

PPNA Bylaws

Modified by the Board of Directors on October 4, 2017

Modified by the Board of Directors on July 14, 2016

Approved by the Board of Directors on June 12, 2014

Approved by the Board of Directors on August 9, 2012

Approved by the General Members on October 11, 2012

BYLAWS OF POWDERHORN PARK NEIGHBORHOOD ASSOCIATION

ARTICLE I. NAME

The name of this nonprofit corporation shall be "Powderhorn Park Neighborhood Association." It may also be referred to as "PPNA."

ARTICLE II. MISSION

PPNA works to enhance the quality of life in the Powderhorn Park Neighborhood by facilitating community engagement, embracing a diversity of voices, and fostering economic and community development.

Article III. AREA

The area for which Powderhorn Park Neighborhood Association shall provide service shall be that portion of Minneapolis, Minnesota, inside of an area bounded by Lake Street, Chicago Avenue, 38th Street, and Cedar Avenue. The area includes the near side of all the boundary streets. The service area is herein referred to as "the neighborhood."

ARTICLE IV. MEMBERSHIP

Section 1. Requirements for General Membership in this corporation shall be as follows:

- a. Shall be at least sixteen (16) years of age.
- b. Shall live or own property in the neighborhood or work at a business or institution physically located in the neighborhood.

Section 2. Limitation.

Regarding those persons who work for or operate a business or institution in this neighborhood, but do not live here, only one such person per organization shall be a voting member of PPNA or the Board.

ARTICLE V. OFFICERS AND THEIR DUTIES

Section 1. The Officers.

The elected officers of PPNA shall be a Chair, Vice-Chair, Secretary, and Treasurer. The Immediate Past Chair may be included as a non-voting member of the Executive Committee at the Board's option. The officers are elected by the Board as described in Article VII, Section 3.

Section 2. The Duties of the Chair

- a. Meetings. Shall preside at all Board meetings and at the Annual Meeting of the General Membership. The Chair may delegate the latter responsibility to another member of the Board.
- b. Committees. Shall be an ex officio member of all committees; shall be a voting member of all committees which he or she attends except at a meeting of the Nominating Committee when a conflict of interest exists.
- c. Leadership. Shall provide the general leadership and management of the corporation. Shall exercise diligence with regard to ensure PPNA operates in accordance with its Articles of Incorporation, Bylaws, and policies and procedures.

- d. Signatory Agent. Shall carry out the duties of signatory agent of the corporation; i.e., shall sign legal documents, correspondence, disbursements, and contractual agreements, certifications, and assurances.
- e. General. Shall perform all duties usually incumbent on the office of Chair and any additional duties as the Board may deem appropriate and necessary.

Section 3. The Duties of the Vice-Chair.

- a. In the absence of the Chair. Shall perform all the duties of the Chair in the absence of the Chair.
- b. Signatory Agent. Shall carry out the duties of signatory agent of the corporation; i.e., shall sign such documents as require officers' signatures.
- c. General. Shall perform any additional duties assigned to him or her by the Chair or the Board.

Section 4. The Duties of the Secretary.

- a. Minutes. Shall keep the minutes of all meetings of the Board, of the General Membership, and of the Executive Committee.
- b. Distribution of Minutes. Shall ensure that the minutes are distributed in a timely manner to all members of the Board; shall ensure that minutes of open meetings are accessible to the General Membership.
- c. Attendance Record. Shall ensure that attendance is accurately recorded at each meeting of the Board and the General Membership, and that this record is incorporated into the minutes of each meeting.
- d. Signatory Agent. Shall carry out the duties of signatory agent of the corporation; i.e., shall sign verifications of actions of the Board, the General Membership, and the Executive Committee as necessary; shall sign documents requiring officers' signatures.
- e. General. Shall perform any additional duties assigned to him or her by the Chair or the Board.

Section 5. The Duties of the Treasurer.

- a. Records. Shall be responsible for supervising the receipt, deposit, and disbursement of all moneys of the corporation in accordance with generally accepted accounting standards, all applicable law, and with fiscal policies established by the Board.
- b. Financial Statement. Shall be responsible to ensure that an accurate and current statement of the financial condition of the corporation is available to the Board and the General Membership as needed.
- c. Spending Limitation. (As described in Section 7.d. of this Article.)
- d. Signatory Agent. Shall carry out the duties of signatory agent of the corporation; i.e., shall sign fiscal documents requiring treasurer's signature, documents requiring officers' signatures, and disbursements.
- e. General. Shall perform any additional duties assigned to him or her by the Chair or the Board.

Section 6. The Duties of Immediate Past Chair.

- a. Duties. The Immediate Past chair shall have such duties as assigned from time to time.

Section 7. Other Duties of Officers.

- a. Meetings. Shall attend all meetings of the Board, all General Membership meetings, and committee meetings, as required by the needs of the corporation.
- b. Executive Committee. The four officers of the corporation shall constitute the Executive Committee.
- c. Function of the Executive Committee. When necessary, the Executive Committee shall perform all appropriate functions of the Board in the interim between Board meetings. The decisions of the Executive Committee shall not be considered final or binding until approved by the Board, except when the Board has given the Executive Committee full authority in advance to decide and/or act on a given matter. Shall act as supervisory body to the Executive Director.
- d. Spending Limitation. No officer of the corporation is permitted to disburse or authorize disbursement of any unbudgeted moneys of the corporation for any purpose or amount without the advance authorization of the Board.

e. Notice of Executive Committee Meetings. The Chair is responsible to ensure that all members of the Board are made aware of the date, time, and place of all Executive Committee meetings in a timely manner, and all members of the Board may attend meetings of the Executive Committee.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Membership.

The Board of Directors shall consist of twelve (12) members, including four elected Officers. Except as noted in Section 8 of this Article, Directors will serve for a term of two (2) years, with a limit of three consecutive terms (six years). Officers will serve as Officers for a term of one (1) year, with a limit of three (3) consecutive terms (three years).

Section 2. Purpose.

The general purpose of the Board is to manage the business of the corporation in accordance with its Articles of Incorporation, these Bylaws, such policies as shall be established by the Board, and all applicable laws and regulations.

Section 3. Duties of the Board.

Each Board member will be required to be an active participant on a committee of PPNA and will volunteer at one PPNA event. Other duties and responsibilities of the Board shall be to act in the best interests of the organization.

Section 4. Quorum and Voting.

The presence of a majority of the current membership of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Participation in a meeting by remote communication pursuant to Article VI, Section 10 below constitutes presence at a meeting. Except for statutory provisions or as otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, shall be sufficient to transact any business.

Section 5. Meeting Frequency.

The Board shall meet no less frequently than six (6) times per year. (See Article IX. Meetings. Section 1.)

Section 6. Attendance Requirements.

All Directors are required to attend all meetings of the Board. If a Director is unable to attend a scheduled meeting, he/she must so advise the Chair or Vice-Chair prior to that meeting.

Section 7. Absence and Removal.

Unexcused absences from two meetings or excused absences from three meetings of the Board – not necessarily consecutive – constitutes grounds for removal from the Board. After a second unexcused absence or third excused absence from any regularly scheduled meeting of the Board during the year between Annual Meetings, the Chair will advise the concerned Director in writing of the prospect of his/her removal. Upon a second unexcused absence or third excused absence, a Director may be removed from the Board by a majority vote of the Directors present unless s/he can demonstrate to the Board that his/her membership should be sustained, the following month after threshold has passed. Please refer to the Board Absence and Removal Policy for procedures.

Section 8. Procedure for Adding Directors Between Annual Meetings.

Directors are requested to give no less than thirty days' notice of resignation from the Board. Vacancies between annual meetings shall be filled by a majority vote of the Board where quorum is present. The person who fills the vacancy will serve the remainder of the term.

Section 9. Leave of Absence.

In the event that a Director requests a leave of absence or is unable to participate for any reason, that seat on the Board shall be classified as vacant. The vacancy will then be subject to the procedure in Section 8 of this Article. If the Director is able to return prior to the expiration of his/her term, s/he may request a vote of reinstatement to the seat for the unexpired portion of the term only if a vacancy exists at the time the vote is requested.

Section 10. Remote Communications for Board Meetings.

One or more Directors may participate in a meeting of the Board by means of a conference telephone or, if authorized by the Board, by another means of remote communication, in each case through which that Director, other Directors so participating, and all Directors present at the meeting may participate with each other during the meeting.

Section 11. Confidentiality.

From time to time, confidentiality at meetings of the Board may be vital to promoting free and candid discussions, deliberations, records and other information generated in connection with the activities of the Board. In cases of labor or legal disputes for discussion the Chair of the Board may designate certain agenda items or topics as confidential and call for an Executive Session within the limits of these bylaws and the law. The Chair of the Board will announce the agenda items or topics. During this discussion of these agenda items or topics, the meeting shall be closed to participants not elected to the Board. Members of the Board may state the reason why a meeting was closed but may otherwise make no disclosure with regard to these confidential items or topics except as authorized by the Chair of the Board.

Section 12. Openness.

Board meetings are open to the General Membership and the public to observe the business of the board in accordance with the purpose of the corporation and applicable law except in those circumstances where the Chair of the Board designates confidentiality (as described in Section 11). Unless the Chair of the Board otherwise allows, only elected Board members may participate in discussion and decisions during Board meetings.

ARTICLE VII. COMMITTEES

Section 1. Formation.

Committees of the corporation can be created and disbanded only by majority vote of the Board at a meeting of the Board.

Section 2. Committee Procedures.

The Board shall appoint or approve, at the Board's discretion, committee chairs and appoint liaisons to the Board to report to the Board, subject to the limitations described in this Article.

Section 3. Committee Operations.

The Board shall determine committees' quorums, recording-keeping, way of conducting meetings, and the like, in accordance with the Articles of Incorporation of PPNA, these Bylaws, any applicable law, and all written PPNA Policies.

Section 4. Appointment.

The Board may appoint committee members and may appoint committees that consist entirely of members of the Board.

Section 5. Voting.

Any member of PPNA who attends a committee meeting automatically becomes a voting member of that committee for that meeting. The eligibility of any member of the corporation to vote on any matter is subject to the Bylaws of the corporation governing conflict of interest (See Article XI).

Section 6. Reports to the Board.

The Chair of each committee shall ensure that written reports are submitted to the Board at its regular monthly meeting if the committee has met since the most recent regular meeting of the Board.

Section 9. Openness.

All committees are open to the General Membership and the public in accordance with the purpose of the corporation and applicable law except in those circumstances where operational committees conduct business that is subject to law governing data privacy (See Article VI, Sections 5 and 6).

ARTICLE VIII. ELECTIONS AT THE ANNUAL MEETING

Section 1. Annual Meeting.

Directors shall be elected to the vacant seats on the Board by the General Membership at the Annual General Membership Meeting (except as provided for in Article VI. Section 8. Procedure for adding Directors between Annual Meetings). The General Membership of PPNA shall receive due notice of the date, time, location, and agenda of this meeting. (See Article IX. Section 3.)

Section 2. Nominations.

A Nominating Committee may be formed by the Board to conduct a search for eligible and interested candidates for vacancies on the Board. If formed, the list compiled by the Nominating Committee shall be submitted to the Chair of the Annual Meeting for presentation to the General Membership. Nominations may also be made from the floor of the Annual General Membership Meeting by any member of PPNA. Any member may offer him/herself in nomination.

Section 3. Election of Directors.

The voting for the Directors shall be held and closed by the end of the Annual and Special General Membership meeting and can include an early and absentee voting process. The election of the Officers of the Board shall be at the Board at the first meeting of the Board following the Annual meeting. (See this Article. Section 6.)

Section 4. Staggered Directors' Terms.

At the Annual Meeting of the General Membership, six (6) Directors shall be elected to the vacancies on the Board. The vacancies on the Board, shall be filled as follows: The first eligible candidate elected shall be elected to the Board vacancy of longest duration. In the event that Directors are elected simultaneously, the Directors receiving the highest number of votes shall be elected to the seats of longest duration.

Section 5. Terms of Office.

The Board shall consist of twelve (12) members, including four elected Officers. Except as noted in Section 5 of this Article, Directors will serve for a term of two (2) years, with a limit of three consecutive terms (six years). Officers will serve as Officers for a term of one (1) year, with a limit of three (3) consecutive terms (three years). (See Article VIII, Section 5, Staggered Directors' Terms.)

Section 6. Election of Officers.

The Officers of the Board shall be elected by the Board at the first meeting of the Board after the Annual General Membership Meeting; this first meeting of the newly elected Board shall be held no later than thirty (30) days after the Annual Meeting of the General Membership. The outgoing officers shall continue to serve the corporation until the new officers are elected.

ARTICLE IX. MEETINGS.

Section 1. Meeting.

All regularly scheduled meetings of the Board shall be held on the second Thursday of the month, except as provided for in Article VIII. Section 3.

Section 2. Special Meetings.

Special meetings of the Board and of the General Membership may be called, as needed, by the Board with due notification of the members of the Board and the General Membership.

Section 3. The Annual Meeting.

The regularly scheduled Annual Meeting of the General Membership shall be convened in the Fall season on the second Thursday of the month. The purpose of the Annual Meeting of the General Membership shall be to elect Directors to the vacant seats on the Board, and to conduct such other business of the corporation as requires the vote of the General Membership.

Section 4. Robert's Rules of Order.

In all matter of procedure not otherwise specified by these bylaws, Robert's Rules of Order, Revised Edition, will determine the procedure followed by the corporation.

ARTICLE X. PROCEDURE FOR ENACTING CHANGES TO THE BYLAWS.

Section 1. Ratification Authority.

The primary authority to amend these bylaws rests with the Board, in accordance with Minnesota statutes 317A.181 and 317A.133. The following bylaw amendments are subject to approval by the General Membership:

- a. Fixing a quorum for meetings of members;
- b. Prescribing procedures for removing directors or filling vacancies in the board;
- c. Fixing the number of directors or their classifications, qualifications, or terms of office prescribing procedures for removing or adding members; and
- d. Increasing or decreasing the vote required for a member action.

The Board may adopt or amend a bylaw provision to increase the number of directors without member approval. (<https://www.revisor.mn.gov/statutes/?id=317A.181>)

Section 2. Ratification Process.

For amendment by the Board, proposed changes to these bylaws shall be submitted in writing to all members of the Board and presented for discussion at no less than one meeting of the Board. To amend these bylaws by the Board, a majority vote of the Board is needed.

For amendment by the General Membership, proposed changes to these bylaws shall be submitted in writing to all members of the Board and presented for discussion at no less than one meeting of the Board prior to the Annual or Special General Membership Meeting, at which they are presented for ratification. For the General Membership to amend these bylaws, a 2/3 vote of those in attendance at an Annual or Special General Membership Meeting is required.

Section 3. Agenda.

All proposed changes to these bylaws, in the purview of the General Membership, shall be placed on the agenda of the Annual or Special General Membership Meeting, at which they are presented for ratification. In accordance with MN Statute 317A.181 Subd. 2(b), at least 50 members with voting rights or ten percent of the members with voting rights, whichever is less, may propose a resolution for action by the members to adopt, amend, or repeal bylaws adopted, amended, or repealed by the Board. The resolution must contain the provisions proposed for adoption, amendment, or repeal. (<https://www.revisor.mn.gov/statutes/?id=317A.181>)

Section 4. Due Notice.

The General Membership shall be given due notice of any proposed bylaw changes prior to presentation of said changes for ratification at an Annual or Special Meeting of the General Membership.

ARTICLE XI. CONFLICT OF INTEREST. The Board shall have an adopted Conflict of Interest policy.

ARTICLE XII. STATEMENT OF INCLUSIVITY.

The Powderhorn Park Neighborhood Association is committed to diversity and the full participation of all persons regardless of age, race, ethnic or cultural background, gender, affectional preference, status with regard to public assistance, religious belief, political affiliation, particular disability, or HIV status. Therefore, recruitment of members of the Board, Officers, staff, volunteers, committee members, and participants in programs administered and activities sponsored by PPNA shall be in accordance with equal opportunity guidelines outlined in PPNA Personnel Policies and Procedures and defined by federal, state, and municipal legislation.

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