

Webber-Camden Neighborhood Organization Bylaws 1993 Amended 1994,1995,1997,2002, 2007and 2011.

Article I NAME

The name of this organization shall be the Webber-Camden Neighborhood Organization.

Article II PURPOSE

The purpose of the Webber-Camden Neighborhood Organization shall be to protect and promote neighborhood interests and the health, safety, and general welfare of all residents of the Webber-Camden Neighborhood in a non-partisan, educational, and cooperative manner and implement that purpose through decisions of the Board of Directors for the Association only, or by participating in collaboration with others.

Article III GEOGRAPHIC AREA

The geographic area of Webber-Camden Neighborhood (hereafter referred to as "Webber-Camden ") as defined by the Minneapolis Communities and Neighborhoods map approved by the Minneapolis City Council shall be: north Dowling Avenue on the south, CP Rail Road or 46th Avenue North, the Mississippi River on the east and Penn/west Newton Avenues North on the west.

Article IV MEMBERSHIP

Eligible for individual membership in the Webber-Camden Neighborhood Organization (hereafter referred to as the Organization) shall be any person of legal voting age who:

- a. Resides in or owns property in Webber-Camden
- b. Operates or facilitates a legal business or organization located in Webber-Camden however, there shall be only one non-resident member for each legal business or organization.

Membership in the Organization shall be open to and encouraged of all interested persons who meet the above eligibility requirements. Efforts shall be made to achieve faithful representation of the racial, ethnic, and economic diversity of Webber-Camden. No person shall be denied membership in the Organization due to race, religion, color, gender, sexual preference, national origin, economic status, or disability. Membership is neither transferable nor assignable. No member shall have any vested right or interest in the term of his or her membership. Members may be required to verify their membership eligibility.

Anyone eligible for membership must consent to becoming a member and they may become a member by signing their name and providing their address on a voter registration form that is available at all meetings of the Organization. *The Organization will maintain a current membership list and must make its membership list available within 2 business days to any member requesting it. The membership list cannot be used for promotional purposes unrelated to the Organization.*

V BOARD OF DIRECTORS

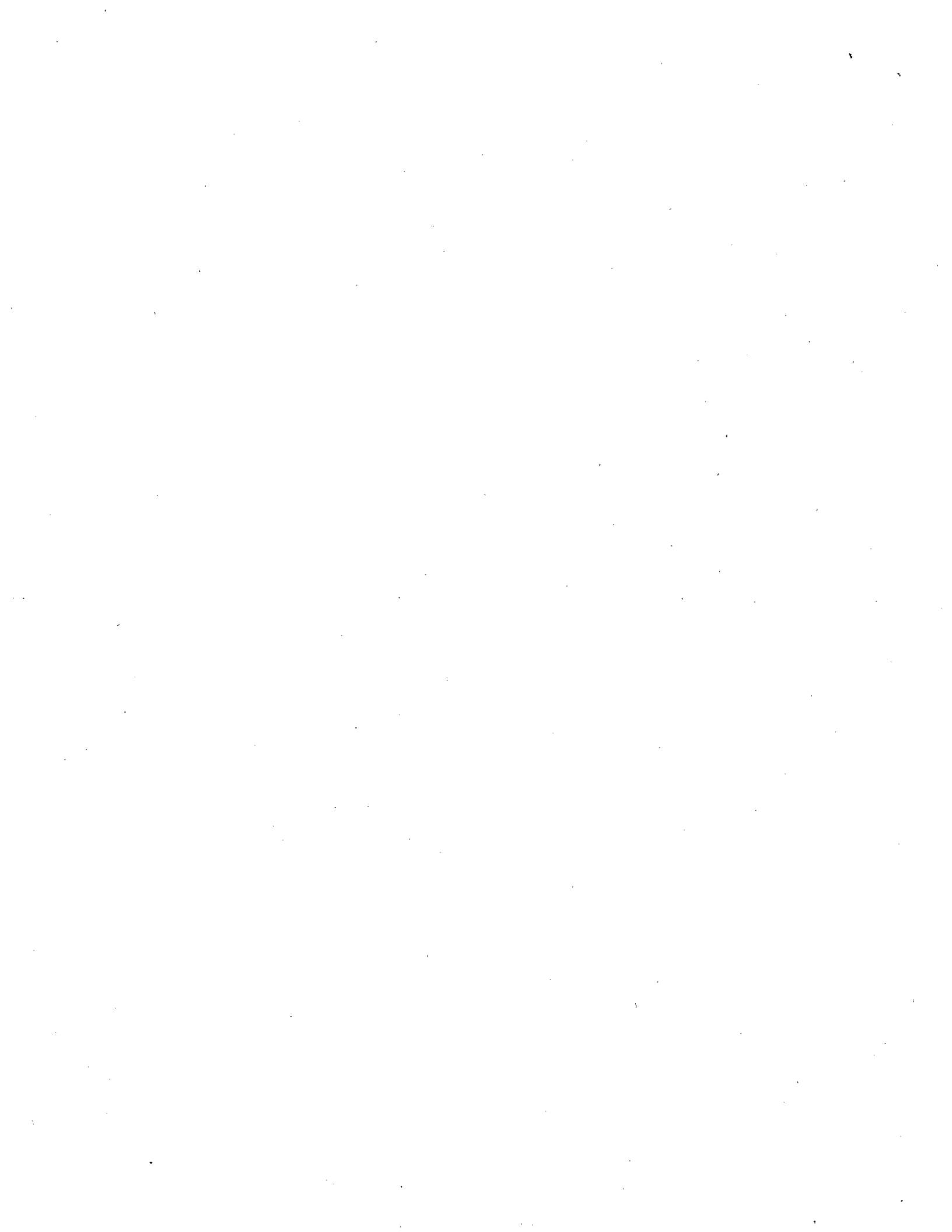
The Board of Directors (hereafter known as the Board) shall consist of not less than six members of the Organization and not more than eleven members. All Board members must be voting members of the Organization, but only two may be non-residents of Webber-Camden neighborhood. Board members shall not conduct themselves in a manner that will reflect negatively upon the Organization.

Terms on the Board shall be for two consecutive years. Board vacancies due to resignation or removal shall be filled for the remainder of the term under normal voting procedures stated in these bylaws.

When vacancies occur, elections to fill vacancies shall be publicized at least 25 days before the election can occur at the next Organization regular or quarterly meeting.

A Board member may be removed from the Board by a two-thirds vote of the entire seated membership of the Board. Such a vote shall occur at a regular meeting, or a special meeting called for that purpose, but with due notification of such action and the right to be heard thereon.

After 2 consecutive absences, a Board member will receive written notification stating that the Board will review their status and may take action to remove them from the Board if they have 3 consecutive absences.



VI (A) MEETINGS

Membership

General membership meetings shall be held at least quarterly. The quarterly meetings will be held in February, May, August, and November on the first Monday of each month, precluding a legal holiday, which then defers to the second Monday. Notice of regular meetings and the agenda will be made available to the membership by any method deemed inclusive by the Board.

Annual Meeting: The general membership meeting in November shall be designated as the Annual Meeting, at which time election to the Organization's Board shall occur. There shall be 25 days publicized notification of the Annual Meeting and Board elections. The Organization's fiscal year shall be the calendar year.

All voting shall be subject to ratification by a simple majority of all eligible voters in attendance at a duly called election. All meetings shall be conducted according to Robert's Rules of Order, latest revision, when not in conflict with these bylaws. Fifty percent plus one of the members present at the time an issue is voted on constitutes a majority.

VI (B)

Board of Directors

The Board will conduct not less than one business meeting per month. The meeting(s) shall be duly publicized and open to the public, any member of the Organization and to all residents of Webber-Camden. Special meetings of the Board may be called by the Chair, the Executive Committee, or by a majority of the seated Board members. Notice of special meetings shall be given at least twenty-four hours in advance of the meeting either by mail, phone, electronic or personal contact. If Board resolutions are made without a meeting of the Board they shall be done in writing with signatures of 2/3 of the Board members to be valid.

A quorum shall consist of at least 51% of the seated Board members. Of the Board members in attendance, a simple majority is necessary to carry any motion. There shall be no proxy votes at Board meetings.

VII OFFICERS

There shall be four officers of the Board of Directors consisting of a Chair, Vice Chair, Secretary and Treasurer. Officers are elected at the Annual Meeting. The offices of Chair and Treasurer must be filled according to Minnesota law. These four officers shall also be known as the Executive Committee.

Vacancies are to be filled by Board appointment. Appointees are to be confirmed by a simple majority of Organization members in attendance at the next general meeting of the Organization.

An Officer may be removed by a two-thirds vote of the entire voting membership of the Board. The Board shall elect a member of the Board to fill the vacancy. However, in such cases, 1/3 of the seated Board members may call for the officer position to be filled by election at the next general membership meeting with due notice.

The Chair shall have the power of general management of the business of the Organization and shall either preside or delegate such authority at all meetings. S/he shall see that all orders and resolutions of the Organization are carried into effect. The Chair shall be a member ex-officio of all sub-committees. The Chair shall perform all duties usually incident to that office and such other duties as the Organization may prescribe.

The Vice-Chair is a member of the *Executive Committee* in secession to the Chair and shall perform the duties of the chair in the event that the Chair is unable to do so and to perform other duties as the Organization may prescribe.

The Secretary is a member of the Executive Committee and is responsible for keeping records of Board actions, including overseeing the taking of minutes at all board meeting, sending out meeting announcements, distributing copies of minutes and the agenda to each Board member and assuring that corporate records are maintained and shall perform such other duties as the Organization may prescribe.

The Treasurer is a member of the Executive Committee and is responsible to assure accurate accounts are kept of all moneys of the Organization received or disbursed. The Treasurer shall be responsible for supervising the receipt, deposit, and disbursement of the Organization's funds in accordance with the financial policies and procedures established by the Organization. The Treasurer shall, whenever required, provide to the Organization an account of the financial condition of the Organization and shall perform such other duties as the Organization

may prescribe. When applicable, the Treasurer shall submit to the CPED, NRP, or other worthy agency an independent audit done by a professional Certified Public Accountant.

VIII COMMITTEES

Section 1: The Board may create committees as needed, such as fundraising, housing, etc. The Board Chair appoints all committee chairs.

When a committee is created, the Board by formal action shall: Identify the committee as either standing or special, define the purpose of the committee and appoint a committee chair. All Committees shall report to the Board on a monthly basis. Any proposed action by any committee that financially obligates or otherwise defines the Organization in any way requires approval through a formal action by the Board.

With the exception of the Bylaws and Finance Committees, committee-membership is open to the membership of Organization.

Section 2: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meeting of the Board, subject to the direction and control of the Board of Directors.

Section 3: Finance Committee. The Treasurer is chair of the Finance Committee, which includes three other Board Members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan and annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within the budget. The Board or the Executive Committee must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board and the public.

IX AMENDMENTS

Amendments to these bylaws may be adopted by the general membership of the Organization at any meeting for which at least seven days prior notice shall be given. The notice shall include the content of the proposed bylaw change. A 2/3 majority of the members present and voting is needed for any amendment to pass.

Notwithstanding the provisions cited above, these bylaws are not subject to change or amendment at any time by the general membership or Directors of the Organization board.

X COMPLAINTS

Any complaints against the Organization, or any of its activities, must be made in writing and directed to a meeting of the Organization, which shall act upon the merits of the complaint within thirty days.

XI LIABILITIES

No officer or member of the Board shall in any way be personally liable or responsible for any debt or obligation imposed or incurred by, or on behalf of, the Organization.

Conflict of Interest, Indemnification and Non-Discrimination Policy

Section 1. Conflict of Interest. The Webber-Camden Neighborhood Organization (WCNO) recognizes that members participate because of a personal or professional interest in the work of the Organization. Webber-Camden Neighborhood Organization encourages these individuals to participate, however, actual and potential conflicts of interest shall be fully disclosed. A conflict of interest shall arise in any of the following situations:

- A. An actual or proposed contract or transaction between WCNO and a member or any of the immediate family of the member or alternate.
- B. An actual or proposed contract or transaction between WCNO and an organization of which a member or alternate or any of the immediate family of the member or alternate is a director, officer, legal representative or has a material financial interest.



Any conflict of interest or potential for a conflict of interest shall be fully disclosed in a timely manner to the WCNO by the member. A member shall not vote or participate in the discussion of any action that constitutes an actual or potential conflict of interest. The Board may authorize, approve, or ratify a contract or transaction that constitutes a conflict of interest only upon full disclosure and upon consensus reached without the member subject to the conflict of interest.

Section 2. Definitions. The following definitions apply to this Article:

- A. **Material Financial Interest.** A member has a material financial interest in any organization in which the member has rights to payment of dividends, profit-sharing, compensation, reimbursement of expenses, or repayment of obligations or other liabilities.
- B. **Immediate Family.** Immediate family encompasses the following individuals: spouses, parents, children, children's spouses, siblings, or spouses of siblings.

Section 3. Indemnification. To the fullest extent permitted by Minnesota law, the WCNO shall indemnify and hold harmless every party serving in a capacity for WCNO for any and all costs incurred in connection with the defense of any action, suit, or proceeding in which he or she may be made a party or a witness by reason of their official capacity with the organization. The WCNO shall purchase and maintain insurance sufficient to cover such costs.

Non-Discrimination Policy

Section 1. Non-Discrimination Policy. The WCNO will not tolerate or support discrimination of any kind. The activities of the WCNO shall not discriminate against any person because of: race; color; creed; religion; ancestry; nation origin; sex; affectional ; physical, mental or emotional disability or other handicap; age; marital status; or status with regard to public assistance.