BY-LAWS

ARTICLE I
NAME

The name of this corporation shall be the Northeast Park Neighborhood Association, Inc. It may be referred to as N.E.P.N.A.

ARTICLE II
AREA

The area of the Northeast Park Neighborhood, for the purposes of the Articles of Incorporation of this organization, shall be bounded by Broadway Northeast on the south, 18th Avenue Northeast on the north, Johnson Street Northeast on the east and Central Avenue Northeast on the west, in Minneapolis, Minnesota. Notwithstanding the provisions of Article X, the amendment section, this Article is not subject to change or amendment at any time by the membership or the Board of Directors.

ARTICLE III
PURPOSE

The general purposes of the Corporation shall be to develop a sense of community in the Northeast Park Neighborhood; to encourage maximum citizen participation in all decision-making processes affecting that community; to effectively influence decision-making so as to enable residents to determine the character and direction of their neighborhood and the services offered therein; to maintain the Northeast Park Community as a primarily low to moderate density, family-oriented, residential neighborhood; to provide mechanisms for the residents to be well-informed; and to facilitate improvement of the physical, social and cultural environment within the Northeast Park Neighborhood. These activities shall carry out the following purpose:
a. To participate in all phases of the City's decision-making system - planning, programming, budgeting, monitoring, and evaluating.

b. To serve as a neighborhood-wide organization that has open opportunities for input from members of the Corporation as defined in Article IV without regard to age, sex, ethnicity, religion, income or handicap.

c. To assess and document the needs and desires of the Northeast Park Neighborhood.

d. To work and consult with, and advise any public department, agency or private organization concerned with issues or proposals affecting the Northeast Park Neighborhood.

e. To seek financial support and generate funds for administration and projects of the organization.

f. To hire staff persons, as funds will permit, to carry out administrative duties and projects of the organization; and

g. To sponsor various projects and programs as selected by the membership and approved by the Board of Directors.

(**NOTE EXAMPLES ON SEPARATE PAGE**)

ARTICLE IV
MEMBERSHIP

Any natural person of legal age shall be eligible for membership in this Corporation who:

a. Resides in or owns property in the area known as Northeast Park Neighborhood as defined in Article III of these By-Laws; or

b. Operates or is employed in a business or organization located in said area.
EXAMPLES

Examples of this could be youth employment and scholarships, neighborhood beautification, alley landscaping, air and noise pollution, crime-block watch.

Better utilization of our park by the residents, fund raisers for specific projects, and numerous other things deemed necessary or desirable by the membership.
Membership shall be open to all interested persons who meet the eligibility requirements enumerated in this Article. Membership shall be determined by notification to the Membership Secretary of the Corporation in such manner and form as may be prescribed by the Board of Directors from time to time. No person shall be denied membership in the Corporation because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status or disability.

No member shall have any vested right or interest in the term of his or her membership. Membership is not transferrable or assignable.

**VOTING**

Each member of the Corporation shall have one vote. There shall be no voting by proxy, nor shall there be any cumulative voting. A vote by the majority of members present shall be determinative of any issue.

**DUES**

There will be no membership fee requirement of this Corporation. Contributions may be solicited from time to time as determined by the Board of Directors.

**ARTICLE V**

**MEETINGS OF MEMBERSHIP**

**ANNUAL MEETING**

Each year, the annual meeting of the Corporation membership shall be held on the third Monday of November at such time and place as may be designated by the Board of Directors. The annual meeting of members shall be called by the Chair, pursuant to notice as provided by law. At the annual meeting, the members present shall elect new Board members as provided herein and transact such other business as may come before new Board members as provided herein and transact such other business as may come before the meeting.

The Board of Directors at the annual meeting shall present to members and other area citizens, an annual review of N.E.P.N.A. operations and performance and shall inform such persons of provisions for handling complaints and providing for appeals to the Minneapolis City Council and the Mayor.
SPECIAL MEETING

Special meetings of the membership may be called by the Chair or by the Secretary at the request of the Board of Directors, to be held in such place and upon such notice as the President or the Board of Directors may determine.

QUORUM

For purposes of any regular or special meeting of the membership, a quorum shall consist of three percent (3%) of the total voting membership, who must be present in person. If a quorum is not present at any meeting of members, a majority of the members present may adjourn the meeting without further notice.

PROCEDURES

Roberts Rules of Order, Newly Revised, shall apply at all times during meetings.

ARTICLE II
BOARD OF DIRECTORS

The Board of Directors shall consist of three (3) elected Board members with one-year terms, four (4) elected Board members with two-year terms, and three (3) elected Board members with three-year terms commencing with the first annual meeting after incorporation. All Directors shall be members of the Corporation. The number of Board members who work or own real property in the Northeast Park Neighborhood but do not live in the Northeast Park Neighborhood shall be not greater than twenty percent (20%), or two (2) members.

VACANCIES

Any vacancies that occur between annual meetings shall be filled in accordance with Article VII of these By-Laws.

REMOVAL OF DIRECTORS

Three (3) consecutive unexcused absences from regularly scheduled Board meetings shall be cause for removal by seven-tenths (7/10) vote of the Board. It shall be the responsibility of convenors or Chair to discuss any
attendance problems informally with absentee Board members and to bring problem to the attention of the Board.

RESIGNATION OF A DIRECTOR

A Director may resign at any time, by giving written notice to the Board, or to the Chair. Unless the written notice says otherwise, the resignation will take affect when it is delivered.

MEETINGS OF THE BOARD

Regular Meeting - The Board of Directors shall hold monthly meetings. Regular meetings shall be held in the Northeast Park Neighborhood at such time and place as may be fixed by resolution of the Board.

Special Meetings - Special meetings may be called by the Chair or by thirty percent (30%) of the Directors then in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contact. Special meetings shall be held in the Northeast Park Neighborhood and include time, place and agenda.

Notice - Written notice of regular meetings, including a written agenda shall be distributed at least three (3) days prior to the meeting to all Directors and Alternates. Required notice of any meeting of the Board may be waived by any member in writing, before, at or after a meeting. Appearance at any meeting by any Director shall be deemed a waiver of such required notice.

If notice is given by mail, such notice shall be mailed at least two (2) additional days prior to the meeting and shall be deemed delivered when deposited in the United States mail properly addressed with postage thereupon prepaid. No notice shall be given more than thirty (30) days before any meeting.

Notice of regular meetings of the Board will be made available to the neighborhood and community newspapers and radio. Whenever possible, notice of special meetings of the Board will be given to the general public.

Open Meetings - All meetings of the Board of Directors and any committees of the Board shall be open to any member and to the public.

CONDUCT OF BUSINESS

Quorum - Except as otherwise provided in these By-Laws, a quorum for the transaction of business shall consist of
six-tenths (6/10) of the members of the Board. No member of the Board may give a proxy for himself/herself or vote by proxy. If a quorum is not present, a majority of the Directors present may adjourn the meeting from time to time without further notice. Robert's Rules of Order, Newly Revised shall apply at all times during meetings.

**Voting** - Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting, unless otherwise provided in Robert's Rules of Order, Newly Revised. However, sale or mortgage of assets shall require a two-thirds (2/3) vote of Board members.

**Action in Writing** - Any action which might be taken at a meeting of the Board of Directors or of a lawfully constituted committee may be taken without a meeting if such action is taken in writing and signed by all of the Directors then in office or by all members of such committee, as the case may be. Any action taken in writing will be recorded in the minutes of the following meeting of the Board.

**ARTICLE VII**

**ALTERNATES TO THE BOARD OF DIRECTORS**

**General Powers** - Alternates to the N.E.P.N.A. Board of Directors shall have no powers except for at such time as they are empowered under the provisions of these By-Laws to assume the duties of a Director. Upon being upgraded, an alternate assumes all rights and responsibilities normally afforded a Director under Article VI of these By-Laws.

**Number** - The number of Alternates elected shall not exceed the actual number of Directors as provided for under Article VI.

**Tenure** - All Alternates shall be elected to one-year terms.

**Qualifications** - All Alternates shall be members of the Corporation.

**Selection** - Alternates and Directors shall be elected at the same meeting of the general membership. The election of Alternates shall occur after the results of the Director's election have been announced. Alternates shall be ranked according to the number of votes received in the election; the Alternate receiving the greatest number of votes shall receive the highest ranking.
Temporary Upgrading of Alternates - If the entire membership of the Board is not present at a duly called regular or special meeting of the Board, then the vacant seat(s) shall be filled by the highest ranked Alternate(s) present. Alternates shall be upgraded in accordance to their rank with the highest ranked Alternate seated first. If a Director whose seat has been filled by an Alternate should arrive late to a Board meeting, then the Director shall be seated; the lowest ranked Alternate will be downgraded. At no time shall the upgrading of Alternates violate the provisions of Article VI of these By-Laws. If there are no Alternates eligible to be seated, then the seat shall remain vacant and counted as such for the purposes of establishing a quorum.

Permanent Upgrading of Alternates - Any Director position that becomes vacant through resignation, removal or death shall be filled by the highest ranked Alternate. The term of the position shall be until the next annual meeting, at which time there shall be an election to fill the position for the remainder of the unexpired term. At no time shall the upgrading of Alternates violate Article VI of these By-Laws. If no Alternate is eligible for upgrading, then the vacated seat shall remain vacant until the next election and shall not be counted in the establishment of a quorum.

Vacancies - Any vacancies that occur between annual elections shall remain vacant for the duration of the unexpired term.

Removal of an Alternate - Any Alternate may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire membership of the Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification to be heard thereon.

Resignation of an Alternate - An Alternate may resign at any time by giving written notice to the Board, or to the Chair. Unless the written notice says otherwise, the resignation will take effect when it is delivered.

ARTICLE VIII
OFFICERS OF THE BOARD AND THEIR DUTIES

The Officers of the Corporation shall consist of the Chairperson of the Board, the Vice-Chairperson and the Secretary/Treasurer and such other officers as may from time to time be elected by the Board. No person shall hold two (2) offices at one time. Except as provided in these By-Laws, the Board of Directors shall fix the powers, duties and compensation of all officers.
Election, Term of Office and Qualifications - The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve for one (1) year or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Removal and Vacancies - Any officer may be removed from office at any time by the vote of seven-tenths (7/10) of the entire membership of the Board, with or without cause, but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the Corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or a special meeting called for that purpose.

Chairperson - The Chairperson shall have the power of general management of the business of the Corporation. He/She shall preside or delegate such authority at all meetings of the Board of Directors. He/She shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Board are carried into effect. He/She shall be a member ex-officio of all committees. He/She shall be considered "President" of the Corporation for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the corporation under that title. The Chairperson shall be entitled to vote on all matters before the Board or Executive Committee in the same manner as any other delegate to those bodies. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Vice-Chairperson - The Vice-Chairperson shall have such powers and perform such duties as may be specified in the By-Laws or prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice-Chairperson shall succeed to his/her power and duties. The Vice-Chairperson shall maintain a list of current members and receive and certify all applications for membership.

Secretary - The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the Corporation. He/She shall give proper notice of meetings to Directors. He/She shall sign and execute such documents as may be necessary to the transaction of business by the Corporation. He/She shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.
Treasurer - The Treasurer shall cause to be kept accurate accounts of all moneys of the Corporation received or disbursed and shall render to the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the Corporation and shall perform such duties as may from time to time be prescribed by the Board of Directors or by the Chairperson. He/She shall be responsible for supervising the receipt, deposit and disbursement of the funds of the Corporation in accordance with the policies established by the Board of Directors.

ARTICLE IX
COMMITTEES

The Board of Directors may appoint such other committees and delegate to such committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the Corporation is eligible to serve and participate in the committees. Every Board member will serve on at least one committee. When a committee is formed, the Board will:

A. Identify the committee as either standing or temporary.
B. Identify the major purpose and tasks of the committee.
C. Identify the members of the committees from the Board and the Membership, and appoint a committee chair when necessary.

All committees will report to the Board on their activities monthly. Committees will have such officers as the Committee deems appropriate.

Any action taken by a committee formed between this Corporation and other community organization(s) is to be forwarded to this Corporation for consideration and action by the Board of Directors.

ARTICLE X
SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

Seal - The Corporation shall have no seal.

Books and Records - The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all committees, including the Executive Committee and such additional records and books of account as the Board deems necessary for the conduct of the corporate activities of the Corporation.
Audit - The Board shall cause the records and books of account of the Corporation to be audited at least once in each fiscal year and at such other times as the Board deems appropriate.

Fiscal Year - The fiscal year of the Corporation shall be the calendar year.

Principal Office - The principal office of the Corporation shall be in the Northeast Park Neighborhood of the City of Minneapolis, Minnesota.

ARTICLE XI
AMENDMENTS TO BY-LAWS

By Membership - These By-Laws may be amended by the members of the Corporation as follows:

a. The Board of Directors may propose an amendment to the By-Laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of members; or

b. Any five (5) members may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the Secretary of the Corporation. Notice of the meeting of the members stating the purpose including the proposed amendment, shall be given to each member entitled to vote on the proposed amendment, and to each Officer and Director regardless of his/her voting rights. If notice required by this clause has been given, the proposed amendment may be adopted at any meeting of the members by a seven-tenths (7/10) vote of those present and voting.

By Board of Directors - These By-Laws may be amended by the Board of Directors of the Corporation as follows:

a. The members of the Corporation may by a majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors, subject to clause (c), to exercise from time to time, the power of amendment by these By-Laws in the manner described in clause (b).

b. When the members have authorized the Board of Directors under clause (a) to amend these By-Laws, the Board of Directors, by a seven-tenths (7/10) vote of the Directors who are present and entitled to vote on the proposed amendment, may amend these By-Laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given.

c. The members, by a majority vote of the members voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board to exercise the power of the members to amend these By-Laws.
ARTICLE XII
CONFLICT OF INTEREST STATEMENT

A member who receives any direct financial benefit from, or serves on, the Board of Directors of any organization or project that is being considered by N.E.P.N.A. or by any of the Corporation's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues.

ARTICLE XIII
AFFIRMATIVE ACTION STATEMENT

No person shall be discriminated against by N.E.P.N.A. in its hiring policies, delivery of services, or other corporate business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability, age (18 and over), marital status, status with regard to public assistance, or criminal record where the offense is not validly related to the job, services, or corporate business.

Affirmative Action is not mere passive non-discrimination. It is action including procedures, methods, and practices which will equalize opportunities relating to all means of participation in N.E.P.N.A., including members and staff. N.E.P.N.A. encourages people and organizations to make recommendations about how N.E.P.N.A. can act affirmatively in increase participation in N.E.P.N.A. and its activities, including recruiting members and adding names of people, organizations, and businesses to N.E.P.N.A.'s mailing list to receive newsletters and meeting notices.

One (1) election shall be held each year (in November) providing an opportunity each year for new people to be elected to the Board. An Affirmative Action statement shall be read at this election by the Chair prior to the opening of nominations.

N.E.P.N.A. will submit notice of its regular meetings (general, board and committee) plus notices of its elections for N.E.P.N.A. Board members to the "Northeaster" prior to publishing deadlines; and send notices to the "Northeaster" of special meetings as soon as they are scheduled.

-11-
ARTICLE XIV
PROCEDURE FOR DEALING WITH COMPLAINTS

Any complaint against N.E.P.N.A., or any of its activities, shall be made in writing and directed to a meeting of the officers and committee chairs, which shall act upon the merits of the complaint within thirty (30) days. If further action is needed, the ruling of this complaint committee shall be referred to the Board for its consideration.

ARTICLE XV
INDEMNIFICATION

The Corporation, acting through its Board of Directors, of as otherwise provided in this By-Law, shall as fully as may be permitted from time to time 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 the Corporation against the expense of any action to which he/she was or is a party or is threatened to be made a party thereof by reason of the fact that he/she is or was an officer of the Corporation. Any provision in these By-Laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.