

By-laws of the Longfellow Community Council
Amended and approved by LCC Board of Directors and General Membership
April 26, 2021

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Article I. Mission

The mission of the Longfellow Community Council is *to improve the well being of our diverse community through engagement, involvement and empowerment.*

Article II. Goals

- A. The Longfellow Community Council (LCC) shall promote the social health of the community by involving citizens in its activities and shall reach out to all segments of the community, including traditionally under-represented groups.
- B. The LCC shall promote the economic health of the community by fostering employment and business opportunities that meet the needs of the community.

- C. The LCC shall act in the best interests of its community and represent those interests to other organizations and public bodies. This includes recommending action to governmental bodies and responding to proposals for residential or commercial development or livability issues in the LCC area.

Article III. Area

The area of the LCC, 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 27th Street East railroad tracks on the north, the Mississippi River on the east, Hiawatha Avenue on the west, and the southern boundary of Minnehaha Park on the south. These boundaries are commonly understood to include Longfellow, Cooper, Howe, and Hiawatha neighborhoods.

Article IV. Membership

- A. MEMBERSHIP ELIGIBILITY: People may become members of LCC if they are 16 years of age or older and meet either of the following qualifications:
1. They live or own property within the LCC area as proven by providing a MN driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of LCC or if a member who has the required documentation vouches for the individual; or
 2. They are the designated representatives of a business, non-profit organization, or public agency within the LCC area. Each business, non-profit or public agency may designate one voting member by providing written authorization to the LCC Secretary.
- B. MEMBERSHIP STATUS: Individuals may become members of LCC by requesting membership in writing (i.e. a letter to LCC, signing in at a general membership meeting or signing up for an LCC publication) provided they meet the requirements in Article IV, section A. Any member may resign by submitting a written notification of resignation to the Secretary.
- C. MEMBERSHIP POWERS: Members have the power and responsibility to:
1. Elect the Board of Directors.
 2. Amend the by-laws in accordance with Article XV.

Make recommendations to the Board as a committee of the whole.**Article V.**

Membership Meetings

A. GENERAL

1. Voting throughout the organization is done on the basis of one vote per member present. Cumulative voting and voting by proxy are not permitted. A majority of votes cast carries, except as otherwise specified by law, in these by-laws, or in Robert's Rules of Order, Newly Revised.
2. Membership meetings shall be chaired by the LCC President, if present, or the Vice President, Secretary, or Treasurer, in that order of succession.

3. Membership meetings require a quorum of 30 registered members.
4. Membership meetings may be conducted according to Robert's Rules of Order, Newly Revised, except that no motion may be made on a topic unless ten people have spoken on that topic, provided that at least ten people wish to speak.
5. A notice shall be published by the Executive Committee in a local newspaper at least 21 days prior to each regular membership meeting.

B. REGULAR MEMBERSHIP MEETINGS

1. The membership shall meet at least two times each year, including an annual election meeting to be held in approximately April. The Board of Directors shall determine the dates and locations of these meetings and should attempt to distribute them geographically among the neighborhoods.
2. The agenda for each meeting shall include a report by the Treasurer on the LCC's financial status, a report by the Board summarizing its actions since the previous membership meeting, reports from all LCC committees, and other items placed on the agenda by the Board. The agenda for the annual election meeting shall include the election of members to the Board.

C. SPECIAL MEMBERSHIP MEETINGS

1. A special membership meeting may be called at any time by written petition of 40 members or 10% of the registered membership, whichever is less. The Board of Directors may also call a special membership meeting. Any call for a special membership meeting must include an agenda for the meeting. The Board of Directors shall set the date for special membership meetings, which shall be within thirty days of the call for the meeting.

Article VI. Board of Directors

A. SIZE OF THE BOARD

The Board of Directors (the Board) shall have no more than 15 voting seats.

1. Twelve seats shall be reserved for members from each of the four neighborhoods (Longfellow, Cooper, Howe, and Hiawatha).
2. Two seats shall be reserved for community representatives and one seat shall be reserved for a business representative.
3. All chairpersons of LCC committees who are not Directors shall be ex-officio non-voting members of the Board during their terms as chairpersons.

B. TERMS AND TIMES OF ELECTION

1. Two of the Neighborhood seats will have two-year terms, and one of the neighborhood seats will have a one-year term. Community and business seats will have one-year terms. If a neighborhood is unable to fill all of three seats during the annual election, that seat will become a community seat as a one-year term until the next election.
2. All multi-year seats will be staggered.
3. Director elections will be held at the annual election meeting.
4. New terms begin, and old terms expire at the annual election meeting with the election of new Directors.
5. Members of the expiring Executive Committee will develop the agenda for the first meeting of the new Board. They will also identify a facilitator for the first portion of the first Board meeting.
6. No Director may serve more than six consecutive years on the Board as a voting member.

C. ELECTION OF THE BOARD

1. At each meeting at which a seat for neighborhood representatives are to be elected, the neighborhood shall caucus to nominate candidates for the seats. Nominations may be made from the floor for seats for which there is no recommendation from a caucus. Members must be present to be nominated or indicate their willingness to be nominated in writing.

2. The membership shall consider and may approve the nominations by two-thirds vote for at-large seats and by majority vote for all other seats. If a nomination from a caucus is not approved, the caucus shall reconvene to make a new nomination.

D. VACANCIES ON THE BOARD

1. Directors automatically resign by missing four Board meetings in one year.
2. Following creation of a vacancy on the Board, the President shall publish a notice of the vacancy in a neighborhood newspaper or other comparable public medium.
3. At any Board meeting between the published notice of the vacancy and the next annual election meeting, the Board may, by two-thirds vote of the elected directors, fill vacant seats until the next annual election meeting by selecting a candidate from the group or neighborhood corresponding to that seat.

E. DUTIES OF DIRECTORS

1. The Board is responsible for acting on business introduced at Board meetings.
2. Each Director is required to serve actively on one LCC committee and report to the Board on the work of the committee whenever necessary.
3. Directors shall be responsive to the concerns of their constituency and work collaboratively with the other Directors and staff in carrying out the mission of the LCC.
4. All the work and communications of the Directors on behalf of LCC shall be conducted in a respectful and professional manner. Communication between Directors, LCC staff, and members of the Longfellow Community should be ethical, effective and efficient to ensure the success and professionalism of LCC.

F. OFFICERS

1. The Board shall elect a President, Vice President, Secretary, and Treasurer at the first Board meeting following the annual election meeting, and as vacancies occur.
 - a) At the first Board meeting after the annual election meeting, the first portion of the meeting will be reserved for board member introductions and comments. This discussion will be structured to allow board members an opportunity to assess candidates for officer positions.

- b) To provide continuity, this meeting will be facilitated by a member of the outgoing Executive Committee. The facilitator will be an expiring or returning Board member who is not seeking re-election to the Executive Committee. If the outgoing President is eligible/willing to facilitate, they shall. If not, the order of succession will be Vice President, Treasurer, and Secretary. If no members of the outgoing Executive Committee are eligible/willing to facilitate, the longest serving member of the board who is not seeking election to the Executive Committee will facilitate.
 - c) The facilitator will not be eligible for election to any position on the Executive Committee at this meeting.
 - d) Only members of the new Board will have a vote in the election of officers. The election for President will be held first. Only members who have served for at least one year of a term will be eligible to serve as President. In the event that no member interested in the position meets the eligibility requirement, the full board will be responsible for resolving the issue. This may be done by appointing an Interim President, waiving the eligibility requirement or an alternative remedy.
 - e) Once elected, the new President will take office immediately and will chair the remaining elections and the balance of the meeting.
 - f) In the event of a vacancy in the office of President during the year: i) The Vice President shall assume all duties until the next Board meeting. ii) At that time, the highest-ranking member of the Executive Committee not seeking the office of President shall facilitate the meeting.
 - g) Before any officer elections, if there are non-neighborhood vacancies on the Board that have been properly noticed to the public, filling those seats will be the first order of business to allow full participation in the election of officers.
2. The President shall chair all meetings of the membership, Board and Executive Committee. The President shall also help the Board be aware of its obligations with regard to conflicts of interest, Board attendance, and compliance with all LCC bylaws and policies.
 3. The Vice President performs the duties of the President in the President's absence and assists the President and the Board in their work.
 4. The Secretary oversees the process of keeping accurate meeting records and membership lists. The Secretary assists the Board in its work and serves on the Credentials Committee during elections for the LCC Board.

5. The Treasurer oversees the process of keeping accurate financial accounts and reports the financial status of the LCC to the Board. The Treasurer serves on the Finance Committee and assists the Board in its work.
6. The Executive Committee shall act as a body to ensure all decisions are made collectively. All officers of the Executive Committee are responsible for contributing to the agenda of the Executive Committee meetings and actively participating in those meetings and the work of that Committee. In addition, officers will work with the Executive Director to develop an agenda for Board meetings. Officers are required to work collaboratively with the Executive Committee and Executive Director to ensure the organization is functioning internally and externally in order to serve its mission and make progress towards strategic goals. In the event that the Executive Committee cannot reach a decision on a particular issue due to disagreement among its members, the case shall be brought to the full Board of Directors for resolution.

Article VII. Meetings of the Board of Directors

A. GENERAL

1. All Board meetings are open to the general public except where privacy provisions of law dictate otherwise.
2. A quorum for the Board is a majority of the elected Directors.
3. Board meetings shall be conducted using Robert's Rules of Order.

B. REGULAR MEETINGS

1. The Board shall meet at least ten times per year, at a time and place convenient for all current Board members.
2. Notice of the time and place of each meeting shall be published in a neighborhood newspaper.
3. The Executive Committee shall propose an agenda for each regular Board meeting. Regular items may include staff reports, Treasurer's report, committee reports and recommendations, and new business.

C. SPECIAL MEETINGS

1. Special meetings of the Board shall be held upon written request to the President by one third of the current Directors. The request must include an agenda for the meeting.

2. A special meeting must be scheduled to occur within seven days of the receipt of the request. Directors must be notified in writing of the date and place of a special meeting at least three days in advance.

Article VIII. Committees

- A. STANDING COMMITTEES: There shall be two standing committees of the Board, which may make recommendations to the Board and which any member may attend:
 1. The Executive Committee shall consist of the officers of the Board, plus the Executive Director as a non-voting member. The Executive Committee shall have the responsibility to set the agenda for regular Board meetings and verify that all petitions for special Board and membership meetings comply with Article VII.C.1 or V.C, respectively. The Executive Committee oversees the Executive Director of the organization and is responsible for personnel policy. In the event that LCC does not have an Executive Director in place (e.g., in the interim between an Executive Director leaving LCC and a new Executive Director starting), staff shall report directly to the Executive Committee.
 2. The Finance Committee shall oversee the financial affairs of the organization. The Treasurer shall be a member of this committee. Unless the Executive Committee forms a separate Finance committee, the Executive Committee shall function as the Finance Committee. The Finance Committee shall review and may approve financial reports submitted by the Treasurer and shall advise the Board on financial matters.
- A. AD HOC COMMITTEES: The membership or the Board may establish additional committees by giving them a written charge. Each ad hoc committee shall exist until abolished by the body that established it or until the expiration of a time limit in its written charge.
 1. Ad hoc committees exist primarily to research issues within their written charge, report the community sentiments, and make recommendations for action to the Board.
 2. Meetings of ad hoc committees are open to the public.
 3. Voting rights on ad hoc committees extend to all LCC members who attend.
 4. Ad hoc committees shall elect at least one chairperson annually. No person may serve more than three consecutive years as chairperson of the same committee.
 5. A quorum for all ad hoc committees shall be three members.

6. The President may appoint an ad hoc Credentials Committee as needed, which shall include the Secretary, for each membership meeting. The committee shall register members and guests and issue voting credentials for caucuses. The committee shall also decide challenges to voting eligibility, which decision may be overruled by a majority of the membership present and voting.

Article IX. Administration

- A. The Board shall keep or cause to be kept complete records of account and minutes of meeting of the Board and all committees of the LCC.
- B. The Board shall cause the records and books of account of the organization to be audited at least once in each fiscal year.
- C. The Board shall choose the main office location of the LCC. It shall be in the area of the LCC, as defined by Article III of these by-laws.

Article X. Finances

- A. All funds of the organization not otherwise employed shall be deposited in a timely manner to the credit of the LCC in a bank selected by the Board.
- B. No loans or indebtedness shall be contracted on behalf of the LCC unless approved by two thirds of the current members of the Board.
- C. All checks, drafts, promissory notes, order for the payment of money, and other evidence of indebtedness of the LCC shall be approved through the LCC's approval process and signed by at least two members of the Executive Committee or one member of the Executive Committee and the Executive Director as outlined in the LCC Fiscal Policy.

Article XI. Conflict of Interest

The LCC may not enter into any contract or transaction with any Director or immediate family member (including domestic partner) of any Director unless the full facts of the situation are disclosed to the Board and approved by a majority vote (excluding the vote of any interested Director). Nor shall any Director vote on an issue in which the Director has a material financial interest.

Article XII. Indemnification

The Directors and officers of the LCC shall be indemnified by the corporation to the fullest extent permissible under the laws of the State of Minnesota.

Article XIII. Affirmative Action

The LCC shall not discriminate against any person in its personnel policies, delivery of services, or other business on the basis of color, creed, religion, ancestry, sexual orientation, national origin, sex, disability, age, height, marital status, source of income, or criminal record where the offense is not validly related to the job, services, or corporation business.

Article XIV. Grievance Procedure

- A. Grievances can be brought against LCC by any parties who have actively

engaged with the organization (e.g., Greater Longfellow residents, business owners in Greater Longfellow, contractors to LCC). Grievances must be submitted in writing to the Executive Committee and shall completely describe the grievance and propose a specific remedy.

1. If the grievance includes any member of the Executive Committee, the member shall be excused from any discussion, except as called upon during the grievance review.
- B. The Executive Committee shall attempt to resolve the grievance by conferring with the parties involved to understand the issues at hand and identify potential solutions. If this is unsuccessful, the Executive Committee shall issue a ruling.
- C. The Executive Committee shall report its actions to the parties involved in the grievance. The Executive Committee will also report its actions on the grievance to the Board. The report to the Board shall identify that a grievance was filed, any action items for the Board, and whether the grievance was resolved.
- D. Any interested party involved in the grievance may appeal the Executive Committee's decision to the Board within 14 days after a decision
- E. Upon an appeal, the Board shall consider the Executive Committee's decision as a recommendation and shall issue a ruling on the grievance.
- F. No individual who is a party to the grievance may vote on a ruling on the grievance.
- G. Any interested party may appeal the Board's decision to the Neighborhood and Community Relations Department (NCRD) at the City of Minneapolis.

Article XV. Amendment of bylaws

The Board may amend these by-laws by two-thirds vote upon notice to the membership of at least one month. Fifty members or 10% of the membership, whichever is less, may propose a resolution to amend or repeal the Board's action, and the membership may approve this resolution by sixty percent (60%) vote upon notice of at least seven days. All notices under this article must be written and include the full proposal for amendment or repeal.