

Windom Bylaws

enacted 11/10/05, revised 1/31/2017, adopted 2/9/2017

PREAMBLE

The intent of these bylaws is to clarify how the Windom Community Council will conduct business and ensure the equal opportunity of eligible Windom residents and businesses to a voice in the affairs of the Windom Community Council. The purpose of the Windom Community Council shall be to promote the common good and general welfare of the Windom community.

I. Identity

A. Name

The name of this organization shall be the Windom Community Council (herein WCC)

B. Boundaries

The WCC shall have the following boundaries: Highway 62 on the south; Highway 121/Lyndale Ave on the west; 54th/Diamond Lake Rd on the north; and Highway 35 on the east.

II. Mission, Purpose and Policy

A. Mission

Windom seeks to be recognized, locally and beyond, as an attractive, active, supportive and involved neighborhood that takes pride in its cultural diversity and rich history. We are a community of people who strive to provide a safe, clean, educational and prosperous haven for all of our residents and businesses.

B. Purpose

The purpose of the WCC shall be to:

1. Consider and act upon issues which affect the livability and quality of the neighborhood;
2. Provide an open process by which members may involve themselves in neighborhood affairs;
3. Take positions in matters of civic interest and promote those positions in communications;
4. Inform residents of events or plans affecting the neighborhood; and
5. Establish and maintain open communication with other organizations, such as district coalitions, educational institutions, other neighborhood associations, and city, county and state government agencies.

C. Policy

No commercial enterprise or political candidate shall be endorsed by the WCC. The name of the WCC and/or its officers, when acting in their official capacities, shall not be used in connection with any commercial, partisan, or sectarian interest or for any other purposes other than that of the regular work of the WCC.

III. General Membership

A. Eligibility

General Membership shall be open to any person (18 years of age or older):

1. Whose primary residence is within the jurisdiction of Windom as defined above

2. Any one representative appointed by a commercial/rental property or business located within the same jurisdiction

B. Voting Rights of Members

1. any resident eligible for membership as defined above who signs in at a meeting of the members and can produce upon request a Minnesota Driver's License, a Minnesota Identification Card, or some other form of residency verification that indicates the individual lives within the Windom neighborhood; or
2. any one representative appointed by a commercial/rental property or business located within the Windom neighborhood who signs in at a meeting of the members and can produce upon request proof of representation of such business or commercial/rental property.

No member may vote more than once. Members must be present to vote; proxy voting shall not be allowed.

C. Dues and Fees

No mandatory dues or fees are required for membership. Voluntary donations to support the WCC and its activities are welcomed.

D. Powers of General Membership

1. The right to voice opinions to the board and to make petitions to the board on any and all matters related to the Windom community.
2. The right to nominate and vote for election of the directors to the board.
3. General members may attend any meeting of the board of directors and vote on particular issues before the board which may require a full general membership vote (see section Article VIII.C. for special meetings).

IV. Board of Directors

A. Composition

The Board of Directors (herein Board) shall consist of nine (9) members, including officers. At least 7 of the board shall have their primary residence within the jurisdiction defined above.

B. Eligibility

A Director must be a general member of the WCC as defined above.

C. Nomination

The Board will be elected by the general membership present at the annual meeting. To fill the 9-member Board, four (4) directors shall stand for election in one year, and the other five (5) shall stand for election the succeeding year. Nominations may be submitted by a committee formed for such purpose and may also come from the floor.

D. Terms

Each director shall serve a term of two (2) years. A member may serve on the Board as many times as s/he may be elected; no term limit being herein specified.

E. Resignation

Directors need to communicate their intention to resign by written notice to the executive committee (defined below).

F. Vacancy

Any vacancy on the Board, apart from the elections at the annual meeting, may be filled by an election at the next board meeting, by a majority vote of the eligible members present. No special notice of this meeting need be given. Any director so elected shall serve the remaining

term of the director position vacated. If the vacated director was an officer, the Board shall elect a new officer from the available candidates on the board.

G. Removal

A director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the Board at a regular or special meeting called for that purpose. The Board may not remove a Director unless that Director has been given at least 15 days' notification of such action and the right to be heard therein.

H. Powers and Duties

The Board shall be responsible for managing the affairs of the WCC and for assuring the membership is informed of business that affects them through reasonable means of notification.

To ensure active participation and representation, directors shall:

1. Support the mission of the WCC.
2. Attend all regular and special meetings of the board.
3. Serve on a committee and/or attend at least one committee meeting monthly.
4. Sign the WCC policies as required (such as Conflict of Interest and Code of Ethics).
5. The Board will conduct an annual review of all staff and authorize any changes in compensation.

I. Action Without a Meeting

Any action may be taken by the Board without a formal meeting if authorized in writing, including electronic communications, and approved by a majority of all directors. Any such actions must be reported at the next regular meeting.

V. Officers

The Board shall elect from themselves at least four (4) officers, or as many as the board may determine is necessary and sufficient to further carry out the business of the board.

A. Titles and Eligibility

The officers of the board shall consist of a President, Vice-President, Secretary and Treasurer. No person may hold two (2) offices at one time except during the sudden vacancy of an officer and until said vacancy is filled.

B. Election

The officers shall be elected by the Board at its first meeting after the annual meeting. Eligible candidates may be self-nominated or nominated by any member of the Board. The candidate for each office who receives the greatest number of votes shall hold the office.

C. Terms

The Officers shall be elected for a term of one (1) year.

D. Resignation

Officers need to communicate their resignation by written notice to the executive committee (defined below).

E. Vacancy

In the event of a vacancy, eligible candidates may be self-nominated or nominated by any member of the Board. The candidate receiving the greatest number of votes by the directors shall hold the office. Until the position is filled, the President must delegate the duties of the vacant office to one or more directors.

F. Removal

An officer may be removed, with or without cause, by a two-thirds (2/3) vote of the Board at a

regular or special meeting called for that purpose. No officer may be removed unless they have been given at least 15 days' notification of such action and the right to be heard therein.

G. Duties Held in Common

All financial instruments must be signed by two (2) officers; usually, but not necessarily, the Treasurer and President. A minimum of three (3) members of the Board must be listed on the bank account.

H. Duties of Officers

Duties of officers may be more specifically defined in separate standing rules and procedures approved by the board. Officers may delegate some or all their duties and powers, but retain full accountability for their office. The officers shall be notified in writing of such delegation. In general, the duties of officers are:

1. President

The President serves as the chief executive officer of the WCC. The President shall:

- a) Preside as chair at all board and WCC meetings;
- b) Represent the position of the board and the interests of the WCC; and
- c) Serve as spokesperson and public contact for the WCC.

2. Vice-President

The Vice-President shall perform the duties of the President in their absence or when requested by the President.

3. Treasurer

The Treasurer shall have overall responsibility for the WCC's funds. The Treasurer shall:

- a) Maintain full and accurate accounts of all financial records of the WCC;
- b) Develop and present the annual budget for approval by the board; and
- c) Present financial reports as directed by the board.

4. Secretary

The Secretary shall:

- a) Record and maintain minutes of the WCC and board meetings;
- b) Maintain the non-financial files of the WCC;
- c) Provide notice of all membership and board meetings;
- d) Maintain current and accurate membership lists; and
- e) Manage requests for public record requests.

VI. Executive Committee

A. Membership

There shall be a five (5) person executive committee (herein EC) which shall consist of the four (4) officers of WCC plus one (1) Director elected by the Board as an at-large member of the EC.

B. Meetings

Meetings may be called by the President or by any three (3) members of the EC.

C. Powers & Duties

- 1. The EC may act on behalf of the WCC on any urgent matters when the Board is not in session as per the WCC Finance Policy.
- 2. The EC is responsible for creating the annual budget, annual report and other annual submissions as needed, to be submitted for Board approval.
- 3. Actions by the EC must be reported to the Board at the next regular or special meeting.
- 4. The EC acts as the hiring committee on behalf of the Board. All hiring recommendations will be presented to the Board for board approval.

D. Quorum

Three (3) members of the EC shall constitute a quorum for the transaction of business.

VII. Committees

A. Establishment of Committees

The board may establish such committees as it deems necessary to promote the purposes and objectives of the WCC. The board shall have the power to define the type of committee, the scope of committee authority, and the duties of the chair. Committee chairs shall be nominated and appointed by majority vote of the board. Any person who is a general member may participate and vote in committee meetings.

B. Committee Types

Committees may be one of three types:

1. **Standing Committees:** established to address on-going operations of the WCC under a formal charge from the board that is reviewed and renewed annually.
2. **Ad-hoc Committees:** convened for a limited time to address a particular matter under a formal charge from the board that expires once the task of the committee is complete.
3. **Sub-Committees:** formed by a committee to perform specific functions as requested by the sponsoring committee and consistent with its charter.

C. Normal Committee Process

1. Every committee shall meet regularly or provide due notice that a regular meeting is not required.
2. All committee action will be forwarded to the board where it shall be reviewed and may be approved, amended, or returned to the committee for further action. Final action of the WCC will be communicated to the appropriate entity by the Secretary.
3. Every committee shall send reports of its meetings, including dates, persons present, and decisions made, to the board.
4. Committees may hold real-time electronic meetings provided at least one committee member is present at a publicly available location specified in the meeting notice. Committees may hold a vote during the meeting.
5. Proxy and absentee voting shall not be permitted.

D. Alternative Committee Process

In the event an issue of importance to the WCC will be considered by an official government body before sufficient time for review in the normal committee process, action may be taken as follows:

1. The committee must meet to discuss the issue, take a stand, and communicate the position to the appropriate entity. The communication must indicate that this is the action of the committee only.
2. Committee action will be forwarded to the board where it shall be reviewed and may be approved, amended, or returned to the committee for further action. The final action of the WCC will be communicated to the appropriate entity by the Secretary.

E. Committee Oversight

The purpose and effectiveness of committees shall be reviewed at least annually by the board. Committees serve at the pleasure of the board and their charge may be amended or discontinued at any time. Chairs of committees may be removed, with or without cause, by two-thirds vote of the board. No committee chair may be removed unless they have been informed at least 10 days prior to the board meeting at which the matter is to be considered.

F. Committee Limitations

No committee may:

1. Authorize any payment to any member of the Board;
2. Approve the dissolution, merger, sale, or transfer of the WCC's assets;
3. Elect, appoint, or remove Board or fill vacancies on the board; or
4. Adopt, amend, or repeal the Bylaws or any resolution of the board.

VIII. General Member Meetings

Meetings of the WCC and any of its committees shall be open to the public. Any general member may be heard at a meeting of the Board. A meeting may only be closed in cases of legal or labor disputes.

A. Annual Meeting

There shall be an annual meeting of the general membership held each calendar year at a time and place within the Windom neighborhood as set by the Board.

The business of the annual meeting shall include:

1. An annual summary of WCC activities.
2. A report on the state of the WCC finances.
3. Election of directors as specified above.
4. A proposed annual work plan.
5. Elections

Nominated candidates to the Board shall be voted on and elected at the annual meeting as per the election cycles outlined above.

6. Voting
 - a) Each general and Director shall be entitled to only one vote.
 - b) Voting for board members shall be by paper ballot.
 - c) There shall be no proxy, absentee, or electronic voting.

B. Special Meetings

Special meetings of the general membership may be called by any two (2) officers, by four (4) directors of the Board, or by any fifteen (15) general members of the WCC. At such meetings, any action may be taken consistent with notice of the meeting.

C. Due Notice

Notice of the annual meeting of the general membership shall be given by an announcement in the Windom neighborhood newsletter, special mailing, social media and/or website. Notice of the annual meeting shall include an agenda, notice of the openings on the Board and nominated candidates, if known. Notice of regular and special meetings shall be given at least five (5) working days in advance, by mail or other such means as the Board deems appropriate.

D. Voting

1. Quorum must be met
2. Passage of a motion or resolution shall require the vote of a majority of members present for the meeting
3. Each member shall be entitled to only one vote.
4. Voting (yes, no, abstain) shall be by voice, or a show of hands, with a paper ballot taken if the vote is inconclusive.
5. There shall be no proxy, absentee, or electronic voting.

E. Quorum

At least twenty (20) members, which includes the Board, is necessary to conduct business and vote on issues.

F. Conduct of Business shall be governed by Robert's Rules of Order, most recently revised.

IX. Meetings of the Board of Directors

A. A neighborhood meeting sponsored by the Board shall be held regularly at a time and place determined by the Board. The Board shall hold at least nine (9) regular meetings each year in addition to the annual meeting.

1. The meeting shall be chaired by the President and recorded by the Secretary.
2. Discussion and voting by the board shall be promoted and encouraged to give voice to neighborhood priorities and concerns.
3. The meeting agenda and meeting minutes will be made publically available. Agendas will be posted at least 5 days in advance. Minutes will be posted after Board approval.

B. Voting

1. Quorum must be met
2. Passage of a motion or resolution shall require the vote of a majority of Board members present
3. Each Board member is entitled to only one vote
4. Voting (yes, no, abstain) shall be by voice, or a show of hands, with a paper ballot taken if the vote is inconclusive.
5. There shall be no proxy, absentee, or electronic voting.

C. Quorum

A majority of the Board constitutes a quorum. A majority will be 50% + 1 of current Board Members. Quorum is necessary to conduct business and vote on issues.

D. Conduct of Business shall be governed by Robert's Rules of Order, most recently revised.

X. Books & Records: Financial Controls

A. Contracts

The Board may authorize any officer/s or agent/s to enter into any contract or execute and deliver any instruments in the name of and on behalf of the WCC and such authority may be general or confined to specific instances.

B. Loans

No loans shall be contracted on behalf of the WCC and no evidence of indebtedness issued in the name of the WCC shall be signed by such officer/s, agent/s of the organization, except following approval of the Board, and in such manner as shall from time to time be determined by the Board.

C. Checks and drafts

All checks, drafts or orders for payment of money, notes or other evidence of indebtedness issued in the name of the WCC shall be signed by such officer/s, agent/s of the organization and in such manner as shall from time to time be determined by the Board.

D. Deposits

All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the WCC in such banks, trust companies, other depositories of investments as the Board may select.

E. Records & Review

An audit committee may be tasked with reviewing the financial processes and procedures of the

WCC. Records and minutes must be maintained for at least the past six (6) years or as directed by current state and federal law.

XI. Indemnification

The WCC shall indemnify each person who is or has been a director, officer, or employee of the WCC against expenses - including attorney's fees, judgments, fines, and amounts paid in settlement - actually or reasonably incurred by that person in their service to the WCC to the fullest extent of their right to indemnity under current laws of the State of Minnesota.

XII. Non-Discrimination

The WCC will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, sexual orientation, gender expression, disability, marital status, income, political affiliation, homeowner/renter status, or any other legally protected class in its policies, recommendations, programs, or actions.

Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices that will equalize opportunities relating to all means of participating in this organization's activities for members, staff and other community residents. This organization encourages people and other organizations to make recommendations about how this organization can act affirmatively to increase participation in the activities of the organization.

XIII. Conflict of Interest

To maintain the public trust and protect the integrity of the WCC, directors shall disclose to the Board any interest they have in a transaction or decision that may result in a financial gain to them, their business, family members and/or significant other, employer, or other non-profit organizations with which they are affiliated. Any conflict of interest that arises shall be managed according to the WCC Conflict of Interest Policy and Procedure.

XIV. Grievance

A person eligible for membership in WCC or directly affected by a decision made, or action taken, by the WCC may file a formal grievance if they believe the decision-making process followed by WCC violated these bylaws or City standards. Other forms of conflict resolution are encouraged prior to submitting a grievance. All parties should attempt to resolve disputes through dialogue or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is as follows:

1. A grievance shall be submitted in writing and delivered to the WCC office or its President. The written grievance shall include:
 - Name, address and phone number of the grievant(s);
 - Nature of the concern (be specific);
 - Specific actions taken, or process used, by WCC that the grievant(s) believes created the problem; and
 - Actions that the grievant(s) believes WCC should take to remedy the issue.

2. Upon receipt of a grievance, the WCC President shall appoint a three-member grievance panel. All members of the grievance panel shall be WCC Board members. The President shall appoint this panel within five working days of receipt of the grievance.
3. The grievance panel shall meet to discuss the grievance. The panel may request additional information of the grievant or the WCC Board or staff. The panel will develop a written report and recommendations within 30 days.
4. The grievance panel's report shall be considered and voted on by the WCC Board at its next meeting after receipt of that report. The Board may accept all, part or none of the grievance panel's recommendations and determine future actions. The Board's decisions and the grievance panel's report shall be delivered to the grievant within five days of the Board meeting.

XV. Amendments

A. Eligibility

These bylaws may be amended at any time in a manner that is consistent with the Articles of Incorporation and laws of the State of Minnesota. Amendments may be proposed by a majority of the Board or by a petition of at least 25 members of the WCC.

B. Process

Persons eligible to propose an amendment do so by signing a resolution that states the text of the amendment. A copy of the proposed amendment shall be sent to all WCC members at least 30 calendar days prior to the meeting at which it will be considered. The Board will then consider the amendment at its next regular meeting. The proposed amendment is adopted by an affirmative two-thirds vote of seated Directors in a roll-call vote.

C. Periodic Review

The bylaws of the WCC shall be reviewed by the Board at least every 3 years.