By-Laws of the Stevens Square Community Organization

ARTICLE I: PURPOSE
The purpose of Stevens Square Community Organization is to serve, through its mission statement, the Stevens Square-Loring Heights neighborhood of Minneapolis, bounded by Interstate 94 to the north, Franklin Avenue to the south, 4th Avenue to the east, and Lyndale Avenue to the west.

ARTICLE II: OFFICES
1. The address of the registered office of this corporation is:
   1925 Nicollet Avenue, Minneapolis Minnesota 55403

2. The corporation may have such other offices at other places as the Board of Directors of the corporation from time to time may determine.

ARTICLE III: MEMBERS
1. CATEGORIES: Membership in the corporation shall be limited to residents, sixteen years of age and older, of the Stevens Square area (as defined in the Articles of Incorporation) and qualified business and institutional representatives as designated by the Board of Directors.
   a. Businesses or nonprofit institutions of the community may each have three (3) voting representatives.
   b. Residents who work for a local business or institution are not excluded by the above stipulation.

2. DUTIES AND PRIVILEGES: Each member of the corporation by his or her own membership shall be:
   a. Entitled to one (1) vote on each matter submitted to vote of the members at any corporate meeting.
   b. Eligible to serve as officers or board members of the corporation and shall be eligible to serve as Chair of any committee appointed or organized by the corporation.
   c. Responsible for attending all duly called meetings of the corporation and communicating concerns, issues, and business of the corporation to the community.

3. INELIGIBILITY: Paid Staff of the Stevens Square Community Organization shall be ineligible to retain the Duties and Privileges enumerated above, regardless of their membership status.

ARTICLE IV: MEETINGS
1. ANNUAL MEETING: An annual meeting shall be called by the Board of Directors and held during the second quarter of the calendar year (April 1-June 30) for the purpose of electing the Board of Directors for the corporation and for the transaction of business of the corporation to the community.

2. REGULAR MEETINGS: A minimum of one (1) regular meeting of the corporation shall be held during each quarter of the calendar year.

3. SPECIAL MEETINGS: Special meetings of the corporation may be called by a majority vote of the Board of Directors of the corporation or upon petition of the Board of Directors by twenty (20) members of the corporation.

4. NOTICE OF MEETINGS: Notice shall be given of each annual, regular, or special meeting shall be given at least one (1) week prior to each meeting utilizing public methods available to the corporation.

5. QUORUM: A quorum for any annual, regular, or special meeting of the corporation shall consist of twenty-five (25) members of the corporation.

6. SPECIFIC VOTES REQUIRED:
   a. A majority vote of the members of the corporation present at any annual, regular, or special meeting shall be required for:
i. Election of board members
   ii. Ratification of major policy statements of the corporation.

b. A two-thirds vote (2/3) vote of the members of the corporation present at any annual, regular, or special meeting shall be required for amendment of these By-Laws.

7. **Proxy:** No member may give a proxy for him or herself, or vote by proxy.

**ARTICLE V: BOARD OF DIRECTORS**

1. **MEMBERSHIP:** The total membership of the Board of Directors shall not exceed more than eighteen (18) members.

2. **CATEGORIES OF MEMBERSHIP:**
   a. Four (4) officers elected at the annual meeting of the corporation.
   b. Five (5) at-large members elected at the annual meeting of the corporation.
   c. Additional members may be appointed by the board of directors, which shall not exceed a total of eighteen (18) members.

3. **DUTIES AND PRIVILEGES:**
   a. Elected members shall:
      i. Be entitled to one (1) vote on each matter submitted to vote before the Board of Directors.
      ii. Be eligible to serve as Chair, Vice-Chair, Secretary, or Treasurer of the corporation or hold any other office of any task force or committee.
      iii. Be responsible for attending all duly called meetings of the board (unless excused)
      iv. Perform other duties as assigned by the corporation.
   b. Appointed members shall be entitled to all the duties and privileges of the elected members except:
      i. They may not serve as the Chair of the corporation.
      ii. They may not vote on questions concerning the appointment or removal of any appointed member.

4. **TERM OF DUTY:**
   a. Elected board members shall reserve a term of two (2) years from the date of the annual meeting unless otherwise removed.
   b. Appointed members shall serve from the date of their appointment to the date of the subsequent annual meeting, unless otherwise removed.
   c. Standing committee Chairs shall serve from the date of their appointment to the board to the date of their Committee’s subsequent committee co-chair election, unless otherwise removed.

**ARTICLE VI: ELECTION, TERMS OF OFFICE, QUALIFICATIONS OF ELECTORS, ETC.**

1. **ELECTED OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS:** Election of the officers and members of the Board of Directors of the corporation shall be scheduled within the second quarter of the calendar year and publicly advertised two (2) weeks prior to the annual meeting. There shall be (9) elected members of the Board of Directors of the corporation consisting of the four (4) officers of the corporation and five (5) at-large members elected at the annual meeting of the corporation. Non-resident representation on the board is limited to not more than six (6) members, with not more than three (3) representatives from each of the following segments of the community as defined by the then-current IRS regulations: for-profit entities and not-for-profit entities. Each non-resident candidate for the board must declare which one (1) segment of the community they represent. Non-residents are not eligible to serve as Chair, and no more than two (2) non-residents may serve on the Executive Committee at any one (1) time.
2. **NOMINATION PROCESS:**
   a. A nominating committee may be appointed by the Board of Directors at the first regular board meeting in April. The nominating committee shall solicit candidates from the corporation members before the annual meeting. The slate of candidates shall be presented at the annual meeting for the purpose of electing officers and at-large board members of the corporation.
   b. Public nominations will be taken from the floor at the annual meeting.
3. **PLACE OF ELECTION:** All members of the corporation shall be eligible to vote. All candidates shall have an allotted time in which to state their qualifications, positions on issues, etc.
   a. **OFFICERS:** The positions of Chair, Vice Chair, Secretary and Treasurer shall be determined by the candidate receiving the largest number of votes cast. The Chair and Secretary will be elected on even-numbered years. The Vice Chair and Treasurer will be elected on odd-numbered years.
   b. **AT-LARGE BOARD MEMBERS:** The five (5) at-large positions of the Board of Directors shall be determined by the candidates receiving the largest number of votes cast. On even-numbered years, three (3) at-large board members will be elected, with each voting member casting two (2) votes for the three (3) positions. On odd-numbered years, two (2) at-large board members will be elected, with each voting member casting one (1) vote for the two (2) positions.
4. **NOTICE:** Notice shall be given prior to the annual meeting stating the intent to have elections. This notice shall be consistent with the requirements as otherwise outlined in these By-Laws.
5. **TERM OF SERVICE:** Each elected officer and board member shall be a member of the corporation and serve a term of two (2) years unless otherwise removed as provided in these By-Laws or disqualified by moving from the corporation boundaries.
6. **VACANCIES:** If a duly elected officer or at-large board member of the corporation has served less than six (6) months and moves from the area or is otherwise disqualified, a special election will be held at the following quarterly meeting. If said person has served more than six (6) months, the board will appoint a successor to fill the remaining term.
7. **RE-ELECTION:** Elected officers and board members may seek re-election for two (2) consecutive terms.

**ARTICLE VII: CAUSE FOR REMOVAL OR DISQUALIFICATION**

1. **RECALL:** Two-thirds (2/3) of the membership of the board present and voting at a duly called Board of Directors meeting, with a quorum in attendance, may remove any officer or board member of the corporation provided there is a just cause for removal as otherwise outlined in these By-Laws.
2. **CAUSE FOR REMOVAL:** Cause for removal of elected officers and board members shall include but not be limited to the following:
   a. Lack of attendance at three (3) consecutive meetings of the Board of Directors without a valid excuse.
   b. Undeclared conflict of interest.
   c. The Board of Directors shall reserve the right to determine cause for removal in specific instances.
3. **CHANGE OF STATUS:** Change of status, such as moving out of the corporate boundaries, would make any officer or board member ineligible to maintain membership.
ARTICLE VIII: MEETINGS OFF THE BOARD OF DIRECTORS
1. REGULAR MEETINGS: The Board of Directors shall meet a minimum of once every other month.
2. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called when necessary by the Chair.
3. NOTICE: Notice shall be given to each board member by the Secretary.
4. QUORUM: A quorum for the transaction or business at any meeting of the Board of Directors shall consist of at least five (5) elected board members.

ARTICLE IX: OFFICERS
1. NUMBER: No officer may hold more than one (1) office of the corporation.
2. OFFICES: The corporation shall elect the following officers from its membership:
   a. CHAIR: The Chair will preside at all corporation meetings, as well as at board meetings, and shall be the General Manager of the corporation. The Chair is an ex-officio member of all committees and subcommittees. The Chair may vote to break ties at the above stated committees. The Chair may be assigned additional duties by the board upon approval by the corporation.
   b. VICE-CHAIR: The Vice-Chair shall assume the duties of the Chair during the absence or inability of the chair to act. The Vice-Chair may be assigned additional duties by the board.
   c. SECRETARY: The secretary shall supervise all matters relative to the recording of minutes, filing of materials and documents concerning the corporation’s business, the notification of members for annual, regular, or special meetings, official correspondence of the corporation, and related functions. The secretary shall have assistance in carrying out these functions and may be assigned additional duties by the board.
   d. TREASURER: The Treasurer shall supervise all financial records and make regular reports to the corporation.
3. The above named officers shall constitute the Executive Committee of the Board of Directors of the Corporation having the following duties:
   a. To call meetings and plan meeting agendas.
   b. To coordinate activities and reports of committee and task forces.
   c. To supervise the day-to-day business of the corporation between annual, special, and regular meetings.
   d. To perform other duties, as assigned by the corporation.
All officers are assigned such powers as endorsement on behalf of the corporation for collection, checks, deposits, etc.
4. TERMS OF OFFICE: These officers shall hold office until the next annual meeting of the corporation or until their successors are duly elected and qualified as provided by these By-Laws.
5. REMOVAL AND VACANCIES: An officer may be removed or recalled as provided heretofore in these By-Laws.

ARTICLE X: COMMITTEES
1. POWER TO FORM COMMITTEES: The Board of Directors of the corporation shall have the power to form committees, appoint heads of said committees, and shall determine the function and duration of each committee as needs arise or as the corporation deems appropriate.
2. STANDING COMMITTEES: The Board of Directors shall establish the following committees:
   a. The Board of Directors may appoint committees from time to time, as deemed necessary.
ARTICLE XI: MISCELLANEOUS PROVISIONS

1. **CONTRACTS:** The Board of Directors shall contract for services with the corporation approval and may enter into contracts only at open board meetings. The board will empower members at the board to sign for the corporation.

2. **CHECKS:** The Treasurer may sign checks only if countersigned by the Chair of the corporation or by any party authorized by the Board of Directors.

3. **GIFTS:** Members may accept on behalf of the corporation and turn over to the Treasurer any contributions, gifts, or bequests for the general benefit of the corporation and community.

4. **AUDIT:** The corporation shall have an audit at least once a year, or when deemed necessary by the board. An audit shall be taken at the end of an election year in such a manner as to provide a newly elected Treasurer with an up-to-date record of accounts, deposits, etc.

5. **EXAMINATION BY MEMBERS:** Every member of the corporation shall have a right to examine in person or by agent or attorney, at a time and place arranged with the Chair, all books and records of the corporation and to make extracts therefrom.

6. **OPEN MEETINGS:** All annual, regular, special, and board meetings shall be open to the public.

ARTICLE XII: AMENDMENTS

These By-Laws may be amended or altered by a vote of two-thirds (2/3) of the membership present at annual, regular, or special meetings of the corporation provided that notice of the proposed amendment shall be given to the corporation one (1) week in advance of said meeting.

We the undersigned Chair and Secretary, respectively, of the Stevens Square Community Organization, INC., a Minnesota non-profit corporation, do hereby certify that the foregoing By-Laws are the By-Laws adopted for the corporation by its members at a meeting held on June 21, 2007 June 13, 2009.

_________________________    ______________________
SSCO Chair                                           Date

_________________________    ______________________
SSCO Secretary                                      Date