

## **PPERRIA Board of Directors Official Minutes**

Regular Monthly Meeting

April 22, 2013, 7:50 PM

Amended & Approved May 20, 2013

Profile Event Center

2630 University Avenue SE

Minneapolis, Minnesota

### Directors Present:

- |                                     |   |
|-------------------------------------|---|
| 1. Richard Adams                    | 17. Christina Larson, 2012-13 President |
| 2. Eric Amel                        | 18. Dean A. Lund (Janet L. absent)      |
| 3. Phil Anderson                    | 19. Dorothy Marden                      |
| 4. Richard Brownlee                 | 20. Andy Mickel                         |
| 5. David Coats (Sigrid C. absent)   | 21. Karen Murdock                       |
| 6. Steve Cross                      | 22. Dan Peters                          |
| 7. John Cushing & Martha Joy        | 23. Dick Poppele (Meredith P. absent)   |
| 8. John DeWitt                      | 24. John Orrison                        |
| 9. Kate Donahue                     | 25. Peter & Peggy Rejto                 |
| 10. Tony Garmer(Greta G. absent)    | 26. Joe Ring & Susan Thrash             |
| 11. Susan Gottlieb (Jeff G. absent) | 27. Becky Shockley                      |
| 12. Dick Gilyard                    | 28. Jerry Stein (Margie S. absent)      |
| 13. Tamera Johnson                  | 29. John Wicks (Wendy W. absent)        |
| 14. Sally & Chuck Jorgenson         | 30. Lois Willand                        |
| 15. Roger Kiemele                   | 31. Lindsey Wollschlager                |
| 16. T.K. Kilton                     | 32. Paul Zerby (Betts Z. absent)        |

### Directors Absent:

- |                                 |                     |
|---------------------------------|---------------------|
| 1. Greg Bernstein & Robin Schow | 6. Florence Littman |
| 2. Ken Hampton                  | 7. Ann Munt         |
| 3. John Holmquist               | 8. Will Oberly      |
| 4. Dick Kain                    | 9. Evan Roberts     |
| 5. Susan Larson-Fleming         |                     |

President Christina Larson moved to appoint the first alternate from the annual membership votes just prior to this meeting, Greg Bernstein & Robin Schow, to fill the midterm vacancy created by Jim Oberly's resignation from the Board. Seconded. The Board unanimously adopted upon a voice vote.

Candidates for 2013-14 officers were nominated. The slate nominated was as follows:

- Eric Amel for Secretary
- Dick Poppele for Treasurer
- John Orrison for Vice President
- Christina Larson for President

President Christina Larson moved to elect the nominated slate of Board officers. Seconded. The Board unanimously adopted upon a voice vote.

Committee chairs for 2013-14 nominated by the standing committees were brought to the Board for approval as follows:

Administrative: Lindsey Wollschlager  
Historic District: Joe Ring  
Master Planning: Tamera Johnson  
Membership & Communications: John Cushing  
Transit: John DeWitt  
Zoning & Project Review: Dick Brownlee

Christina Larson moved to elect the nominated slate of Board officers. Seconded. The Board unanimously adopted upon a voice vote.

*[Secretary note: All Task Forces will continue with their current task force leaders; no nominations nor approval by the Board are needed.]*

Paul Zerby moved to vote on the proposed bylaws amendments at this meeting as published in the March 2013 PPERRIA Newsletter (see Appendix 1). Seconded. Discussion focused on whether the Directors were sufficiently informed as to the content of the proposed changes. It was noted that the proposed changes to the bylaws were published in the January, February, and March Newsletters. It was also noted that due notice was given to the Board at the February meeting and via the PPERRIA newsletter that a vote on the bylaws changes would be held at the March meeting. The vote was not taken at the March meeting due to the lack of a quorum, and this is the next following Board meeting at which a quorum is present. The motion was adopted upon a voice vote with the majority of Directors voting in favor; Dean Lund voted no, Christina Larson abstained.

The Executive Committee's motion to amend the bylaws as published in the March 2013 PPERRIA Newsletter (see Appendix 1) was taken up for a roll call vote. In the discussion about the content of the proposal, it was noted that objections to voting on the proposed amendments at this meeting reflected a concern about the total process rather than a concern about the content of the amendments.

Adopted. Yeas, 30, Nays, 1, Abstained, 1 as follows:

Yeas — Adams, Amel, Anderson, Brownlee, Coats, Cross, Cushing/Joy, DeWitt, Donahue, Garmers, Gottlieb, Gilyard, Johnson, Jorgenson, Kiemele, Kilton, Marden, Mickel, Murdock, Peters, Poppele, Orrison, Rejto, Ring/Thrash, Shockley, Stein, Wicks, Willand, Wollschlager, Zerby.

Nays — Lund.

Abstained — Larson.

Absent — Bernstein/Schow, Hampton, Holmquist, Kain, Larson-Fleming, Littman, Munt, Oberly, Roberts.

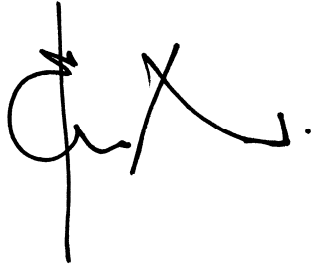
*[Secretary note: Per Association bylaws, 27 votes required to pass amendments to the bylaws. See Appendix 2 for the full text of the new Bylaws.]*

The May Executive Committee meeting will be at 6:30 pm on May 6<sup>th</sup> at the PPERRIA / Prospect Park 2020 office, 2950 University Ave SE.

The May Board meeting will be on May 20<sup>th</sup>, at the Prospect Park United Methodist Church, with time and agenda to be established at the Executive Committee May meeting.

Meeting adjourned at 8:45 pm.

Respectfully submitted:

A handwritten signature in black ink, appearing to be 'Eric Amel', written in a cursive style. The signature starts with a vertical line, loops around, and ends with a horizontal stroke and a dot.

Eric Amel  
PPERRIA Secretary

## **Appendix 1:**

### **Bylaw changes, as published in the March PPERRIA Newsletter**

*(1) Article II is amended to read as follows:*

#### **Article II: Purpose**

The purposes of the corporation are to promote, in a non-partisan, educational and cooperative manner, the health, safety and general welfare of the neighborhood and to promote the maintenance and improvement of the aesthetic, residential and physical qualities of the neighborhood environment.

*(2) Article III, Section B, is amended to read as follows:*

#### **B. Eligibility**

Any adult who resides within the boundaries of PPERRIA, or who owns or leases a business or property within the boundaries of PPERRIA, or one representative of each nonprofit organization, business, or government entity located within the boundaries of PPERRIA is eligible for membership in PPERRIA.

Membership records shall be maintained and kept current by the Secretary and PPERRIA staff.

*(3) Article III, Section C, is amended to read as follows:*

#### **C. Membership**

Persons become members immediately upon demonstrating eligibility and submitting an information form approved by the Board of Directors. A membership is effective until a member resigns or is no longer eligible for membership.

*(4) Article V, Section C, is amended to read as follows:*

#### **C. Special Meetings**

Special Meetings of the Corporation members and the Board of Directors may be held at any time upon the call of the Executive Committee or petition of at least 25 members of the Corporation. Notice of special meetings shall be communicated to members and the Board of Directors at least five days prior to such meetings, provided that in the event of an emergency, notice may be waived by a 2/3 vote of the Board of Directors. Any such emergency special meeting shall be open to members. Business transacted at a special meeting where notice has been waived, may be called for reconsideration at the next regular meeting of the Corporation.

*(5) Article V, Section E, is amended to read as follows:*

#### **E. Voting**

As required by the law of Minnesota, the business and affairs of the Corporation shall be managed by its Board of Directors. Except where special committees are governed by special rules the following shall apply:

Voting on any matter shall be by voice vote (yes, no, abstain) but there shall be a division in cases of doubt as to the result. There shall be no voting by proxy and each member shall be entitled to only one vote on any issue.

Anyone eligible for membership attending any membership meeting, whether or not he or she is then a member of record, may vote on any question. The result of any membership vote is conclusively presumed to be that of the Board of Directors.

However, if any member of the Board of Directors votes in the minority on any membership vote and anyone then requests a “division of the Board of Directors,” then a separate vote of the Board of Directors must also be taken and recorded in the minutes. That vote may be taken by any method allowed by Robert’s Rules of Order. That separate vote of the Board of Directors governs PPERRIA.

Only members may vote for members of the Board of Directors.

**Appendix 2:**  
Current PPERRIA Bylaws, as amended April 22, 2013

**BYLAWS  
OF  
THE PROSPECT PARK EAST RIVER ROAD IMPROVEMENT ASSOCIATION,  
INC.**

**Article I: Name**

The name of this organization shall be the PROSPECT PARK EAST RIVER ROAD IMPROVEMENT ASSOCIATION, INC.

**Article II: Purpose**

The purposes of the corporation are to promote, in a non-partisan, educational and cooperative manner, the health, safety and general welfare of the neighborhood and to promote the maintenance and improvement of the aesthetic, residential and physical qualities of the neighborhood environment.

**Article III: Membership**

A. Membership Boundaries

The membership boundaries of PPERRIA are the area of South East Minneapolis bounded by East River Parkway from the city limits to Oak Street, north along Oak Street extended to the main line of Burlington Northern Santa Fe Railroad, along this line easterly to the city limits and south along the city limits to East River Parkway.

B. Eligibility

Any adult who resides within the boundaries of PPERRIA, or who owns or leases a business or property within the boundaries of PPERRIA, or one representative of each nonprofit organization, business, or government entity located within the boundaries of PPERRIA is eligible for membership in PPERRIA.

Membership records shall be maintained and kept current by the Secretary and PPERRIA staff.

C. Membership

Persons become members immediately upon demonstrating eligibility and submitting an information form approved by the Board of Directors. A membership is effective until a member resigns or is no longer eligible for membership.

**Article IV: Board of Directors and Officers**

A. Board of Directors

At the first meeting of the Corporation, 20 members with terms expiring April '81 and 20

members with term expiring April '82 will be elected. Thereafter, at each Annual Meeting, the Corporation shall elect twenty (20) of its members to serve for a two-year term as Directors of the Corporation. At any time there shall be forty (40) Directors of the Corporation. All Directors must reside within the boundaries of PPERRIA.

To ensure effective participation, two persons from the same household may be jointly elected to serve as one Director. Directors shall:

- Make a good faith effort to attend all regular meetings of the corporation and
- Participate actively in the conduct of Corporation business during their two-year term, which begins with the first Board of Directors meeting after the Annual Meeting.

#### B. Resignation and Appointment

Members of the Board of Directors who find themselves unable to actively participate in the conduct of the affairs of the Corporation shall submit their oral or written resignation to the President of the Corporation.

An unexplained absence from three Board of Directors meetings within one year may be cause for the resignation of said member from the Board of Directors. Members of the Board of Directors who resign or move from the neighborhood shall be replaced as soon as possible. Vacant Board positions shall be filled by the appointment of persons with the next succeeding highest vote total in the last Board of Directors election. If such persons are not available, the appointment of other Corporation members may be made by the Board of Directors from a list provided by the Membership Committee of individuals who have been members of PPERRIA for at least one year. Persons so appointed shall serve as Directors for the duration of the member's term to which they have succeeded.

#### C. Officers

Officers of this Corporation shall be a President, Immediate Past President, (whether or not on the Board), Vice President, a Secretary, and a Treasurer. The outgoing President shall convene a meeting of the newly elected Board of Directors immediately after the annual meeting to elect the officers who shall hold office until their successors are elected and qualified.

#### D. Nominating Committee

At the January general meeting of the Corporation, the President shall appoint a Nominating Committee Chairperson. The Nominating Committee Chairperson Shall convene a committee of not fewer than two nor more than four other corporation members, excluding the current officers and Standing Committee Chairpersons. The Nominating Committee shall:

- Recruit candidates for the Board of Directors from those members who have been members of PPERRIA for at least one year.
- Attempt to recruit at least one candidate for each Board position to be filled.

The list of candidates shall be made widely available to the PPERRIA membership at least 30 days prior to the annual meeting. The candidates will be presented for a vote at the Annual Meeting of the Corporation. (See Section V A) Nominations from the floor shall be in order of persons who have been members of PPERRIA for at least one year.

#### E. Executive Committee

The officers and the chairpersons of the standing PPERRIA committees are the Executive Committee of the Corporation. The past presidents of PPERRIA (“sages”) other than the immediate past president (who is a voting member) shall be ex-officio members of the Executive Committee who may not vote nor be counted toward a quorum.

- To transact the routine business during the period between regular Board meetings,
- To refer matters to the Standing Committees of the Corporation,
- To prepare agendas for meetings of the Corporation
- To prepare an annual budget for approval by the Board, and
- To do such other things as may be referred to the Executive Committee by the Board or members of the Corporation.

#### F. Expenditures

The Executive Committee shall have the power to authorize the expenditure from any funds in the treasury of amounts not to exceed that budgeted for any one purpose. The Board of Directors of the Corporation shall have the power to authorize expenditures up to the limit of available funds with the membership in attendance.

### **Article V: Meetings**

#### A. Annual Meetings

The Annual Meetings of the Corporation members shall be held during the month of April on a date fixed by the Executive Committee. Notice of the Annual Meeting shall be circulated generally throughout the entire neighborhood and given to all members of the Corporation. The first meeting of the Board of Directors is held at the conclusion of the membership meeting.

#### B. Regular Meetings

Regular meetings of the Corporation members and the Board of Directors shall be called at least once each month except August and December, on dates to be determined by the Executive Committee.

#### C. Special Meetings

Special Meetings of the Corporation members and the Board of Directors may be held at any time upon the call of the Executive Committee or petition of at least 25 members of the Corporation. Notice of special meetings shall be communicated to members and the Board of Directors at least five days prior to such meetings, provided that in the event of an emergency, notice may be waived by a 2/3 vote of the Board of Directors. Any such emergency special meeting shall be open to members. Business transacted at a special



meeting where notice has been waived, may be called for reconsideration at the next regular meeting of the Corporation.

#### D. Quorum

One third of the members of the current Board of Directors shall constitute a quorum for the conduct of business at any regular or special meeting of the Corporation members together with the Board of Directors.

One half of the members of the Executive committee shall constitute a quorum for the conduct of business at any regular or special meeting of the Executive committee.

#### E. Voting

As required by the law of Minnesota, the business and affairs of the Corporation shall be managed by its Board of Directors. Except where special committees are governed by special rules the following shall apply:

Voting on any matter shall be by voice vote (yes, no, abstain) but there shall be a division in cases of doubt as to the result. There shall be no voting by proxy and each member shall be entitled to only one vote on any issue.

Anyone eligible for membership attending any membership meeting, whether or not he or she is then a member of record, may vote on any question. The result of any membership vote is conclusively presumed to be that of the Board of Directors.

However, if any member of the Board of Directors votes in the minority on any membership vote and anyone then requests a “division of the Board of Directors,” then a separate vote of the Board of Directors must also be taken and recorded in the minutes. That vote may be taken by any method allowed by Robert’s Rules of Order. That separate vote of the Board of Directors governs PPERRIA.

Only members may vote for members of the Board of Directors.

#### F. Conduct of Business: Roberts Rules of Order

Meetings of the Corporation shall be governed by Robert's Rules of Order, as most recently revised.

Special Committees are authorized to adopt their own special rules so long as they are consistent with the Articles of Incorporation and By-Laws of the Corporation and subject to the approval of the rules by the Executive Committee of the Corporation within 60 days of the adoption of the rules by the special committee.

#### G. Meetings Notice

All regular and special meeting shall be open to the public. Notice of the meetings, to the extent physically possible, shall include an agenda and be publicized in the neighborhood and given to all members of the Corporation at least one week prior to each meeting. At

a minimum, notice of all meetings shall be given to all members of the Board of Directors.

## **Article VI: Committees**

A. The Executive Committee and Membership Committee shall be standing committees.

B. The Board of Directors shall have the power to establish such other standing committees and special committees as it deems necessary to promote the purposes and objectives of the corporation. Such committees may contain members who are not members of the Corporation, but the chairs of the committees shall be nominated by the President from the members of the Board of Directors and appointed by the Board.

C. The Normal Committee Process:

1. The committee will meet to discuss the issue.
2. The committee action will be forwarded to the Executive Committee where it will be reviewed.
3. The Executive Committee will forward it, with or without recommendation, to the full membership at the next regular meeting of the corporation.
4. The final action of the corporation will be communicated to the appropriate person, agency or governmental agency.

D. The Alternative Committee Process:

In the event that an issue of importance to the members of the corporation, on which the corporation has not already developed a position, will be considered by an official government agency (i.e. City Planning Commission, etc.) before there is sufficient time for the issue to go through the Normal Committee Process, action may be taken as follows:

1. The standing committee involved may meet to discuss the issue, take a stand on the issue and communicate the position to the appropriate person, agency or governmental body. The communication must indicate that this is the action of the committee only.
2. The action will then go to the Executive Committee and the full membership for review and ratification.
3. In the event there is time for the Executive Committee to review and concur with the standing committee's action, the communication to the person, agency or governmental body must be sent by the Executive Committee for its approval or rejection. This action would then go to the next regular meeting of the corporation.
4. Should the timing allow, the issue may be brought directly to a special meeting of the corporation.

## **Article VII: Amendments**

The Bylaws of PPERRIA may be amended at any time and in any manner that is consistent with the Articles of Incorporation and law. Amendments may be proposed by:

- 25 corporation members; or
- a majority of the Executive Committee.

Those eligible to propose an amendment do so by signing a resolution that states the text of the amendment. A copy of the proposed amendment must then be sent to all corporation members. A notice with the amendment must say that the Board of Directors at its next regular meeting with the members will consider the amendment. That notice must also state the date, time, and place of that meeting. The proposed amendment is adopted by the affirmative two-thirds of all of the directors. That vote must be a roll call vote that is separately recorded, as provided by Article V, paragraph E.

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### ***Modification History***

*Original By-Laws adopted December 7, 1980 (Articles of Incorporation)*  
*Revisions adopted by the PPERRIA Board of Directors on the following dates:*

*April 24, 2000*

*July 30, 2002*

*March 24, 2008*

*June 23, 2008*

*February 23, 2009*

*November 22, 2009*

*April 22, 2013*