BYLAWS
OF
WINDOM PARK CITIZENS IN ACTION (WPCIA)

ARTICLE I
PURPOSE

The purpose of the Windom Park Citizens in Action (“corporation”) shall be to promote the betterment of the neighborhood through the following objectives:

A. encourage widespread citizen participation in all decision-making processes affecting the Windom Park Neighborhood
B. develop a sense of community in the Windom Park Neighborhood
C. provide mechanisms for neighborhood residents to be well-informed of issues and activities affecting their neighborhood
D. enhance and maintain the physical, social, economic, cultural, and recreational environment of the neighborhood
E. offer financial support and participation in recreational and social service programs at Windom Park
F. promote community safety, crime prevention, neighborhood attractiveness, and commercial and housing quality in a nondiscriminatory manner

WPCIA is a neighborhood-based, non-profit organization organized to address the above objectives for the benefit of the entire neighborhood.

To this end, WPCIA shall at all times be operated exclusively for charitable or educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as now enacted or hereafter amended, and Minnesota Statutes, Chapter 317A (the Minnesota Nonprofit Incorporation Act).

WPCIA shall be non-commercial, non-sectarian, and non-partisan. No commercial enterprise and no political candidate shall be endorsed by it. The name of this corporation and/or its officers in their official capacities shall not be used in any connection with a commercial concern or with any partisan interest or for any other purposes than that of the regular work of WPCIA.

ARTICLE II
DESIGNATED NEIGHBORHOOD

The designated neighborhood of WPCIA, for the purposes of the Articles of Incorporation and these Bylaws, shall be defined as that part of Minneapolis, Minnesota, bounded by:

A. south side of Lowry Avenue Northeast on the north
B. east side of Central Avenue Northeast on the west
C. north side of 18th Avenue Northeast on the south
D. west side of New Brighton Boulevard on the east

These boundaries do not prevent WPCIA from involvement in matters outside the designated boundaries which have an impact on the designated area.

ARTICLE III
MEMBERSHIP AND MEETINGS

A. Eligibility. The following persons are eligible to be members of Windom Park Citizens in Action (WPCIA):

1. any person 18 years or older who resides within the designated neighborhood
2. a designated representative of a business located in the designated neighborhood (for the purposes of these bylaws a representative of a social service agency and/or owner of rental property in the designated neighborhood is defined as a business owner). Each organization (business, non-profit, public agency, church, etc.) located within the neighborhood boundaries may designate no more than one representative to be a member of WPCIA. The President or equivalent of the organization shall certify in writing to the Vice-President of WPCIA the name of the person representing the organization. An eligible individual becomes a member by attending a regular, annual, or special WPCIA membership meeting, signing the registration sheet, and declaring their intent to become a member or by written notification.
to the Vice-President of the Board of Directors. Membership eligibility will be verified. Term of membership shall run from annual meeting to annual meeting. Membership shall be available without regard to gender, race, age, marital status, sexual orientation, or to social, political, or religious preferences. Members and directors of the organization are not, as such, personally liable for the acts, debts, liabilities, or obligations of WPCIA. The Vice-President shall maintain a list of members.

B. **Dues.** WPCIA shall not require membership dues. However, WPCIA may seek donations from its members at any time.

C. **Open Meetings.** All meetings shall be open to the public. Members shall be allowed to address other members of WPCIA and the Board of Directors at the meetings, including meetings where members are not permitted to vote on issues before the Board of Directors.

D. **Regular Membership Meetings.** WPCIA shall hold monthly regular membership meetings unless canceled by a majority vote of the membership present at a previous monthly meeting.

E. **Annual Meeting.** WPCIA shall hold one annual meeting of the members in November of each year, at a time and place to be designated by the Board of Directors. At each annual meeting, WPCIA, through its Board of Directors, shall present a written report of the activities and financial standing of WPCIA during that year. In addition, directors shall be elected at the annual meeting.

F. **Special Membership Meetings.** Special meetings of the membership may be called at any time by the President of the Board of Directors, three of the members of the Board of Directors, or upon the written request (stating the purpose of the meeting) of 25 members.

G. **Notice.** Notice of all meetings of the membership shall be given to all members by mailing to each member at the address designated by the member at least ten (10) days and not more than thirty (30) days prior to the meeting or by such other method which is fair and reasonable or permitted by law.

   In addition, WPCIA shall place a notice of an annual or a special meeting on the bulletin board at the designated Windom Park building and in other public places that the Board determines appropriate. Notice of the meeting shall also be published in the community newspaper, if possible.

   When a meeting of the membership is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

H. **Quorum and Voting.** All members shall have one vote. Members can vote at regular, annual, and special meetings. Passage of a motion or resolution shall require the affirmative vote of a majority of the members present at the meeting, unless otherwise required by the Articles of Incorporation, by these Bylaws, or by law.

   Members shall have authority to voice community position based upon majority vote. The Board of Directors shall have authority to overturn any position taken by members by two-thirds vote of the entire Board of Directors (6 votes). However, when the Directors override the position of the members they shall note that difference in all formal communications on the topic.

   A **quorum** for any meeting other than a Board of Directors meeting shall consist of ten percent (10%) of the members or twenty (20) members, whichever is less.

   In order to vote, a member must be present. There shall be no voting by proxy. Voting may be by open tally or by ballot.

I. **Minutes.** Minutes of all regular, annual, and special membership meetings shall be recorded and voted upon for approval by the members at the following regular membership meeting.

J. **Procedures.** Robert's Rules of Order, Newly Revised, shall apply at all times and at all meetings.

**ARTICLE IV**

**BOARD OF DIRECTORS**

A. **Duties.** The business and the property of WPCIA shall be managed by its Board of Directors. The Board shall be responsible for the following duties:

   - entering into legal contracts on behalf of WPCIA
   - hiring, managing, and dismissal of paid staff
   - preparing budgets and overseeing the financial bookkeeping, auditing, and reporting responsibilities of the organization
   - establishing and overseeing the WPCIA committees
   - prioritizing WPCIA business and setting the agenda for monthly regular membership meetings
   - presenting a written report of the activities of WPCIA during that year at the annual meeting
   - screening the correspondence from outside sources to WPCIA
   - establishing a schedule for compliance with regulatory agencies to maintain the legal obligations for a non-profit organization, including taxes, bylaws, etc.
receiving, reviewing, and presenting to the regular membership issues which affect the neighborhood, for
discussion, vote, or action in accordance to Article III, item H of these bylaws
At the discretion of the President, the Board may establish a position on issues that arise and need to be acted
upon prior to the next membership meeting, however, the Board must notify the members of the issue and the
position taken at the next regular membership meeting. Board members are expected to attend regular
membership meetings and the Board is encouraged to hold Board meetings on the same day and place as the
regular membership meeting.
Directors shall receive no compensation for their services as directors, but shall be allowed reimbursement for
reasonable expenses incurred by a director as approved by the Board.
B.  Number, Tenure, and Qualification.
   1.  Number. The Board of Directors shall consist of nine (9) persons.
   2.  Tenure. Directors shall serve for two-year terms with a maximum of three consecutive two-year
terms if re-elected at the conclusion of each two-year term. The terms of the elected directors shall be staggered
so that the terms of approximately one-half of the elected directors shall expire each year.
   3.  Qualifications. Anyone who has attended at least one regular or special WPCI A membership
meeting during the current term of membership, prior to the annual meeting, and is a member in standing as
outlined by Article III Section A is qualified to run for the Board of Directors.
C.  Selection of Directors of the Board.
   1.  Nominating Committee. The Board of Directors shall annually appoint a nominating committee
consisting of four members after seeking volunteers at a regular membership meeting. The nominating
committee will designate the chairperson of this committee. Two months prior to the WPCI A annual meeting
each member may enter into nomination, equal to the number of vacant seats, the names of candidates to be
contacted by the nominating committee. Only members (Article III A, Eligibility) may have their names put in
nomination. The nominating committee must place in nomination all eligible candidates who agree to run, from
the names placed in nomination by the members at the regular membership meeting. In addition, the nominating
committee shall recruit additional candidates as necessary, resulting in at least one or more candidates for each
director's seat under consideration. Each candidate nominated for consideration for the Board of Directors shall
make available information concerning his or her residency and qualifications to the membership at the meeting
for election. Nominations will also be accepted from the floor at the meeting where directors are elected.
   2.  Selection. Directors shall be elected at the WPCIA annual membership meeting. The candidates
receiving the highest number of votes shall be elected to fill the vacant seats on the Board. The remaining
candidates will be ranked by order of votes received and the top three will be asked to serve as a director if a
vacancy occurs before the next election.
D.  Vacancies. Vacancies, no matter how caused, shall be filled by persons listed from the previous election
as the top three ranked alternates as set out in Section C2 of this Article. Each appointed director shall serve the
unexpired portion of the vacated term. If it is not possible to fill vacancies from the list of alternates the
nominating committee will be reconvened.
E.  Meetings of the Board of Directors.
   1.  Regular Board Meetings. The directors shall meet monthly at a time and place designated by
resolution of the Board, unless a meeting is canceled by a vote of the Board of Directors at a previous monthly
meeting. This meeting shall be held separately from the regular membership meeting to perform duties as
outlined in Section A of this Article.
   2.  Special Board Meetings. Special meetings may be called by the President, the Secretary, or at
the request of one-third of the directors.
   3.  Notice. Notice of regular Board meetings shall be given to all directors at least five (5) days prior
to the meeting and a copy of the notice shall be posted in a conspicuous place at the Windom Park building.
Notice of any special Board meeting shall be given to all directors at least 24 hours in advance of the meeting by
the President or the Secretary and a copy of the notice shall be posted in a conspicuous place at the Windom
Park building. Required notice of any meeting of the Board may be waived by any director in writing before, at,
or after a meeting. Attendance at a meeting by any director shall be deemed a waiver of notice of that meeting.
   4.  Open Meetings. All meetings of the Board of Directors and of any committees of the Board shall
be open to any member of WPCI A and to the public. Only directors shall be allowed to vote at Board meetings.
Time shall be made available under each agenda item for comments and questions from members and the
public.
   5.  Minutes. Minutes of all Board meetings and committees shall be maintained and available for
review by members upon request.
F.  Quorum and Voting.
1. **Quorum.** A quorum for the transaction of business shall consist of a majority of the directors currently holding office but not less than three (3). No director may vote by proxy.

2. **Voting.** Passage of a motion or resolution shall require a vote of a majority of the directors present at the meeting.

G. **Removal of Directors.** A director may be removed from office at any regular membership meeting, with or without cause, by two-thirds of the members present provided a minimum of thirty (30) members are present and vote.

H. **Resignation.** A director may resign at any time by giving written notice to the Board or to the President. The resignation shall take effect when it is delivered unless the written resignation notice states otherwise.

### ARTICLE V

**OFFICERS**

A. **Description and Number of the Officers.** The officers of WPCIA shall consist of the President, Vice-President, Secretary, and Treasurer, and such other officers as may from time to time be appointed or elected by the Board to assist in the operation or management of WPCIA. No person shall hold two offices at one time. Except as provided in these Bylaws, the Board of Directors shall determine the powers and duties of all officers. Officers may choose to delegate duties but remain responsible for them.

B. **Election, Term of Office, and Qualifications.** The officers shall be elected or appointed by the Board from their own number at the first regular meeting of the Board following the annual meeting at which directors are elected. Officers shall serve for one year, or until their successor is appointed or elected, or until resignation, removal, or death, whichever comes first.

C. **Removal.** Any officer may be removed from office at any time by the vote of two-thirds of the Board, with or without cause. However, the Board shall give due notice of such action to the officer, who shall have a right to be heard by the directors on this issue. Any action to remove an officer must be conducted at a regular meeting of the Board or at a special meeting called for that purpose; the written resolution alone of the directors shall not be sufficient to remove an officer.

D. **Vacancies.** After the Board vacancy is filled (refer to Section D of Article IV), the officer shall be elected or appointed by the Board from their own members at the next regular meeting of the Board, or at a special meeting called for that purpose.

E. **President.** The President shall: have general active management of the business of WPCIA; preside, when present, at meetings of the Board and of the members; ensure that orders and resolutions of the Board are carried into effect; sign and deliver in the name of WPCIA deeds, mortgages, bonds, contracts, and other instruments pertaining to the business of WPCIA, except in cases in which the authority to sign and deliver is required by law to be exercised by another person, or is expressly delegated by the Articles of Incorporation or Bylaws of the Board to another officer or agent of WPCIA; maintain records of and, when necessary, certify proceedings of the Board and its members; and perform other duties prescribed by the Board.

F. **Vice-President.** The Vice-President shall act as an aide to the President and perform the duties of the President in the absence or disability of that officer. The Vice-President shall also maintain a list of members in standing of WPCIA and verify membership as set forth in Section A of Article III.

G. **Secretary.** The Secretary of the Board shall: record minutes of the proceedings of all Board meetings; be the custodian of accurate records of proceedings of all meetings of WPCIA Board, membership, and committees in the appropriate minute book of WPCIA; give proper notice of membership meetings to all directors and members; maintain a permanent file of minutes and pertinent correspondence of WPCIA and of the Board; deliver all records to the newly elected or appointed Secretary; and perform other duties pertaining to the office.

H. **Treasurer.** The Treasurer shall keep accurate financial records for WPCIA. The Treasurer shall deposit money, drafts, checks in the name of, and to the credit of, WPCIA in the banks or depositories designated by the Board; endorse for deposit notes, checks, and drafts received by WPCIA as ordered by the Board, making proper vouchers for the deposits; disburse WPCIA funds and issue checks and drafts in the name of WPCIA as ordered by the Board; upon request, provide the President and the Board an account of transactions by the Treasurer and of the financial condition of WPCIA; and perform other duties prescribed by the Board or by the President. The Treasurer shall supply a written report to the members at the regular monthly membership meetings, summarizing the debits and credits made since the last regular membership meeting.

I. **Responsibilities.** No officer shall in any way bind WPCIA to do or not to do any certain things unless expressly authorized to do so by the Board. An unauthorized act by an officer shall not be recognized by WPCIA unless it has been expressly ratified by the Board.

### ARTICLE VI
COMMITTEES

The Board of Directors may appoint such committees and delegate to the committees the powers and responsibilities as it may from time to time deem appropriate to promote the objectives and interests of WPCIA. The Board shall establish a formal written charge for each committee and a time frame for completion of its work or for on-going progress reports. Any member of WPCIA is eligible to serve on and participate in these committees. In addition, non-members may serve on committees, at the discretion of the Board. The committee members shall elect the committee chair. Notice of committee meetings shall be posted, by the committee chair, at least five (5) days prior to the meeting in a conspicuous place at the Windom Park building and written minutes of the meeting shall be forwarded to the President of WPCIA or designated staff, prior to the next committee meeting, by the committee chair and then kept on file with other official documents. Unless otherwise authorized, all actions taken by a committee shall be forwarded to the Board, which shall have the right to alter, accept, or reject these actions, and report to the membership accordingly. Members of standing committees shall be reappointed annually.

No debt shall be made against WPCIA or any committee, officer, or other member without the approval of the Board.

ARTICLE VII
COMPLAINTS

Any complaint against WPCIA or any of its activities shall be made in writing to the Board of Directors. The Board of Directors shall respond to the complainant in writing within five (5) days of the next scheduled Board of Directors meeting.

ARTICLE VIII
SEAL, BOOKS, RECORDS, AUDIT, FISCAL YEAR

A. Corporate Seal. WPCIA shall not have a corporate seal.

B. Books and Records. The Board shall keep complete books of account, minutes of meetings of the Board of Directors, meetings of the members, and committee meetings, including any additional records and books of account as the Board deems necessary for the conduct of the activities and business of WPCIA. A member or the agent or attorney of a member may inspect all books and records of WPCIA for any proper purpose at any reasonable time, pursuant to Minnesota Statutes Section 317A.467.

C. Audit. The Board shall make certain that the records and books of account of WPCIA are audited, either internal or external, at least once each fiscal year and at such other times as the Board deems appropriate.

D. Fiscal Year. The fiscal year of WPCIA shall be June 1st to May 31st of the following year.

E. Principal Office. The principal office of WPCIA shall always be in the City of Minneapolis, Minnesota. The present registered office of WPCIA is 2314 Lowry Avenue Northeast, Minneapolis, Minnesota 55418.

ARTICLE IX
INDEMNIFICATION

WPCIA shall indemnify each director and officer of WPCIA pursuant to Minnesota Statutes Section 317A.521. In addition, WPCIA may purchase and maintain insurance on behalf of any officer or director against any liability asserted against him or her in any such capacity to the full extent permitted by law.

ARTICLE X
AMENDMENT

The lesser of fifteen (15) members, or ten percent (10%) of the membership, or a quorum of the Board of Directors may propose a resolution for action by the members to adopt, amend, or repeal the Bylaws. The resolution must contain the provisions proposed for adoption, amendment, or repeal. No Board approval is necessary. Upon receipt of the resolution the Board shall schedule a membership meeting for the consideration by the members of the resolution. Notice of this meeting shall be at least ten (10) days and not more than thirty (30) days prior to the meeting. The Board shall assure membership notice of the resolution and date for acting on it and provide copies of the proposed changes to all members who attend the meeting or who request it. An
amendment shall require two-thirds of the members present provided a minimum of thirty (30) members are present and vote.

ARTICLE XI
DISCRIMINATION

WPCIA shall not discriminate in its hiring policies, delivery of services, or other WPCIA business of any nature whatsoever on the basis of race, color, creed, religion, ancestry, national origin, gender, sexual orientation, disability, age, marital status, source of income, or criminal record which is not validly related to the job, services, or business of WPCIA.

ARTICLE XII
DISSOLUTION

At the time of the dissolution of WPCIA, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of WPCIA, dispose of all assets of WPCIA, exclusively for the purposes of WPCIA in such manner or to such organization or organizations founded and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code 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 member of WPCIA and/or any of it's committee members who receives any direct or indirect financial benefit from any organization, project, or development or serves on the Board of Directors, of any organization, project, or development that is being considered by WPCIA, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and recuse themselves from voting on any related issues. Any member who has reason to believe a conflict of interest exists and has not been declared may raise the question to an officer of the Board of Directors of WPCIA. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother, or sister) of the beneficiary of any action of the Windom Park Citizens of Action. A conflict of interest is deemed not to exist in those instances where a member does not benefit from a project, program, or proposal to a greater extent than any other eligible persons, groups, or businesses.

ARTICLE XIV
STAFF

The Board of Directors shall have the power to employ and to dismiss the staff persons it deems necessary and prudent to run the day-to-day operations of WPCIA. When the Board creates a position, it shall also prepare a description of the major duties and responsibilities, designate the person responsible for supervision, and outline an annual review process. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board unless expressly authorized by the Board to do so.

The Board may dismiss any staff person by a two-thirds (2/3) vote of the directors present at a meeting duly called for that purpose. Notice for such a hearing shall be in accordance with Article IV, Paragraph E, of these Bylaws.

ARTICLE XV
CERTIFICATION

I hereby certify that the foregoing Bylaws were adopted as the Bylaws of WPCIA at a meeting of the Board of Directors of WPCIA held on June 17, 2003.

Date: _______________     By: MaryAlice Mowry     Its: President
Date: _______________     By: Betsy Mitchell          Its: Secretary