



Shingle Creek Neighborhood Association Bylaws

Revised and Restated Bylaws Approved July 9, 2019

ARTICLE I. Name

The name of this organization shall be the Shingle Creek Neighborhood Association, herein after referred to as the Association or SCNA.

ARTICLE II. Boundaries

- A. The area of the Shingle Creek Neighborhood Association, for the purpose of the bylaws, is defined as follows: Bounded by 53rd Avenue North on the north, Humboldt Avenue North on the east, 49th Avenue North on the south and Xerxes Avenue North on the west.
- B. For the purposes of planning, SCNA considers the Humboldt Industrial Area, bounded by 49th Avenue on the North, Humboldt Avenue on the East, Osseo Road on the West and the railroad tracks on the South, to be part of the neighborhood.

Notwithstanding the provisions in Article XI, this article is not subject to change or amendment at any time by the membership or the Board of Directors.

ARTICLE III. Purpose and Mission

- A. SCNA is organized exclusively as a nonprofit group for educational purposes within the meaning of section 501(c) (3), including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code .
- B. SCNA is organized to be a voice of the community, to advocate and promote the Shingle Creek neighborhood, to improve neighborhood livability and economic opportunities, to involve and empower residents and to promote the safety and health of our community and its residents.

ARTICLE IV. General Membership

Any natural person 18 years or older shall be eligible for membership in this Association who:

- A. Resides in or owns residential property in the area known as Shingle Creek Neighborhood as defined in Article II. of these bylaws; or
- B. Owns, operates or facilitates a business or organization located in said area.

Membership shall be open to all interested persons who meet the eligibility requirements-specified in this Article. Membership shall be determined by notice to the Membership Secretary of the Association in such a manner and form as may be prescribed by the Board of Directors. No person shall be denied membership in the Association because of consideration of race, religious belief, color, gender, sexual preference, national 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 transferable or assignable.

ARTICLE V. Membership Meetings

- A. General Meetings: General meetings of the membership shall be held at least (six) times a year at a time and place in the neighborhood to be determined by the board. These meetings shall be informational and participatory.
- B. Board meetings: The Board of Directors shall hold at least nine (9) meetings per year. These meetings shall be held in the Shingle Creek neighborhood at such time and place as determined by the board.
- C. All meetings shall be conducted according to *Robert's Rules of Order*, latest revision, when not in conflict with these bylaws.



- D. The membership meeting in April shall be designated as the Annual Meeting, at which time election of the Board of Directors shall occur.
- E. Notice of regular meetings of the Association will be made available to the membership by announcement in a neighborhood newsletter, community newspapers, or any method deemed appropriate by the Board of Directors.
- F. All General membership, meetings of the Board of Directors and any committees of the Board shall be open to the public.
- G. Special meetings of the Board of Directors may be called by the Chair or by a 2/3rds majority of the Board members then in office. Notice of special meetings shall be given at least forty-eight (48) hours in advance of the meeting by mail or personal contact.
- H. Special meetings of the General Membership may be called by the Chair or by a 2/3rds majority of the Board members then in office. Notice of special General meetings shall be given at least seventy-two(72) hours in advance of the meeting by mail or by method deemed appropriate.

ARTICLE VI. Terms and Composition of Board of Directors

- A. The terms of the Board of Directors shall be two (2) years. Board members shall be limited to five consecutive terms.
- B. The Board of Directors shall consist of a minimum of seven (7) and a maximum of fifteen (15) Board members. Board members must be natural persons, a majority of the board must be adults, and neighborhood residents must comprise a majority of the board of directors.
- C. There are historic connections between Shingle Creek Neighborhood Association and its residents and CommonBond Communities Shingle Creek Commons and Kingsley Commons housing facilities constructed as part of the larger Humboldt Greenway Redevelopment and the residents

who reside there. In view of this connectedness, one renter from Shingle Creek Commons and one renter from Kingsley Commons may be elected as voting board members to the SCNA board.

- D. Ex-Officio: Not more than two (2) voting ex-officio board members may be elected at the annual meeting or may be appointed by the board of directors. These members must work or own property in the Shingle Creek neighborhood, as described in Article II. The number of board members who do not live in the Shingle Creek neighborhood as defined in these Bylaws, provided for in Article VI, Sections C and D, shall be limited to four (4) members. At no time shall the number of board members who do not live in the Shingle Creek neighborhood form a majority; thus, neighborhood residents must comprise a majority of the board of directors.
- E. The Board of Directors may remove any Board member with three (3) consecutive unexcused Board absences. - Board vacancies occurring between Annual Meetings may be filled by either special election or appointment by the Board of Directors. Board of Director officer vacancies shall be filled within 30 days.
- F. Board Term Limits: To ensure broad public participation, vitality and diversity, no resident will serve more than five consecutive two-year terms.
- G. Resignation, Death: Resignation: Any Board of Director or Officer may resign at any time. Resignation from the board must be in writing and sent to the Chair. If the Chair is resigning, written notice will be given to the secretary. Death: In the event of the death of the Chair, the Vice-Chair shall, within seven days, shall call a Special or Emergency meeting of the Board, at which time the Board of Directors shall elect, from among their number, by an affirmative majority vote of those present, a successor Chair.
- H. Vacancies: A vacancy or vacancies on the Board shall be deemed to exist on the occurrence of the following: the death, resignation, or removal of any Director or Officer.



I. Vacancy of Board member: Following creation of a vacancy on the Board, the Board of Directors will fill any vacancy because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy. These vacancies will be filled only to the end of the particular board member's term.

J. Vacancy of Officer: Following creation of a vacancy of an Officer, the Board of Directors will fill any vacancy because of death, resignation, removal, at a special meeting called within 7 days for the purpose of filling the vacancy.

ARTICLE VII. Roles and Duties of Officers

Officers:

- A. The Board of Directors shall within one (1) month after the annual meeting, conduct elections for all officer positions in the Association.
- B. Officers of the Association shall consist of the Chair, Vice-Chair, Secretary and Treasurer.
- C. Officers of the Association shall be elected for one-year terms by the Board of Directors.

Duties:

Chair: The Chair shall manage the business of the Association. He/She shall preside over meetings of the board of directors and general membership or delegate such authority. The Chair shall see that all orders and resolutions of the Board, and general membership are carried out and shall perform other duties as the board may direct. The Chair and Secretary shall be signatory agents and may execute documents on behalf of the Association. The Chair is an ex-officio member of all committees.

Vice-Chair: The duties of the Vice-chair may be ex-officio member of all committees and perform the duties of the Chair if the Chair is unable to do so, and may perform other duties as the Board may prescribe.

Secretary: The Secretary shall record the minutes of each meeting, send notices of each meeting, and assist in the preparing letters and reports for the Association.

Treasurer: The Treasurer Keep the financial records of the Association and give an account of all transactions as required by the Board. He/She shall supervise the receipt, deposit and disbursement of the funds in accordance with the policies established by the Association. He/she shall perform other duties as the Board may direct.

ARTICLE VIII. Committees

The Board of Directors may appoint committees and delegate to such committees the authority and responsibility, as it may from time to time deem appropriate. Any member of SCNA is eligible to serve and participate in any SCNA committees.

- A. Committees may be standing or temporary and may have officers as deemed appropriate. All committee meetings shall be open to the public. Committees shall report to the Board monthly as to their activities. All committees shall forward recommendations to the board of directors, for its review.
- B. The Board of Directors may adopt policies and procedures regarding committee expectations, roles and responsibilities.

ARTICLE IX. Fiscal Year

The fiscal year shall be January 1 through December 31.

ARTICLE X. Grievance Procedure

All complaints or grievances against SCNA shall be in writing to the Board of Directors through the Chair. Grievances will be addressed in a timely manner. The Board of Directors shall adopt policies and procedures to address complaints or grievances.



ARTICLE XI. Amendments

Amendments to these bylaws may be adopted by the general membership at any meeting for which at least thirty (30) days prior notice has been given. The notice shall include the content of the proposed bylaw change. A quorum needs to be established and 2/3rds majority of the members present and voting affirmatively is needed for it to pass.

ARTICLE XII. Quorum

At all meetings of the Board of Directors, a 51% majority of the sitting Directors constitutes a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors

ARTICLE XIII. Conflict of Interest

Board members must declare financial and other conflicts of interest. Board members must abstain from discussion and voting on any action or activity to be undertaken by SCNA if such action or activity shall directly benefit that Board member or spouse, or immediate household. The Board of Directors shall adopt a conflict of interest policies and procedures.

The provisions of the Amended and Restated SCNA Bylaws shall be effective upon adoption and shall be effective for General Membership and Board of Directors' terms beginning with elections held at the Annual Meeting concurrent with adoption or following adoption of the Amended and Restated SCNA Bylaws.

These revised and restated bylaws were approved on July 9, 2019

SCNA Chair___Signed_____
Date July 9, 2019

SCNA Secretary__Signed_____
Date July 9, 2019

