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**Lynnhurst Neighborhood Association (LYNAS)**  
**By-Laws**  
*Adopted 4/11/2013*

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Lynnhurst Neighborhood Association By-Laws

Article 1: Name
The name of the organization is Lynnhurst Neighborhood Association, (LYNAS).

Article 2: Purpose
The general purposes of the organization shall be: (a) to facilitate community involvement and communication in the Lynnhurst neighborhood; (b) to function as a non-partisan, non-sectarian community action group keeping residents informed of issues that affect the neighborhood; (c) to coordinate and publicize activities in the community; (d) to represent the Lynnhurst neighborhood before city boards, commissions, and other governmental entities; (e) to protect and promote neighborhood interests to include those priorities relating to the health, safety and general welfare of residents in a non-partisan, educational, and cooperative manner; (f) to facilitate programs and projects in the interest of neighborhood betterment, including establishing budgets and authorizing expenditures in compliance with City of Minneapolis policies for the neighborhood’s NRP, CPP and in-house funds.

Article 3: Area
The geographic boundaries of Lynnhurst Neighborhood (the Neighborhood) (for purposes of the Articles of Incorporation and these By-laws, and for the service of this organization), shall be that part of Minneapolis bounded by Penn Avenue South to the west, West 54th Street on the south, East Lake Harriett Parkway and West 46th Street on the north, and Lyndale Avenue South on the east.

Article 4: Membership
Section 1: Members
LYNAS Members are individuals who can produce upon request documentation establishing that they fall into one of the following categories: 1) anyone eighteen years of age or older who resides in the Neighborhood, or; 2) anyone who owns residential property in the Neighborhood, or; 3) one designated representative for each business, organization, school, or institution located within the Neighborhood. Documentation may be a Minnesota driver's license, Minnesota identity card, or other proof of residing in Lynnhurst, owning residential property in Lynnhurst, or representing a Lynnhurst-based entity as defined above. Lacking such documentation, an individual is a Member if another Member with the required documentation vouches for the individual's eligibility.

Section 2: Voting Rights
Each Member is entitled to one vote on each matter voted on by the Members.

Article 5: Meetings of LYNAS
Section 1: Open Meetings
All meetings of LYNAS shall be open to the public. Meetings or portions of meetings may be closed upon motion, however, to allow the Board to handle confidential matters. Reasonable effort shall be made to inform Members of the decisions being made and to solicit their input.

Section 2: Annual Membership Meetings
There shall be an annual membership meeting at 7 p.m. on the third Tuesday in February at Lynnhurst Community Center, or at a time and place in the Neighborhood as set by the LYNAS Board during the first quarter of each calendar year. At such time, reports of the activities of LYNAS shall be presented to Members by the Board, there shall be discussion of neighborhood concerns, election of the Board of Directors, and other membership business shall be transacted.
Section 3: Notice of Annual Membership Meeting
Notice of annual membership meetings shall be distributed at least ten days, but not more than thirty days, prior to the annual membership meeting to all LYNAS Members. Notice may be either by mail, e-mail, facsimile, telephone, door-to-door posting, or personal contact.

Section 4: Regular Board Meetings
The Board shall hold board meetings at least once quarterly, but will meet monthly as schedules allow. These meetings shall be held in the Neighborhood at such time and place as may be fixed by resolution of the Board. Members will be allowed to attend, observe and contribute constructive comments to the proceedings, but may not make motions or vote. The President may limit participation by non-Directors if it is for any reason disruptive to the Board's business. Notice shall be given at least forty-eight hours in advance of the meeting to the extent practical if the time, date, and place were not announced at the previous meeting.

Section 5: Committee Meetings
All committees, as defined in Article 8, shall be called by the committee Chairperson. Notice of committee meetings shall be given at least forty-eight hours in advance of the meeting to the extent practical.

Section 6: Special Membership Meetings
Special membership meetings may be called by the President of the Board or by written petition signed by at least twenty-five voting members of LYNAS as stated in Article 4, Section 3. Special meetings shall be held in the Neighborhood and notice shall be given at least forty-eight hours in advance of the meeting to the extent practical.

Section 7: Special Board Meetings
Special Board meetings may be called by the President of the Board, or by at least one-third of the Board members in office. Notice of special Board meetings shall be given at least forty-eight hours in advance of the meeting either by mail, e-mail, facsimile, telephone, door-to-door posting, or personal contact. Special Board meetings shall be held in the Neighborhood and notice shall include time, place, and agenda.

Section 8: Quorum
A quorum for the transaction of business at a regular Board meeting or a special Board meeting shall consist of one-half of the total number of Directors, rounded up to a whole number if necessary, but not fewer than four. At any membership meeting those Members present shall constitute a quorum.

Section 9: Member Voting
Members must sign-in when attending a LYNAS annual membership meeting, or special membership meeting at which a vote is taken, providing their name and residential address or their name and name of business, organization, school or institution that they represent that is located within the Neighborhood. A motion or resolution shall require a vote of a majority of the Members. Not eligible are those who have a Conflict of Interest (as defined in Article 15). There shall be no proxy voting.

Section 10: Agenda
All parties having business with LYNAS must notify the President fifteen days prior to the next scheduled meeting. Any Member may ask for a special topic of discussion at a meeting. The topic will be addressed as time permits, or the topic will be added to the agenda for the next meeting.

Section 11: Participation in Meetings by Means of Remote Communications
A Director may participate in a meeting of the Board of Directors or a Member may participate in a membership meeting by means of conference telephone, or if authorized by the Board of Directors, by other means of remote communication.
Section 12: Conduct of Meetings
Meetings of the Board of Directors or membership meetings shall be conducted by rules agreed on by consensus at the meeting. If there is no consensus, the meeting shall be conducted in accordance with the latest edition of Modern Rules of Order. The chairperson shall rule on matters of procedure. All LYNAS meetings, including annual membership, regular Board, committee, special membership and special Board, shall follow the LYNAS Code of Meeting Conduct, "Lynnhurst Neighborhood Association Meetings: Expectations for Members and Other Participants." (Appendix 1)

Article 6: LYNAS Board

Section 1: General Powers
LYNAS shall be represented and governed by the Board of Directors (the Board). The Board shall be responsible for the business and day-to-day operations of LYNAS. The Board members may exercise all such powers and do all such things as may be exercised or done by LYNAS, subject to the provisions of the Articles of Incorporation, these By-laws, and all applicable laws. Board members shall receive no compensation for their services as Board members, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Board member.

Section 2: Number
The Board shall consist of not less than seven and not more than twelve members elected by the Members of LYNAS.

Section 3: Qualifications
All Board members shall be Members. A minimum of eighty percent, rounded up to the nearest whole number if necessary, of Board members shall be residents of the Neighborhood.

Section 4: Selection
All Board members shall be elected at the annual membership meeting unless filling a vacancy as described in Section 6 of this article. Board members shall be elected by majority vote of Members attending the meeting.

Section 5: Tenure
All Board member terms shall be for one year. Any Board member may succeed himself or herself if re-elected.

Section 6: Vacancies
Any vacancies that occur –either between the annual elections as a result of resignation or removal, or at the annual election because of the lack of a candidate that meets the criteria listed in Section 3 of this Article –shall be filled by a majority vote of the Board. The Board shall seek a candidate for the vacant position(s) that meets the qualifications of Section 3 of this Article. Notice to Members of Board vacancies will be given on the neighborhood website, and using electronic and/or paper announcements to the extent practical.

Section 7: Removal of a Board Member
Any Board member, including an Officer, may be removed from office with or without cause by at least a two-thirds vote of the remaining Board members, at a regular board meeting or special meeting of the Board called for that purpose, but with fifteen days notification of such proposed action and the right of the affected Board member to be heard thereon at such Board meeting.

Section 8: Resignation of a Board Member
Any Board member, including an Officer, may resign at any time by giving written or verbal notice to the Board or to the Board's President. The resignation shall take effect when it is delivered unless the notice states otherwise. The Board member will be considered to have resigned within thirty days if no longer qualifying as a Member as stated in Article 4, Section 2. If a Board member is absent from three consecutive meetings without providing notice of the absences to another Board member, the Board member may be considered to have resigned at the discretion of the Board. If a Board member is considered resigned due to three consecutive absences without notice, the resignation shall take effect upon adjournment of the meeting on the third absence.
Section 9: Board Voting
Assuming a quorum is present, passage of a motion or resolution shall require a vote of a majority of the Board members present. Not eligible are those who have a Conflict of Interest (as defined in Article 15). There shall be no proxy voting.

Article 7: Officers of the LYNAS Board

Section 1: Officers of the Board and Their Duties
The Board shall have the following Officers: President, Vice President, Secretary and Treasurer. Except as provided in these By-Laws, the Board shall fix the powers and duties of all Officers.

Section 2: Responsibilities
No Officer shall in any way bind LYNAS or the Board to do or not to do any certain thing, unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by LYNAS unless expressly ratified or approved by the Board.

Section 3: Qualifications
The Officers shall be elected from among the Board members.

Section 4: Selection
All Officers shall be elected by the Board at the first Board meeting following the annual membership meeting.

Section 5: Term of Office
Officers shall serve for a one-year term or until their earlier resignation or removal from office. No President or Vice President may serve in the same office for more than three consecutive years.

Section 7: President
Unless otherwise proscribed by the Board, the President shall: (1) have general active management of the business of the organization; (2) act as the official spokesperson of the association; (3) when present, preside at meetings of the Board and of the members; (4) see that orders and resolutions of the Board are carried into effect; (5) sign and deliver in the name of the organization deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the organization, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the organization; (6) maintain records of and, when necessary, certify proceedings of the Board and the members; and, (7) perform other duties prescribed by the Board.

Section 8: Vice President
The Vice-President shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board or by the President. In the event of absence or disability of the President, the Vice President shall assume the power and duties described in Section 7 of this Article, until a new President has been elected.

Section 9: Secretary
The Secretary shall be secretary of the meetings of the Board and shall record all proceedings of the meetings. He or she shall prepare and keep a list of Members, Directors, and Officers, give notice of meetings, assist in the preparation of letters and reports, and sign and execute such documents as may be necessary for the transaction of business by the Board.

Section 10: Treasurer.
Unless otherwise proscribed by the Board, The Treasurer shall: (1) keep accurate financial records for LYNAS; (2) deposit money, drafts, and checks in the name of and to the credit of LYNAS in the banks and depositories designated by the Board; (3) endorse for deposit notes, checks, and drafts received by LYNAS as ordered by the board, making proper vouchers for the deposit; (4) disburse LYNAS funds and issue checks and drafts in the name of LYNAS, as ordered by the Board; (5) prepare and maintain an organizational budget; (6) prepare and submit tax returns or other required
financial reports; (7) upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of LYNAS; and, (8) perform other duties prescribed by the Board or by the President.

**Article 8: Committees of the LYNAS Board**

The Board may appoint other committees and delegate to these committees such powers and responsibilities as it may deem appropriate. The Board will also appoint a committee Chairperson to oversee the business of the committee. Any Member of LYNAS 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 alter, accept, or reject these actions.

The Board may delegate to a committee the authority to act on its behalf. At the time that a committee is formed, the Board will identify the committee as either standing or temporary, identify the major purposes and tasks of that committee, and appoint a Chairperson of the committee.

Each committee shall investigate, make findings, and make recommendations relating to its assigned task and report its findings, through the committee Chairperson or other representative, at a meeting of the Board of Directors, or in writing to the President. So far as possible, each committee shall seek broad participation in its activities by Members, to include those representing the diversity of the Neighborhood by race, age, ethnicity, sex, religious or other beliefs, ability, income, family status, and affectional preference.

Without express authorization by the Board of Directors, no committee has authority to speak for LYNAS, to hold itself out as representing LYNAS, to adopt any public position in the name of LYNAS, or to enter into any contract or incur any financial liability in the name of or on behalf of LYNAS.

**Article 9: Election Procedures**

**Section 1: Nominations**

Nominations for positions on the Board may be prior to, or at, the annual membership meeting. Self-nomination is encouraged.

**Section 2: Annual Election**

The annual election shall be held at the annual membership meeting or as determined by the Board and by the provisions of these By-laws.

**Section 3: Voting for Board Members**

Each Member is entitled to one vote for each open seat on the LYNAS Board. No person may cast more than one vote for each candidate. There shall be no voting by proxy.

**Article 10: Staff**

The Board, either through the authorized action of a Board member or the President, shall have the power to create, employ, and dismiss all those staff positions that it deems necessary and prudent. The duties and level of pay for each employee shall be determined by the Board.

**Article 11: Books and Records, Audit, Fiscal Year, Offices**

**Section 1: Books and records**

The Board shall keep correct and complete books and records of account, and it shall keep minutes of the proceedings of its meetings and committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of LYNAS. These records may be inspected by any Member for any proper purpose at any reasonable time.
Section 2: Audit
The Board shall cause the records and books of account of LYNAS to be audited as the Board deems appropriate.

Section 3: Fiscal Year
The fiscal year of the organization shall be from January 1st to December 31st.

Section 4: Principal Office
The principal office of LYNAS shall be as designated in the Articles of Incorporation or as designated by the Board of Directors and located within the Neighborhood.

Article 12: Contracts, Loans, Checks, and Deposits

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

Section 2: Loans
No loans shall be contracted on behalf of LYNAS, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds 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 LYNAS, in excess of $250.00, shall require approval of the Board. Expenditures of $250.00 or less may be transacted with approval of the President and Vice President and without prior approval of the Board. All expenditures of $250.00 that occurred without prior approval of The Board must be disclosed at the next Board meeting.

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

Article 13: Indemnification
LYNAS, acting through the Board, or as otherwise provided in these By-laws, shall as fully as may be 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 LYNAS against the expense of any action to which he or she was or is a party or is threatened to be made a party thereof by reason of the fact that he or she is or was an Officer of LYNAS. Any provision in these By-Laws which would prevent such indemnification to the full extent permitted by law as it may be expanded by statute, decision of the court otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by LYNAS.

Article 14: Procedure for Handling Grievances
Any complaint against LYNAS or any of its activities shall be made in writing and directed to an Officer (President, Vice President, Secretary, or Treasurer) of the Board. The complaint shall be filed with the Secretary. The complaint shall be considered at the next Board meeting if it is received at least three days prior to that meeting, and the Board shall determine whether the complaint should be considered at a membership meeting. The Secretary shall provide the Board’s written response to the complaint.

Article 15: Conflict of Interest
It shall be the policy of LYNAS to clearly define the potential for a Conflict of Interest on the part of its membership in any project, program, or proposal that is being considered by the Board or by any task forces or committees. The
procedure for determining a conflict will be: The Board Chairperson will ask, after the description of the project, program, or proposal, if any Member has a Conflict of Interest. Conflicts exist in four situations: 1) a Member will directly benefit from the project, program, or proposal; or, 2) a Member will benefit because of family relationships (spouse/partner, son, daughter, father, mother, sister, brother, or a member of the same household); or, 3) a Member will benefit because the member’s employer or company will benefit; or, 4) a Member is on the Board of Directors of a company or organization that will benefit.

If a Member declares a Conflict of Interest, the chair will accept it, and that Member will refrain from the discussion and voting on all matters pertaining to the issue.

**Article 16: Dissolution**

Any dissolution of LYNAS shall be conducted in accordance with the provisions of Minnesota Statutes Chapter § 317A.

**Article 17: Amendments to the By-Laws**

Any provision of these By-Laws may be amended at a meeting of the Board of Directors by at least a two-thirds majority vote. Notice to Members of pending Board votes on proposed By-law amendments will be given on the neighborhood website, and using electronic and/or paper announcements to the extent practical. Amendments may be proposed as follows: (l) any Member may submit a proposed amendment in writing to the Board; or, (2) any fifteen Members may set forth a proposed amendment by petition then subscribed, which petition shall be filed with the Secretary. The proposed amendment shall be considered at the next meeting of the Board.
APPENDIX 1

Lynnhurst Neighborhood Association Meetings:
Expectations for Members and Other Participants

- Come prepared to participate. Review relevant materials in advance.
- Be mindful of the agenda -- topics, time limits, procedures.
- Give the meeting and other speakers your full attention. Be respectful, open and strive for a balanced perspective. Do not shout, be sarcastic, or try to embarrass or intimidate others.
- Critique ideas, not people's motivations or personalities.
- Seek solutions. Compromise when you feel that is helpful and acceptable.
- Remember that almost every suggestion you make for an action will require a volunteer and/or staff person to implement it. Volunteer yourself, ask for others to volunteer if help is needed or suggest someone who might be appropriate to work on it. All members have limited time and personally signing up for every proposal you make is not expected.

Adopted 4/11/2013