivery of services, or other business because of age, race, ethnicity, sex, religious or other beliefs, ability, income, family status, or affectional preference.

ARTICLE XI
AMENDMENTS

Amendments to the Articles of Incorporation and these Bylaws must be approved by a two-thirds majority of the directors present at any regular meeting of the Board or at any special
meeting of the Board called for that purpose. In case of any conflict between the Articles of Incorporation and these Bylaws, the Articles of Incorporation shall control.

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These bylaws were adopted by the Board of the Fulton Neighborhood Association at its regular meeting on January 13, 2010.