[Amended]
BYLAWS
of
CONCERNED CITIZENS OF MARSHALL TERRACE
(amended 12/16/1993, 10/20/1994, 03/16/1995)

Corporate Charter #1 E-312
Chapter formed under 317 amended under 317A
Certified by Minnesota Secretary of State 01/11/1990

ARTICLE I
NAME

The name of this organization shall be the Concerned Citizens of Marshall Terrace, abbreviated to CCMT.

ARTICLE II
PURPOSE

1. The purpose of this organization shall be to promote the betterment of the community by providing information and fostering better communication for the citizens of Marshall Terrace neighborhood and by protecting and improving the human and natural environment through plans and projects as may be fitting to accomplish these purposes. (amended 03/16/1995)

2. The corporation may engage in any and all lawful activities which may be necessary, useful or desirable for the furtherance, accomplishment, fostering or attainment of the foregoing purposes, provided that the corporation shall engage in no activities not permitted to be engaged in by an organization exempt from federal income taxation under Section 501(c)(3) of the Internal Revenue Code or in the corresponding provision of any future federal tax code. (amended 03/16/1995)

ARTICLE III
MEMBERSHIP

1. Membership shall be available on a voluntary basis, without fee and without regard to gender, race, age, marital status, sexual orientation, national origin or to social, political or religious preferences and shall consist of individuals who reside or own property in and representatives of businesses, churches, schools and other organizations in the Marshall Terrace neighborhood. (amended 03/16/1995)

2. The Marshall Terrace neighborhood shall be defined as that area bounded by the Mississippi River on the west, the south side of St. Anthony Boulevard on the north, the west side of University Avenue on the east and the north side of Lowry Avenue on the south. (amended 12/16/1993, amended 03/16/1995)
ARTICLE IV
BOARD OF DIRECTORS

1. The number of Directors shall be no fewer than six (6) and up to ten (10), and their tenure shall be until their successors are elected or qualified.

2. The Directors of the Board shall be elected for one-year terms by a majority vote at the annual meeting. A Board member who misses five (5) consecutive scheduled Board meetings shall lose his/her place on the Board of Directors effective when the fifth consecutive meeting is adjourned. (amended 10/20/1994, amended 03/16/1995)

3. Vacancies occurring between annual meetings shall be filled either by special election or appointment by the Board of Directors.

4. Any individual member of the Board of Directors may succeed her/himself if reelected.

5. Any Officer may resign by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice. (amended 03/16/1995)

6. An Officer may be removed, with or without cause, by a resolution adopted by the Board or by the members, whichever elected or appointed the Officer. The removal is without prejudice to contractual rights of the Officer. (amended 03/16/1995)

7. The Directors shall discharge their duties in good faith, in a manner which the Director reasonably believes to be in the best interests of the organization, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. (amended 03/16/1995)

8. No compensation shall be paid to Directors for their services as Directors. A Director or an officer may be paid for services rendered to the corporation in the performance of its corporate purpose, provided a resolution authorizing such compensation shall have been adopted by the Board of Directors before such service is undertaken. (amended 03/16/1995)

9. A director shall declare a real or perceived conflict of interest and disclose material facts regarding any perceived conflict of interest which may personally benefit the Director and refrain from voting on such a transaction of the Board of Directors. Thereafter, the Board of Directors may authorize the transaction in good faith by a majority of the Board, not counting the conflicted Director(s) in determining the quorum or the vote. (amended 03/16/1995)
ARTICLE V
OFFICERS

1. Officers of the organization shall consist of the President, Vice President, Secretary and Treasurer. The President and Vice President may also be known as Chair and Vice Chair. (amended 03/16/1995)

2. Officers of the organization shall be elected by the Board from their own number at the first regular meeting of the Board of Directors following the annual meeting at which Directors are elected. (amended 10/20/1994, amended 03/16/1995)

3. In the absence of an election of Officers of the Board, the person exercising the principal functions of the President or the Treasurer is considered to have been elected to the office. (amended 03/16/1995)

4. The duties of the Chair shall be to preside at all meetings of the organization and act as official spokesperson of the organization and such other duties as the Board of Directors may prescribe.

5. The duties of the Vice Chair shall be to perform the duties of the Chair in the event the Chair is not able to do so and to perform other duties as the Board of Directors may prescribe.

6. The duties of the Secretary shall be to make public notice of meetings, record the minutes of each meeting and to assist in the preparation of letters and reports of the organization. (amended 03/16/1995)

7. The duties of the Treasurer shall be to keep and record financial transactions, money, budget and fiscal affairs of the organization.

ARTICLE VI
MEETINGS

1. There shall be general membership meetings at least twice per year as designated by the Board of Directors. All meetings shall be free and open to the public. (amended 03/16/1995)

2. After public notice, a general membership meeting shall be held during the second quarter of the calendar year and be designated as the annual meeting, at which time election of members of the Board of Directors shall occur. (amended 03/16/1995)

3. There may be special general membership meetings as prescribed by the Board of Directors or upon petition of at least twenty five (25) members.

4. Public notice of the agenda of general meetings shall be made at least seven days prior to the general meeting. (amended 03/16/1995)

5. The Board of Directors shall meet at least quarterly.

6. All meetings of the Board of Directors shall be open to the public. (amended 03/16/1995)

7. Meetings of the Board of Directors may be held by telephone conference call.

8. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting when authorized in writing by all of the Directors.
ARTICLE VII
VOTING

1. Individuals at least eighteen (18) years of age who are members of CCMT shall each have one (1) vote. (amended 03/16/1995)
2. Businesses, churches, schools and other organizations in the Marshall Terrace neighborhood shall each have one vote. (amended 03/16/1995)

ARTICLE VIII
QUORUM

1. At any meeting of the membership, those present and voting constitute a quorum.
2. One half of the total number of Directors, but not fewer than four, shall constitute a quorum of the Board of Directors, except as otherwise provided by statute.

ARTICLE IX
FISCAL YEAR – MEMBERSHIP YEAR

1. The fiscal year and membership year shall be June 1 through May 31. (amended 03/16/1995)
2. The Board of Directors may solicit an audit when deemed appropriate. (amended 03/16/1995)

ARTICLE X
CONDUCT OF BUSINESS – ROBERT'S RULES OF ORDER

Meetings of the organization shall be governed by Robert's Rules of Order, as most recently revised to the extent they are not inconsistent with the Bylaws.

ARTICLE XI
COMMITTEES

1. The Board of Directors may establish and appoint committees as are needed to conduct the affairs of the organization.
2. Any member of CCMT is eligible to serve on and participate in CCMT committees. In addition, non-members may serve on committees, at the discretion of the Board. (amended 03/16/1995)
3. Unless otherwise authorized, all actions taken by a committee shall be forwarded to the Board, which shall have the right to alter, accept or reject such actions. (amended 03/16/1995)
4. No debt shall be made against the corporation by any committee, Officer or other member without the approval of the Board. (amended 03/16/1995)
5. The term of office of members of standing committees shall be for the fiscal year or part thereof in which they are chosen. (amended 03/16/1995)

ARTICLE XII
AMENDMENTS

1. These Bylaws, with the exception of ARTICLE XIII MEMBERSHIP, ARTICLE IV BOARD OF DIRECTORS and ARTICLE VI MEETINGS, may be amended in whole or in part by the Board of Directors of this corporation at any meeting of the Board by a 2/3 majority. (amended 03/16/1995)

2. Any and all of these Bylaws may also be amended by a 2/3 majority of the members present and voting at a general membership meeting for which at least seven (7) days’ public notice shall be given. The notice shall include the content of the proposed Bylaw change. (amended 03/16/1995)

ARTICLE XIII
DISSOLUTION

At the time of the dissolution of the corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all of the assets of the corporation, exclusively for the purposes of the corporation in such a manner or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as exempt organizations or organizations under Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code, as the Board of Directors shall determine. (amended 03/16/1995)

[Amended] BYLAWS approved at the special Board meeting of ___ 2012.

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Greg Langason    Chair