

WEST BANK COMMUNITY COALITION BYLAWS

ARTICLE I – DEFINITION, MISSION, AND GOALS

The West Bank Community Coalition (WBCC) is a nonprofit corporation, organized under Minnesota Statute 317A. It serves the Cedar-Riverside West Bank neighborhood as the official conduit for information and advice between the neighborhood - its residents, businesses, institutions and organizations - and the agencies and offices of the City, County and State. The mission of the WBCC is to strengthen and celebrate the neighborhood by promoting connections between its residents, businesses, institutions, and organizations. The WBCC is dedicated to preserving its neighborhood's strengths, identifying and helping to address the neighborhood's changing needs and bringing positive improvements to all.

ARTICLE II – BOUNDARIES

The boundaries of the Cedar-Riverside West Bank neighborhood are the Mississippi River, I -94, and I –35W.

ARTICLE III – MEMBERSHIP

The WBCC has chosen to be governed by Minnesota Statute 317A.439, Subd. 6(d), and therefore defines its membership in this Article.

Any person of legal age (18) who is a resident tenant, a resident homeowner, or a resident or a non-resident property owner or business owner, within the boundaries of Cedar-Riverside West Bank, as defined in Article II of these Bylaws, is a member of the West Bank Community Coalition.

In accordance with Minnesota Statute 317A .441(b), a member who meets the requirements given below in this Article shall qualify for voting rights at a membership meeting, for that meeting only, by signing the registration list and producing for the registrar:

- (1) a Minnesota driver's license, Minnesota identification card, or some form of residency verification which indicates that the individual resides within the geographic boundaries of the Cedar-Riverside West Bank neighborhood or,
- (2) proof of ownership or lease of a business or property located within the geographic boundaries of the neighborhood.

ARTICLE IV – MEETINGS OF THE MEMBERSHIP

Section 1 - PARTICIPATION

All meetings organized and held by the WBCC are open to members and the public, unless excepted by the City, State, or Federal law. Any member may make a written request to add an item to the agenda if such request occurs at least 5 calendar days in advance of any regularly scheduled meeting of the membership.

Section 2 - MEMBERSHIP MEETINGS

There shall be one meeting of members (membership meeting) annually, at a time and place set by the board of directors. At this meeting directors shall be elected by the whole membership according to Article V. Also, reports of the activities of the WBCC will be presented to the members. The meeting may provide the members a forum for discussing and developing ideas, and setting the direction of the WBCC. The quorum required for any business, including voting for directors, shall be at least 30 members. A quorum must exist at all times when any transaction of business involving motions, resolutions, or elections is occurring. Passage of any motion or resolution and voting for directors shall require a simple majority. Voting by proxy, by mail, or by an alternate, is prohibited. All WBCC membership meetings shall be conducted according to either Sturgis, *The Standard Code of Parliamentary Procedure*, 3rd Edition or later, or *Robert's Rules of Order, Newly Revised*, 9th Edition, 1990 or later, at the option of the president.

Section 3 - SPECIAL MEMBERSHIP MEETINGS

Special membership meetings may be called at any time by the president, or in the latter's absence, by the vice president, or by a simple majority of the board of directors, or upon petition of 50 WBCC members to the president. Such a call shall state the purpose of the meeting.

Section 4 - NOTICE OF MEMBERSHIP MEETINGS

In accordance with the Minnesota Statute 317A.435, Subd.4 (b), at least ten but not more than 30 days before a meeting of the members of the WBCC is to be held, notice of the date, time, and place of the meeting must be given in a manner designed to notify all members with voting rights to the extent practical

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

Section 5 - PLACE OF MEMBERSHIP MEETINGS

Meetings of members of the WBCC, and of the board of directors of the WBCC, may be held at any suitable location within or near the Cedar-Riverside West Bank neighborhood, as designated by the WBCC board of directors.

ARTICLE V – BOARD OF DIRECTORS AND COMMITTEES

Section 1 - COMPOSITION OF THE BOARD OF DIRECTORS

The WBCC shall have a board of 15 directors. The fifteen directors' seats or positions are specified as 8 resident tenant director seats, 4 resident homeowner director seats, and 3 resident or non-resident business owner or commercial property owner seats.

If a member nominating himself or herself qualifies in two or more of these seat categories, the member will choose one at the time of self-nomination. No more than 5 of the 8 resident tenant directors shall reside in the same apartment complex and no more than 5 in cooperatives. No more than 1 of the business or commercial property owner directors may have the same neighborhood business or property address. The president and vice president shall be residents in the neighborhood. Resident means that the person has his or her principal place of residence in the Cedar-Riverside West Bank neighborhood, as defined in Article II of these Bylaws.

The board shall elect a president, a vice president, a secretary and a treasurer. (See Article VI, Section 2.)

Section 2 - ELECTIONS

The members of the WBCC shall annually elect directors as given in Article V, Sections 1 and 4.

Any member of the WBCC, eligible to be a director and seeking election to the board of directors, shall be nominated only by himself or by herself. Nomination is done by completing and submitting the form for self-nomination to be a candidate for election. The filled out form must be submitted between 30 and 10 days prior to the annual membership meeting. The self-nomination data shall be available to the public at least 7 calendar days prior to the annual membership meeting. The meeting notice required by Article IV, Section 4, shall specify the number of directors to be elected and the categories within which they are to be elected.

Any director may run to succeed herself or himself.

Section 3 - TENURE

Except as provided for in Article V, each director shall serve a 2-year term, whose beginning and ending are defined in Article VI, Section 2.

Section 4 - STAGGERED TERMS OF OFFICE FOR DIRECTORS

a. Classes: For the purposes of election to office only, the directors shall be in one of two classes Even-Year Class and Odd-Year Class. Even-Year Class seats are up for election in even-numbered years and Odd-Year Class seats are up for election in odd numbered

years. Each class shall have, as nearly as possible the same number of directors and the same number of directors of each category.

b. Subsequent Terms: At each future annual election, the directors elected to succeed those whose terms are expiring shall be identified as being of the same class as the directors they succeed and shall serve terms as set out in Article V, Section 3.

Section 5 - RESIGNATION

A director may resign from the board at any time by providing written notice to the president.

Section 6 - ABANDONMENT

A director who has missed 3 consecutive board meetings without providing prior notification to the president, shall automatically be viewed as abandoning his or her seat on the board. The president shall declare the director's seat vacant at the next regularly scheduled board meeting.

A director missing 5 board meetings, consecutive or not, during 12 consecutive months, whether providing prior notification to the president or not, shall be viewed as incapable of serving the WBCC as a director. This incapacity automatically causes that director's seat to be vacant, and the president, shall so declare it at the next regularly scheduled board meeting.

Section 7 - REMOVAL

A director may be removed from the board, with cause, by a three-quarters majority vote of all the members of the board.

Section 8 - VACANCY

A vacancy, no matter how it is caused, shall be filled by a majority vote of all remaining directors. Once a vacancy has occurred, it shall be declared at the next regularly scheduled board meeting. Nominations must be submitted in writing to the president at least 5 days prior to the following regularly scheduled board meeting, at which time the new director will be elected. A director elected to fill a vacancy will serve out the rest of the unexpired term of the director who left the board.

Section 9 - DUTES OF THE DIRECTORS AND OFFICERS

The board of directors shall be responsible for the day-to-day operation and business of the WBCC, and its property.

The president shall have all duties defined by statute. The president, in consultation with such other officers as the president deems appropriate, shall create meeting agendas.

The vice president shall assist the president in any way possible and perform the duties of the president in the absence of the latter. The vice president shall assist the secretary and the treasurer.

The secretary shall ensure that accurate minutes are taken at board meetings and membership meetings. The secretary shall ensure that accurate and complete attendance lists are obtained at board meetings and membership meetings. The secretary shall ensure that correspondence and notification of board meetings and membership meetings are taken care of properly and promptly, as directed by the president.

The treasurer shall be responsible for all funds belonging to the WBCC, accept donations, pay bills, deposit funds into a bank approved by the board, and ensure that periodic statements showing the financial condition of the WBCC are provided to the board. The treasurer shall also ensure that the books are closed at the end of the fiscal year, and that tax reports are filed. The treasurer shall ensure that any reports to WBCC funders are submitted, and that the annual filings to the Minnesota Attorney General and the Minnesota Secretary of State are submitted in a timely manner.

Section 10 - COMMITTEES

The board of directors may form committees, including an executive committee consisting of three or more officers, and delegate to such committees the powers and responsibilities it may deem appropriate. Any member of the WBCC is eligible to be appointed to a committee (except the executive committee). At the time of formation of a committee, the board will designate that committee as either standing or temporary, and shall identify its major purpose(s) and task(s). The use of parliamentary procedure by committees is optional. A committee shall forward its recommendations to the board, which may alter, accept, or reject any recommendation of the committee. The board may delegate to a committee the authority to act on behalf of the WBCC.

Section 11 - ADVISORS

The board may appoint ex-officio advisors without vote from neighborhood and other institutions and organizations.

ARTICLE VI – MEETINGS OF THE BOARD OF DIRECTORS

Section 1 - NUMBER OF MEETINGS AND NOTICE

The board of directors shall meet at least 6 times each calendar year. A notice by U. S. mail or electronic mail of each board meeting shall be mailed by the secretary at least 7 calendar days prior to the date of the meeting. Written notice of date, time and place of a board meeting on the printed agenda sheet of the previous board meeting also constitutes official notice of the meeting.

Section 2 - TRANSITIONAL MEETING

The first meeting of the board of directors held after the annual meeting will be set aside as a transitional meeting with the purpose of completing any old business, and transferring any remaining business to the incoming board. During the transitional meeting, the outgoing board of directors will retain all rights and responsibilities afforded directors under these Bylaws, and may vote on any motions presented at the transitional meeting. As the last agenda item of this meeting only the incoming board will nominate and vote for the president, vice president, secretary, and treasurer for the upcoming business year. These new officers must be elected from the incoming board of directors. Upon election of officers, the incoming directors will officially assume their duties, begin tenure, and take charge of all WBCC business and records.

Section 3 - BOARD MEETINGS

A quorum for meetings of the board of directors is a majority of the directors. A quorum must exist at all times for any transactions of business involving motions, or for elections of officers. Voting by proxy, by mail, or by an alternate, is prohibited. All WBCC board meetings shall be conducted according to either Sturgis, *The Standard Code of Parliamentary Procedure*, 3rd Edition or *Robert's Rules of Order, Newly Revised*, 9th Edition 1990, at the option of the president.

Section 4 - ROLL CALL VOTES AND WRITTEN BALLOTS

A director may demand a roll call vote on any motion being voted on at a meeting of the board of directors. Such a demand shall not be denied even if a written ballot has already been requested and granted. Additionally, any roll call vote shall be entered in the minutes, unambiguously recording the motion and the name of each director with their vote or abstention.

Alternatively, a director may protect himself from a presumption of assent or dissent to a board action taken by a written ballot, or by no recorded vote, except the presiding officer's interpretation of a voice vote, or a vote by showing of hands. In such a case, on demand of the director, the secretary shall ensure that the director's vote is entered in the minutes, unambiguously recording the name of the director, the motion and aye, nay or abstain.

ARTICLE VII – STAFF

The board of directors shall have the power to employ and dismiss the staff person(s) that it deems necessary to carry out the day-to-day operations of the WBCC. Before employing any staff person, the board shall have developed and decided at a board meeting(s) the personnel policies, job description, wage, length of employment, and other conditions of employment.

ARTICLE VIII – CONDUCT

Section 1 - STANDARD OF CONDUCT

A director shall discharge the duties of the position of director in good faith, in a manner the director reasonably believes to be in the best interest of the WBCC, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. A person who so performs their duties is not liable for reason of being or having been a director of the corporation (Minnesota Statute 317A .251, Subd.1.)

Section 2 - CONFLICTS OF INTEREST

The directors, officers, employees, and members of the WBCC shall be sensitive to personal and operational conflicts of interest and conflicts of duty. The WBCC will adopt a Conflict of Interest Policy that protects the interests of the WBCC in cases where it considers entering into a transaction, makes a decision, or otherwise takes an action that might affect the private financial or operational interest or duty of an individual associated with the WBCC. The WBCC is entitled to the loyalty of its officers, directors and employees, and all such shall avoid any business in which loyalty to the WBCC is compromised. The Policy will define conflicts of interest and remedies, and ensure that: (a) every member of the WBCC is treated fairly, (b) any actual or potential conflict of interest shall be disclosed as soon as it occurs, (c) members do not use their WBCC participation, whether as officers, directors, or otherwise for personal gain or benefit more than other eligible persons from WBCC programs and activities, and (d) a member whether as an officer, director, or otherwise, does not take advantage of information obtained in the course of participation in WBCC activity, where such information is not available to other members of the WBCC.

Section 3 - NON-DISCRIMINATION POLICY

The programs and activities of the WBCC shall not discriminate against any resident, business, business owner, or property owner because of race, color, creed, religion, sexual orientation, ancestry, handicap, age, marital status, or status with regard to public assistance. The board of directors will ensure that the organizational and employment practices are free from such discrimination.

Section 4 - GRIEVANCES

Any grievance against the WBCC, its programs, members, directors, officers, or employees shall be declared in writing and transmitted to the board of directors at least 10 working days prior to a regularly scheduled meeting of the board. The board shall respond in writing within 14 calendar days of that meeting. If the complainant remains unsatisfied, a mutually agreed upon third party will hear the complaint, and will attempt to mediate a settlement. The results of the mediation will be presented as a recommendation to the board for final action. Failure to participate in mediation shall immediately result in dismissal of the submitted grievance. Grievances involving N RP

related activities may, after the board has informed the complainant of its decision be appealed to the NRP Policy Board for processing in accordance with the NRP Grievance Policy.

ARTICLE IX – AMENDMENT OF BYLAWS

A bylaw amendment shall be proposed by petition to the president, either by a minimum of two directors or by 50 WBCC members. A 2/3 vote of the members present at a membership meeting is required to amend the Bylaws. The notice of the membership meeting at which Bylaw amendments are to be considered shall describe the proposed amendments. If the proposed amendments are not set forth in their entirety in the notice, the entire text of the proposed amendments shall be available for inspection by members in the WBCC office, or other designated convenient location, at least 10 days before the membership meeting.

ARTICLE X – RELATIONSHIP OF BYLAWS TO MINNESOTA STATUTE 317A

Where these Bylaws are silent on an issue, or on a substantive part of an issue, the relevant part of Minnesota Statute 317A must be followed. The officers and directors must always be mindful of their fiduciary duty to follow not only these Bylaws, but also Minnesota Statute 317A – the Minnesota Nonprofit Corporation Act – as well as the WBCC Articles of Incorporation. These Bylaws together with Minn. Stat. 317A and the WBCC Articles of Incorporation are the foundation of the chain of governance of the WBCC, providing specific direction as to procedure, members' rights and responsibilities, organizational structure, etc.

ARTICLE XI – BOOKS AND RECORDS, AUDIT, FISCAL YEAR, AND OFFICE

Section 1 - BOOKS AND RECORDS

The board of directors shall keep a complete record of the minutes and attendance sign-in sheets of all membership and board meetings, each being signed and dated by the preparer and by a delegated board member upon adoption of the minutes by the board.

Section 2 - AUDIT

The financial records and supporting documents will be audited as required by federal and state statute, as well as by the guidelines of the founders of the WBCC.

Section 3 – FISCAL YEAR

The WBCC fiscal year shall run from January 1st to December 31st.

Section 4 - PRINCIPAL OFF'ICE

The principal office of the WBCC shall be determined by the board of directors.

Section 5 - CHECK WRITING.

All checks shall be signed by two officers of the board. The incoming board shall decide at the transitional meeting, which officers are authorized to sign checks, and signature cards shall be prepared for the bank.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify its officers and directors pursuant to Minnesota Statute 317A .521. Additionally, the corporation shall purchase and maintain insurance coverage for all officers and directors against liability asserted against him or her in their official capacity acting for the WBCC.

CERTIFICATION

The undersigned, Secretary of the West Bank Community Coalition, certifies that these Bylaws were adopted as the Bylaws of the corporation at a meeting of the Board on February 26, 2003, and amended at a meeting of the membership on _____ 2006. All prior bylaws had been revoked by Article IV of the Restated Articles of Incorporation adopted on October 23, 2002, and filed by the Minnesota Secretary of State on October 25, 2002.

Attested to by:
Secretary