

# NORTHSIDE RESIDENTS REDEVELOPMENT COUNCIL

## BYLAWS

AMENDED AND AGREED TO January 2022

### ARTICLE I

#### OFFICES

**SECTION 1.** Location. The Northside Residents Redevelopment Council (Council) shall have and continuously maintain in Minnesota a registered office, and a registered agent whose office is identical with such registered office, as required by the Minnesota Nonprofit Corporation Act. The address of the registered office is 1303 Golden Valley Road Minneapolis, Minnesota 55411. This address may be changed from time to time by the Board of Directors.

**SECTION 2.** Offices. The Council may have such other offices as the Board of Directors may determine or as the affairs of the corporation may require.

### ARTICLE II

#### PURPOSE

**SECTION 1.** Purpose of the Council. The Council was formed to implement the concept of resident participation in achieving the following goals and objectives:

A. To become the vehicle through which the needs, wishes, and aspirations of the residents of the Northside Community may be expressed, as they concern the development and redevelopment of their community.

B. To review, evaluate and formulate major policy and action oriented programs designed to alleviate the causes and conditions of urban blight and slums.

C. To initiate for the residents of the Northside Community housing, business, social and educationally-oriented programs designed to inform, engage and facilitate the residents to be primary agents for improving the social, economic and livability conditions in their community.

### ARTICLE III

#### DELEGATES

**SECTION 1.** The affairs of the Council shall be managed by its Board of Directors.

**SECTION 2.** Categories of Delegates. The Council shall have two (2) categories of

Delegates who shall constitute the Board of Directors. The designation of such categories shall be as follows:

A. Twenty-six (26) District Delegates elected from each of the thirteen (13) districts within Council's boundaries. Each district shall elect two delegates.

B. No more than ten (10) appointed At-Large Delegates and alternates.

**SECTION 3.** Term of Office for District Delegates. Each Elected District Delegate shall serve for a period of two years unless otherwise terminated by the provisions of these Bylaws. The term expires on the date of the annual election. Appointed District Delegates may only serve out the term of the delegate that they have replaced.

**SECTION 4.** Term of Office for At-Large Delegates and At-Large Alternates shall serve for a period of two years unless otherwise terminated by the provisions of these Bylaws. The term expires on the date of election.

**SECTION 5.** Duties and Privileges of Delegates. Each delegate shall have the following duties and privileges as a result of his or her election or appointment.

A. District Delegates Are:

1. Entitled to one vote on each matter submitted to a vote of the delegates at any Board, Task Force or Committee Meeting.
2. Eligible to serve as Chairperson, Vice-Chairperson, Secretary, or Treasurer of the Council.
3. Eligible to hold any office of any task force or committee.
4. Responsible for attending all duly called meetings of the Full Council unless excused by the Chairperson or acting Chairperson.
5. Responsible for communicating the concerns, issues and business of the Council to the residents living in their districts.
6. Responsible for conducting at least two well publicized district meetings per year. Multiple districts may be combined for single meetings.
7. Responsible for representing the aspirations and interests of their constituents to the Council.
8. Responsible for reviewing proposals for redevelopment and making recommendations to the Minneapolis planning department.

B. At-Large Delegates Are:

1. Entitled to one vote on each matter submitted to a vote of the delegates at any board, task force or committee meeting.
2. Eligible to serve as Chairperson, Vice Chairperson, Secretary or Treasurer of the Council.
3. Eligible to hold any office of any task force or committee.
4. Responsible for attending all duly called meetings of the Full Council unless excused by the Chairperson or acting Chairperson.
5. Responsible for communicating the concerns, issues and business of the Council to the organization, agency, or group he or she represents.
6. Responsible for representing the aspirations and interests of the organization, agency or group he or she represents and the people it serves.

**SECTION 6.** Termination of Delegates. Each Delegate and Alternate serving on the Council may be terminated from their Election or Appointment.

A. District Delegates may be terminated by:

1. District Recall. District Delegates may be recalled through petition of eligible voters in the district as defined by these Bylaws for any cause deemed necessary by the eligible voters of their district. The number of signatures necessary on the petition shall be two hundred or 10% of the eligible voters, whichever is lesser. The Council shall certify the number.
2. Council Recall. District Delegates may be recalled by a two-thirds majority vote of the Delegates present at any Council meeting where there is a quorum.
3. Automatic Recall. Any District Delegate who is not in attendance at three (3) consecutive duly called meetings of the Council shall be sent a letter automatically dismissing them.. However, consecutive absences may be excused by the Council Chairperson or Acting Chairperson.

B. At-Large Delegates and At-Large Alternates may be terminated by:

1. Council Dismissal. At-Large Delegates may be recalled by a simple majority vote of the Delegates present at any Council meeting where there is a quorum.
2. Automatic Dismissal. Any At-Large Delegate who is not in attendance at three (3) consecutive duly called meetings of the Council shall be sent a letter automatically

dismissing them. However, consecutive absences may be excused by the Council Chairperson or Acting Chairperson.

**SECTION 7.** Cause for Termination. Cause for termination of Delegates and Alternates may be found by the Board of Directors.

A. District Delegates will give cause for termination by:

1. Failing to attend three (3) consecutive meetings.
2. Failure to call a District meeting each year with sufficient notice to the residents of the district or otherwise communicate with the residents of the district.
3. Failing to disclose a conflict of interest to the Council.
4. Failing to perform the duties and responsibilities stated within these Bylaws and otherwise common to all District Delegates.

B. At-Large Delegates and At-Large Alternates will give cause for termination by:

1. Failing to attend three (3) consecutive meetings.
2. Failing to disclose a conflict of interest to the Council.
3. Failing to perform the duties and responsibilities stated within these Bylaws and otherwise common to all District Delegates.

C. The Council shall reserve the right to determine cause and termination of its Delegates.

**SECTION 8.** Resignation of Delegates. Any member may resign by filing a written resignation with the Board of Directors, but such resignation shall not relieve the resigning member of any financial obligation unpaid to the Council.

**SECTION 9.** Reinstatement of Delegates. Upon written request signed by a former Delegate and filed with the Board of Directors, the Board of Directors may, by the affirmative vote of two-thirds of the Delegates present at a Council meeting where there is a quorum present, reinstate the former Delegate upon such terms as the Board of Directors.

**SECTION 10.** Transfer of Delegacy. No District Delegate may transfer or assign his or her position within the Council.

**SECTION 11.** Term Limits. No more than 25% of board members will serve for more than 6 consecutive years.

## **ARTICLE IV**

### **ELECTION AND APPOINTMENT OF DELEGATES**

**SECTION 1. Election of District Delegates.** The Council shall have annual elections for District Delegates to the Council's Board of Directors no later than **December 31st** of each year. A public nomination meeting shall precede each election by at least two weeks. An affirmative plurality vote of the voting residents shall be required for election.

**SECTION 2. Voter Eligibility.** Any resident age eighteen (18) or older who resides in a given district at the time of the nomination meeting and the election shall be eligible to vote in the election for his or her District Delegate.

**SECTION 3. Nomination of Candidates.** Any eligible voter may nominate himself or herself or another person who resides in that district up until one week before the day of election. Write-in candidates are permitted.

**SECTION 4. Election Committee.** A temporary election committee shall be set up each year to organize that year's election for District Delegates. The Election Committee will determine the election's date, polling places, judges, poll watchers, budget, and procedure for nomination.

**SECTION 5. Location of Election.** The election shall occur for every district in polling places selected by the Election Committee.

**SECTION 6. Notice of Election.** Notice shall be given to all residents in each district announcing the election's date, polling places, procedure for nomination, and other information the Election Committee deems wise and prudent. Minimum notice shall consist of a written notice in community publication.

**SECTION 7. Absentee Voting.** Persons not able to vote at the designated election time may vote no sooner than one week prior to the election by completing a ballot personally at the Council's registered office.

**SECTION 8. Poll Watchers.** There shall be one Council delegate, that is not re-running for the board, or staff person and one disinterested person present at each polling place

**SECTION 9. Election Judges.** A disinterested organization shall count the ballots and inform Council of the winners.

**SECTION 10.** Selection of District Delegate When There Is No Candidate. If there is no nominee or write-in candidate for a district in an election, the vacancy shall be filled by appointment through the Council.

**SECTION 11.** Suspension of Election. In cases of extreme difficulty, an election may be suspended for up to one year by six month extensions. Extensions must be approved by a majority vote of the Delegates present at a Council meeting where there is a quorum for each extension.

**SECTION 12.** Appointment of At-Large Delegates and Alternates. The District Delegates elected to the Council's Board of Directors shall appoint the At-Large Delegates and At-Large Alternates to the Council's Board of Directors in one (1) of the following ways.

A. By request of the Delegates made to important neighborhood organizations, agencies and institutions to accept membership on and send a representative to the Council.

B. By request made to certain individuals whom the District Delegates feel possess special skills or knowledge to accept membership on the Council.

C. In such other manner established by resolution as the District Delegates deem in their wisdom to be prudent and just.

**SECTION 13.** Vacancies. Any vacancy of a District Delegate office shall be filled by the runner up candidate for that district in the past election. If the runner up candidate is not available, the remaining term of office shall be filled through appointment by a majority vote of the Delegates.

## **ARTICLE V**

### **COUNCIL MEETINGS**

**SECTION 1.** Annual Meeting. An Annual Meeting of the Council shall be held no later than one hundred and twenty (120) days after the annual election for the purpose of electing officers of the Council and for the transaction of such other business as may come before the meeting. The location of the annual meeting shall be designated by the Secretary.

**SECTION 2.** Regular Meetings. Regular Meetings of the Council shall be held at 6:30 P.M. on the third Monday of each month at the registered office or another location designated by the Secretary. The time and place of Regular Meetings may be re-designated by the Chairperson or resolution of the Board of Directors.

**SECTION 3.** Special Meetings. Special Meetings of the Council may be called by the Chairperson, the Vice-Chairperson in the Chairperson's absence, or upon the petition of

ten (10) Delegates of the Council to the Chairperson.

**SECTION 4.** Emergency Meetings. Emergency Meetings may be called by the Chairperson without prior notice provided that all the Delegates are contacted. If a delegate cannot be contacted by telephone, personal written contact will be attempted.

**SECTION 5.** Notice of Meetings. Notice of Annual and Regular Meetings shall be given to each Delegate.

A. An annual calendar shall be given to each Delegate.

1. The calendar shall delineate all regularly scheduled meetings and events of importance to the Council. This includes but is not limited to the annual meeting, the date for the election of District Delegates, the date the Election Committee will be appointed, and the end of the fiscal year with its annual audit.

2. The calendar shall delineate the place, day and hour of all regularly scheduled meetings and events of importance to the Council.

3. The calendar shall be distributed at the first Regular Meeting of the calendar year.

B. Notice of each Annual or Regular Meeting shall be given by the Secretary to each Delegate. Notice shall be given at least (7) days prior to each Annual or Regular Meeting.

C. Notice of each Special Meeting shall be given by the Secretary to each Delegate. Notice shall be given at least (3) days prior to each Special Meeting.

**SECTION 6.** Informal Action by Members. Any action required by law to be taken at a meeting of the Council, or any action which may be taken at a meeting of Council, may be taken without a meeting if there is consent in writing setting forth the action to be taken. Consent in writing requires the signatures of all the members entitled to vote with respect to the subject matter thereof.

**SECTION 7.** Quorum for Council Meetings. A quorum for the transaction of business at any Council Meeting shall consist of Delegates holding one-fourth of the votes which may be cast at any meeting. When a quorum has been present and Delegates have withdrawn from the meeting so that less than a quorum remains, the Delegates that remain present may continue to transact the business of the Council. If a quorum does not gather at any meeting of the Council, a majority of the Delegates present may adjourn the meeting without further notice.

**SECTION 8.** Voting at Meetings. Delegates may approve measures by meeting the following voting requirements.

A. An affirmative two-thirds vote of the present voting Delegates shall be required for:

1. Removal of Delegates.
2. Removal of Officers.
3. Amendments to the Bylaws.

B. An affirmative majority vote of the present voting Delegates shall be required for:

1. Election of officers.
2. Approval of the annual budget.
3. Hiring, terminating, and reinstating the Executive Director.
4. Approval of miscellaneous expenditures in excess of one thousand dollars (\$1,000). Miscellaneous expenditures in excess of one thousand dollars (\$1,000) shall be itemized in accordance with these Bylaws.
5. The adoption of all other measures/matters by the Council unless a greater proportion is required by law or these Bylaws.

**SECTION 9.** Proxies. No Delegate is entitled to give proxy for him/herself. No Delegate is entitled to vote by proxy. To transact the business of the Council, a Delegate must be present.

**SECTION 10.** Rules of Council Meetings. All Meetings of the Council shall be conducted in accordance with the current edition of Robert's Rules of Order, newly released.

## **ARTICLE VI**

### **OFFICERS**

**SECTION 1.** Officers. The Officers of the Council shall be the Chairperson, Vice Chairperson, Secretary, Treasurer and such others appointed by the Delegates in accordance with this Article. No person shall hold two offices on the Council at the same time except an officer may be a Chairperson of any Committee or Task Force.

**SECTION 2.** Appointment of Officers. Officers of the Council shall be appointed by affirmative majority vote of a quorum of Delegates present at each annual meeting of



the Council.

**SECTION 3.** Term of Office. Each Officer shall hold Office until the next annual meeting, or until such Officer's successor is appointed by the Council, or until such Officer resigns from or is removed from Office in accordance with these Bylaws.

**SECTION 4.** Duties of the Chairperson. The Chairperson shall:

A. Be the presiding Officer at all Council Meetings and Executive Committee Meetings.

B. Be the ex officio member of all Committees and Task Forces.

C. Review the implementation and execution of the programs and policies approved and adopted by the Council and executed by the Executive Director and Council staff.

D. Recommend to the Council or Executive Committee any emergency action which may be considered necessary or desirable.

E. Request financial reports prepared under the direction of the Secretary or Treasurer showing the Council's assets, liabilities, income, and expenses.

F. Keep the Delegates informed on the status and progress of the Council by requesting the necessary materials from the Council staff.

G. Be a Voting Member of all Committees and Task Forces.

H. Sign checks and assist in the supervision of Council expenditures. I.

Perform all Duties common to this office and those assigned by the Council.

**SECTION 5.** Requirements for the Office of Chairperson. A candidate for Council Chairperson shall:

A. Be a Council Delegate.

B. Have served on the Board of Directors for at least one (1) year.

**SECTION 6.** Duties of the Vice-Chairperson. The Vice-Chairperson shall:

A. Perform duties delegated by the Chairperson.

B. Assume the Chairperson's duties temporarily in the absence of the Chairperson.

C. Assume the Chairperson's duties for the remaining Term of Office in the event of the Chairperson's death, resignation, or removal from Office.

D. Sign checks and assist in the supervision of Council expenditures.

**SECTION 7.** Duties of the Secretary. The Secretary shall:

A. Supervise all matters relative to the recording of minutes, filing of materials and documents concerning Council business.

B. Supervise the notification of Members for Annual, Regular, and Special Meetings.

C. Supervise the official correspondence of the Council.

D. Perform all Duties assigned to him or her by the Executive Committee upon the approval by the Council.

E. Take role at Council Meetings and record Delegate attendance. F.

Sign checks and assist in the supervision of Council expenditures.

**SECTION 8.** Duties of the Treasurer. The Treasurer shall:

A. Supervise all financial recording.

B. Make regular reports of the Council's finances to the Council.

C. Sign checks and assist in the supervision of Council expenditures.

**SECTION 9.** Removal from Office. An Officer may be recalled by proper motion of any Delegate and an affirmative two-thirds vote by the Delegates present where there is a quorum. Proper motion requires Notice of the intended action given to all Delegates at least two (2) weeks before the vote takes place. Notice to all the Delegates shall be provided in writing. The procedure for removal shall be subject to the grievance procedures adopted by the Council through resolution.

**SECTION 10.** Line of Succession to Offices. The Line of Succession shall be Chairperson, Vice Chairperson, Secretary, Treasurer, and the remaining Members of the Delegates appointed to the Executive Committee in alphabetical order. If all of the above Offices and Memberships are vacant, the Council shall hold an emergency meeting within five (5) days of the vacancy to appoint an interim Chairperson for a period of thirty (30) days or until the next Council meeting. Permanent Officers shall be appointed by the procedures outlined in Section 2 of this Article at the Council Meeting immediately following the interim appointment.

## **ARTICLE VII**

### **EXECUTIVE COMMITTEE**

**SECTION 1.** Members of the Executive Committee. The Executive Committee shall consist of the Board Chair, Vice Chair, Treasurer, Secretary, and committee Chairs.

**SECTION 2.** Duties of the Executive Committee. The Executive Committee shall:

- A. Approve Council Meeting agendas as prepared by the Council Chairperson.
- B. Make policy suggestions to the Council on matters related to housing and urban renewal.
- C. Review and make recommendations to the Council for expenses exceeding one thousand dollars (\$1,000).
- D. Review decisions made by any Committee or Task Force where there has been a great deal of debate or conflict. These decisions for review shall be referred to the Executive Committee by the Chair of the Committee or Task Force debating the decision.

**SECTION 3.** Executive Committee Meetings will take place once a month before the full Board of Directors meets.

**SECTION 4.** Quorum for Executive Committee Meetings. A quorum for the transaction of business at any Executive Committee Meeting shall consist of one-third of all the Voting Members of the Executive Committee.

**SECTION 5.** Acts of the Executive Committee. The act of a majority of the Members present at an Executive Committee Meeting where there is a quorum present shall be an act of the Executive Committee.

**SECTION 6.** Rules of Executive Committee Meetings. All Meetings of the Executive Committee shall be conducted in accordance with the current edition of Robert's Rules of Order, newly released.

**SECTION 7.**

## **ARTICLE VIII**

### **OTHER COMMITTEES AND TASK FORCES**

**SECTION 1.** Permanent Committees and Task Forces. The Council has established

and shall continue to operate the Committees and Task Forces listed in this Section.

A. The Residential/Commercial/Rehab Task Force. The Residential/Commercial/Rehab Task Force shall study and review all proposals of a residential, commercial or rehabilitative nature and make recommendations to the Council. This task force will review all activities related to rehabilitation or redevelopment activities occurring within the Council's boundaries. This task force may take action on any neighborhood environmental matter. This task force will review the Council's own rehabilitation and renovation projects on a monthly basis. This task force will recommend future projects to the Council.

B. Finance Committee. The Finance Committee shall be chaired by the Treasurer of the Council. This committee shall review all monthly budget reports, review all requests for expenditures over one thousand dollars (\$1,000), review any changes in the yearly budget, and make recommendations on the annual budget to the Executive Committee.

D. Personnel Committee. The Personnel Committee shall be responsible for developing and making recommendations for a Personnel Policy, recommending to the Council employment and termination of the Executive Director, resolving staff grievances through the prescribed grievance procedure; approving job descriptions for all Council staff, and performing personnel reviews as per the Personnel Policy.

**SECTION 2.** Other Committees and Task Forces, Permanent and Temporary. The Council may establish other Committees or Task Forces from time to time as the Board of Directors deems prudent.

A. Temporary Committees that the Council shall organize from time to time are:

1. The Bylaws Committee.

2. The Election Committee.

B. The Council may organize other Temporary Committees and Task Forces from time to time when the Council determines it prudent.

C. The Chair of a Temporary Committee shall set the number of members and the number required for quorum for that particular committee in accordance with these Bylaws.

D. New Committees and Task Forces.

**SECTION 3.** Committee and Task Force Membership. The Council shall determine the Membership of all Committees and Task Forces.

A. New and Temporary Committee and Task Force Membership is open to all Council Delegates and the general public unless the Council otherwise determines by an affirmative majority vote.

B. Permanent Committees and Task Forces Membership shall be as follows.

1. Residential/Commercial/Rehab Task Force: Membership is open to all Council Delegates and the general Public. All Council Delegates shall have voting rights on this Task Force.

2. Economic Development Task Force: Membership will consist of five (5) members from the following classifications: three (3) Council Delegates appointed by the Board of Directors shall serve as Members on the Task Force two (2) persons from the general public.

3. Finance Committee: Membership is open to all Council delegates.

4. Personnel Committee: Membership is open to all NRRC delegates.

**SECTION 4.** Term of Office for Members of Committees and Task Forces. Each Member of a Committee or Task Force shall continue to serve as such until the next annual meeting of the Council and his or her successor is appointed unless the Committee or Task Force shall sooner be terminated, such Member is removed from such Committee or Task Force, or such Member ceases to qualify as a Member of such Committee or Task Force.

**SECTION 5.** Chairpersons of Committees and Task Forces. One member of each Committee or Task Force shall be appointed Chairperson of that Committee or Task Force by an affirmative majority vote of the Board of Directors.

**SECTION 6.** Vacancies in Committee and Task Force Membership. Vacancies in the membership of any Committee or Task Force may be filled by appointments made in the same manner as provided in the case of original appointments.

**SECTION 7.** Committee and Task Force Rules. Each Committee and Task Force may adopt rules for its own government not inconsistent with these Bylaws or with rules adopted by the Council.

**SECTION 8.** Committee and Task Force Meetings are to be conducted on an as needed basis.

**SECTION 9.** Rules of Committee and Task Force Meetings. All Meetings of Committees and Task Forces shall be conducted in accordance with the current edition of Robert's Rules of Order, newly released.

**SECTION 10.** Quorum for Committee and Task Force Meetings. A quorum for the transaction of business at any Task Force Meeting or Committee Meeting shall be determined from time to time by the members of such Task Force or Committee. In no event shall Quorum be established by less than three (3) members of such Task Force or Committee.

**SECTION 11.** Committee and Task Force Voting. The Members of a Committee or Task Force and all Council Delegates shall be eligible to vote at the meetings of such Committee or Task Force except as described in these Bylaws. No person from the general public shall be eligible to vote at Committee or Task Force meetings.

**SECTION 12.** Exceptions to Committee and Task Force Voting. The Executive Committee and the Economic Development Task Force shall follow Robert's Rules when voting.

A. Voting in the Executive Committee meetings shall be limited to the executive council and executive director as described in Article 7 Section 1.

B. Voting in the Economic Development Task meetings shall be limited to the eleven (11) Members of the Economic Development Task Force.

**SECTION 13.** Written Action. Any action which might be taken by a Committee or Task Force at a duly constituted Meeting of the Council may be taken without a Meeting if the action is approved in writing by the Chairperson of the Committee or and fifteen (15) or more Delegates.

## **ARTICLE IX**

### **CONTRACTS, CHECKS, DEPOSITS AND FUNDS**

**SECTION 1.** Contracts. The Chairperson, Executive Director or other person or persons authorized to act as agent or agents of the Council by a resolution of the Council may enter into any contract or execute and deliver any instrument in the name of and on behalf of the Council. Such authority may be general or confined to specific instances.

**SECTION 2.** Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Council shall be signed in accordance with this Section.

A. Those that exceed one thousand dollars (\$1,000) shall be signed by one Delegate and either the Executive Director or the Associate Director of Programs and Operations. If the Executive Director and Associate Director of Programs and Operations are unavailable, one Delegate and an Officer may sign in the stead of the Executive Director and the Associate Director of Programs and Operations.

B. Those that do not exceed one thousand dollars (\$1,000) may be signed by either the Executive Director or Associate Director of Programs and Operations as the sole signatory.

**SECTION 3.** Deposits. All funds of the Council shall be deposited to the credit of the Council in such banks or other depositories as the Council may select.

**SECTION 4.** Gifts. The Officers may accept, on behalf of the Council, any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Council that is not inconsistent with the Articles of Incorporation or these Bylaws.

**SECTION 5.** Solicitation of Funds. Council Staff and/or Delegates designated and approved by the Council may solicit funds in the name of the Council, with the proper permit, from foundations or conduct fundraisers to raise funds for the administration of the Council.

**SECTION 6.** Indebtedness. No Delegate or Council staff shall have any right to incur indebtedness or sign any other obligation for payment of money on behalf of the Council without approval by resolution from the Council.

## **ARTICLE X**

### **BOOKS AND RECORDS**

**SECTION 1.** Books and Records of Account. The Council shall keep:

A. Correct and complete books and records of account.

B. Minutes of the Meetings of its Delegates, Committees and Task Forces having any authority of or within the Council.

C. A record giving the names and addresses of the Delegates, Committee Members and Task Force Members entitled to any Voting Rights at its registered office.

**SECTION 2.** Annual Accounting Period. The Annual Accounting Period of the Council shall begin on the first day of January and end on the last day of December each year.

**SECTION 3.** Audit. The Delegates shall cause the Books and Records of the Council to be audited by the MCDA or a representative of an accounting firm once or more each year or at such times as deemed prudent by the Chairperson of the Council or resolution of the Council.

**SECTION 4.** Examination of Council Books and Records by Delegates. All Books and

Records, except the Personnel Records, of the Council may be inspected by any Delegate, or a Delegate's agent or attorney, for any purpose during the established office hours or another reasonable time. Any Delegate, or a Delegate's agent or attorney, may make extracts from all Books and Records, except the Personnel Records. At no time shall any Books or Records of the Council be removed by any Delegate or Member from the Council office.

**SECTION 5.** Personnel Records. Personnel Records are open only to the Chairperson of the Council, the Executive Director and the Personnel Committee.

## **ARTICLE XI**

### **WAIVER OF NOTICE**

**SECTION 1.** Waiver of Notice. Whenever any notice is required to be given under the provisions of the Minnesota Nonprofit Corporation Act or under the provisions of the Articles of Incorporation of the Bylaws of the Council, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to giving such notice.

## **ARTICLE XII**

### **BYLAWS**

**SECTION 1.** Review of Bylaws. These Bylaws shall be reviewed annually for changes by a Committee established by the Council in accordance with Article VIII, Section 2.

**SECTION 2.** Amendments to Bylaws. These Bylaws may be altered, amended or repealed and new Bylaws may be adopted in accordance with the procedure required in Article V, Section 8 notice of intention to alter, amend or repeal Bylaws to all Delegates at least fourteen days prior to the duly meeting where alteration, amendment, or repeal is submitted to the Council for approval.