

BYLAWS
OF
ST. ANTHONY EAST NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I – PURPOSE

A. The purpose of the St. Anthony East Neighborhood Association (SAENA) is to promote the betterment of the community and improve the human environment within the neighborhood boundaries and surrounding area(s), through plans and projects as may be appropriate to accomplish these purposes including the following objectives.

- 1) To facilitate cooperation and establish lines of communication among the residents of the St. Anthony East Neighborhood Association with the City of Minneapolis, its agencies and other public and private organizations and/or agencies.
- 2) To improve the quality of housing and public and private services and facilities in upgrading the neighborhood.
- 3) To study and review all proposals of a commercial, residential or housing development of rehabilitation nature that may have an impact on the neighborhood or surrounding area(s), and make recommendations to the City of Minneapolis.
- 4) To promote leadership in opposing any zone changes or laws that come before the Minneapolis City Council that are not in the neighborhood's best interests, and supporting any zone changes or laws that come before the Minneapolis City Council that are in the neighborhood's best interests.

B. SAENA may engage in any, and all lawful activities which may be necessary, useful, or desirable for the furtherance, accomplishment, fostering, or attainment of the forgoing purposes, provided that SAENA will engage only in activities permitted to be engaged in the organization exempt from the Federal Income Taxation under Section 501(c) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United State Internal Revenue Code).

ARTICLE II - BOUNDARIES

The boundaries of the St. Anthony East Neighborhood are as follows:

1. Washington and 5th Street NE on the West
2. Central Avenue NE on the East
3. Broadway Street NE on the North
4. Burlington Northern and Santa Fe railroad tracks on the South

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These boundaries do not prevent SAENA from involvement in matters outside the designated boundaries, which have an impact on the surrounding area(s).

ARTICLE III - MEMBERSHIP

Membership is open to any person 18 years of age or older whose primary residence is within the boundaries of the St. Anthony East Neighborhood as defined in Article II, or who is the representative of a property or business owned or operated within the same boundaries (“Member”).

Members may voice opinions to the board and petition the board on any and all matters related to the St. Anthony East community. Members also have the right to nominate and vote for eligible candidates for the Board of Directors at the Annual Membership Meeting.

ARTICLE IV – ORGANIZATION AND MEETINGS

A. Board of Directors. The business and property of the St. Anthony East Neighborhood Association will be managed and controlled by its Board of Directors consisting of 7—9 members. The number of directors will remain the same from year to year unless there is a motion at the annual meeting in May or June and a simple majority of members vote to change it from the previous year.

B. Regular Meetings. The Board of Directors will meet at a time and place agreed to by the Board. The Board will annually adopt a schedule of its regular meeting. All meetings are open to the public.

C. Annual Meeting. SAENA will hold an annual meeting in May or June each year, at a specific time and place designated by the Board of Directors. At each annual meeting SAENA, through its Board of Directors, will give a report of the activities of SAENA during the year.

D. Quorum. A Quorum for the transaction of business at the Annual Meeting will consist of a majority of the Board of Directors and any general member present.

E. Special Meetings. Special meetings of the general membership may be called at any time by the President of the Board of Directors, by any two officers, or by twenty-five percent (25%) of the Board of Directors, or by any fifteen (15) eligible members of SAENA, provided that any such request will specify the purpose or purposes for the meeting. The President shall select the date for the special meeting within three (3) working days of making or receiving such a request.

F. Notice. Notice of the date, time, place and purpose of any special meeting of the Board of Directors will be given to all Directors at least 5 days in advance of the meeting by the President or Secretary by mail, electronic mail, telephone, fax, or in person. Notice of the Annual Meeting will be published in a local news publication (e.g. Northeast Newspaper). If the date, time and place of meeting are announced at a previous meeting, notice to the Directors is not required unless member is absent. Meeting notice will then be sent to Director(s). When a

meeting is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken. Attendance at a meeting by any Director will be deemed a waiver at that meeting.

G. Quorum and Voting. Each Director has one vote. Passage of a motion or resolution requires the affirmative vote of the majority of the Directors present at the meeting, unless otherwise required by the Articles of Incorporation or these Bylaws. A quorum for the transaction of business will consist of a majority of Directors. In order to vote, a Director must be present. Voting may be by open tally or ballot.

H. Minutes. Minutes of each meeting will be recorded and will be voted upon for approval at the following meeting. Minutes shall be recorded by either SAENA staff or the SAENA Secretary.

ARTICLE V – BOARD OF DIRECTORS

A. Qualifications. Directors must live within the St. Anthony East Boundaries as described in Article II, except that a maximum of two members can be non-residents or owners of real property within the St. Anthony East Boundaries. Directors may serve no more than three (3) consecutive two-year terms without at least a one-year absence from the Board.

B. Duties of the Board of Directors. The Board of Directors will transact necessary business of SAENA and other business as may be referred to it by the City of Minneapolis, create and oversee committees, which the Board deems appropriate to assist in the transaction of the neighborhood business and in the furtherance of SAENA's objectives, hire and supervise staff, and present reports of its activities at the Annual Meeting of SAENA, and/or regular meetings. All committees created by SAENA are under the direct supervision of the Board of Directors. Directors will be allowed reimbursement for reasonable expenses incurred by a Director as approved by the Board.

C. Quorum. A majority of Directors in attendance at any board meeting will constitute a quorum.

D. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written or electronic action signed by the number of Directors required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed or electronically approved by the required number of Directors unless a different effective date is provided in the written action. When written action is taken by less than all of the Directors, all Directors will be immediately notified of its text and effective date, except that failure to provide such notice does not invalidate the written action.

E. Electronic Meetings. A conference among Directors by a means of communication through which the Directors may simultaneously hear each other during the conference is a

meeting of the Board of Directors, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference is a quorum. A Director may participate in a meeting by any means of communication through which the Director, other participants and all persons physically present at the meeting may simultaneously hear each other during the meeting. Participation in a meeting by either of the above-mentioned means is personal presence at the meeting.

ARTICLE VI - OFFICERS

A. Description and Number of Officers. The officers of SAENA will consist of the President, Vice President, Secretary, and Treasurer, and such other officers as may from time to time be elected by to Board to assist in the operation or management of SAENA. No person will hold two offices at one time, except as provided in these Bylaws. The Board of Directors will determine the powers and duties of all officers and committee chairs.

B. Elections, Terms of Office and Qualifications. The Board will elect the officers from their own number at the first regular meeting following the annual meeting. Officers will serve for one year or until their successor is appointed or elected or until resignation, removal, or death, whichever comes first. No candidate will be elected unless he/she receives a majority vote of the votes cast; a run off election will be held between the two candidates for each office receiving the most votes.

C. Removal or Vacancies. The members, by a majority vote of those entitled to vote at an election, may with or without cause, remove a director or the entire board from office. Neither a director nor the entire board will be removed from office, unless the notice of the annual or special meeting at which removal to be considered, states such purpose. When the board or director has been removed, new directors may be elected at the same meeting. The remaining members of the board, though less than a quorum will fill any vacancy on the board. A person so selected will hold office until his/her successor has been elected.

D. President. It is the duty of the President to preside at all meetings of the Board and will see that orders and resolutions of the Board are carried into effect, sign in the name of SAENA contracts, and other instruments pertaining to the business of SAENA, except in cases in which the authority to sign and deliver is required by law to be exercised by another Board, or is expressly delegated by the Bylaws of the Board to another officer or agent, appoint chairs and members of standing committees, maintains records of and when necessary, certify proceedings of the Board, and perform other duties as prescribed by the Board.

E. Vice-President. The Vice-President will act as an aide to the President and perform the duties of the President, in the absence, disability or resignation of the President. The Vice-President will perform those duties as assigned by the President with the consent of the Board of Directors. The Vice-President may sign in the name of SAENA contracts when the President is absent or unable to carry out this duty.

F. Secretary. The Secretary of the Board will maintain a correct record of the proceedings of all meetings of SAENA and maintain a permanent file of the minutes. SAENA staff may assist with these duties under the direction of the Secretary. The Secretary shall review the minutes before presenting them to the Board for approval.

G. Treasurer. The Treasurer is responsible to keep accurate financial records for SAENA and to co-sign checks on behalf of SAENA. The Treasurer may sign in the name of SAENA contracts when the President and Vice-President are absent or unable to carry out this duty.

H. Responsibilities. No officer in any way will bind SAENA to do or not to do any certain things unless expressly authorized to do so by the Board. Officers will receive no compensation for their services as an officer, but will be allowed reimbursements for expenses reasonably incurred, as approved by the Board.

ARTICLE VII - COMMITTEES

The President or Board of Directors may establish committees and delegate to those committees the powers and responsibilities to promote the objectives and interests of SAENA. The term of office of members of standing committees will be one year, unless otherwise specified. No debt will be made against SAENA of any committee officer or other member, without the approval of the Board.

ARTICLE VIII – SEAL, BOOK, AUDIT, FISCAL YEAR

A. Corporate Seal. SAENA does not have a corporate seal.

B. Books and Records. The Board will keep complete records of accounts, minutes of meetings of the Board of Directors and committee meetings, including any additional records and books as the Board deems necessary for the conduct of the activities and business of SAENA.

C. Audit. The Board will require that the records and books of accounts of SAENA be reviewed or audited as appropriate to the scope and nature of business conducted by SAENA.

D. Principal Office. The principal office will be 909 Main Street N.E., in the City of Minneapolis or such other location as the Board may designate.

E. Check Signing. Signatures of the Treasurer and one other officer are required for all checks drawn on SAENA's bank account.

ARTICLE IX - INDEMNIFICATION

SAENA will indemnify and make advances to each person who is or was a director, officer or employee of SAENA to the full extent mandated by, and in accordance with, Minnesota Statute

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Section 317A.521. All indemnification provided according to this section is for the sole and exclusive benefit of the person specifically identified therein and no other person, corporation, or legal entity has any rights by way of voluntary or involuntary assignment, subrogation or otherwise. SAENA may provide, maintain, and pay for insurance on behalf of any person who is to be indemnified.

ARTICLE X – AMENDMENT OF BYLAWS

These Bylaws may be amended by the affirmative vote of two-thirds (2/3) of the Directors present at a duly held meeting, provided that written notice of the meeting and of the proposed amendments has been given to each Director not less than five (5) nor more than thirty (30) days before any meeting of the Board of Directors at which an amendment of the Bylaws is to be adopted.

ARTICLE XI - DISCRIMINATION

SAENA will not discriminate in its hiring policies, delivery of services, or other organization business of any nature whatsoever on the basis of race, color, creed, religion, ancestry, nation origin, gender, affection preference, disability, age, marital status, source of income, or criminal records which is not validly related to the job, services, or business of SAENA.

ARTICLE XII - DISSOLUTION

In the event of dissolution of SAENA, the Board of Directors; shall after paying or making provision for the payment of all the liabilities of SAENA, dispose of all of the assets of SAENA, exclusively for the purpose of SAENA in such manner to such entities, organized and operated exclusively for charitable educational, religious, or scientific purposes as shall at the time qualify as an exempt organizations(s) under Section 501(c)(3) of the Internal Revenues of 1986 or the corresponding provision of any future United States Internal Revenue Law, as the Board of Directors shall determine.

ARTICLE XIII – CONFLICT OF INTEREST

A Director or committee member who receives any direct or indirect financial benefit from or serves on the Board of Directors of any organization, project, or development that is being considered by SAENA or any of SAENA’s task forces or committees, its Board of Directors, or membership, must declare that affiliation and will abstain from voting on any related issues.

ARTICLE XIV - STAFF

The Board of Directors has the power to employ or contract with and supervise the staff person(s) it deems necessary and prudent to run the day-to-day operation of SAENA. When the Board creates a position, it will also prepare a description of the major duties and responsibilities with that position. All staff will be paid in a manner to be determined by the Board. A staff

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person will have the power to act on behalf of the Board only as specifically authorized by the Board.

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