BYLAWS OF

HARRISON NEIGHBORHOOD ASSOCIATION INC.

ARTICLE I: NAME

The name of this organization will be the Harrison Neighborhood Association (“HNA”).

ARTICLE II: PURPOSE

The Purpose of this corporation is:

To foster community awareness; to improve the quality of life within our community, to provide a forum for information and communication within our community, to educate residents in the use of effective procedures for resolving problems or initiating improvements, and to equitably unite all efforts within the community in raising and acting on issues of common concern directed toward improving the quality of life; pursuant to the meaning of the Section 501 (C) (3) of the Internal Revenue Code of 1954.

HNA works to create a prosperous and peaceful community that equitably benefits all of Harrison neighborhood's diverse racial, cultural, and economic groups.

ARTICLE III: NEIGHBORHOOD BOUNDARIES

The HNA boundaries will be:

East – Lyndale Avenue south of Glenwood Avenue and Girard Terrace north of Glenwood Avenue

North – Highway 55 (west of Girard Terrace and Glenwood Avenue east of Girard Terrace)

South – Bassett's Creek and the tracks (B.N.) from Colfax to Lyndale

West – Bassett's Creek

ARTICLE IV: MEMBERSHIP

A. Membership, including voting privileges at the HNA Annual General Meeting, is the right of any person who:

1. Resides within HNA boundaries and is at least 18 years old, or
2. Owns property within the HNA boundaries, or
3. Owns or manages a business within the HNA boundaries, or
4. Is an elected government official whose constituency consists of all or some persons residing within neighborhood boundaries.
B. Associate memberships, non-voting memberships, may be granted upon such terms and conditions as determined by the HNA Board.

C. Interest in Property – The members of HNA shall not have any right, title or interest in the real or personal property of HNA.

D. Rights of Members – The members of the Association shall have such rights conferred by the Minnesota Nonprofit Corporation Act. Each member shall have one (1) vote.

ARTICLE V: HNA BOARD OF DIRECTORS

A. General Powers – The directors of HNA shall constitute its governing Board of Directors (the “Board”) and shall have such powers and authority as shall be conferred upon them by the Articles of Incorporation, these Bylaws, and the Minnesota Nonprofit Corporation Act, as now enacted or hereinafter amended.

(Board membership shall be limited to individuals who qualify as HNA members pursuant to Article IV and At-large members pursuant to Article VII.

B. Board of Directors - The HNA Officers, Neighborhood Representatives, At-large Members, and Co-chairs of the preceding year shall comprise the Board.

C. Financial Reporting/Review – Prior to the Annual General Meeting the Board may choose to have an audit of the financial records of the HNA and prepare a report for presentation at the Annual General Meeting. In lieu of an audit, a financial review must take place for presentation at the Annual General Meeting.

D. Special Appointments – The Board shall have the authority to appoint and nominate individuals to perform tasks for HNA and to represent HNA within and outside the HNA neighborhood upon such terms and conditions as shall be determined by the Board. The Board shall, in its sole discretion, have the authority to remove such individuals from positions to which they are appointed.

E. Board terms shall be 2 years.

F. Resignations and Termination

1. Any Board member will automatically vacate their seat following their third consecutive absence from regular Board meetings in one year or four (4) total absences within one year. At the meeting at which the third or fourth absence is recorded, nominations for a new member will be opened. At the next meeting of the HNA Board, a vote will be taken to fill the vacancy.

2. If any Board member resigns or becomes ineligible for membership during his/her term of office, or is removed by the Board with good cause after
having been given an opportunity to respond thereto at a regular meeting, the Board shall be authorized to appoint a successor to fill the term.

G. Compensation – The Board members shall not receive compensation for performance of normal board duties and responsibilities.

ARTICLE VI: Neighborhood Representatives

A. Neighborhood Representatives – HNA shall have 12 (twelve) neighborhood representatives on the Board. Each Neighborhood Representative shall serve a term of 2 (two). These representatives may serve consecutive terms. There will also be two (2) alternate representatives for each area. A representative who is unable to attend a regular board meeting shall be responsible to notify their area alternate representative(s) one of whom shall then serve when the regular representative is absent.

B. Qualifications – The Neighborhood Representatives shall be:

1. A resident of the area which she/he represents;
2. Elected at the Annual Membership Meeting by a majority of members from their area in attendance at the annual meeting, of HNA who reside in the following areas:
   a. Area 1 – See Attached Map
   b. Area 2 – See Attached Map
   c. Area 3 – See Attached Map
   d. Area 4 – See Attached Map
   e. Area 5 – See Attached Map
   f. Area 6 – See Attached Map

C. Duties of the Neighborhood Representatives include:

1. Assisting in annual membership drives;
2. Identifying concerns, problems and opinions of residents of each area and bringing same to the HNA Board; and
3. Communicating with the residents in their area about their concerns and the activities of HNA.
ARTICLE VII: AT-LARGE MEMBERS

A. Up to four (4) At-large Members may be appointed by the HNA Board at the June board meeting. At-large Members shall serve a term of one year, and may be re-elected. At-large Members shall have a demonstrable value to the interests of the Harrison Neighborhood.

ARTICLE VIII: Officers

A. Executive Committee – The Executive Committee shall consist of the HNA officers plus the Past Co-chairs. Past Co-chairs serve for the purpose of continuity and may serve as an Executive Committee member for no more than one year and will not carry a vote.

B. Qualifications - the Executive Committee officers shall be:

1. Residents of the Harrison neighborhood; and
2. At least 18 years of age, unless otherwise permitted by law.
3. Co-chairs shall be of different genders, and shall not be of the same race or ethnicity.

C. Election/Term – Election of the officers shall take place at the first Board meeting upon a majority vote of the Board members and each officer shall hold office for one (1) year.

D. Officers shall assume office on the first day of the next month following their election and shall serve until their successors are elected and assume office.

E. Duties of Officers

1. Co-chairs – The Co-chairs shall:
   a. assume responsibility for insuring that all general membership and Board meetings are facilitated in a productive, efficient manner;
   b. sign, with the Secretary, or Secretary-Treasurer, all notes deeds and conveyances of real estate, as well as all necessary funding proposals and acceptances of funding when necessary;
   c. be responsible for review of major outgoing correspondence, including the newsletter representing the organization to insure conformity with organization purpose and goals;
   d. serve as chairperson(s) of the Personnel Review Committee of management of the organization; and
   e. submit, at the Annual Membership Meeting, a report of the activities and accomplishments of the HNA during the preceding year.
2. Secretary – The Secretary shall:
a. assume responsibility for, or direct another to maintain, the minutes of the Board meetings and the Annual General Membership Meeting,

b. be responsible for the correspondence of the Board; and

c. maintain a file of the correspondence, reports, records of HNA, the Board and task forces of the HNA.

3. Treasurer – The Treasurer shall:
a. be responsible for contributions and all receipts of the HNA, disbursement for all expenditures and the keeping of all financial reports;

b. prepare a tentative budget each spring for the following year, to be presented at the Annual General Membership Meeting;


c. assist, with staff, to prepare an evaluation and presentation of the previous year's financial records to the Annual General Meeting; and


d. present to the Board an audit or a review of the HNA finances prepared for the Annual General Meeting.

F. Resignations and Terminations – If any officer of HNA resigns or becomes ineligible for membership during his/her term of office, or is removed by the Board with good cause after having been given an opportunity to respond thereto at a regular meeting, the Board shall be authorized to appoint a successor to fill the term.

ARTICLE IX: ELECTIONS

A. Elections at the Annual General Meeting shall be for the purposes of electing Neighborhood Representatives in staggered years. (In odd years Neighborhood Representatives for Areas 1, 3, and 5 will be elected. In even years, Neighborhood Representatives for Areas 2, 4, and 6 will be elected.)

B. Each Area shall elect 2 (two) representatives and 2 (two) alternates.
ARTICLE X: MEETINGS

A. Annual General Meeting

1. The Annual General Membership Meeting shall be held at a location within the HNA boundaries within 5 (five) months after the close of the fiscal year, on such date and time as the Board of Directors shall select in each year.
2. Public notice of each General Membership Meeting will be given prior to the meeting.
3. All meetings are open to any person wishing to attend. Voting rights are open to those meeting the criteria of ARTICLE IV Section A.
4. Notice of any General Membership Meeting shall be given by the Secretary (or a designee) of HNA by publication in a legal newspaper published in Hennepin County, Minnesota, or by publication in a magazine, periodical, or newsletter regularly published by or on behalf of the HNA and circulated generally among the members within the HNA boundaries, or by mailing a notice thereof to each member at his or her residence or business address by United States mail, electronic mail, telephone, telegram, telex, or personal service at least two weeks previous to the date of the meeting.

The Secretary (or a designee) shall execute a certificate (for the files) setting forth a correct copy of such notice and showing the date of mailing or publication thereof. The failure of any resident or business to receive any such notice of the annual or special meeting of the residents or businesses shall not invalidate any action which may be taken by the attendees at any such Annual or Special Meeting.

B. HNA Board Meetings

1. The Board shall have the power to set the time, date, and place of the regular monthly meetings.
2. The Board shall have one regular meeting each month of the year. The Board members shall be notified of all Board meetings.
3. All meetings are open to any person wishing to attend.
4. Only Board members are entitled to vote.
5. Quorum will consist of 50% plus one (1) board members occupying a seat at the time the meeting is called to order, at least three of whom must be executive committee members and comprising no less than six (6) total. When a quorum is not present, the Board may choose to operate as a committee of the Whole as defined by Roberts Rules of Order with actions being reviewed and approved at the next full Board meeting.
6. Board meetings will operate with parliamentary procedure as outlined in Robert’s Rules of Order.
C. Special Directors Meetings – Special meetings of the Board may be called by either Co-chair or by a majority of said Board. Each member of the Board shall be duly notified of all such meetings.

D. Special Membership Meetings – The Co-chairs shall cause a special meeting of the organization to be called upon a written request of at least ten percent (10%) of the HNA members, or upon a majority vote of the Board. The notice of the time, place and purpose of such special meeting shall be issued within ten (10) days from and after the presentation of such petition, and such special meeting shall be held within thirty days from and after the date of presenting such petition. No business shall be considered at such meeting except as may be mentioned in the call and included in the notice of the meeting.

ARTICLE XI: INDEMNIFICATION

HNA shall indemnify each person who is or has been a director, officer or employee of HNA, and each person who is serving or who has served at the request of HNA as a Board member, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses, including attorneys fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him or her to the fullest extent of his or her right to indemnity under current Minnesota Corporation Law.

ARTICLE XII: COMPENSATION

Board members shall not be compensated and shall sign and adhere strictly to the Conflict of Interest Policy of HNA.

ARTICLE XIII: MISCELLANEOUS

A. Fiscal Year – The fiscal year of this association shall begin on the first day of January and close on the last day of December of each year.

B. Dissolution – HNA may be dissolved in the manner as provided by law in the Articles of Incorporation.

C. Amendments – The HNA Bylaws may be amended, repealed or altered, in whole or in part as provided by law, by a majority vote of those present and voting at any Annual General Meeting of the members as stated in Article IV Section A or at any special meeting when such action has been duly announced in the call of the special meeting. The proposed amendment must be presented by the Board to the Annual General Meeting attendees with proper notice (as stated in meeting notice).

D. Authority to borrow, encumber assets – No Board member, officer, agent or employee of HNA shall have any power or authority to borrow money on its
behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by resolutions adopted from time to time by the Board. Authority may be given by the Board for any of the above purposes and may be general or limited to specific instances.

E. Deposit of funds – All funds of HNA shall be deposited from time to time to the credit of HNA in such banks, trust companies or other depositories as the Board may approve or designate, and all such funds shall be withdrawn only in the manner or manners authorized by the Board from time to time.

F. Applicable Law – HNA was formed under and pursuant to the provisions of Chapter 317A of the Minnesota Statutes. All references in these Bylaws to Chapter 317A shall mean and include such chapter as currently enacted or hereafter amended.

ARTICLE XIV: ACKNOWLEDGEMENT

The undersigned officer of the Association does hereby certify that the foregoing Bylaws were adopted as the complete Bylaws of the Association by its members on the _____ day of ___________________, 20____.

MISSION & VISION STATEMENT

We are creating a prosperous and peaceful community that equitably benefits all of Harrison Neighborhood’s diverse racial, cultural and economic groups.

We work to foster community awareness to improve the quality of life within our community, to provide a forum for information and communication within our community, to educate residents in the use of effective procedures for resolving problems or initiating improvements and to unite all efforts within the community in raising and acting on issues of common concern, directed toward improving the quality of life.
HNA Bylaws. Updated in 2015