Lynnhurst Neighborhood Association
Bylaws

I. Purpose

This corporation is not operated for profit. The Corporation is organized under Minnesota statutes Chapter 317A and elects to also be governed by the statutory provisions governing "neighborhood organizations" as described in Minn. Stat. 317A.435. The Corporation operates for the nonprofit purposes specifically described in the Articles of Incorporation. All changes to the Corporation's purpose are governed by changes to that document.

II. Mission Statement

The Lynnhurst Neighborhood Association's mission is to foster a strong sense of community within Lynnhurst, contributing to a stronger Minneapolis.

III. Boundaries

The Corporation is recognized by the City of Minneapolis as a neighborhood organization serving a defined area. The area of the neighborhood, for the purposes of membership and these bylaws, is defined as that part of Minneapolis bounded by Penn Avenue South to the west, West 54th Street on the south, East Lake Harriet Parkway and West 46th Street on the north, and Lyndale Avenue South on the east.

The area is depicted in the boundary map below.

IV. Membership

The Corporation has one class of voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

A. Eligibility for Membership

Eligibility for membership is defined below as any individual who is at least 18 years old and is:

1. A resident in the neighborhood; or,
2. An owner or business lessee of real property in the neighborhood; or,
3. The designated representative of a nonprofit, educational organization or governmental organization in the neighborhood.

Resident members may use any document of any kind showing the members full name and an address inside the neighborhood; or another member may vouch for one new resident member's eligibility.

Business / property owner or lessee members may use documentation showing real estate ownership and the name of the entity paying property tax at that address, or a copy of the business lease at that address.

Organizational representative members may document their representative status with an official letter from the organization designating the representative by name.

B. Member Dues / Fees

The organization does not charge dues. Voluntary donations to support the Corporation and its activities are encouraged.

C. Rights of Members

The Board governs and voting members have limited voting rights. Each voting member is eligible to cast one vote at the annual meeting of the voting membership as well as one vote in any periodic vote involving the voting membership as required by these bylaws, state law or as authorized by Board action. Members must vote either in person, by U.S. mail, or electronically when authorized by Board action. Voting by proxy is *not* permitted.

D. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of the Corporation.

E. Membership Duration

Once a Corporation Member, Membership will continue in perpetuity as long as the member remains eligible.

F. Membership Non-transferable

Membership in Corporation may not be assigned or transferred in any way.

G. Membership Termination

All member rights, privileges, and benefits will cease in the event of death or termination of eligibility of the member.

H. Member Grievance Procedure

Any voting member may file a formal grievance with the Corporation. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in the Corporation's Grievance Policy and Procedure a copy of which is available on the organization's website.

I. Meetings of Voting Members

1. **Record Date and Membership Roster.** As required by state law, the record date for determining who are the voting members of the Corporation at the time of a voting members meeting will be the day of the meeting. Meaning, eligibility to vote may be determined on the day of any meeting where a member vote will occur, and pre-registration is not required to participate.

2. **Notice to Members.** As required by state law and Minneapolis grant funding requirements, written notice, including the date, time, and place of the meeting, will be provided at least 21 calendar days in advance of a member meeting. Notice will not be provided more than 30 calendar days in advance of a member meeting. Notice may be provided through any reasonable method designed to give notice to every member with voting rights.

3. **Regular Member Meetings.** Corporation, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members.

4. **Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of the Corporation at the meeting and an election to fill open board seats.

5. **Special Member Meetings**. Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or by a petition signed of 50 individual voting members as required by state law. A member petition to call a special meeting must describe the purpose for the meeting and must document the eligibility of all 50 member signatures. The Board will publish a meeting notice for all special meetings. Special meetings will by a be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.

6. **Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the Corporation will implement reasonable measures to:

   a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,

   b. The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.

   c. Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.

7. **Member Meeting Quorum.** A quorum of the members is 25 of the members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.

8. **Member Voting.** All issues to be voted upon will be decided by a simple majority of those present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the Board. All eligible voters may cast one vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
    - Election of Directors

9. **Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the President. The Corporation is not obligated to follow Robert's Rules of Order.

10. **Member Meeting Decorum.** The Corporation will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The board President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.

11. **Member Action Without a Meeting.** Member actions without a meeting is not permitted.

V. Board of Directors (Governing Body)

A. Board Governing Powers

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (duty of care; the duty of loyalty; and, the duty of obedience) to the nonprofit corporation in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the Corporation, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the Corporation.

2. Appointment and removal of Board Directors & Officers.

3. Oversee the affairs and activities of the Corporation and set policies and procedures.

4. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.

5. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.

6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.

7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.

8. Uphold the Bylaws, Policies and Procedures of the Corporation.

9. The Board of Directors may engage in acts that are in the best interests of the Corporation and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of the Corporation.

B. Board Compensation

All members of the Board will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

C. Board Number and Qualification

The Corporation's Board of Directors must be composed of not less than 9 and not more than 12.

All Directors must be over the age of 18. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria. Directors may not be corporate entities.

A. Board Service Eligibility

All Directors are elected from the pool of voting members. Only one member per household or family system may serve on the Board at any given time.

The number of board seats that may be filled by owner or business lessees or, designated representative of a nonprofit, educational organization or governmental organization in the neighborhood is 3.

D. Board Terms

All Directors will serve a 2-year term. The Corporation will utilize staggered terms or any other reasonable method to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, but no more than 25% of the Board at any given time may serve more than six consecutive years.

A. Annual Meeting Election Process

The election process will be fair and open.

1. **Candidate Search.** The Board will publish a call for candidates in the notice of the meeting. The board will strive to recruit a number of candidates that meets or exceeds the number of vacant seats. Candidates may be identified up through and including the day of the annual meeting. The board will not endorse candidates.

2. **Nominations Committee.** In the event a nominating committee is formed, it's chartered purpose must be limited to coordination of the process. Any review of candidate applications is limited to determining eligibility for service.

3. **Elections.** Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates, including any nominations from the floor (offered with consent of the nominee). Those candidates receiving the highest number of votes will be elected.

4. **Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. In the event a successful candidate is deemed ineligible, the candidate with the next highest votes will be seated instead.

E. Board Member Resignation

A Director may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date and will serve out the remainder of the resigning Director's term. If less Directors will remain after the resignation than is mandated as the minimum required by these bylaws, then the resignation must not be effective until a successor is elected so the minimum number of Directors is maintained.

F. Board Member Termination or Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of a simple majority of all the remaining Directors. The matter of removal is a personnel matter and may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created and serve out the remainder of that term. In that case the Board will publish a call for applications, and it will vote to appoint an interim Director who will serve out the remainder of that term.

G. Board Vacancies

Vacancies in the Board of Directors are filled after a published call for applications by a vote of the majority of the remaining Directors at a properly called meeting. The interim Director appointed will fulfil the remainder of the term for that seat.

H. Regular Board Meetings

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements. Board meetings may, but need not coincide with member meetings.

I. Special or Emergency Board Meetings

Special meetings of the board may be called with 24 hours' notice upon the request of the President, or by one-third of the board.

J. Board Meeting Notices

All written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

K. Board Meeting Quorum

Unless otherwise specified in these bylaws, at all meetings of the Board of Directors, a simple majority of 51% or greater of seated Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

L. Board Action / Voting

Unless otherwise specified in these bylaws, during Board meetings, all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Abstaining from votes is not permitted. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with the Corporation's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the Corporation and must be carried out.

M. Open Meetings

The Corporation is a private nonprofit corporation and is not subject to open meetings law and government data practices. However, to comply with Minneapolis grant requirements, the Corporation will generally hold all of its meetings open to the public, except when a closed session is required for consideration of legal issues, personnel issues, etc. The public version of meeting minutes from a closed session will indicate that the board went into a closed session. The Corporation will maintain a record of any business decision made in a closed session but may limit access to the record to those with a legal right to be in the meeting.

N. Meeting Procedures

All questions of order with respect to any meeting or action of the Corporation, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the President or the committee Chair which allows for making motions and voting on business matters. The Corporation is not, however, obligated to utilize Robert's Rules of Order. Meeting minutes must be produced to create a corporate record of reports and decisions made at meetings.

O. Meeting Decorum

The Corporation follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The President has the authority to remove a participant from the meeting. Another Officer may act in the President's place if required.

P. Board Meetings by Remote Participation

To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

Q. Board Written Action Without a Meeting

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

VI. Officers

A. Election of Board Officers

Board Officers must first also be on the Board of Directors. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

B. Terms

All Board Officers will serve a 1-year term that coincides with a portion of their term as Director. There is no limit to the number of terms an Officer may serve. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

C. Resignation

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

D. Removal

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

E. Board Officers & Duties

The principal officers of the board consist of a President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

1. **President.** The President convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the following order: Vice President (if any), Secretary, Treasurer. The President is a board member with voting rights and will vote at meetings.

2. **Secretary.** The Secretary is responsible for assuring: 1) the corporate records of board actions are documented through meeting minutes; 2) that meeting notices and agendas are distributed in a timely manner; 3) that records are published as necessary to the members; and, generally that corporate records are maintained.

3. **Treasurer.** The Treasurer is responsible for assuring: 1) financial records and accounts are kept in a manner that meets state law, IRS and GAAP standards; 2) that the board is informed at least quarterly on the Corporation's financial position and budget-to-actual status; and 3) public facing financial data is provided and tax filings are completed in a timely manner.

4. **Vice President.** The Vice President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

VII. Committees & Task Forces

A. Authority

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. Ideally, at least one member the committee or task force will be a Board Member. Committee members may be volunteers that are not on the board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

B. Committees

Committees may be standing or have an expiration date. Committees are formed by resolution adopted by a majority of the Board (for example, Finance Committee; Communications Committee; Governance Committee; Engagement Committee, etc).

Committees are formed under a detailed charter describing their purpose and duties.

C. Task Forces

Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

D. Executive Committee

The Board of Directors may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. This committee is at all times subject to the direction and control of the full Board. The role of the Executive Committee, if established, is primarily to organize the agenda for each board meeting and may also supervise the Executive Director. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

E. Meetings

Meetings of the individual committees and task forces may be held at a time and place (including by phone or virtually) as determined by a majority of the committee or task force members; by the Board President; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting. Proxy voting is not permitted. Every committee or task force will create minutes or reports of its meetings for Board review including dates, roll call information and decisions made (if any are authorized).

VIII. Executive Officers, Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of the Corporation and implement the policies and decisions of the Board of Directors. The Executive Director has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of the Executive Director. The Executive Director is responsible for the hiring, supervision, discipline and discharge of other employees and independent contractors. The Board collectively supervises the Executive Director and will review their performance annually. The Executive Director may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not serve as a voting member of the Board of Directors.

B. Compensation

The Corporation may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the Corporation. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

D. Volunteers

The Board of Directors may establish policies and procedures to recruit, train, and utilize volunteers in the operation of its activities and fulfillment of its purpose and mission. The Corporation may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Diversity, Equity & Inclusion

1. Non-Discrimination

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

2. Equal Opportunity

The Corporation will strive to be an equal opportunity employer and will adopt equal opportunity employment policies that comply with state and local requirements.

3. Diversity, Equity & Inclusion

The Corporation will foster principles of diversity, equity, and inclusion in its mission-driven work. This includes fostering diversity, equity, and inclusion in the organization's policies and procedures; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

B. Financial Year

The accounting year of the Corporation begins on January 1 and ends on December 31.

C. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the Corporation's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

D. Accounts

1. The Corporation will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Corporation.

2. Any Officer of the Corporation or the Executive Director may be authorized by board resolution to act as signatories on all corporate accounts. The Corporation financial accounts. Corporation will at all times have at least two signatories on every bank account or financial account.

3. All money raised in the Corporation's name must be deposited in corporate accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

E. Registered Office

The registered office of the Corporation is the place designated in the Articles of Incorporation as the registered office. The Corporation may change its registered office in accordance with state law. The corporate records are stored at the registered office or in an electronic file storage system.

F. Other Offices

The Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state.

G. Records

The Corporation will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

In the spirit of nonprofit transparency and accountability, the organization will publish copies of reviewed and approved meeting minutes and its annual financial reports or IRS form 990s online to its public website or other social media platform.

H. Inspection

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the corporation.

Upon request the Corporation will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

I. Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of the Corporation for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Corporation's designee to preserve right of access to these assets and accounts.

J. Legal Instruments

All contracts, agreements, and other legal instruments executed by the Corporation must be issued in the name of the Corporation, not the individual name of a Director or Officer, employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments.

Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority (for example, the Executive Director). In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

K. Loans

Loans and other debts are not permitted without authorization of the Board of Directors (or those with delegated authority) specifically authorizing the loan or debt. All loans and debts for the Corporation must comply with state laws governing nonprofits.

L. Periodic Reviews

Periodic reviews are conducted to ensure the Corporation operates in a manner consistent with its charitable purposes; that it files all required paperwork; and, does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;

3. Whether the Corporation is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.

4. Whether the Corporation is compliant with state and federal fundraising regulations and industry best practices.

M. Affiliations

The Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

N. Policies and Procedures

In compliance with the City of Minneapolis grant funding requirements the Board will adopt the following policies and procedures (and review them on a regular basis):

- Financial and internal controls policies
- Conflicts of interest
- Personnel policies and procedures (i.e. an employee handbook or contractor handbook)
- Equal opportunity employment / affirmative action policy
- ADA policy and procedure
- Language access policy
- Audit policy
- Equitable engagement plan
- Board development & training policy
- Member grievance policy

The Board of Directors may also establish policies and procedures to follow best practices or regulations in the nonprofit sector:

- Records retention policy
- Expense reimbursement policy
- Gift acceptance policy
- Volunteer management
- Donor privacy policy
- Regarding other topics as reasonable and necessary

X. Amending the Articles of Incorporation and Bylaws

The Corporation has the power to amend the Articles of Incorporation and Bylaws. Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of the Board at a properly called meeting.

Amendments may also be proposed by a petition of at least 25 members. Any petition for amendment must state the text of the amendment and contain the signatures of 25 eligible members. Petitions received will be voted on at a regularly scheduled board meeting not to exceed 120 days from receipt of the petition. The Board will publish the proposed amendment

online in advance of the meeting. A petitioned amendment may be approved by a two-thirds vote of the active Directors in a roll-call vote.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

__e-signed/ *Beth Ashbrook*_____ _____9/9/2021_____

Secretary Date