

Article 1: Purpose

The Hawthorne Neighborhood Council (HNC) is a non-profit neighborhood organization established for the purpose of increasing opportunities for neighborhood residents to obtain housing, to support the establishment of businesses that are located within the Hawthorne neighborhood and that meet the neighborhood's needs, to promote neighborhood improvements and revitalization including but not limited to: public safety, environment, transportation, educational and recreational opportunities, economic development, and to encourage neighborhood communication and citizen participation.

Article 2: Area

The Hawthorne neighborhood, for the purposes of the Articles of Incorporation and the Bylaws, is defined as that part of the City of Minneapolis bounded by Lowry Avenue North on the north, West Broadway Avenue on the south, the Mississippi River on the east and Emerson Avenue North on the west.

Article 3: Membership

All residents, property owners, and one designated representative of any business, religious institution, school, or non-profit organization located within the Hawthorne neighborhood and are age eighteen (18) or older are eligible to be members.

HNC sponsored functions include but are not limited to Board, committee, and community meetings.

The organization will maintain a list of all persons who attend any meeting of HNC.

No person will be denied membership in the organization because of consideration of their race, religious belief, color, gender, age, sexual preference, orientation or gender assignment, natural origin, economic status or disability. Membership is not transferable or assignable.

Article 4: Meetings of the Membership

Section 1: Annual Meetings

There will be at least one Annual Meeting of the members during each calendar year at a time and place in the Hawthorne neighborhood as set by the Board of Directors. At such time, reports of the activities of the organization will be presented to the members, Board members will be elected, and other membership business will be conducted. Notice for the Annual Meeting will be given at least twenty-one (21) days in advance using one or more of the following methods: U.S. Mail, telephone, email, electronically and on the HNC Website.

Section 2: General Meetings

General meetings of the membership will be held at a time and place to be determined by the Board of Directors. These meetings will be informative and participatory in nature.

Section 3: Special Meetings

Special meetings of the membership may be called by the Board Chair or by twenty-five (25) members of the organization.

Section 4: Notice

Notice of general, special, or annual meetings will be given at least ten (10) days in advance of the meetings, either by U.S. Mail, telephone, email, electronically on the HNC website and posted in the Hawthorne newsletter and will include the date of the meeting, the location and time of the meeting, and an agenda. Business conducted at specially called meetings will be limited to the published agenda.

Section 5: Quorum

A quorum for the transaction of business at meetings of the membership shall consist of at least twenty-five (25) voting members of the organization. Robert's Rules of Order, Newly Revised, will apply at all times during meetings.

Section 6: Voting

Passage of a motion or resolution requires the vote of a majority of the voting members present for the meeting unless otherwise required by law or these Bylaws. All members are entitled to vote. No member may vote by proxy or more than once per issue. Voting members are defined as all Hawthorne residents, property owners, and one designated representative of any business, religious institution, school, or non-profit organization located within the Hawthorne neighborhood.

Section 7: Dissolution

Dissolution of the organization requires a two-thirds (2/3) vote of the voting members present at a meeting called specifically for this purpose. A 30-day notice of such action will be given either by U.S. Mail, telephone, fax, email, electronically on the HNC website or posted in the Hawthorne newsletter. Notice begins as of the postmark date of the mailing, a copy of which must be mailed to the HNC office.

Section 8: Open Meetings

All HNC meetings are free and open to the public.

Section 9: Minutes

Minutes of all meetings will be kept in designated minutes books of the organization, stored at the HNC office and will be made available upon request.

Article 5: Board of Directors

Section 1: Powers and Responsibilities of the Board

Subd. 1: General Powers and Responsibilities - The business and property of the organization will be managed and controlled by its Board of Directors. The Board as a whole has the authority and responsibility to take actions as necessary to accomplish the purpose of the organization and directives of the general membership, subject to the provisions of the Articles of Incorporation, these Bylaws, and all applicable laws. Board members will not receive compensation for their services as Board members. This does not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Board member when rendering administrative, professional, or other bona fide services to the Council in a capacity other than as a Board member of the Council, subject to Conflict of Interest provisions in these Bylaws and applicable law.

A Board member will discharge the duties of the office in good faith, in a manner reasonably believed to be in the best interests of the Council and with the same care an ordinarily prudent person in a like position would exercise under similar circumstances.

Subd. 2: Specific Powers of Board Members — Among the powers outlined above, members of the Board of Directors have the following limitable authorities and privileges: To be recognized and speak at all HNC meetings, to have access to information of the organization, including the office, publications and files, and to be able to solicit donations on behalf of HNC as approved by the Board of Directors. These specific powers are subject to limits within the law, the Articles of Incorporation, and within these Bylaws. These specific powers may also be limited by the Board's action, as a policy or as an act of censure for their abuse. No member may financially encumber the Board.

Subd. 3: Specific Responsibilities of Board Members. Among the general responsibilities outlined above, Board members' responsibilities specifically include active participation on the Council, on at least one of the Council's committees, and at Board Training sessions. Board training will be at the Council's expense.

Section 2: Number of Board Seats

The Board will consist of seventeen (17) members, including: Eight (8) quadrant representatives, Four (4) at-Large representatives; two (2) business representatives (either an owner, employee or designated representative of a business located within the Hawthorne neighborhood), and three (3) representatives of non-profit organizations located within the Hawthorne neighborhood.

Section 3: Qualifications

All Board members must qualify as voting members of the Council, as specified in Article 3.

Subd. 1: Age Qualifications — All Board members must be at least eighteen (18) years of age.

Subd. 2: Quadrant Seat Qualifications — Two (2) residents will be elected from each of the following four (4) Quadrants:

Quadrant One: The area bordered by 26th Avenue North on the north, West Broadway Avenue on the south, Lyndale Avenue North on the east, and Emerson Avenue North on the west.

Quadrant Two: The area bordered by 26th Avenue North on the north, West Broadway Avenue on the south, the Mississippi River on the east, and Lyndale Avenue North on the west.

Quadrant Three: The area bordered by Lowry Avenue North on the north, 26th Avenue North on the south, Lyndale Avenue North on the east, and Emerson Avenue North on the west.

Quadrant Four: The area bordered by Lowry Avenue North on the north, 26th Avenue North on the south, the Mississippi River on the east, and Lyndale Avenue North on the west.

Quadrant representatives must live within the district they represent and will be elected by members from that quadrant.

Subd. 3: At Large Board Members — Four (4) residents Board members will be elected at-large.

Subd. 4: Business Seats — There will be two (2) Board members who either own a legally licensed rental property; or who own or work for a licensed business within the Hawthorne neighborhood. These representatives will be elected by the business members of the organization during a caucus held at the Annual Meeting. Only one (1) representative from any single organization or business may be elected and only one (1) representative from any single organization or business may cast a vote.

Subd. 5: Non-Profit member seats- Three (3) representatives from non-profit organizations within the Hawthorne neighborhood will be elected. One of these seats must be filled by a representative from a non-profit organization specifically serving youth. These representatives must be elected by the non-profit sector members of the Council during a caucus held at the Annual meeting. Only one (1) representative from any non-profit organization may be elected and only one (1) representative from any non-profit organization may cast a vote.

Subd. 6: Employee Eligibility — Employees of HNC are not eligible for election or appointment to the HNC Board of Directors, nor are they able to vote.

Section 4: Selection

The Affirmative Action section of the Bylaws must be read prior to the opening of nominations for elections at the Annual Meeting. The community will therefore be advised that the election of Board Members should, to the greatest extent possible, reflect the diversity of the Hawthorne neighborhood.

All Board members will be elected at the Annual Meeting. Nominations may be brought forward by either the HNC Board Membership Committee or directly from members in attendance.

Section 5: Tenure

All Board members will be elected to a two (2) year term that begins at the Annual Meeting. Board elections will be staggered so that: one (1) representative from each Quadrant and one-half (1/2) of the at-large Board members will be elected annually.

Board members elected by appointment or special election may run for re-election at the next Annual Meeting when their term expires.

Section 6: Vacancies

Any vacancies that occur either between Annual Meeting may be filled either by appointment by the Board of Directors, or by election by the eligible voting members at the meeting scheduled for that purpose. The Board will seek a candidate for any vacant position(s) who meets the qualifications of Section 3 of this Article. A notice of all board vacancies will be posted on the HNC website for a minimum of twenty-one (21) days prior to the appointment or election to fill a vacancy. The Board may fill vacancies by appointment prior to the effective date of the vacancy, provided the successor does not take office until the effective date of the vacancy.

Section 7: Removal of a Board Member

Subd. 1: Qualification - A Board member who no longer qualifies under Section 3 of this article will be removed automatically by the Board Chair. A Board member may be removed at any time for just cause, by a two-thirds (2/3) vote of the Board of Directors. Removal for just cause may include, but is not limited to: Dereliction of responsibilities and misdirection of resources as defined in these Bylaws.

Subd. 2: Derelictions of Responsibilities - The Board is authorized to remove one of its own members for Dereliction of Responsibilities as defined below:

A total of three (3) absences from duly called and scheduled Board of Directors regular and special meetings within the immediately preceding twelve (12) month period is considered dereliction. The lack of participation on a committee of the Board or lack of other public commitment to the business of the Council for three (3) months is considered dereliction.

Subd. 3: Misdirection of Resources — The Board of Directors is authorized to remove one of its own members for Misdirection of Council's resources as defined below:

The direction or dispensation or commitment of Council monetary, time, space, or equipment resources without proper authority as defined by law, the Articles of Incorporation, these Bylaws, or Council policy, shall be is considered Misdirection of Resources.

Subd. 4: Notice — Written notice must be given by the Board of Directors twenty-one (21) days prior to the proposed action. The Board member scheduled for removal will have the opportunity to be heard either in writing or orally immediately prior to the proposed action

Section 8: Leave of Absence

A Board Member may request a leave of absence of up to three (3) months. A request must be made in writing to the Board Chair and state the beginning and ending dates and reason for the leave. The Board Member should not assume a leave will automatically be granted. Consideration will be made on a case by case basis and reviewed by the Executive Committee. If granted, the Board Chair will communicate leave information to the full board and all applicable committees.

During a leave, missed meetings will neither be considered a dereliction of duty nor counted as any of the allowed absences. In addition, the seat held will be temporarily suspended or considered not filled for the purpose of quorum. If the Board Member does not return from leave it will be grounds for removal.

Section 9: Resignation of a Board Member

Any Board member may resign at any time by giving written notice to the Chair of the Board. The resignation will take effect when it is delivered unless the written notice states otherwise. Letters of resignation will be read into the record at the next regularly scheduled Board meeting.

Article 6: Meetings of the Board

Section 1: Regular Meetings

The Board of Directors will hold monthly meetings. These meetings will be held in the Hawthorne neighborhood at such time and place as may be agreed upon by resolution of the Board.

Section 2: Special Meetings

Special meetings may be called by the Board Chairperson or by fifty percent (50%) of the Board members then in office. Notice of special meetings will be given at least forty-eight (48) hours in advance of the meetings either by U.S. Mail, telephone, fax or e-mail, and posted on the HNC website and will include time, date, location and agenda. Business conducted at special meetings will be limited to the written agenda. Any mailing must be sent to the HNC office.

Section 3: Notice

Written notice of regular meetings, including a written agenda, will be distributed to all Board members at least five (5) days prior to the meeting. No notice shall be given more than thirty (30) days before any meeting. A copy of such notice must be mailed to the HNC office.

Section 4: Open Meetings

Decisions by the Board of Directors and its Committees will be reached at regular meetings, open to all members of the Board and to the general public. Meetings, or portions of meetings, may be closed, however, to allow the Board to discuss potential or pending litigation, labor, and personnel matters. Committees may meet as often as they deem necessary without public notice, except that they must hold regularly scheduled public meetings as well.

Section 5: Quorum

A quorum necessary for the official transaction of business shall consist of at least one half (1/2) of the Board members then in office. If the quorum is lost before the meeting is adjourned, business may still be conducted. Parliamentary Procedure (Robert's Rules of Order, most recent edition) applies at all times during board meetings.

Section 6: Agenda

The proposed agenda of all meetings of the Board of Directors will be made available to the public and the Board. The Executive Committee, the HNC staff, the Board Chair and Committees may place items on the proposed agenda. Any of the above may be contacted by a general member of the organization to request that an item be added to the agenda. The Board must place submitted complaints on the agenda, consider, and respond as specified in Article 15.

Section 7: Voting

Subd. 1: Only duly elected or appointed Board Members may vote on Council business at Board meetings.

Subd. 2: Passage of a Motion or Resolution requires a vote of a majority of Board members present at a meeting, unless otherwise provided for in the most current edition of Robert's Rules of Order, or these Bylaws. Sale, dispensation, or mortgage of Council assets shall require a two-thirds (2/3) vote of the Board members present. Under a passage of a motion or resolution, a Board member is required to vote yes, no, or abstain. In addition, a Board member may request that their specific vote be recorded by the Board Secretary.

Subd. 3: A call for division of the vote must be honored and the minutes must then include a complete record of the vote.

Article 7: Officers of the Board

Section 1: Officers of the Board and their Duties

The Officers of the Board shall consist of the Chair, the Vice Chair, the Second Vice Chair, the Secretary and the Treasurer elected by Board members at the first regularly scheduled Board meeting following the Annual Meeting. The officers' duties are to establish procedures with which to carry out the policies of the Council, and to carry out their specific duties for the organization. The offices of Chair and Treasurer must be filled at all times.

No Board member may hold more than one office at a time and only one member per household or immediate family may serve as an Officer of the Board. Except as provided in these Bylaws, the Board of Directors will determine the powers and duties of all officers.

Section 2: Responsibilities and Limits

No officer may in any way bind the Council to do or not do any certain thing unless expressly authorized by the Board. No such action will in any way be recognized by the Council, unless expressly ratified or approved by the Board.

Section 3: Term of Office

Officers will serve one (1) year terms, until their successors are elected, or until resignation or removal from office.

Section 4: Removal and Vacancies

Any officer may be removed from their position at any time for just cause by the vote of two-thirds (2/3) of the Board members then in office following a twenty one (21) day notice of said action and the right to be heard thereon. Just cause is defined as a cause that a reasonable person would consider a fair and reasonable justification for removal. Board Officers may also be removed from the Board by the Board for the following reasons: Dereliction of Responsibilities and Misdirection of Resources as defined in these Bylaws.

If there is a vacancy among the officers of the Council for any reason the vacancy shall be written into the meeting minutes and may be filled for the un-expired term by the Board at a regular meeting, or at a meeting called for that purpose.

Section 5: Chair of the Board

The Board Chair has the responsibility of general oversight of the business of the Council and can delegate such authority when necessary. The Board Chair presides over or delegates such authority at all meetings of the Board of Directors. The Board Chair is recognized as the Chief Executive Officer of the Council and ensures that all orders and resolutions of the Board are carried into effect. The Board Chair is considered "President" of the Council for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Council under that title. The Board Chair performs all duties usually incident to that office

and such other duties as the Board may prescribe. The Board Chair is entitled to vote in the same manner as any other member of the Board of Directors. The Board Chair is also chair of the Executive Committee and is a member ex-officio of all committees.

Section 6: Vice Chair

The Vice Chair has such powers and performs such duties as may be specified in these Bylaws or prescribed by the Board or by the Board Chair. In the event of absence or disability of the Board Chair, the Vice-Chair assumes the power and duties described in Subdivision 1, Section 1, of this Article, until the Board Chair is again present or a new Board Chair is elected. The Vice Chair is considered chair of the Membership committee and is responsible for organizing the Annual Meeting.

Section 7: Second Vice-Chair

The Second Vice-Chair is the Chair of the Personnel Committee, and as such is responsible for keeping the Board aware of personnel issues. The Second Vice Chair assumes the duties of the Board Chair in the absence of the Board Chair and First Vice Chair.

Section 8: Secretary

The Secretary is responsible for maintenance of the records of the organization, including the minutes books and a record of policies set by the Board. The Secretary is responsible for the recording of minutes of all meetings of the Board, Executive Committee, and meetings of the

General Membership. The Secretary will sign and execute such documents as may be necessary to the transaction of business by the Council.

Section 9: Treasurer

The Treasurer is responsible for the accurate accounting of all monies of the Council received or disbursed and will submit to the Board and Board Chair a monthly written account of the financial condition of the Council. The Treasurer is responsible for supervising the receipt, deposit and disbursement of the funds of the Council in accordance with the policies established by the Board of Directors and serves as Chair of the Finance committee.

Article 8 Committees

Section 1: General Powers and Responsibilities

At the time the Council establishes a new committee, the Council will identify the committee as either standing or action, identify the major purposes and duties of that committee and approve a Chair of the committee. The HNC Board will review the purpose and duties of all committees. The Chair of the committee is responsible for keeping the HNC Board informed of committee actions and must provide minutes of each meeting to be distributed to the Board. A copy will be maintained in the minutes book at the HNC office.

Subd. 1: The Standing Committees. The Standing Committees of the Council include: Executive, Personnel, Finance and Membership. The Chair of each will be a Board member.

Any Hawthorne resident or other eligible member may serve on and participate in the Finance and Membership committees. All actions taken by a committee must be forwarded to the Board of Directors that has the right to alter, accept or reject these actions.

Subd. 2: Executive Committee. The officers of the HNC Board and the chairs of its standing and action committees constitute the Executive Committee. The Executive Committee has all of the power and authority of the Board of Directors to act on any matter requiring attention between the regularly scheduled meetings of the Board. Its decisions are subject to review by the Board at its next meeting. The Executive Committee establishes its own rules and procedures consistent with these Bylaws. A majority of the Committee members constitutes a quorum. The Committee will keep minutes of all its meetings and will report monthly to the Board. These minutes will be maintained in the minutes book of the Council at the HNC office and on approval by the committee, will be made available upon request. The Executive Committee compiles the agenda for the Board of Directors meetings, and deals with implementation of the Board's decisions. The Executive Committee, and specifically the Board Chair, will oversee the Executive Director. The Executive Committee will also oversee citizen participation functions of the Council.

Subd. 3: Personnel Committee. The Personnel Committee will be chaired by the Second Vice Chair and have a set membership to be appointed by the Board Chair. This Committee will deal with the personnel matters of the Council, including the Executive Director's performance appraisal at least annually, oversight and annual review of the Personnel

Policies, and recruitment for the Director or Manager position. In the absence of a Director or Manager the personnel committee will address the recruitment for staff positions.

Subd. 4: Finance Committee. The Finance Committee will be chaired by the Treasurer. Membership of this committee shall be recognized by the Board of Directors at the first meeting of the committee following the annual meeting. This Committee ensures the accurate accounting of all financial matters and oversees the preparation of any audits, forecasts, budgets and other financial reports. Annually, the Finance committee will develop a fundraising plan for the Council.

Subd. 5: Membership Committee. The Membership Committee will be chaired by the First Vice-Chair. The Membership Committee oversees and submits Board nominations for election or appointment, and prepares and coordinates the Annual Meeting. The Membership Committee will also oversee the publication of the Hawthorne newsletter, the membership lists and other recruitment and outreach activities in the neighborhood.

Subd. 6: Action Committees. The Board may create other committees and delegate to these committees such powers and responsibilities as it may deem appropriate. Any eligible member who may vote in general elections is eligible to serve on and participate in these committees. All actions taken by a committee must be forwarded to the Board of Directors that has the right to alter, accept or reject these actions. The Board may delegate to a committee the authority to act on behalf of the Council. These committees deal with the issue work of the community. These committees may include but are not limited to: Business, Crime & Safety, Environment, Housing, and Community and Communications.

Article 9: Staff

Section 1: Executive Director

The Board of Directors has the authority to employ an Executive Director to administrate and to monitor the progress of the organization. The Executive Director will be compensated in a manner determined by the Finance committee and the Personnel committee and approved by the Board. The duties shall include but not be limited to implementation of Board decisions hiring and supervision of staff financial management in conjunction with the Finance committee, public representation of the organization and serving the Board in an advisory capacity in the decision making process.

The Executive Director will have the authority to hire, discipline, suspend and begin documentation to terminate all other HNC employees. Termination of an HNC employee other than that of the Executive Director shall be subject to a final review by the executive committee and the HNC Board.

The Executive Director serves at the will of the HNC Board and may be removed with or without cause. The Board of Directors has the authority to discipline, suspend and/or terminate the Executive Director

Section 2: Employees

The Board may create or empower the Executive Director to create additional staff positions that meet the organizational needs as fiscally prudent with a job description for

the position and with the final approval of the HNC Board of Directors. Employees serve at the will of the Board.

Article 10: Seal, Books and Record Audit Fiscal Year, Offices

The Organization will have no seal.

Section 2: Books and Records

The Board of Directors will keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all standing or recognized committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

Section 3: Audit

The Board will cause the records and books of account of the Council to be audited at least once every three (3) years and at such other times as the Board deems appropriate.

Section 4: Fiscal Year

The fiscal year of the Council will run from January 1 through December 31.

Section 5: Principal Office

The principal office of the Council is in the Hawthorne neighborhood in the City of Minneapolis, State of Minnesota.

Article 11: Contracts, Loans, Checks and Deposits

Section 1: Contracts

The Executive Director or Board Chair will enter into all contracts, as approved by the Board of Directors.

Section 2: Loans

No loans may be contracted on behalf of the Hawthorne Neighborhood Council and no evidence of indebtedness may be issued in its name unless authorized by a resolution proposed by two-thirds (2/3) majority vote of the Board members present.

Section 3: Checks and Drafts

The Board may authorize the Executive Director, HNC Staff, or Bookkeeping/Accounting firm to write and distribute all Hawthorne Area Community Council's HNC checks or drafts.

All check requests for the payment of money, notes, or other indebtedness issued in the name of the Council must be authorized by the Officers of the Board or the Director as follows:

Check requests will require two (2) signatures. The signatures may be those of the Board Chair, the Vice Chair, Secretary, Treasurer or the Executive Director. Additionally, all checks must be signed by two (2) of the individuals listed.

Exceptions may be made by the Board of Directors so that the Council office will not be prohibited from operating efficiently.

Section 4: Deposits

All funds of the organization not otherwise employed will be deposited to the credit of the Council in such banks, trust companies, or other depositories or investments as the Board may select.

Article 12: Indemnification

The Council, acting through its Board of Directors, or as otherwise provided in these Bylaws, will, as permitted by the statutes and decisional law of the State of Minnesota, or by any other applicable rules or principles of law, indemnify each officer of the Council against the expense of any action to which s/he was or is a party or is threatened to be made a party thereof by reason of the fact that s/he is or was an Officer of the organization. Any provision in these Bylaws which would prevent such indemnification to the full extent permitted by law as it may be expanded by statute, decision of court or otherwise, will be deemed amended to conform to such expanded right of indemnification without normal action by the Board of Directors.

The organization must maintain an Officers and Directors Liability Insurance Policy.

Article 13: Affirmative Action

No person will be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, religious belief, color, gender, age, sexual preference, orientation or gender assignment, natural origin, economic status or disability.

Affirmative action is action, including procedures, methods and practices that will equalize opportunities relating to all means of participating in the organization's activities for members, staff and other community residents. This organization strives to have the diversity of the community reflected by diversity on the Board.

Article 14: Conflict of Interest

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project, or development that is being considered by the organization's task forces or standing or action committees, its Board of Directors, or membership, must declare that affiliation and must abstain from voting on any related issues. A conflict of interest will be deemed to exist if that person is a member of the same immediate family (spouse, significant other, son, daughter, father, mother, brother or sister), or household of the beneficiary of any action of HNC.

All Board members must sign an annual Conflict of Interest policy as approved by the Board of Directors.

Article 15: Grievances

Subd. 1: A member who reasonably believes he or she has been adversely affected by a decision or policy made by HNC may file a grievance with the Board of Directors through the Board Chair or the Secretary. HNC will make a complaint form available that includes

instructions on how to file the grievance. The grievance must be addressed to the Board Chair and mailed to the HNC office via certified US Mail. The grievance must contain:

1. A short statement of the facts.
2. The grounds for the complaint.
3. Identification of the person or persons and or policy grieved.

Grievances must be received by the Board of Directors within one (1) year of the alleged decision.

Subd 2: Receipt of Grievances. Within fourteen (14) business days of receiving the grievance, the Board Chair must form a grievance committee. Within five (5) business days of the committee's formation, the committee must arrange a location, date and time for the grievant to present his or her complaint to the committee. The committee must make a finding and recommendation in writing within sixty (60) days after the meeting with the grievant. The committee's findings and recommendation must be presented to the Board at the next regularly scheduled Board meeting. The committee's recommendation passes upon a vote from the majority of the Board.

Subd 3: Grievance Committee. The committee should consist of three (3) Board members who are reasonably free of any conflicts of interest. The committee will use its best efforts to be fair, impartial, and to collect relevant evidence. Principles of due process will apply, including proper notice to the grieved and an adequate opportunity to respond or to be heard. The committee must recommend to the Board whether to sustain or not sustain the grievance and recommend specific actions, if any, that should be taken.

Article 16: Review of Bylaws

These Bylaws may be reviewed annually by a committee to be appointed by the Board Chair.

Article 17: Amendments to Bylaws

Section 1: Amendment by Membership

These Bylaws may be amended by the voting members of the organization as follows:

- A. The Board of Directors may propose an Amendment to the Bylaws by resolution setting forth the proposed Amendment and directing that it be submitted for adoption at a meeting of members; or
- B. Any fifteen (15) members may set forth a proposed Amendment by petition by them subscribed, which petition be filed with the Secretary of the organization.

Public Notice of the meeting of the members stating the purpose, including the proposed Amendment will be given as required in Article 4, Section 4 of these Bylaws, and notice to all Board members, If notice required by this clause has been given and a quorum present, the proposed Amendment may be adopted at any meeting of the members by a two-thirds (2/3) vote of those present and voting.

Section 2: Amendment by the Board of Directors

These Bylaws may be amended by the Board of Directors of the organization as follows:

A. The members of the organization may, by a majority vote of the eligible members voting at a meeting duly called for the purpose, authorize the Board of Directors, subject to clause (C), to exercise the power of amendment of these Bylaws in the manner prescribed in clause (B).

B. Should the voting members authorize the Board of Directors under clause (A) to amend these Bylaws; the proposed amendments will be presented at any monthly Board of Directors meeting and voted on at the following monthly Board of Directors meeting. Passing of a Bylaw amendment requires a two-thirds (2/3) vote of the Board members present.

C. The members, by a majority vote of those present and voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board to exercise the power of the Board to amend these bylaws.