

Logan Park Neighborhood Association Bylaws

I. Location

A. Registered Office

The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with state laws. The corporate records will be stored at Corporation's registered office or by electronic file storage system maintained by the Corporation.

B. Other Offices

Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of the Corporation may require.

II. Purpose

This corporation will not be operated for profit. Corporation is organized exclusively for the nonprofit purposes as specifically described in in the Articles of Incorporation.

Mission Statement: To enhance the quality of living in Logan Park Neighborhood

Beliefs:

- We believe in cultivating a welcoming, neighborly community
- We believe in fostering economic and social diversity
- We believe in supporting preservation of historic architecture
- We believe in honoring our working-class roots
- We believe in protecting parks and communal spaces
- We believe in building a safe, walk-able, and connected neighborhood
- We believe in supporting and celebrating our arts community
- We believe in creating meaningful relationships with the business community and encouraging collaborative growth around shared visions
- We believe in promoting a healthy and sustainable environment

III. Membership

Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

A. Classes of Membership

The Board of Directors has the authority to establish and define classes of voting and non-voting membership, and these classes may be changed from time to time. Corporation will have the following classes of membership:

1. **Voting Members.** Those who want to be involved with Corporation and meet the eligibility requirements, will each be considered a member in “good standing” who enjoys all benefits of membership; is allowed 1 vote and is eligible to serve as a Director of the Corporation.
 - a. **Active Member.** Any individual who is 18 years of age or older, who 1) resides in or owns property in the Logan Park neighborhood; or, 2) who operates or is employed by a business or organization located in Logan Park is eligible to become an Active Member. Logan Park is defined as the part of Minneapolis Minnesota bounded by:
 - i. The south side of 19th Avenue Northeast on the North;
 - ii. The west side of Central Ave Northeast on the East;
 - iii. The north side of Broadway Ave Northeast on the South;
 - iv. The east side of Washington Street Northeast on the West
2. **Non-voting Members.** The Board may establish classes of non-voting members for those who want to be involved with Corporation will each be considered a member in “good standing” who enjoys the benefits of membership. Non-voting members are welcome to attend Corporation’s member meetings but have no voting rights and are not eligible to serve as Directors of the Corporation.

B. Rights of Members.

The Board governs and voting members have limited voting rights. Each voting member in “good standing” will be eligible to cast 1 vote at the annual meeting of the voting membership as well as 1 vote in any periodic vote involving the voting membership and authorized by Board Action. Members must vote in person, by U.S. mail, or electronically when authorized. Voting by proxy is *not* permitted.

C. Member Benefits:

Benefits of membership will include:

- Election of Directors;
- Approval of amendments to the Bylaws;
- Other such benefits as the Board of Directors may determine from time to time;

D. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of the Corporation.

E. Membership Duration

Once registered as a Corporation Member, Membership will continue in perpetuity so long as the member is in "good standing."

F. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any manner.

G. Grievance Procedure

Members have the right to lodge a complaint about actions of the Corporation which they believe have an unfair effect on them through the following procedure. This is to be distinguished from a general disagreement about a decision made in a democratic manner.

- 1. Written Submission Required.** In order to be considered, a grievance must be written, signed and include the full name, address and phone number of the complainant.

It should specify the following:

- What is the concern about the decision process?
 - What specific action(s) by the Board created the problem?
 - What actions the aggrieved party believes need to be taken to remedy the problem?
- 2. Grievance Panel.** Within 30 days of submission of a written grievance the following must occur: 1) the Board will convene a three-member panel made up of voting members who are not on the Board; 2) the Board Chair will send a letter of acknowledgment to the aggrieved party identifying the members of the grievance panel; 3) the panel will meet to consider the grievance and provide a written report and recommendation to the Board and the aggrieved party.

The panel:

- May request additional information from the aggrieved party or the Board
 - May invite the aggrieved party or Board members to the panel meeting
 - Will produce meeting minutes documenting their proceedings
- 3. Board Action & Appeals.** Once the written panel report is received the Board will review it, document it and take any necessary action on the written recommendations of the panel either by written action without a meeting, or at a regular or special board meeting, whichever allows for the grievance to be concluded within 60 days of the initial written submission.

Appeals in writing may be made directly to the Board of Directors. The Board will respond to appeals within 30 days of receiving the written appeal.

H. Meetings of Voting Members

1. **Record Date and Membership Roster.** The record date for determining who are the voting members at the time of a voting members meeting will be the day of the meeting. Corporation is not required to prepare a membership list or roster pursuant to Minn. Stat. 317A.439 (Subd. 6).
2. **Notice to Members.** Written notice, including the date, time, and place of the meeting, will be provided to the members through the website or newsletter at least 10 calendar days in advance of a member meeting.
3. **Monthly Member Meetings.** Monthly meetings of the members will be held on the third week of each month except December and August.
4. **Annual Member Meetings.** An annual meeting will take place the 3rd week in May. The specific date, time, and location of which will be designated by the Board. If the Board fails to select a place for the annual meeting, it will be held at Corporation's registered office. The annual meeting will be held for the purpose of electing open seats on the Board of Directors, as well as the consideration of any other business that may be properly brought before the Members or Board. There will be a report on the annual activities and financial condition of the Corporation at the meeting.
5. **Special Member Meetings.** Special meetings of the members may be called by the Chair of the Board, a simple majority of the Board of Directors, or a petition signed by 10 members entitled to vote. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
6. **Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Corporation will implement reasonable measures to:
 - a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
 - b. Provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
 - Read or hear the proceedings of the meeting in real time with the other participants;
 - If allowed by the procedures governing the meeting, have their remarks heard or read aloud in the meeting in real time along with other remarks; and
 - If entitled, vote on matters in real time with others voting.
7. **Member Meeting Quorum.** A quorum of the members is 10 members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with 5 days' written notice provided prior to the new date.

- 8. Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws. All eligible voters may cast 1 vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
- Election of Directors; and
 - Ratification / rejection of amendments to Bylaws
- 9. Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in accordance with Robert’s Rules of Order Newly Revised, as modified from time to time, or in other orderly manner that is deemed appropriate by the Chair.
- 10. Member Meeting Decorum.** Corporation will follow best and lawful practices for conducting business at member meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. Per Robert’s Rules of Order Newly Revised, the Chair has the sole responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary, and to maintain an orderly meeting, the Chair has the authority to remove a participant from the meeting. Another Officer may serve in the Chair’s capacity if required.
- 11. Member Action by Ballot.** Any action that may be taken at a regular or special meeting of the members may be taken without a meeting, if the Corporation delivers a ballot to every member entitled to vote on the matter. Ballots must comply with Minn. Stat. 317A.

IV. Board of Directors (Governing Body)

A. Number and Qualification

Corporation’s Board of Directors must be composed of not less than 9 and not more than 11 individuals who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the exempt purposes of Corporation. Directors will be natural persons, over the age of 18. All Directors must be voting members of the Corporation. The number of Directors who are not residents of Logan Park must not exceed 2.

B. Governing Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of Corporation. Fulfillment of fiduciary duties includes voting on all matters unless a Director is recused due to a conflict. Abstaining from votes is not permitted. Governing duties and powers include but are not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation.
2. Appointment and removal of Directors and Officers and set their compensation (if any) subject to the limitations of these Bylaws.
3. Employ and discharge, fix compensation for (if any), and prescribe duties and powers for all Officers, agents, employees, independent contractors, of Corporation.
4. Manage and oversee the affairs and activities of Corporation and setting policies and procedures.
5. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtaining the purposes of promoting the interests of Corporation.
6. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
7. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
8. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
9. Uphold the Bylaws, Policies and Procedures of the Corporation.
10. Report and update each individual's mailing addresses with the Secretary of the Corporation and receive Corporate notices at that address.
11. The Board of Directors may engage in acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and Federal laws. No Director will have any right, title, or interest in or to any property of Corporation. There will be no cumulative voting among Directors.

C. Terms

Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that no Director may serve more than 6 years in a row. Directors may return to the board after a one year break. The Board of Directors will consist of four (4) elected Directors with one-year terms, four (4) Directors with two-year terms, and three (3) elected Board members with three-year terms.

D. Election Procedures

Election of Directors may occur as a regular order of business at the annual meeting. Directors will be elected by a simple majority vote of the voting members. New Directors will assume office at the next regularly scheduled board meeting.

Board nominations open at the general meeting prior to the annual meeting, or at least 30 days prior to the annual meeting, and remain open until voting at the Annual Meeting. Nominees should be present at the election or send a letter that includes their membership qualifications and reasons for running. Members may nominate themselves.

Any eligible person interested in serving may submit a written notice of interest to Corporation but does not need to.

E. Resignation

A Director may resign or request a leave of absence at any time by giving written notice to the Secretary of Corporation. Notice may be electronic. The resignation or request for leave of absence may be deemed effective immediately without formal acceptance. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date. If less than 9 Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence is not effective until a successor is elected to maintain the minimum.

F. Leaves and Absences

A Director on leave is considered an inactive member of the Board of Directors and does not have a vote.

G. Termination and Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of at least a simple majority of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created.

H. Vacancies

Vacancies in the Board of Directors may be filled by an interim director who will be elected at a special election held within the next two regular member meetings. The interim director will serve out the remainder of the vacant term.

I. Board Compensation

No compensation will be paid to Directors of Corporation for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

J. Regular Board Meetings

The board will meet monthly except in December and August. Board meetings may coincide with Member Meetings unless the Board will meet in a closed session. Notice of the meeting will include a written meeting agenda and will be given to all Directors at least 5 days before the meeting. Board members will notify the Chair of any absence at least one day before the meeting.

K. Special or Emergency Board Meetings

Special meetings of the board may be called upon the request of the Chair, or by 30% of the board. Notice will be provided at least 2 days before the meeting.

L. Board Meeting Notices

All written meeting notices may be given personally, by mail, e-mail, telephone, or facsimile. Notices will include the time and place of the meeting. Notice of regular meetings will be made available to the general public and to neighborhood newspaper(s) unless it is a closed session.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

M. Board Meeting Quorum

At all meetings of the Board of Directors, a simple majority of 51% or greater of active Directors constitutes a quorum for the transaction of all authorized business and voting. If 51% or greater of active Directors are not present, no voting may occur. The acts of the majority of the Directors present at a meeting with a quorum are the acts of the Board of Directors of Corporation.

N. Board Voting

During Board meetings, all matters are decided by a simple majority vote of the Directors present and eligible to vote on the issue.

O. Proxies

Voting by proxy is *not* permitted. This is in conformance with nonprofit sector best practices.

P. Private Entity – Open Meetings Policy

Corporation is a private nonprofit corporation not subject to open meetings law and government data practices. The Corporation may hold its meetings open to the public, if desired or if required by grant funding or similar requirements. Member meetings and Board meetings, however, are generally open to the public. The Corporation may hold its board meetings in a closed session, if needed.

Q. Board Meeting Procedures

All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder are resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in any another orderly manner that is deemed appropriate by the Chair.

Meeting minutes will be produced from all meetings. Minutes for the preceding meeting will be reviewed and approved at a subsequent meeting.

R. Board Meeting Decorum

Corporation follows best and lawful practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Chair has the sole responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary, and to maintain an orderly meeting, the Chair has the authority to remove a participant from the meeting. The Vice Chair may act in the Chair's place if required.

S. Board Remote Participation

As permitted by state law, board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all board members present to participate in the meeting. Board members may appear by phone, virtually, or in person.

T. Board Written Action Without a Meeting

As permitted by state statute, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed or consented to by authenticated electronic communication (i.e. votes by e-mail, online, fax, etc.), by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

V. Officers

A. Principal Officers

Principal Officers of Corporation are: Chair and Vice-Chair (or two Co-Chairs), Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers may be elected with duties that the Board will prescribe.

B. Election of Officers

Officers must first also be Directors of Corporation. Officers are elected by the Board from among its members at the first meeting following the Annual Meeting. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors will also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of serving Officers.

C. Terms

All Officers will serve a 1-year term that coincides with a portion of their term as Director. There will be a 4-term limit to the number of terms an Officer may serve. After 4 terms of Officer service, a Director must take a one-year break from holding an Officer position.

D. Resignation

An Officer may resign by giving written notice to Corporation. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Written notice may be electronic.

E. Removal

Any Officer may be removed from their position with or without cause by a vote of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After a removal another Board member will be appointed to serve in an interim capacity to fill the vacancy.

F. Unauthorized Acts

No Officer is permitted to in any way bind the corporation in a contract or other obligation unless expressly authorized to do so by resolution of the Board. An unauthorized act by an Officer is not recognized by the corporation unless it has been expressly ratified by the Board.

G. Compensation

Corporation may hire individuals as Officers from outside the pool of Directors (ie: CEO, CFO, COO, etc.). These Officers will receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments will be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws. In addition, Officers may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

H. Duties

The officers duties are as follows:

- 1. Chair / Co-Chairs.** The Chair will convene regularly scheduled board meetings, will preside at meetings or arrange for other Directors to preside at each meeting. The Chair does not have any extraordinary authority or veto power due to their Office. The Chair is allowed to vote on all matters before the Board in the same manner as other Directors. The Chair or Co-Chairs will be signatories on all Corporation bank accounts.
- 2. Secretary.** The Secretary will be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 3. Treasurer.** The Treasurer will keep (or cause to be kept) accurate financial records for the Corporation and will make monthly reports at each board meeting including copies of detailed bank statements. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make all financial information available to board members and transparent to the public. The Treasurer will be a signatory on all Corporation bank accounts

4. Vice Chair. The Vice-Chair, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the Chair's absence when needed.

Officers of Corporation (including those not named here) are obligated to fulfill their fiduciary duties as Directors and Officers of the Corporation and may also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

VI. Committees & Task Forces

A. Authority

The Board of Directors may act through committees or ad-hoc task forces (temporary work groups). The Board may create these groups through resolutions adopted by a simple majority of the Board of Directors.

Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board.

At least one member the committee or task force must be a Board Member. All others may be volunteers of Corporation.

B. Procedure

When a committee or task force is formed, the Board will:

1. Identify the committee as either standing or temporary;
2. Identify the major purpose and tasks of the committee;
3. Identify the interested members of the committee, including one Board member.

All committees will report monthly to the Board of Directors on their activities.

Standing committees will continue throughout the year and may be renewed or disbanded at the Annual Meeting. Temporary committees or ad-hoc task forces will be disbanded when the work or project is complete or according to a fixed end date as determined by the Board. Any committee that does not provide an update for 90 days, may be disband by Board vote.

Committees have no authority to enter into agreements or otherwise obligate the Corporation. Any recommendation made for partnership or agreement between Corporation and another organization will be forwarded to the Board of Directors for consideration.

VII. Executive Director(s), Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not also serve as a Director and / or Officer of Corporation.

B. Compensation

Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments will be reasonable, reviewed annually by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

VIII. Volunteers.

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. Corporation may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Financial Year

The accounting year of Corporation will begin on January 1 and end on December 31.

B. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

C. Accounts

1. Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of Corporation.
2. The Chair and Treasurer are authorized to act as signatories on all Corporation financial accounts. In the event the Presidency is temporarily vacant, or the Chair is removed or incapacitated in some manner, the Secretary or Vice Chair is authorized to temporarily act as a signatory in the Chair's place. In the event the Treasurer's position is temporarily vacant or the Treasurer is removed or incapacitated in some manner, the Secretary or Vice Chair is authorized to temporarily act as a signatory in the Treasurer's place. Corporation will at all times have at least two signatories on every bank account or financial account.
3. All money raised in Corporation's name will be deposited in Corporation's account as charitable assets and used for Corporation's charitable purposes according to State and Federal fundraising laws and rules.

D. Records

Corporation's will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, board and committees or task forces for the last six years.

E. Inspection

A voting member or Director may inspect all records described in Section D above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or director of the corporation.

Upon request Corporation will give a member or Director who requests it a financial statement (i.e. consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last monthly accounting period.

F. Ownership of Intangible Assets

Directors and Officers may from time to time establish accounts on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual Director or Officer must grant secondary authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

G. Legal Instruments

All contracts, agreements, and other legal instruments executed by Corporation must be issued in the name of Corporation, not the individual name of a Director or Officer. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

While Directors and Officers may have authority to sign official documents on behalf of Corporation, they may do so only after proper consideration and approval by the full Board of Directors. In the event the Board has not approved of the legal instrument, then the individual Director or Officer is personally liable.

H. Loans

Loans and other debts are not permitted without authorization of the Board of Directors specifically authorizing the loan or debt. All loans and debts for Corporation must comply with state laws governing nonprofits.

I. Periodic Reviews

To ensure Corporation operates in a manner consistent with its charitable purposes; that it files all required paperwork and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews will be conducted. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
3. Whether Corporation is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. Corporation will file the Form 990 with the IRS annually.
4. Whether Corporation is in compliance with state and federal fundraising regulations.

J. Affiliations

Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission. Affiliations require a board vote on an annual basis.

K. Policies and Procedures

The Board of Directors may establish policies and procedures including but not limited to:

1. To maintain records of decisions made by the Board in one central location;
2. Regarding internal financial controls;
3. Regarding conflict of interest;
4. Regarding gifts and grants to other individuals/organizations;

5. Regarding employees and volunteers; and
6. Regarding other topics that may become reasonable and necessary.

X. Amending the Articles of Incorporation and Bylaws

Corporation has the power to amend the Articles of Incorporation and any Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a simple majority of all Directors at a properly called meeting of the Board of Directors.

Amendments must be made available for review at least 30 days in advance of the meeting at which the amendment will be reviewed. Proposed changes approved by the board require the affirmative vote of 2/3 of the members present at a properly conducted member meeting. In accordance with state law, the voting members hereby authorize the Board of Directors to amend the Articles without approval of the members.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

Secretary

Date

The voting membership approved these Bylaws on the _____ day of _____, 20____.

INDEX

I.	1
A.	1
B.	1
II.	1
III.	2
A.	2
B.	2
C.	2
D.	3
E.	3
F.	3
G.	3
H.	4
IV.	5
A.	5
B.	5
C.	6
D.	7
E.	7
F.	7
G.	7
H.	7
I.	7
J.	8
K.	8
L.	8
M.	8
N.	8
O.	8
P.	8
Q.	8
R.	9
S.	9
T.	9
V.	9
A.	9
B.	9

C. 9
D. 10
E. 10
F. 10
G. 10
H. 10

VI. 11

A. 11
B. 11

VII. 12

A. 12
B. 12
C. 12

VIII. 12

IX. 12

A. 12
B. 12
C. 13
D. 13
E. 13
F. 13
G. 13
H. 14
I. 14
J. 14
K. 14

X. 15