

Bylaws of the Corcoran Neighborhood Organization**ARTICLE I. NAME AND PURPOSE**

Section 1: The name of the corporation shall be the Corcoran Neighborhood Organization (hereafter known as the CNO).

Section 2: The neighborhood is geographically defined as bounded by Lake Street on the north, 36th Street on the south, Cedar Avenue on the west, and Hiawatha Avenue on the east, in the City of Minneapolis, Minnesota.

Section 3: The purpose of the CNO shall be to address community issues that affect the Corcoran neighborhood. The CNO shall function as an information source, spokesperson and advocate for the community on civic affairs. It shall alert citizens of the community to items of particular interest which may have either a positive or negative impact on the community.

Section 4: The Mission Statement of the CNO is as follows: We, the Corcoran residents in all our diversity, will strive to strengthen, improve and protect the unique character, livability, and social fabric of our neighborhood. We endeavor to encourage and empower all residents, business and property owners to unite in addressing our common issues.

ARTICLE II. DEFINITIONS

Section 1: For the purposes of these Bylaws, the terms shall have the meanings given them in this Article II. Terms not defined in this Article shall have the meaning given to them in Minn. Stat. Chapter 317A.

Section 2: "In Corcoran" or "in Corcoran neighborhood" means located within the boundaries of Corcoran neighborhood of Minneapolis, MN, as stated in Article I, Section 2.

Section 3: "Written action" means a written document signed by all of the persons required to take the action.

Section 4: "Electronic communication" means any form of communication, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved, and reviewed by a recipient of the communication, and that may be directly reproduced in paper form by the recipient through an automated process.

Section 5: "Remote communication" means communication via electronic communication, conference telephone, video conference, the Internet, or such other means by which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis.

Section 6: "Notice."

(a) "Notice" is given by a Member of a corporation to the corporation or an Officer of the corporation when in writing and mailed or delivered to the corporation or the Officer at the registered office of the corporation.

(b) "Notice" is given by the corporation to a Director, Officer, Member, or other person:

- (1) when mailed to the person at an address designated by the person, at the last known address of the person or, in the case of a Director, Officer, or Member, at the address of the person in the corporate records;
- (2) when communicated to the person orally;
- (3) when handed to the person;
- (4) when left at the office of the person with a clerk or other person in charge of the office, or if there is no one in charge, when left in a conspicuous place in the office;
- (5) if the person's office is closed or the person to be notified has no office, when left at the dwelling or usual place of abode of the person with a person of suitable age and discretion residing in the house;
- (6) when provided to the person by means of electronic communication as provided under Article VII, Sections 15 - 16 of these Bylaws; or
- (7) when the method is fair and reasonable when all the circumstances are considered.

(c) Notice by mail is given when deposited in the United States mail with sufficient postage. Notice is considered received when it is given.

ARTICLE III. MEMBERSHIP AND VOTING RIGHTS

Section 1: Eligibility. An individual who resides in the Corcoran neighborhood and is 18 years of age or older is eligible to be a voting Member of the CNO.

Section 2: Registration to Vote. In order to vote at a General Membership meeting, a Member must be registered with the CNO, as follows.

- (a) An individual may register with the CNO office prior to a General Membership meeting, or may register at a General Membership meeting, by providing proof of residency.

Registration at a General Membership meeting must be completed during the time designated for registration in the Notice of the meeting.

(b) Proof of residency may be established by producing a Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of Corcoran neighborhood.

ARTICLE IV. MEETINGS OF THE MEMBERSHIP

Section 1: General Membership meetings shall be held no less than quarterly.

Section 2: Notice of meeting date, place and time shall be published in *The Corcoran News* or some other publication that is available to Corcoran residents. Such notice shall include the agenda for the upcoming meeting and shall be received not less than ten days before said meeting. Only motions on issues in the published agenda shall be heard. Minutes of the meeting shall be published in *The Corcoran News* or some other publication that is available to Corcoran residents.

Section 3: A list of Members who have registered to vote in advance of the Meeting shall be available at all General Membership meetings.

Section 4: A time for eligible Members to register to vote shall be held prior to all General Membership meetings. The time, place and manner in which eligible Members may register, according to Article III of these Bylaws, shall be published in the Notice of the General Membership meeting.

Section 5: A quorum is necessary to pass any resolution at a General Membership meeting. A quorum shall consist of ten voting Members.

Section 6: Resolutions that are to be voted on by the General Membership shall be in writing and shall be read out loud prior to the vote on that resolution. All resolutions that are voted on at a General Membership meeting shall be printed word-for-word in the minutes of the meeting.

Section 7: An affirmative vote of a majority of Members with voting rights present and entitled to vote at a duly held meeting is required to pass a resolution, unless otherwise stated in these Bylaws to require the affirmative vote of a larger proportion or number.

Section 8: Once a resolution has been duly announced, discussed and voted upon at a General Membership meeting, the substantially same resolution cannot be considered again at a General Membership meeting for a period of three months, except in the following case:

(a) The CNO is about to enter into a condition of liability, illegality, or debt; and

(b) The intent to reconsider the resolution is stated in writing and publicized at least ten days prior to the General Membership meeting at which the resolution would be reconsidered. The intent to reconsider the resolution shall be shown on the agenda of the notice of that meeting.

Provided a quorum is present, and prior to reconsidering the resolution, a two-thirds (2/3) majority vote is necessary to accept reconsideration of the resolution.

Section 9: Waiver of Notice. A Member attending a meeting, by attending said meeting, acknowledges receiving 'notice' of the meeting and therefore cannot object to the meeting's outcome due to 'lack of proper notice' unless the Member either: 1) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened; or 2) objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

ARTICLE V. OFFICERS

Section 1: The Officers of the CNO shall consist of four Members: Chair, Vice-Chair, Secretary and Treasurer.

Section 2: Eligibility. An individual who resides in the Corcoran neighborhood and is 18 years of age or older is eligible to be an Officer

Section 3: The election of Officers shall be at the May General Membership meeting each year. The election of the Chair and the Secretary shall be held in alternating years with the election of the Vice-Chair and the Treasurer. The terms of office are two years and begin on June 1 following the election.

Section 4: No Officer shall hold his or her position for more than two full consecutive terms.

Section 5: Any Officer may be removed at a meeting of the Board of Directors on a two-thirds (2/3) majority vote by secret ballot. The Officer shall receive five days notice that such an action is pending at the next regularly scheduled monthly meeting of the Board of Directors, and has the right to be heard thereon.

Section 6: In the event of the death, resignation or removal of any Officer, the Board of Directors shall elect a successor to fill the vacancy for the unexpired term.

ARTICLE VI. OFFICERS' DUTIES

Section 1: The Chair shall schedule and preside at all meetings of the General Membership and the Board of Directors. The Chair shall be the chief executive Officer of the Corporation and shall see that all resolutions and orders of the General Membership and the Board of Directors are carried into effect. The Chair shall be considered the President of the Board of Directors and may execute documents on behalf of the Corporation. The Chair shall be a Member ex-officio of all Committees. The Chair can vote only in case

of a tie at General Membership, Board of Directors, and Committee meetings. The Chair shall represent the CNO to outside parties on issues that have been discussed or voted on by the General Membership or the Board of Directors. The Chair shall perform all duties usually pertaining to the position and such other duties as may from time to time be prescribed by the General Membership or the Board of Directors.

Section 2: The Vice-Chair shall act as an aide to the Chair and perform the duties of the Chair in the absence of the Chair. The Vice-Chair shall ensure that an active Membership roster is maintained by the organization.

Section 3: The Secretary shall be secretary of meetings of the General Membership and the Board of Directors and shall keep a correct record of all meetings of the Corporation, and perform such other duties as may from time to time be prescribed by the General Membership or the Board of Directors. The Secretary shall keep and maintain a record of all the minutes of the General Membership, Board of Directors, and Committee meetings in which resolutions are considered which shall be made available for viewing upon the request of any voting Member of the CNO.

Section 4: The Treasurer shall assure accurate records and accounts of all monies of the Corporation received or disbursed and shall present a statement of account at every Board of Directors meeting and a full report and account of the financial condition of the Corporation. The Treasurer shall pay out funds only as authorized by the Board of Directors, and perform such other duties as may from time to time be prescribed by the General Membership or the Board of Directors. The Treasurer shall see that an annual budget report is printed in *The Corcoran News* or some other publication that is available to Corcoran residents and presented at a General Membership meeting on an annual basis.

Section 5: The Officers shall have responsibility to choose and supervise an Executive Director of the CNO. The Executive Director shall supervise staff and shall keep the Officers apprised of personnel issues. The Officers shall meet with the Executive Director regularly. Any matters discussed at such meetings relating to personnel issues shall be treated confidentially, and need not be submitted to the Board of Directors.

ARTICLE VII. THE BOARD OF DIRECTORS

Section 1: The Board of Directors shall conduct meetings, transact the business, manage the affairs and determine policy for the CNO.

Section 2: The Board of Directors shall consist of a minimum of eight and a maximum of 14 individuals, and shall be composed as stated in this Section.

(a) The Chair, Vice-Chair, Secretary, Treasurer, to be elected at a General Membership meeting.

(b) The Chair of each active Standing Committee, as defined in Article VIII, Section 4 of these Bylaws. If a Committee has Co-Chairs, only one shall serve as determined by the Committee. Any

requirement that a Chair be eligible for membership in the CNO will be at the discretion of the Board of Directors in its authority to govern Committees pursuant to Article VIII of these Bylaws.

(c) If so designated by the Board of Directors, representatives of constituencies within the neighborhood that otherwise would not be eligible for membership. Such representative need not be eligible for membership in the CNO.

(d) A minimum of two at-large Directors to be elected at a General Membership meeting. Additional at-large Directors shall be elected if necessary to meet the required number of Directors. At-large Directors must be eligible for membership in the CNO. Terms for at-large Directors are two years and shall be staggered.

(e) No more than 2 non-member representatives shall serve at any one time.

Section 3. Any Director may be removed at a meeting of the Board of Directors on a two-thirds (2/3) majority vote by secret ballot. The Director shall receive five days notice that such an action is pending at the next regularly scheduled monthly meeting of the Board of Directors, and has the right to be heard thereon.

Section 4: In the event of death, resignation or removal of a Director, the Board of Directors shall elect a successor to fill the vacancy for the unexpired term if necessary to meet the required number of Directors.

Section 5: In the event that less than eight Directors are serving for a period of time, action taken by the Board of Directors during such time is valid, and shall not be considered void due to the number of Directors serving.

Section 6: Limitation on Number of Votes.

(a) Each Director shall have one vote on a resolution before the Board of Directors, with the exception of conditions placed on the Chair by the provisions of Article VI, Section I.

(b) A Director shall be entitled to only one vote, regardless of the number of Committees chaired or positions held by the Director.

Section 7: Monthly Meetings. The Board of Directors shall meet monthly at a regularly scheduled time and place to be determined by the Officers. Notice of the date, time and place of the meetings shall be set at the beginning of the fiscal year, for the entire fiscal year, and be made available to Directors and Members of the CNO.

Section 8: Special Meetings. A special Board of Directors meeting may be called at any time by the Chair or by a quorum of the Directors. Directors must be given at least seven days notice of the time, date and place of the meeting. The notice must state the purpose of the meeting.

Section 9: Emergency Meetings. An emergency Board of Directors meeting may be called at any time by the Chair or at the request of any Director to the Chair. The Chair or Vice-Chair shall attempt to contact each Director by telephone or electronic means to inform Directors of the time, date, place and purpose for the emergency meeting, and all attempts and communications shall be documented. The emergency meeting may take place if a minimum of seventy five percent of the Board of Directors was successfully contacted, meaning that the Director actually received and was aware of the request prior to the emergency meeting.

Section 10: Quorum. A quorum must be present at any meeting of the Board of Directors for a resolution to be passed, regardless of whether the meeting was regularly scheduled, or called by special meeting or emergency meeting provisions. A majority of Directors shall constitute a quorum.

Section 11: The Board of Directors shall take action by the affirmative vote of a majority of Directors with voting rights present and entitled to vote at a duly held meeting, unless otherwise stated in these Bylaws to require the affirmative vote of a larger proportion or number.

Section 12: Any resolution passed by the Board of Directors in the process of conducting business for the CNO may be brought before the General Membership for consideration at the discretion of the Board of Directors. The intention to bring such a vote before the General Membership must be announced in the *Corcoran News* or some other publication that is available to Corcoran residents at least ten days prior to the meeting at which the vote will be held. Should the outcomes of these two votes be different, the outcome of the General Membership vote shall override the Board of Directors vote and shall be enacted.

Section 13: Duties of Directors. It is the duty of each Director to fulfill the duties of his or her office, to attend the meetings and to further the purpose and mission of the CNO. Directors are encouraged to attend any other meeting affecting the Corcoran neighborhood.

Section 14: No Director may represent the CNO to outside parties, except as permitted in these Bylaws or as directed by the Board of Directors. No Director may use the title of the office in presenting his or her own personal views.

Section 15: Notice by Electronic Means. Notice may be given by electronic communication to any Director who has consented to receiving notice by electronic communication. The notice is deemed given if by: (1) facsimile communication, when directed to a telephone number at which the Director has consented to receive notice; (2) electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; and (3) any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director.

Section 16: Consent to Notice by Electronic Means. A Director's consent to notice by electronic communication may be given in writing or by authenticated electronic communication. Any consent so given may be relied upon until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt of revocation of the consent.

Section 17: Waiver of Notice. A Director attending a meeting, by attending said meeting, acknowledges receiving 'notice' of the meeting and therefore cannot object to the meeting's outcome due to 'lack of proper notice' unless the Director either: 1) objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened; or 2) objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 18: Participation by Electronic Communications. A Director may participate in a meeting of the Board of Directors by any means of communication through which the Director, other Directors so participating and all Directors physically present at the meeting may simultaneously hear each other during the meeting. A Director so participating shall be deemed present in person at the meeting.

Section 19: Action Without a Meeting. An action, other than an action requiring Member approval, may be taken by written action signed, or consented to by authenticated electronic communication, by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action is effective when signed, unless a different effective time is provided in the written action.

ARTICLE VIII. COMMITTEES

Section 1: The Board of Directors may establish Committees to carry out the purpose and mission of the CNO.

Section 2: The Board of Directors shall have authority to establish committee membership requirements, voting rights, guidelines, policies and procedures for each Committee, and expected duration of the committee, which shall be in writing and made available to Committee Members and Members of the CNO. Committee membership may include people not eligible for membership in CNO.

Section 3: The Board of Directors shall appoint the first Chair of a Committee, who shall serve for one term, as designated by the Board. Subsequent Chairs shall be elected by Committee Members, and shall be subject to approval by the Board of Directors.

Section 4: A Committee established by the Board of Directors may be designated as a Standing Committee. A Standing Committee is intended to operate over a long period of time in an area of long-term concern to the CNO. The Chair of a Standing Committee shall be a Member of the Board of Directors. If there are Co-Chairs, the Committee shall determine only one to serve on the Board of Directors.

Section 5: Committees are subject at all times to the direction and control of the Board of Directors.

Section 6: Unless otherwise stated by the Board of Directors in its establishment of policies and procedures for a committee, a committee shall submit to the Board of Directors the written minutes for all

Committee meetings in which any resolutions were considered. These minutes shall be submitted to the Board Secretary before the next regularly scheduled Board of Directors meeting.

Section 7: Unless otherwise stated by the Board of Directors in its establishment of policies and procedures for a committee, a resolution passed by a Committee shall be submitted to the Board of Directors for enactment, and the resolution voted upon in the Committee may not be acted upon until approved by the Board of Directors.

Section 8: Unless otherwise stated by the Board of Directors in its establishment of policies and procedures for a committee, once a resolution has been duly announced, discussed and voted upon at a Committee meeting, the Committee cannot consider the substantially same resolution again for a period of three months.

ARTICLE IX. BOOKS AND RECORDS

Section 1: The Corporation shall complete books and records of accounts and minutes of meetings of the Board of Directors. A record of names and addresses of Directors and an inventory of property shall be kept and maintained.

Section 2: The Corporation shall have no seal.

Section 3: The fiscal year of the Corporation shall begin on January 1 and end on December 31 in each year.

Section 4: The registered office of the Corporation shall be located with the City of Minneapolis.

Section 5: Legal Recognition of Electronic Records and Signatures. Definitions and provisions of Minnesota Statutes Chapter 317A.015, Subd. 1 and Subd. 2, as amended, are adopted and incorporated herein.

ARTICLE X. RESOLUTIONS AND POLICIES

Section 1: Rules for Meetings, unless otherwise stated in these bylaws.

(a) *Robert's Rules of Order, Revised* shall govern the meetings of the General Membership and the Board of Directors.

(b) *Robert's Rules of Order, Revised* shall govern the meetings of Committees authorized by the Board of Directors unless otherwise set forth in writing by the Board.

Section 2: General policies needed to administer the CNO objectives may be adopted, amended or revoked by the Board of Directors by a simple majority vote. Such policies shall be summarized at all times and be available upon request to the Members.

Section 3: Conflict of Interest (as defined by CNO policy).

(a) Members of the Board of Directors and Members of any Committee authorized by the Board shall complete and sign a Conflict of Interest Statement as provided by the Board of Directors, which shall be kept on file at the CNO. The Statement shall be completed within the first 30 days of appointment or election to such position, shall be reviewed and signed by the Board of Directors or Committee Member not less than one time per year, and shall be revised as necessary at any time a potential conflict becomes apparent.

(b) Members of the Board of Directors and Members of any Committee who have a conflict of interest on any specific issue before the General Membership, the Board of Directors, or a Committee authorized by the Board must so declare their conflict before discussion and abstain from voting on that issue.

Section 4: Property of the CNO may not be loaned, given or sold to anyone without prior consent of the Board of Directors. CNO staff shall keep a record of any property disposition.

Section 5: No Committee or individual shall contract any indebtedness or obligation for the CNO without the prior authorization of the Board of Directors.

ARTICLE XI. INDEMNIFICATION

Section 1: Each Member or future Member, Director and Officer of the Corporation, whether or not then in office, and the executors, administrators or legal representatives of any such person, shall be indemnified by the Corporation against all reasonable costs and expenses (including the cost of reasonable settlements made with a view to curtailment of cost of litigation) and counsel fees, paid or incurred, in connection with or arising out of any action, suit, or proceeding (civil or criminal, actual or threatened) to which any such person may hereafter be made a party by reason of his or her being or having been a Member, trustee or Officer of the Corporation.

In any such action, suit or proceeding such indemnification shall be subject to such person not having been finally adjudged therein to have been negligent or to having been guilty of misconduct in the performance of his or her duties as a Member, Director, or Officer.

Section 2: The Corporation may purchase and maintain insurance on behalf of any Officer or Member against any liability in such capacity.

ARTICLE XII. NON-DISCRIMINATION

Section 1: No person shall be discriminated against by the CNO in its hiring practices, its nomination of Board of Directors, its Members, its delivery of services, or other corporate business on the basis of race, color, creed, religion, national origin, sex, affectional preference, age, disability, marital status, or status with regard to public assistance. Furthermore, the CNO shall strive to be inclusive in all its activities of all persons in the above-mentioned protected classes.

ARTICLE XIII. AMENDMENTS TO THE BYLAWS

Section 1: The General Membership shall have the authority to amend the Bylaws of the Corporation at any General Membership meeting.

Section 2: The intent to consider amendments must be stated in writing at least ten days prior to the meeting at which a vote would be taken and shall be shown on the agenda of the notice of that meeting. The proposed amendment(s) may be adopted by a two-thirds (2/3) majority vote provided a quorum is present.

Section 3: Copies of these Bylaws shall be made available to all voting Members of the CNO.