

**BY-LAWS
OF
NOKOMIS EAST NEIGHBORHOOD ASSOCIATION
(NENA)**

**INITIALLY ADOPTED MARCH 3, 1988
AMENDED MARCH 2, 1989
MARCH 3, 1994
FEBRUARY 8, 2001
AND MARCH 22, 2007**

ARTICLE 1.

PURPOSE

The Nokomis East Neighborhood Association (NENA) is a non-profit neighborhood association organized for the purpose of encouraging neighborhood communication and citizen participation. The Committee shall be educational and advisory in nature.

The specific and primary purposes of the organization are: to review programs offered by the City of Minneapolis as these programs affect the Nokomis East Neighborhood; to arrange and conduct neighborhood meetings; to study and review all proposals of a commercial or residential nature and make recommendations to the appropriate governmental and private entities; to promote neighborhood improvement and revitalization; to act as a contact between the City of Minneapolis in general and the residents of this area; and to see that the character of the neighborhood is maintained.

ARTICLE 2.

AREA

The area of the Nokomis East Neighborhood is composed of the Keewaydin, Minnehaha, Morris Park, and Wenonah Neighborhoods for the purposes of the Articles of Incorporation and these By-Laws, and shall be defined as that part of the City of Minneapolis bounded by Minnehaha Parkway on the north; Hiawatha Avenue on the east, including Riverview Road and Hiawatha Lane; Cedar Avenue on the west and the southern boundary of the City of Minneapolis.

ARTICLE 3.

MEMBERSHIP

Any person who lives, owns property, owns or operates a business or works in the Nokomis East Neighborhood as defined in Article 2 of these By-Laws is eligible to be a member of the Nokomis East Neighborhood Association. There is no limit to the number of members.

The organization shall maintain lists of all persons who attend any meeting of the Nokomis East Neighborhood Association.

No person shall be denied membership in the organization because of consideration of race, religious belief, color, gender, age, sexual preference, national origin, economic status or disability. Membership is not transferable or assignable.

ARTICLE 4.

MEMBERSHIP MEETINGS

Section 1: Annual Meetings – There shall be at least one annual meeting of the members during each calendar year at a time and place in the Nokomis East Neighborhood as set by the Board. At such time reports of the activities of the organization shall be presented by the officers to the members, board members shall be elected and other membership business transacted.

Section 2: General Meetings – General meetings of the membership will be held at least six (6) times a year at a time and place to be determined by the Board. These meetings shall be informational and participatory in nature.

Section 3: Special Meetings – Special meetings of the membership may be called by the Chairperson or two-thirds of the Board members or by twenty-five (25) members of the organization.

Section 4: Notice – Notice of general or annual meetings shall be posted in the Longfellow/Nokomis Messenger.

Section 5: Quorum – A quorum for the transaction of business shall consist of one-third (1/3) of the Board and twenty-five (25) voting members of the organization. Robert's Rules of Order, Newly Revised shall apply at all times during meetings.

Section 6: Voting – Passage of a motion of resolution shall require the vote of a majority of the voting members present for the meeting unless otherwise required by law or these By-Laws. All members 18 years of age and older are entitled to vote; no member may vote by proxy or more than once per issue.

Section 7: Dissolution – Dissolution of the organization shall require a two-thirds (2/3) vote of the voting members present at a meeting called specifically for this purpose. A 30-day notice of such an action shall be posted in the Longfellow/Nokomis Messenger.

Section 8: Open Meetings – All meetings shall be open to the public.

Section 9: Minutes – Minutes of all meetings will be kept in the minute book of the organization and will be available upon request.

ARTICLE 5.

BOARD OF DIRECTORS

Section 1: General Powers – The business and property of the organization shall be managed and controlled by its Board of Directors. The Board members may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these By-Laws and all applicable laws. Board members shall receive no compensation for their services as Board members, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Board member when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as a Board member of this organization.

Section 2: Number – the Board shall consist of fifteen (15) members of which three (3) will be selected from each of the four neighborhoods and three (3) chosen at-large.

Section 3: Qualification – All Board members shall be voting members of the organization, as defined in Articles 3 and 4.

Twelve (12) Board members shall be elected; three (3) shall reside within and be elected from each of the following neighborhoods:

Keewaydin Neighborhood – which is bordered by Minnehaha Parkway on the north; 34th Avenue on the east; 54th Street on the south, and Cedar Avenue on the west.

Minnehaha Neighborhood – which is bordered by Minnehaha Parkway on the north; Highway 55 on the east; 54th Street on the south; and 34th Avenue on the west.

Wenonah Neighborhood – which is bordered by 54th Street on the north; 34th Avenue on the east; Cedar Avenue on the west; and the southern boundary of the City of Minneapolis.

Morris Park Neighborhood – which is bordered by 54th Street on the north; Highway 55 on the east; 34th Avenue on the west; and the southern boundary of the City of Minneapolis.

Three (3) of the Board members shall be members of the association and be elected at-large from the entire association.

Section 4: Selection – All Board members shall be elected at the NENA Annual Membership meeting. Only those association members present, as defined in Article 3, who are 18 years of age or older and who live within the neighborhoods as defined in Section 3 of this Article shall be eligible to vote for the representatives of that neighborhood. The person or persons getting the highest number of votes within each neighborhood shall be elected as the representative(s) of that neighborhood.

All association members present, as defined in Article 3, who are 18 years of age or older shall be eligible to vote for the at-large Board members. The three (3) persons getting the highest number of votes shall be elected at-large.

The Affirmative Action statement shall be read prior to the opening of nominations.

Section 5: Tenure – All Board members shall serve a two year term, beginning immediately after their election. Beginning March 3, 1994, two (2) Board members shall be elected, in even years, from each of the four NENA neighborhoods. Effective March 22, 2007, one (1) Board member shall be elected, in odd years, from each of the four NENA neighborhoods, and the three (3) at-large Board members shall be elected in odd years from the entire association.

Section 6: Vacancies – Any vacancies that occur either between annual meetings as a result of resignation or removal, or at the annual meeting because of the lack of a candidate for a position shall be filled by appointment of the Board of Directors. The Board shall seek a candidate for the vacant position(s) that meets the qualifications of Section 3 of this Article.

Section 7: Removal of a Board Member – A total of three (3) unexcused absences from duly called Board and Membership meetings within one year shall be cause for removal by majority vote of the Board. Any Board member may be removed from office by a two-thirds (2/3) vote of the Board members present at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard thereon. For the purposes of these By-Laws, an absence shall be considered unexcused if the Board member fails to notify an officer of the Board or the organization's office prior to the meeting or by a majority vote of the full Board.

Section 8: Resignation of a Board Member – Any Board member may resign at any time by giving written notice to the Board or to the Chairperson. The resignation shall take effect when it is delivered unless the written notice states otherwise.

Section 9: Duties of a Board Member – Board members elected from a specific neighborhood will be responsible for the distribution of meeting notices to their specific neighborhoods.

ARTICLE 6.

MEETINGS OF THE BOARD

Section 1: Regular Meetings – The Board of Directors shall hold at least nine (9) meetings per year. These meetings shall be held in the Nokomis East Neighborhood at such time and place as may be fixed by resolution of the Board.

Section 2: Special Meetings – Special meetings may be called by the Chairperson or by fifty percent (50%) 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 either by mail, telephone or personal contacts. Special meetings shall be held in the Nokomis East Neighborhood and notice shall include time, place, and agenda.

Section 3: Notice – Written notice of regular meetings, including a written agenda, shall be distributed at least three (3) days prior to the meeting to all Board members. If notice is given by mail for either a regular or special meetings, such notice shall be mailed at least two (2) additional days prior to the meeting and shall be deemed delivered when deposited in the United States mail properly addressed with postage thereupon prepaid. No notice shall be given more than thirty (30) days before any meeting.

Section 4: Open Meetings – All meetings of the Board of Directors and any committees shall be open to any member of the Board and to the public. Meetings, or portions of meetings, may be closed, however, to allow the corporation to handle legal matters. Only Board members shall be allowed to vote at Board Meetings.

Section 5: Quorum – A quorum for the transaction of business shall consist of fifty percent (50%) of the Board members then in office.

Section 6: Voting – Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting, unless otherwise provided for in Robert's Rules of Order, Newly Revised or these By-Laws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of the Board members present.

ARTICLE 7.

OFFICERS OF THE BOARD

Section 1: Officers of The Board and Their Duties – The officers of the Board shall consist of the Chairperson, the Vice-Chairperson, the Secretary, and the Treasurer. No person shall hold more than one office at a time and only one member per household or immediate family may serve as officers of the Board. Except as provided in these By-Laws, the Board of Directors shall fix the powers and duties of all officers.

Section 2: Responsibilities – No officer shall in any way bind the organization to do or not to do any certain things unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.

Section 3: Qualifications – The officers shall be elected from among the numbers of the Board.

Section 4: Selection – All officers shall be elected by the Board at the first Board Meeting following the Annual Meeting.

Section 5: Term of Office – Officers shall serve for one (1) year terms or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Section 6: Removal and Vacancies – Any officer may be removed from office at any time by the vote of two-thirds (2/3) of the Board members present but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the organization by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or at a meeting especially called for that purpose.

Section 7: Chairperson – The Chairperson shall have the power of general management of the business of the organization. S/He shall preside or delegate such authority at all meetings of the Board of Directors. S/He shall be the chief executive officer of the organization and shall see that all orders and resolutions of the Board are carried into effect. S/He shall be a member exofficio of all committees. S/He shall be considered “President” of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. The Chairperson shall be entitled to vote on all matters before the Board in the same manner as any other member of that body. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 8: Vice-Chairperson – The Vice-Chairperson shall have such powers and perform such duties as may be specified in these By-Laws or prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice-Chairperson shall assume the power and duties described in Section 7 of this Article, until a new Chairperson has been elected.

Section 9: Secretary – The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the organization. S/He shall sign and execute such documents as may be necessary to the transaction of business by the organization.

Section 10: Treasurer – The Treasurer shall cause to be kept accurate accounts of all moneys of the organization received or disbursed and shall render the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the organization. S/He

shall be responsible for supervising the receipt, deposit and disbursement of the funds of the organization in accordance with the policies established by the Board of Directors.

ARTICLE 8.

COMMITTEES

The Board of Directors may appoint such other committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any members of the organization are eligible to serve on and participate in these committees. All actions taken by a committee shall be forwarded to the Board which shall have the right to alter, accept or reject these actions. The Board may from time to time delegate to a committee the authority to act on behalf of the organization.

At the time that a committee is formed, the Board will identify the committee as either standing or temporary, identify the major purposes and tasks of that committee, and appoint a chairperson of the committee.

ARTICLE 9.

SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

Section 1: Seal – The organization shall have no seal.

Section 2: Books and Records – The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors, general meetings, special meetings and meetings of all standing committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

Section 3: Audit – The Board shall cause the records and books of account of the organization to be audited as the Board deems appropriate.

Section 4: Fiscal Year – The fiscal year of the organization shall be from January 1 to December 31, starting January 1, 1988.

Section 5: Principal Office – The principal office, if any, of the organization shall be in the Nokomis East Neighborhood of the City of Minneapolis, Minnesota.

ARTICLE 10.

CONTRACTS, LOANS, CHECKS, DEPOSITS, AND DISSOLUTION

Section 1: Contracts – The Board of Directors may authorize any officers(s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Nokomis East Neighborhood Association, and such authority may be general or confined to specific instances.

Section 2: Loans – No loans shall be contracted on behalf of the Nokomis East Neighborhood Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds (2/3) majority vote of the Board members present.

Section 3: Checks and Drafts – All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Nokomis East Neighborhood Association in excess of \$25.00 shall require two (2) signatures comprised of the Chairperson and the Officers of the Board. The Chairperson shall be empowered to be the sole signature on all checks of \$25.00 or less.

Section 4: Deposits – All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the Nokomis East Neighborhood Association in such banks, trust companies, other depositories or investments as the Board of Directors may select.

Section 5: Payment of Obligations – Upon dissolution or liquidation of the Nokomis East Neighborhood Association, either by the Court or otherwise, all assets of the Association shall first be applied to the payment in full of all legal debts, costs, expenses, obligations and liabilities.

Section 6: Distribution of Remaining Assets – After payment of obligations as in Section 5, any remaining assets of the Association shall be transferred or conveyed as practical to associations, organizations or domestic corporations, engaged in activities which will, as nearly as can be expected, accomplish the general purposes of this Association and which do qualify for tax exempt status under the provisions of Section 501(c)(3) of the Internal Revenue Code or amendments thereof.

ARTICLE 11.

INDEMNIFICATION

The organization, acting through its Board of Directors, or as otherwise provided in these By-Laws, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which s/he was or is a party or is threatened to be made a party thereof by reason of the fact that s/he is or was an officer of the organization. Any provision in these By-Laws which would prevent such indemnification to the

full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE 12.

AFFIRMATIVE ACTION

Statement: Affirmative Action is not mere passive non-discrimination. No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, sexual preference, disability, age, marital status, status, with regard to public assistance, or criminal record where the offense is not validly related to the job, services or organization business.

ARTICLE 13.

CONFLICT OF INTEREST

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the Nokomis East Neighborhood Association or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from voting on any related issues. 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) or household of the beneficiary of any action of the Nokomis East Neighborhood Association.

ARTICLE 14.

COMPLAINTS

Any complaints against the Nokomis East Neighborhood Association or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors, which shall respond in writing within ten (10) business days of their meeting. Complaints must be received at least five (5) business days prior to the Board meeting.

ARTICLE 15.

REVIEW OF BY-LAWS

These By-Laws shall be reviewed annually.

ARTICLE 16.

AMENDMENTS TO BY-LAWS

These By-Laws may be amended by the voting members of the organization as follows:

- (A) The Board of Directors may propose an amendment to the By-Laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting or members; or
- (B) Any fifteen (15) members may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the Secretary of the organization.

Notice of the meeting of the members stating the purpose including the proposed amendment shall be given as required in Article 4, Section 4, and to all Board members. If notice required by this clause has been given and quorum present, the proposed amendment may be adopted at any meeting of the members by a two-thirds (2/3) vote of those present and voting. Members voting at a meeting duly called for the purpose, authorize the Board of Directors to exercise from time to time, the power or amendment of these By-Laws in the manner prescribed in clause (B) above.