

(Approved June 13, 1996)

(Amended section 2.01 by vote of the general membership April 2003)

(Amended section 2.02 and section 8.04 by a vote of the general membership April 2014)

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(Approved sections 3.05, 5.10, 5.11, by a vote of the general membership December 2021)

(Approved all sections, by a vote of the general membership May 2025)

## **Name of Organization**

The name of this organization is the Lowry Hill East Neighborhood Association (“LHENA” or “Association”).

## **Purpose**

This Association will not be operated for profit. Association is organized exclusively for the nonprofit purposes as specifically described in the Articles of Incorporation. All changes to the Association's purpose will be governed by changes to that document.

## **Mission Statement**

### **Mission Statement of the Lowry Hill East Neighborhood Association**

The Lowry Hill East Neighborhood Association (LHENA) is dedicated to fostering a vibrant, inclusive, and sustainable community in the Lowry Hill East neighborhood of Minneapolis. Our mission is to represent and serve residents by promoting neighborhood engagement, supporting local initiatives, advocating for responsible development, and enhancing the overall quality of life for all who live, work, and play in our area. Through collaboration, open communication, and a commitment to environmental and social responsibility, we aim to strengthen our community's resilience and preserve the unique character of our neighborhood for future generations.

# **Diversity, Equity and Inclusion Statement**

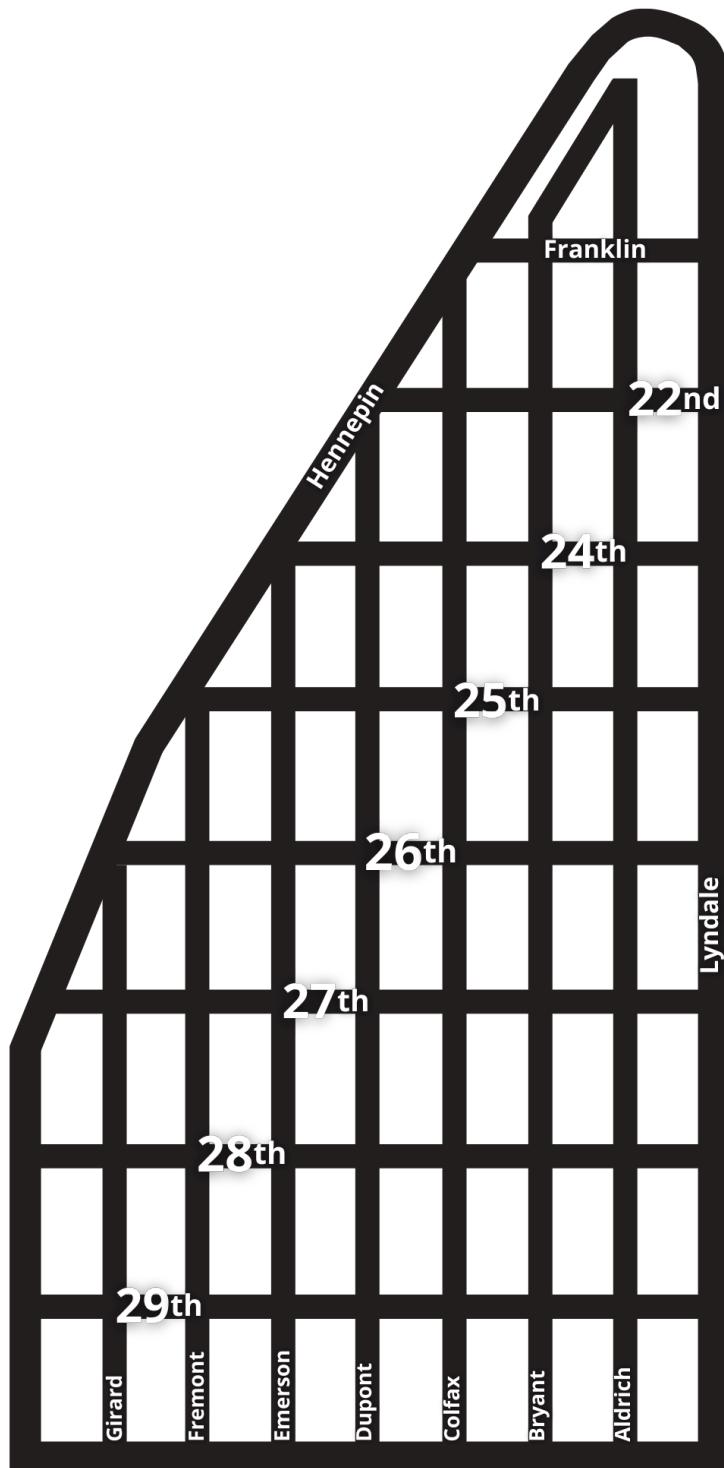
LHENA is committed to being an equitable and inclusive organization that reflects the diversity and many identities in our neighborhood. We are stronger as an organization when we have a broad vision that includes diverse voices, ways of knowing, and ways of doing. We are committed to taking action to realize this vision. LHENA specifically seeks to foster the leadership and participation of people who neighborhood organizations have historically underinvested in. This includes people who rent, and people who identify as BIPOC (black, indigenous, people of color), LGBTQ+, youth, immigrants, differently abled, and seniors.

## **Boundaries**

The Association is recognized by the City of Minneapolis as a neighborhood organization serving a defined area.

The boundaries of the neighborhood, for the purposes of membership and these bylaws, are defined as follows: Hennepin Avenue to the West, Lyndale Avenue South to the East, and West Lake Street to the South. Please see the map below for additional detail.

## Neighborhood Map:



# Membership

The Association 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 16 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 member's 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 Association and its activities are encouraged.

## C. Voting 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 Association.

## **E. Membership Duration**

Once an Association Member, Membership will continue in perpetuity as long as the member remains eligible.

## **F. Membership Non-transferable**

Membership in Association 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 Association. 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 Association'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 Association at the time of a voting members meeting will be the day of the meeting.

**2. Written notice of any and every member meeting, official Board meeting, committee meeting, subcommittee meeting, or annual meeting, including the date, time, and location, shall be provided to members at least 10 calendar days in advance.** Notice may be delivered through at least two (2) distinct methods or platforms. The President, or in the President's absence, the Vice President will ensure this is added to the agenda of the first Board meeting following the most recent annual meeting. The Board shall

formally adopt and designate these 2 methods of outreach and notification, ensuring consistency across communications. The Board, in order to encourage broader and more inclusive outreach to and participation of the members may select more than 2 methods or platforms to be consistently utilized. These methods will remain in place until the next annual meeting and must be formally established no later than the Board meeting immediately following the most recent annual meeting.

**3. Regular Member Meetings.** The Association, 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 Association at the meeting.

**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 a petition signed by 25 individual members entitled to vote. Special meetings will 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, committee, subcommittee or special meetings, may be held in whole or in part by means of remote communication. The virtual meeting link must be shared on the 2-3 platforms the Association publicizes the meeting on no later than 10 days before a meeting date is to occur. When one or more members participate by means of remote communication, the Association 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 7 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 10 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. Any person paid an hourly or salaried wage by the board may not vote. 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
- Amendment or re-write of these Bylaws.

**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 Chair. The Association is not obligated to follow Robert's Rules of Order. The board shall consistently use standard meeting procedures as directed by the chair from time to time.

**10. Member Meeting Decorum.** The Association 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 Chair's capacity if required.

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

# **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 Association in all aspects of its governance. The Board has all the powers given by state law which are necessary and appropriate for governing the Association, 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 Association.**
- 2. Appointment and removal of Board Directors & Officers.**
- 3. Oversee the affairs and activities of the Association 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 Association.**
- 9. The Board of Directors may engage in acts that are in the best interests of the Association 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 Association.**

## **B. Board Compensation**

All members of the Board will serve as volunteers. No compensation will 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 Association's Board of Directors must be composed of not less than 7.

All Directors must be natural persons (not corporate entities), over the age of 16. These individuals should be broadly representative of the community, possess applicable experience, or meet other eligibility criteria.

## **D. 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.

No individual who has been employed as paid staff by the Association shall be eligible to serve on the Board of Directors until at least one (1) year has passed since the conclusion of their employment. This restriction is intended to preserve the independence of the Board and to prevent potential conflicts of interest.

## **E. Board Terms**

All Directors shall serve a term of two (2) years, except for one Director who shall serve a one (1) year term to facilitate staggered terms. The Association will implement staggered terms or other reasonable methods to ensure continuity of institutional knowledge. Only one seat may be held at any given time by a business owner/lessee or property owner who also does not live within the neighborhood, but whose property or leased property is within the neighborhood. No member has any rights or privilege greater than any other member.

There is no limit to the number of terms a Director may serve. However, any Director who has served six (6) full, consecutive years on the Board must take at least one (1) full year off before serving again. This includes cases where a Director is appointed mid-term to fill a vacancy, which may result in a total service period of nearly seven (7) or eight (8) consecutive years when future re-elections are considered.

If a Director resigns from the Board for any reason, they may not be reappointed or re-elected until after the next annual meeting of the members.

## **F. Annual Meeting Election Process**

The election process will be fair and open.

**1. Annual Meeting Planning Committee.** At least 90 days before the annual meeting, the Board will charter an Annual Meeting Planning Committee (AMPC) of no less than 3 members of the Board. The AMPC will recruit a number of candidates that meets or exceeds the number of vacant seats. Members of the AMPC shall not make recommendations as to who they believe should or should not be elected as a board member. It is an absolute requirement that the AMPC, the Board of Directors and any staff hired by the Association take a publicly accessible, frequent and inclusive approach to spreading the word about the upcoming Board candidate elections. This requirement must be followed even if a number of Board candidates have already applied prior to the annual meeting date which would equal the number of seats up for election. A list of candidates will be published to the members at least 14 days before the annual meeting. Floor nominations on the day of the Annual Meeting (with the consent of the nominee) are allowed. The Annual Meeting Planning Committee shall lead the planning efforts for the Annual Meeting, with the option for other interested Board members and community members to participate and assist in the planning process.

**2. Elections.** Eligible voting members that check in to a meeting where Directors will be elected may vote for candidates put forward by the Annual Meeting Planning Committee and any nominations from the floor offered (with consent of the nominee). Those candidates receiving the highest number of votes will be elected.

In the event of a tie between multiple candidates, the outcome shall be determined by a coin toss or another method mutually agreed upon by the tied candidates.

**3. 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.

## **G. Board Member Resignation**

A Director may resign at any time by providing notice to an Officer of the Board. Such notice may be delivered either by hand, in written form or via email. A resignation shall be effective immediately upon delivery, unless a later effective date is specified. No formal acceptance by the Board is required for the resignation to take effect.

If a resignation includes a future effective date, the Board may appoint a replacement Director prior to that date. The appointed Director will assume the position on the effective date of the resignation and serve until the next annual meeting of the members.

However, if the resignation would cause the number of remaining Directors to fall below the minimum required by these Bylaws, the resignation shall not become effective until a successor has been duly elected or appointed, ensuring compliance with the minimum Board composition requirements.

If a Director resigns from the Board for any reason, they may not be reappointed or re-elected until after the next annual meeting of the members.

## **H. 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 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 until the next annual meeting. In that case the Board will publish a call for applications to all members of the organization and elect an interim Director who will serve until the next annual meeting.

## **I. Board Vacancies**

Vacancies in the Board of Directors are filled after a published call for applications (with a minimum 21 days notice sent out to the general membership through established outreach and communications methods and platforms) by a vote of the majority of the remaining Directors at a

properly called meeting. The interim Director appointed will be up for election, if they choose to run again, at the first annual meeting which follows their appointment.

## **J. Regular Board Meetings**

The board will meet routinely, on a schedule designated by the Board which meets or exceeds state nonprofit law minimum requirements.

## **K. Special or Emergency Board Meetings**

Special meetings of the board may be called upon the request of the Chair, or a majority of board membership. If non-board, community stakeholders request a special meeting, the request will be accompanied by at least 25 member signatures.

## **L. Board Meeting Notices**

All written meeting notices, including the date, time, and place of the meeting, will be provided to each Director at least 5 calendar days in advance of a meeting. This notice may be given through any reasonable method.

A simple majority of Directors (7) may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless a Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

## **M. 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 (7) constitutes a quorum for the transaction of all authorized business. If 51% or greater of seated Directors are not present, no voting may occur.

## **N. Board Action / Voting**

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

## **O. Open Meetings**

Association is a private nonprofit association and is not subject to open meetings law and government data practices. However, to comply with grant requirements, the Association will generally hold its meetings open to the public, except when a closed session is required for consideration of legal issues, personnel issues, etc.

## **P. Meeting Procedures**

All questions of order with respect to any meeting or action of Association, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the Chair or committee Chair. The Association is not obligated to utilize Robert's Rules of Order. It is recommended that the Board adopt a standard format by which it considers, votes on and adopts motions or takes other board actions, such as by using Martha's Rules of Order. The intent should be to make meetings more accessible, democratic, streamlined and consistent.

## **Q. Meeting Decorum**

Association follows best and lawful 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 Chair has the responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non-members, if necessary, to maintain an orderly meeting. The Chair has the authority to remove a participant from the meeting. Another Officer may act in the Chair's place if required.

## **R. 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.

## **S. Board Written Action Without a Meeting**

An action required or permitted to be taken at a board meeting may be taken by a unanimous written or typed vote of all of the directors. If there is not unanimous agreement, then the issue must be brought back to a board meeting. Any action taken without a meeting will be discussed and confirmed at the next board meeting.

Any action may also be taken by less than all directors if it meets the following requirements: 1) the written or typed action is affirmed by at least the number of directors (7) that would be

required to take the same action at a meeting of the board at which all directors were present; 2) all directors must be notified immediately of the text and effective date of the written or typed action.

All votes through written or typed action must be voted on through authenticated electronic communication. Authenticated electronic communication is 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, closed group in an application/website that all directors are on, etc.).

## **Officers**

### **A. Election of Board Officers**

Board Officers must first also be on the Board of Directors of the Association. Officers are effectively board members with extra duties. Board Officers are volunteers. They are elected annually from the pool of seated Directors, during the first meeting of Directors following the Annual meeting. Board officers serve until the first meeting of the newly elected board members following the most recent annual meeting. To aid in a smooth transition, each officer may complete or update transition documents describing the details and responsibilities of their position which will then be shared with the next member who is elected to fulfill that same officer's role. No member has any powers or rights that are greater than any other member of the board.

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 will be no limit to the number of terms an Officer may serve.

### **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 the form of a hand-delivered letter or email.

## **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, Vice President, Secretary and Treasurer. Their duties are as follows:

- 1. President.** The President will convene regularly scheduled board meetings, executive officer meetings, will preside at meetings or arrange for other Directors to preside at each meeting in the following order: Vice President, Secretary, Treasurer. The President does not have any extraordinary authority or veto power due to their Office.
- 2. Secretary.** The Secretary will be responsible for keeping consistent records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- 3. Treasurer.** The Treasurer will make a report at each board meeting. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public. They may seek assistance from an outside accountant(s) or other relevant and certified financial advisor(s) should the Association choose to hire one.
- 4. Vice President.** The Vice President may chair committees, subcommittees or task forces on special subjects as designated by the board unless another board member is selected and may serve in the President's absence when needed. In the event that the current President becomes unable or otherwise ineligible to serve as a board member, the

## **Vice President will serve as the acting President until there will be another election for who will serve as President.**

At the discretion of the Board of Directors, other Board Officers such as a 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.

# **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 of 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 resolutions adopted by a majority of the Board (for example, Environmental Committee; Community Development Committee; Finance Committee; Communications Committee; Governance Committee; Technology Strategy; and Annual Meeting Planning Committee).

Committees will be 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. Association's 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 for the Association 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 Chair. The Chair 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. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason. The Executive Committee should meet no later than 5 days prior to any board meeting. The Executive Committee may include any current paid staff members/ employees, though they are not required to attend. The Executive Committee may meet in person, virtually or in a hybrid format.

## **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 Chair; 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)

# **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, such as Coordinator). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Association 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 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**

Association may pay compensation to the Executive Director, other hired officers, employees, and other independent contractors for services rendered. The amount and frequency of payments will 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**

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Association.

## **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 Association may maintain insurance policies to cover those serving as volunteers.

# **Management Provisions**

## **A. Diversity, Equity & Inclusion**

### **1. Non-Discrimination**

The Association 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 Association 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 Association 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 Association 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 monthly. At minimum, the Board will regularly review the Association'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. Association will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the Association.**
- 2. Any Officer of the Association or the Executive Director are authorized to act as signatories on all Association financial accounts. Association will at all times have at least two signatories on every bank account or financial account.**
- 3. All money raised in Association's name will be deposited in Association's accounts as charitable assets and used for Association's charitable purposes according to State and Federal fundraising laws and rules.**

## **E. Registered Office**

The registered office of the Association is the place designated in the Articles of Incorporation as the registered office. The Association may change its registered office in accordance with state laws. The corporate records will be stored at the registered office or in an electronic file storage system maintained by the Association.

## **F. Other Offices**

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

## **G. Records**

The Association 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, subcommittees and task forces for at least the last six years.

The Association or Board may optionally select one or more members of the Association and/or the Board of Directors to serve as volunteer resident/ neighborhood historian(s) to assist in the preservation and accessible sharing of historic knowledge, relevant items and documents.

In the spirit of promoting nonprofit transparency and accountability, the organization will make available to the public reviewed and approved meeting minutes, as well as its annual financial reports or IRS Form 990, by publishing them on the organization's official website.

## **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 association. The records may also be shared electronically.

Upon request Association 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**

Directors, Officers, employees or volunteers who are eligible members, may from time to time establish accounts on behalf of the Association 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 Association and should be opened in the name of the Association whenever possible. If ownership cannot be established in the name of the Association, the individual must grant secondary authority whenever possible or share account information and log in credentials to the Association'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 Association must be issued in the name of the Association, 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 will be considered personally liable.

## **K. Loans**

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

## **L. Periodic Reviews**

The Board of Directors, or a designated committee, shall periodically review and ensure compliance with the following matters to uphold the Association's legal, ethical, and fiduciary responsibilities:

**1. Compensation and Vendor Payments**

Whether compensation arrangements, employee benefits, and payments to vendors are reasonable, based on competent and objective survey information, and the result of arm's-length negotiations.

**2. Partnerships and Management Arrangements**

Whether partnerships, joint ventures, and agreements with management organizations comply with the Association's written policies, are accurately recorded, reflect fair market value for goods or services, support the Association's charitable purposes, and do not result in an impermissible private benefit, or excess benefit transactions.

**3. Regulatory Filings and Registrations**

Whether the Association is properly and timely filing required documentation with the Internal Revenue Service (including Form 990) and relevant state agencies, including but not limited to filings for charitable solicitation registration, corporate entity status, unemployment insurance, sales and income tax reporting, and obligations to the Social Security Administration.

**4. Fundraising Compliance**

Whether the Association's fundraising practices adhere to applicable state and federal regulations, as well as to recognized industry best practices.

## **M. Affiliations**

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

## **N. Policies and Procedures**

The Board of Directors may establish policies and procedures including but not limited to:

- **To maintain records of decisions made by the Board in one central location;**
- **Regarding internal financial controls;**
- **Regarding conflict of interest;**
- **Regarding gifts and grants to other individuals/organizations;**
- **Regarding employees and volunteers; and**
- **Regarding other topics as reasonable and necessary.**

**-The Board must establish financial policies and procedures**

## **Amending the Articles of Incorporation and Bylaws**

The Association has the authority to amend its Articles of Incorporation and Bylaws, subject to any limitations imposed by applicable state law. Amendments must be approved by an affirmative vote of the general membership of the Association at a properly noticed and convened meeting. As of May 2025, all previous instances (listed at the top of these Bylaws) where these Bylaws were amended and adopted have been historically approved by a vote of the general membership.

Amendments may also be proposed by petition. To be valid, a petition must include the full text of the proposed amendment and be signed by at least twenty-five (25) eligible members of the Association. Upon receipt of a valid petition, the proposed amendment shall be placed by the Board of Directors on the agenda of a meeting for all members and notice shall be given to all members occurring within one hundred twenty (120) days of receipt.

The Board shall provide notice of the proposed amendment to all members at least twenty-one (21) days prior to the meeting at which it will be considered. This notice shall include the full text of the proposed amendment and be published online or delivered by other reasonable means.

An amendment may be recommended to be approved at a meeting of the general membership by a vote of the members. The vote may be conducted by roll-call, a show of hands, or by written vote.

### **Certification**

These Bylaws were approved at a properly conducted Annual meeting of the General Membership of the Association by a majority vote.

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\_\_\_\_\_, 2025

Secretary

Date

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