

**AMENDED AND RESTATED
BYLAWS OF
MARCY-HOLMES NEIGHBORHOOD ASSOCIATION**

ARTICLE I — NAME

The name of this organization shall be the Marcy-Holmes Neighborhood Association, hereinafter the “Association”.

ARTICLE II — PURPOSE

The purpose of the Association, as stated in its Articles of Incorporation, shall be to engage in projects that improve and enhance the quality of residential life in the Marcy-Holmes neighborhood.

ARTICLE III — POLICIES

This Association shall be noncommercial, nonsectarian and nonpartisan. No commercial enterprise and no political candidate shall be endorsed by it. The name of this Association and/or its Officers and/or Directors in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest of or for any other purpose than that of the regular work of the Association.

ARTICLE IV — MEMBERSHIP

Section 1. There shall be two categories of membership.

(a) Resident Members: A resident, 16 or older, of the Marcy-Holmes neighborhood (as described in Section 4 of this Article) shall be eligible for Membership in the Association upon completion of an electronic or paper Membership form, whereby the applicant certifies their residence within the boundaries described in Section 4 of this article and shall certify continued residency when signing in for meetings. Resident Membership is terminated upon request of the Member or when the Member moves out of the neighborhood.

(b) Non-Resident Members: Non-Residents who (1) own real property or have an interest in a real property in the neighborhood or (2) are a duly sponsored representative of a non-profit or for-profit organization or business with a physical address in the neighborhood shall become members upon

presentation of land ownership or appointment by a business or organization. Non-Resident Membership shall be terminated upon the occurrence of any of the following: the sale of the property association with the Non-Resident Membership; the cessation of operations, or of the rescission of sponsorship by the sponsoring business or organization; at the request of the sponsoring business or organization.

(c) Annexed Members: Membership may be conferred on (granted to) individuals who (1) reside in, (2) own real property or have an interest in a real property, or (3) are duly-sponsored representatives of a non-profit or for-profit organization or business outside of the City-recognized Marcy-Holmes neighborhood boundary but who have a physical address within the geographic area bounded by 15th Avenue SE on the west, University Avenue SE on the south, Oak Street SE on the east, and the BNSF railroad tracks on the north. Membership will also be conferred upon residents of Sanford Hall and Roy Wilkins Hall, both buildings located on the south side of University Avenue SE between 11th Avenue SE and 13th Avenue SE. Such members shall be granted the same rights and privileges of Non-Resident members. Membership rights shall continue until it is terminated in accordance with Section 1.a. and 1.b. above or until such time as this area has its own neighborhood organization.

Section 2. Subject to provisions of these bylaws, Resident Members and Non-Resident Members may take part in discussions, make or second motions, and vote on motions and Officer and Director elections at General Membership meetings.

Section 3. Non-Residents are entitled to a single membership, and may not have an ownership interest or partnership with any other Non-Resident Member or organization.

Section 4. There are no mandatory dues required for Membership in the Association. Members may make voluntary donations to support the Association.

Section 5. The Marcy-Holmes neighborhood shall include those parts of Minneapolis within the boundaries identified on Exhibit A attached hereto.

ARTICLE V — FISCAL YEAR

The fiscal year for the Association shall be from January 1 through December 31.

ARTICLE VI — OFFICERS

Section 1. The Officers of this Association shall be a President, Vice President, Secretary and a Treasurer. The President and Vice President each must be Resident Members and have at least six (6) months prior experience as an elected Director or as an Officer of the Association. The Secretary and Treasurer must be Resident Members.

Section 2. Officers shall be elected by the Association at the October annual election. A Nominations Committee (as described in Article XIII) of this Board shall make nominations for Officers. The Nominations Committee shall notify the Association of the October annual election and solicit candidates and print and distribute the names and nomination statements of candidates at the October annual election. Additional nominations may be made from the floor. The consent of the nominee shall be obtained prior to his or her official candidacy.

Section 3. The candidate for each office who receives the greatest number of votes shall hold the office. Newly elected Officers assume their duties the following January 1. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 4. Officers shall serve one-year terms. Officers may serve no more than three (3) consecutive terms in the same office. No Officer shall be eligible to serve for more than six (6) consecutive years in any combination of Officer and/or Director terms but may serve again following an absence of one year.

Section 5. A vacancy occurring an office of an Officer shall be filled by a majority of the Board of Directors present and voting; provided that due notice of the election shall have been given in the call for the meeting of the Board.

Section 6. Officers may be removed, with or without cause, prior to the expiration of their term of office by a two-thirds vote of the Directors at a meeting of the Board called for such a purpose. No Officers may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

ARTICLE VII — DUTIES OF THE OFFICERS

Section 1. The President shall preside at all meetings of the Association, the Board of Directors and the Executive Committee and shall be a member ex officio of all committees except the Nominations Committee. Further, the President shall appoint chairs of the standing committees subject to the approval of the newly elected Board and shall perform all other duties necessary to the discharge of the office.

Section 2. The Vice President shall act as an aide to the President and shall perform the duties of the President in the absence of that Officer.

Section 3. The Secretary shall keep a correct record of all meetings of the association or the Board and of the Executive Committee, shall assist eligible individuals in joining the Association and in maintaining such Membership and shall perform such other duties that pertain to the office.

Section 4. The Treasurer shall receive all monies of the Association; shall keep an accurate record of receipts and expenditures; shall pay out funds only as authorized by the Board. The Treasurer shall place the funds of the Association in a depository approved by the Board. The Treasurer shall present a statement of account at every meeting of the Association or the Board and at other times when requested by the President of the Association.

ARTICLE VIII — BOARD OF DIRECTORS

Section 1. The voting members of the Board of Directors shall consist of

(a) the Officers, all of whom must be Resident Members;

(b) fifteen (15) Directors-at large elected by the General Membership at the October annual election, of whom at least eleven (11) must be Resident Members; all Resident Members and Non-Resident Members must have been members for at least 20 days.

(c) up to five (5) appointed representatives of associations, organizations or institutions which have a well-founded presence in the Marcy-Holmes neighborhood:

- Dinkytown Business Alliance – One Representative

- Council of Graduate Students – One Representative
- Minnesota Student Association – One Representative
- University Residential, Fraternal and Professional Organizations – One Representative
- Southeast Faith Community – One Representative

Appointed Directors need not be residents of the Marcy-Holmes neighborhood. Appointed Directors are the responsibility of the organizations eligible to send a candidate and may remain vacant.

Section 2. The term of office for elected Directors shall be two (2) years.

Section 3. For the election of the Directors in the transition year of 2019 to start in 2020, the Nominations Committee of the Board shall add two (2) Director-at large positions for a one-year term and designate seven (7) open Directors-at large positions which shall have two-year terms. Thereafter, seven (7) Directors shall be elected to two-year terms in odd years and eight (8) Directors shall be elected to two-year terms in even years.

Section 4. Directors shall be elected by the Membership at the October annual election. A Nominations Committee (as described in Article XIII) of the Board shall make nominations for Directors. The Nominations Committee shall notify the Association of the October annual election and solicit candidates and candidate statements. The Nominations Committee shall verify eligibility of candidates and print and distribute the names and nomination statements of the candidates at the October annual election. Additional nominations may be made from the floor. The consent of the nominee shall be obtained prior to his or her official candidacy. The candidate for each office who receives the greatest number of votes shall hold the office. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 5. Newly elected Directors assume their duties the following January 1. No Director shall be eligible to serve for more than six (6) consecutive years in any combination of Officer and/or Director terms but may serve again following an absence of one year.

Section 6. A Director may resign from the Board at any time by giving written notice to the Association.

Section 7. A vacancy occurring the office of an elected Director shall be filled by a majority of the Board of Directors present and voting; provided that due notice of the election shall have been given in the call for the meeting of the Board.

Section 8. Directors may be removed, with or without cause, prior to the expiration of their term of office by a two-thirds vote of the Directors at a meeting of the Board called for such purpose. Any Director who misses three (3) consecutive meetings may be removed from the Board by a two-thirds vote of the Directors attending a Board meeting, following written notice to the Director in issue in the published agenda or otherwise. No Director may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

ARTICLE IX — DUTIES OF THE BOARD OF DIRECTORS

Section 1. The duties of the Board shall be to manage the business of the Association, to transact necessary business between Association meetings and such other business as may be referred to it by the Association; to create standing committees; to approve work plans of the standing committees; and to present reports of its activities at the meetings of the Association.

Section 2. The Board shall have the authority to add up to three additional Directors to be appointed by association, organizations or institutions located in the Marcy-Holmes neighborhood upon a two-thirds vote of the Directors.

Section 3. Directors shall sign the Association's Conflict of Interest, Dual Interest and Code of Civility Policies annually.

ARTICLE X — MEETINGS

Section 1. Meetings of the General Membership, the Board, and any of its committees shall be open to the public. A meeting may only be closed in cases of legal or labor management disputes.

Section 2. There shall be at least four meetings of the General Membership each year, in January, April, June and October. The October meeting shall be the Annual Meeting where the election of Officers and

certain Directors shall be held. The Annual Meeting must have at least 10 days notice but no more than 30 days.

Section 3. Special General Membership meetings may be called by the President or the Board, or by petition signed by at least twenty-five (25) Resident Members and Non-Resident Members eligible to vote.

Section 4. At least five (5) days notice of all General Membership meetings shall be given by email, or by mail, to members who have supplied no email address. The time, date, place, and purpose of General Membership meetings shall be set forth in the notice of the meeting. Notice may be waived by a Member either before, during or after a General Membership meeting and notice shall be presumed waived at the conclusion of the following regular meeting of the General Membership.

Section 5. The quorum for a duly convened meeting of the General Membership shall be no fewer than fifteen (15) voting members, with more than sixty (60) percent of those attending the meeting being Resident Members.

Section 6. All voting shall be by voice or a show of hands except for contested elections of Officers and Directors. If thirty (30) percent of the voting Members present desire a secret ballot, such shall be the procedure. Voting by proxy is not allowed. In the case of contested elections for Officers or Directors, the candidates with the highest number of votes to fill the number of positions open are elected. In all other cases a majority vote shall prevail. In the event of a tie between two candidates a coin will be flipped to determine the winner.

Section 7. Official notice of Board meetings, setting forth the time, date, and place of the meeting shall be given by email no later than five (5) days prior to the meeting date. Notice may be waived before, during or after a Board meeting and waiver of notice shall be presumed at the conclusion of the following Board meeting.

Section 8. Meetings of the Board may be called by the President or by a petition signed by at least five (5) Directors.

Section 9. The quorum for a duly convened meeting of the Board shall be more than fifty (50) percent of Officers and elected Resident Directors.

Section 10. Committee meetings, as described in Article XIV, must be posted to the Association's website and may report or make recommendations to the Board for action.

ARTICLE XI — EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the four (4) Officers of the Association. The term of office for all members of the Executive Committee shall be the fiscal year or part thereof for which they are elected or appointed.

Section 2. The duty of the Executive Committee shall be to act for the Board and the Association between Board meetings, subject to approval of the Board at its next scheduled meeting.

Section 3. Meetings of the Executive Committee may be called by the President or upon request of five elected members of the Board. At least twenty-four (24) hours notice shall be given all members of the Executive Committee. Notice shall be waived in the same manner as that for Board and Association meetings. A majority of the members shall constitute a quorum.

ARTICLE XII — AUDIT COMMITTEE

Section 1. An Audit Committee of three elected Directors, other than the four Officers, shall be proposed by the President and ratified by the Membership at the General Membership meeting in January.

Section 2. The Audit Committee shall audit the books of the Secretary and Treasurer at the close of the prior fiscal year and a written report concerning the condition of the books shall be submitted to the Board at the meeting following the audit and to the General Membership no later than the June meeting. The Audit Committee shall audit the books at such other times as directed by the board or the Association.

Section 3. At the request of the Board, and subject to the Board’s direction, the Audit Committee shall approve expenditures and authorize funds to be paid by the Officers of the Association in connection with programs and projects of the Association approved by the Board. In the event of discrepancies, the Audit Committee may recommend to the Board that a full audit be conducted.

ARTICLE XIII — NOMINATIONS COMMITTEE

Section 1. A Nominations Committee of no fewer than one (1) elected Directors shall be proposed by the President and ratified by the Membership at the General Membership meeting in January. Those eligible to serve on the Nominations Committee are elected Directors in the first year of their current term or who would be eligible for reelection and declare they do not wish to serve another term, former Officers or Directors who are not currently serving on the Board and are not seeking nomination, and Members of the Association who are not seeking nominations.

Section 2. The Nominations Committee shall conduct the elections of Officers and Directors as set forth in Articles VI and VIII of these Bylaws.

ARTICLE XIV — STANDING COMMITTEES AND TASK FORCES

Section 1. In addition to the Executive, Audit and Nominations Committees, there shall be such other standing committees created by the Board or the Association as may be required to promote the purpose of the Association. The President of the Association shall name a chair for each standing committee; these appointments shall be subject to approval by the Board. The term of office for chairs of standing committees shall be the fiscal year or that part thereof for which they are appointed.

Section 2. Chairs of all standing committees shall present plans of work to the Board and no work shall be undertaken without the approval of the Board. No debt shall be made against the Association by the committee, Officer or other member without the approval of the Association or its Board.

ARTICLE XV – AMENDMENTS

Proposed amendments are to be received by the President 45 days before a meeting of the General Membership. The Executive Committee shall then review the proposed language for legality and

conformity with the Association's mission. The proposed changes are then reviewed at the next Board of Directors meeting, provided the notice of that meeting, distributed to all members of the Association, specifically states a bylaw change is going to be reviewed. The Bylaws may then be amended at the following General Membership meeting by a vote of two-thirds of the members present and voting, provided written notice is provided to the members of the Association 15 days prior to the meeting.

The foregoing were adopted as the Amended and Restated Bylaws of the Marcy-Holmes Neighborhood Association, a nonprofit corporation, at a meeting of the General Membership on the 18th day of June, 2019.