ARTICLE I

PURPOSE

The Hale, Page, and Diamond Lake Community Association (HPDL) is a neighborhood organization whose purpose is: to serve as a clearinghouse for information; to provide a forum/meeting place for sharing information, discuss various viewpoints, air grievances, define problems or concerns, and seek solutions; to review city programs as they effect the Hale, Page, and Diamond Lake neighborhoods; to arrange and conduct neighborhood meetings; study and review proposals of a commercial, residential or housing development/rehabilitation nature in the neighborhood; and make recommendations to the appropriate agency or elected official (such as the Minneapolis Community Development Agency [MCDA] or the 11th ward City Council Member); promote improvements of the neighborhood; act as a contact between City, County, or State government departments or elected officials and the residents of the area.

ARTICLE II

AREA

The area of the HPDL Community Association, for purposes of the Articles of Incorporation and these By-Laws, shall be defined as that part of the city of Minneapolis bounded by the south shore of Minnehaha Creek on the north, Cedar Avenue on the east, 62nd Street on the south, and I-35W on the west.

ARTICLE III

MEMBERSHIP

Any natural person 16 years of age or older who is a resident property owner, tenant, or non-resident property owner in the Hale, Page, and Diamond Lake neighborhoods, as defined in Article II of these By-laws, shall be eligible for membership in the HPDL Community Association. There shall be but one class of members. There is no limit to the number of members.
Membership shall be open to all interested persons who meet the eligibility criteria of this Article. Membership shall be determined by notification to the Board of Directors or by the attending of any official meeting of the HPDL Community Association. No person shall be denied membership in the organization because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status or disability. Membership is not transferable or assignable.

ARTICLE IV

COMMUNITY MEETINGS

Section 1: Annual Meetings There shall be at least one annual meeting of the members during each calendar year at a time and place in Hale, Page, or Diamond Lake neighborhood as set by the Board of Directors. At such time reports of the activities of the organization shall be presented by the officers to the members, directors shall be elected and other membership business transacted.

Section 2: Special Meetings Special meetings of the membership may be called by the Chairperson of the Board, by three or more members of the Board, or by twenty-five percent (25%) of the number of members that would constitute a quorum as defined in section 4 of this article.

Section 3: Notice Notice of any meetings of the membership shall be given by posting announcements in the Hale, Page, and Diamond Lake neighborhoods and in writing to all members at least five (5) but not more that twenty (20) business days prior to the meeting. Such notice shall specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall include notice that the elections of Directors shall occur at this meeting.

Section 4: Quorum A quorum for the transaction of business shall consist of twenty-five percent (25%) of those in attendance at the most recent annual meeting. The most recent edition of Robert's Rules of Order shall apply at all times during meetings.

Section 5: Motion/Resolution Any motion or resolution offered at any meeting shall receive a hearing at that meeting and be brought to a vote at the next membership meeting, not to be held before the next scheduled board meeting. (This is not to include motions made in the conducting of normal business, such as motions to adjourn, accept minutes, etc.)

Section 6: Voting Passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by
law. Dissolution of the organization shall require a two-thirds \( \frac{2}{3} \) vote of the membership. All members present are entitled to vote; no member may vote by proxy or cumulatively.

**Section 7: Open Meetings** All meetings shall be open to the public.

**Section 8: Minutes** Minutes of all meetings will be kept and be available upon request.

### ARTICLE V

#### BOARD OF DIRECTORS

**Section 1: General Powers** The business and property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these By-laws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Director when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as a Director or member of this organization.

**Section 2: Number** The Board of Directors shall consist of twelve (12) members, two (2) residents each from Hale, Page, and Diamond Lake neighborhoods, and six (6) at large members. Only three (3) of the at large directors may be from the same neighborhood. The boundaries of each of the three (3) neighborhoods are as follows: Page Neighborhood is bounded by Minnehaha Creek on the north, Chicago Avenue on the east, Diamond Lake Road and 55th Street on the south, and I-35W on the west; Hale Neighborhood is bounded by Minnehaha Creek on the north, Cedar Avenue on the east, 55th Street on the south, and Chicago Avenue on the west; Diamond Lake Neighborhood is bounded by Diamond Lake Road and 55th Street on the north, Cedar Avenue on the east, 62nd Street on the south, and I-35W on the west.

**Section 3: Tenure** All members of the board shall not have a term limit once they are voted onto the board. At large Directors may be non-resident property owners of residential property located within Hale, Page, and Diamond Lake neighborhoods or a representative of a business or church located within the Hale, Page and Diamond Lake Community boundaries.

**Section 4: Selection** All Directors shall be elected at the HPDL Community Association annual membership meeting. The candidate receiving the highest number of votes within each category shall be elected to that seat on the Board.
Section 5: Vacancies  Any seat left vacant due to the lack of a candidate at the annual election or resignation, removal, or death of a seated Director shall be selected from the general membership by a majority vote of the Board of Directors. Such a Director shall be appointed to serve until the next election.

Section 6: Removal of a Director  Three (3) consecutive unexcused absences from duly called Board meetings shall be cause for removal by majority vote of the Board. Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard thereon.

Section 7: Resignation of a Director  Any Director may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered unless the written notice states otherwise. The death of a seated Director shall be treated in the same manner as a resignation.

ARTICLE VI

MEETINGS OF THE BOARD

Section 1: Regular Meeting  The Board of Directors shall hold monthly meetings. These meetings shall be held in the Hale, Page, or Diamond Lake neighborhood at such time and place as may be fixed by resolution of the Board.

Section 2: Special Meetings  Special meetings may be called by the Chair or by members of the board. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contacts. Special meetings shall be held in the Hale, Page, or Diamond Lake neighborhood and notice shall include time and place.

Section 3: Notice  Written notice of regular meetings shall be distributed at least three (3) days prior to the meeting to all Directors. Required notice of any meeting of the Board may be waived by any member in writing before, at or after a meeting. Appearance at any meeting by any Director shall be deemed a waiver of such required notice. Establishment of a regular schedule of Board Meetings will constitute notice, when distributed to Board Members.

If notice is given by mail for either a regular or special meeting, such notice shall be mailed at least two (2) additional days prior to the meeting and shall be deemed delivered when deposited in the United States mail, properly addressed with postage thereupon prepaid. No notice shall be given more than thirty (30) days before any special meeting.
Section 4: Open Meetings  All meetings of the Board of Directors and any Committees shall be open to any member of the Board and to the public, except as specifically stated in these By-laws or determined by law. Only seated Directors shall be allowed to vote at Board meetings. Meetings concerning personnel matters may be closed to protect employees rights of privacy.

Section 5: Quorum  Except as otherwise provided for by these By-laws, a quorum for the transaction of business shall consist of one-half (1/2) of the members of the Board. No member of the Board may give a proxy for himself/herself or vote by proxy. If a quorum is not present, a majority of the Directors may adjourn the meeting from time to time without further notice. The most recent edition of Robert's Rules of Order shall apply at all times during meetings.

Section 6: Voting  Passage of a motion or resolution shall require a vote of the majority of the board members present at the meeting, unless otherwise provided for in the most recent edition of Robert's Rules of Order or these By-laws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of Board members.

ARTICLE VIII

OFFICERS OF THE BOARD

Section 1: Officers of the Board and Their Duties  The officers of the corporation shall consist of the Chair of the Board, the Vice-Chair, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Board. No person shall hold two (2) offices at one time; however, the offices of Secretary and Treasurer may be combined if the Board so desires. Except as provided in these By-laws, the Board of Directors shall fix the powers and duties of all officers.

Section 2: Election, Term of Office and Qualifications  The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve until their successors have been elected or until their earlier resignation, removal from office or death.

Section 3: Removal and Vacancies  Any officer may be removed from office at any time by the vote of two-thirds (2/3) of the entire membership of the Board, with or without cause, but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or a special meeting called for that purpose.
Section 4: Chair  The Chair shall have the power of general management of the business of the organization, including the operation of the community office. He/She shall preside or delegate such authority at all meetings of the Board of Directors. He/She shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He/She shall be a member ex-officio of all committees. He/She shall be considered "President" of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents of behalf of the organization under that title. The Chair shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 5: Vice-Chair  The Vice-Chair shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board of Directors or by the Chair. In the event of absence or disability of the Chair, the Vice-Chair shall succeed to his/her power and duties. The Vice-Chair shall see that a list of current members is maintained, receive and certify all applications for membership.

Section 6: Secretary  The Secretary shall be secretary of the meetings of the Board of Directors and shall see that a record all proceedings of the meetings is taken and kept in the appropriate minute book of the organization. He/She shall see that proper notice of meetings is given to Directors. He/She shall sign and execute such documents as may be necessary to the transaction of business by the corporation. He/She shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.

Section 7: Treasurer  The Treasurer shall cause to be kept accurate accounts of all moneys of the organization received or disbursed and shall render to the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.

Section 8: Responsibilities  No officer shall in any way bind the organization to do or not to do any certain things unless expressly authorized to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.

ARTICLE VIII

COMMITTEES

The Board of Directors may appoint such other committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the organization is eligible to serve on and
participate in these committees. All actions taken by a committee shall be forwarded to the Board which shall have the right to amend, accept, or reject these actions. The Board may from time to time delegate to a committee the authority to act on behalf of the organization.

At the time that a committee is formed, the Board will identify the committee as either standing or temporary and shall identify the major purpose and tasks of that committee and appoint a chair. Committees can be unseated by the Board if they do not meet requirements specified in "HPDL Committee Ground Rules." Committees may be required to report to the Board as necessary.

A standing Finance committee shall assist the treasurer. This committee shall include at least the Treasurer, Chair, and one other Board Member. A Personnel Committee consisting of the Vice Chair, and at least two other Board Members shall oversee the implementation of the HPDL Personnel Policies, conduct interviews to fill vacancies, and make recommendations to the board on hiring and firing decisions. The Board may, from time to time seek to include non-Board members with special expertise or experience on these committees.

ARTICLE IX

STAFF

The Board of Directors shall have the power to employ and dismiss the staff persons that it deems necessary and prudent to run the day-to-day operations of the organization. At such time that the Board should create a position the Personnel Committee shall also prepare a description of the major duties and responsibilities associated with that position. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board unless expressly authorized by the Board to do so. The HPDL Personnel Policies, or specific contract, if any, drawn up and duly signed by the Chair of HPDL and the employee shall govern procedures for dismissal and handling grievances.

ARTICLE X

SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

Section 1: Seal The corporation shall have no seal.

Section 2: Books and Records The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all 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 shall cause the records and books of account of the organization to be audited at least once in each fiscal year and at such other times as the Board deems appropriate.

Section 4: Fiscal Year The fiscal year of the corporation shall be from June 1 to May 31.

Section 5: Principal Office The principal office of the organization shall be in the Hale, Page, and Diamond Lake neighborhoods of the City of Minneapolis, Minnesota.

ARTICLE XI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1: Contracts The Board of Directors may authorize any officer(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the HPDL Community Association, and such authority may be general or confined to specific instances.

Section 2: Loans No loans shall be contracted on behalf of the HPDL Community Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds (2/3) majority vote of the Board.

Section 3: Checks and Drafts All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the HPDL Community Association shall be signed by such officer or officers, agent or agents, of the organization, and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits All funds of the organization, not otherwise employed, shall be deposited from time to time to the credit of the HPDL Community Association in such banks, trust companies, other depositories or investments as the Board of Directors may select.

ARTICLE XII

INDEMNIFICATION

The organization, acting through its Board of Directors, or as otherwise provided in this By-law, shall as fully as may be permitted from time to time 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 organization against the expense
of any action to which he/she was or is a party or is threatened to be made a party thereof by reason of the fact that he/she is or was an officer of the organization. Any provision in these By-laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE XIII

EQUAL EMPLOYMENT OPPORTUNITY/AFFIRMATIVE ACTION, and SEXUAL HARASSMENT POLICIES

Section 1: Sexual Harassment  The policy of the Hale, Page, and Diamond Lake Community Association to provide a working environment free from sexual harassment. Sexual harassment of any employee or applicant for employment is prohibited and will not be tolerated. Retaliation against a person who reports or complains about sexual harassment, or who participates in the investigation of a sexual harassment complaint, is also prohibited.

Any employee of the Hale, Page, and Diamond Lake Community Association found to have violated this policy is subject to disciplinary action. Any Board Member found to have violated this policy is subject to removal procedures detailed in Article V, Section 6 of these By-laws.

Specific definitions and complaint procedures are detailed in the HPDL "Sexual Harassment Policy" found within the "Modified Affirmative Action Plan."

Section 2: Equal Employment Opportunity/Affirmative Action (EEO/AA)  No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectational preference, disability, age, marital status, source of income, or criminal record in accordance with all applicable Equal Employment Opportunity Affirmative Action laws, directives and regulations of Federal, State and Local governing bodies or agencies thereof, specifically including Chapter 139.50 and 141 of the Minneapolis Civil Rights Ordinance and the Rules and Regulations as applicable. Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices which will equalize opportunities relating to all means of participating in this organization's activities for members, staff and other community residents. This organization encourages people and other organizations to make recommendations about how this organization can act affirmatively to increase participation in the activities of the organization. Details of HPDL’s position can be found in the EEO/AA Action Statement in the HPDL "Modified Affirmative Action Plan."
ARTICLE XI

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 HPDL Community Association, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the immediate family (spouse, son, daughter, father, mother, brother, or sister) of the beneficiary of any action of the HPDL Community Association.

ARTICLE XV

GRIEVANCE PROCEDURES

1. A person with a complaint against the HPDL Community Association, or any of its activities, shall make said complaint in writing. A copy of this procedure shall be supplied to the complainant upon receipt of the complaint.  
2. The Chair of the Board will notify the full Board of Directors of the complaint at the next scheduled meeting of the Board. The Chair will refer complaints against HPDL staff to the Personnel Committee. For other complaints, the Board will determine what is necessary to fully investigate the complaint and prepare a response. An Ad Hoc grievance task force of several Board Members may be convened, if necessary, to gather information, hear testimony, or otherwise provide a full investigation of the complaint. Notification of this procedure will be given to the complainant. The task force will bring it's findings to the next scheduled Board Meeting and recommend whether to provide a full Board Hearing.  
3. If a hearing is deemed necessary, the complainant can bring 1-3 person(s) or materials to support their position or for general personal support. If the complain is against an HPDL committee or member of a committee, that committee is entitled to be present at the hearing.  
4. The Board will hear the complaint, with supporting evidence and refuting evidence as appropriate. The Board will then meet in closed session to make their decision on the complaint. The complainant will be notified of this decision.  
5. If the complaint is still not resolved, HPDL will offer the complainant mediation by the independent MMP. (Minneapolis Mediation Project)
ARTICLE XVI

AMENDMENTS TO BY-LAWS

Section 1: Amendment by Members  Any five (5) members may propose an amendment to these By-laws by filing a petition with the Secretary of the Corporation. Notice of the proposed amendment and its content shall be given to each member in the same manner as required in Article IV for notice of membership meetings. The proposed amendment shall be considered at the next membership meeting and may be adopted by a two-thirds (2/3) vote of those members present and voting.

Section 2: Amendment by the Board of Directors  The Board of Directors may amend these By-laws by a two-thirds (2/3) vote of the Directors taken at any meeting of the Board. Any amendment by the Board shall not be effective unless ratified by a majority vote of the members present and voting at the next membership meeting. Notice of the ratification vote shall be included in the membership meeting notice.