



## **AMENDED AND RESTATED BYLAWS OF THE PROSPECT PARK ASSOCIATION**

### **ARTICLE I: NAME**

The name of the organization shall be the PROSPECT PARK EAST RIVER ROAD IMPROVEMENT ASSOCIATION, INC. (PPERRIA), doing business as the PROSPECT PARK ASSOCIATION (PPA), hereinafter as the “Association”.

### **ARTICLE II: MISSION, PURPOSE, AND POLICY**

#### Section 1. Mission

The mission of the Association is to promote – in a non-partisan, educational, and cooperative manner – the health, safety, and general welfare of the Prospect Park neighborhood and the aesthetic, residential, and physical qualities of the neighborhood environment.

#### Section 2. Purpose

The purpose of the Association shall be to:

- A. Consider and act upon issues which affect the livability and quality of the neighborhood;
- B. Provide an open process by which members may involve themselves in neighborhood affairs;
- C. Take positions in matters of civic interest and promote those positions in communications;
- D. Inform residents of events or plans affecting the neighborhood; and
- E. Establish and maintain open communication with other organizations, such as district coalitions, educational institutions, other neighborhood associations, and city, county and state government agencies.

#### Section 3. Policy

No commercial enterprise or political candidate shall be endorsed by the Association. The name of the Association and/or its officers, when acting in their official capacities, shall not be used in connection with any commercial, partisan, or sectarian interest or for any other purposes other than that of the regular work of the Association.

### **ARTICLE III: BOUNDARIES**

The area of the Association, for the purposes of membership and these by-laws, shall be defined as that part of South East Minneapolis bounded by East River Parkway westerly from the city limits to Oak Street, north along Oak Street to the Burlington Northern Santa Fe Railroad, along this line easterly to the city limits, and south along the city limits to East River Parkway.

## **ARTICLE IV: MEMBERSHIP**

### Section 1. Eligibility

Any adult resident, property owner, business owner, business lessee, or one representative from each nonprofit, educational, or government organization located within the boundaries of the Association as defined in Article III is eligible for membership.

### Section 2. Membership

Persons become members immediately upon demonstrating eligibility in accordance with Minnesota Law and submitting a membership form. Membership forms shall be made available at all meetings of the Association. Membership is effective until a member is no longer eligible or resigns by giving written notice to the Association. Membership records shall be maintained by the Secretary.

### Section 3. Dues and Fees

No mandatory dues or fees are required for membership. Voluntary donations to support the Association and its activities are welcomed.

### Section 4. Powers of Members

There shall be one class of members in the Association and each member shall be entitled to one vote. At an Association meeting called for such purpose, members can:

- A. Vote for election of Directors to the Board.
- B. Vote for dissolution or merger of the Association.
- C. Propose amendments to the bylaws.

## **ARTICLE V: BOARD OF DIRECTORS**

### Section 1. Composition

The Board of Directors, hereinafter the “Board”, shall have 16 voting members consisting of 14 elected and 2 non-elected Directors. The non-elected Directors shall be appointed as follows:

- A. One student representative provided by the University of Minnesota as representing the student body.
- B. One business representative provided by any registered business association located within the boundaries established in Article III.

### Section 2. Nomination, Election and Appointment to the Board

Six months prior to the annual meeting of the Association, the President shall charge a nominating committee with the following duties:

- A. For elected positions, the nominating committee shall recruit a number of candidates in excess of the number of vacant seats. The list of candidates shall be made available to the Association at least 30 days prior to the annual meeting at which the vote will be held. Nominations from the floor as well as write-in candidates shall be permitted with the consent of the nominee. The eligibility of every winning candidate shall be confirmed within one week following the election. The existing Board holds office until its next regular meeting.
- B. For non-elected positions, the Nominating Committee shall solicit an appointee from each

eligible organization. Non-elected positions are the responsibility of the organizations eligible to send a candidate and may remain vacant.

### Section 3. Terms

The term of office for elected Directors shall be two years. The Board shall make provisions to stagger the terms of elected Directors so each year the terms of at least one-half shall expire. The term of office for non-elected Directors shall be one year. A Director may be re-elected or re-appointed without limitation on the number of terms they may serve.

### Section 4. Resignation

A Director may resign from the Board at any time by giving written notice to the Association.

### Section 5. Vacancy

Vacancies of elected positions on the Board shall be filled at a special election held at a regular meeting of the Association within 130 days of the resignation (see Section 4. Resignation). The term of a Director filling an elected vacancy expires at the end of the term the Director is filling.

### Section 6. Removal

Any elected or appointed Director may be removed, with or without cause, by a two-thirds vote of the Board. No Director may be removed from office unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

### Section 7. Powers and Duties of the Board

The Board shall be responsible for managing the affairs of the Association and for assuring the membership is informed of business that affects them through reasonable means of notification. Elected and appointed Directors shall have the same powers and responsibilities. To ensure active participation and representation, Directors shall:

- A. Support the mission of the Association.
- B. Attend all regular and special meetings of the Board.
- C. Serve on a committee and/or attend at least one committee meeting monthly.
- D. Sign the *PPA Conflict of Interest* and *PPA Code of Ethics* policies.

## **ARTICLE VI: OFFICERS**

### Section 1. Titles and Eligibility

The officers of the Association shall be a President, Vice President, Secretary, and Treasurer. To be eligible to be an officer, an individual must be an elected member of the Board.

### Section 2. Election

At the next Board meeting following the annual election, the first order of business shall be the election of officers by the Directors. Eligible candidates may be self-nominated or nominated by any member of the Association. The candidate for each office who receives the greatest number of votes shall hold the office.

### Section 3. Terms

Officers shall serve one year terms. Officers may serve no more than 4 consecutive terms in the

same office. Individuals are eligible to serve in the same office again after being out of office for one full term.

#### Section 4. Vacancy

In the event of a vacancy, eligible candidates may be self-nominated or nominated by any member of the Association. The candidate receiving the greatest number of votes by the Directors shall hold the office. Until the position is filled, the President must delegate the duties of the vacant office to one or more Directors.

#### Section 5. Removal

Any officer may be removed, with or without cause, by a two-thirds vote of the Board. No Officer may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

#### Section 6. Duties and Powers of Officers

Duties of officers may be more specifically defined in separate standing rules and procedures approved by the Board. Officers may delegate some or all their duties and powers, but retain full accountability for their office. The officers shall be notified in writing of such delegation. In general, the duties of officers are:

- A. President. The President serves as the chief executive officer of the Association. The President shall:
  - 1. Preside as chair at all Board and Association meetings;
  - 2. Represent the position of the Board and the interests of the Association; and
  - 3. Serve as spokesperson and public contact for the Association.
- B. Vice-President. The Vice-President shall perform the duties of the President in their absence or when requested by the President.
- C. Secretary. The Secretary shall:
  - 1. Record and maintain minutes of Association and Board meetings;
  - 2. Maintain the non-financial files of the Association;
  - 3. Provide notice of all membership and Board meetings;
  - 4. Maintain current and accurate membership lists; and
  - 5. Manage requests for public record requests.
- D. Treasurer. The treasurer shall have overall responsibility for the Association's funds. The Treasurer shall:
  - 1. Maintain full and accurate accounts of all financial records of the Association;
  - 2. Develop and present the annual budget for approval by the Board; and
  - 3. Present financial reports as directed by the Board.

#### Section 7. Management Council

The Officers of the Association shall constitute a Management Council, hereinafter "the Council," and shall convene at least 7 days prior to every regular Board meeting to set the agenda. The Council shall have the power to invite committee chairs and/or other interested parties to assist in preparing the agenda and may return topics to committees for further clarification. The Council shall not have the power to approve or amend committee actions, make representations to external organizations, nor spend any Association funds unless specifically directed by the Board. Activities of the Council

shall be reviewed by the Board at least annually.

The Council shall be responsible for the preparation of the state of the Association report, financial statement, and a proposed annual work plan that shall be presented at the annual meeting of the Association.

## **ARTICLE VII: COMMITTEES**

### Section 1. Establishment of Committees

The Board may establish such committees as it deems necessary to promote the purposes and objectives of the Association. The Board shall have the power to define the type of committee, the scope of committee authority, and the duties of the chair. Committee chairs shall be nominated by the President from the members of the Association and appointed by majority vote of the Board. Any person who is either a member of the Association or eligible to be a member as defined in Article III may participate and vote in committee meetings.

### Section 2. Committee Types

Committees may be one of three types:

- A. Standing Committees: established to address on-going operations of the Association under a formal charge from the Board that is reviewed and renewed annually.
- B. Ad-hoc Committees: convened for a limited time to address a particular matter under a formal charge from the Board that expires once the task of the committee is complete.
- C. Sub-Committees: formed by a committee to perform specific functions as requested by the sponsoring committee and consistent with its charter.

### Section 3. Normal Committee Process

- A. Every committee shall meet regularly or provide due notice that a regular meeting is not required.
- B. All committee action will be forwarded to the Board where it shall be reviewed and may be approved, amended, or returned to the committee for further action. Final action of the Association will be communicated to the appropriate entity by the Secretary.
- C. Every committee shall send reports of its meetings, including dates, persons present, and decisions made, to the Board.
- D. Committees may hold real-time electronic meetings provided at least one committee member is present at a publicly available location specified in the meeting notice. Committees may hold a vote during the meeting.
- E. Proxy and absentee voting shall not be permitted.

### Section 4. Alternative Committee Process

In the event an issue of importance to the Association will be considered by an official government body before sufficient time for review in the normal committee process, action may be taken as follows:

- A. The committee must meet to discuss the issue, take a stand, and communicate the position to the appropriate entity. The communication must indicate that this is the action of the committee only.

- B. Committee action will be forwarded to the Board where it shall be reviewed and may be approved, amended, or returned to the committee for further action. The final action of the Association will be communicated to the appropriate entity by the Secretary.

#### Section 5. Committee Oversight

The purpose and effectiveness of committees shall be reviewed at least annually by the Board. Committees serve at the pleasure of the Board and their charge may be amended or discontinued at any time. Chairs of committees may be removed, with or without cause, by two-thirds vote of the Board. No committee chair may be removed unless they have been informed at least 10 days prior to the Board meeting at which the matter is to be considered.

#### Section 6. Committee Limitations

No committee may:

- A. Authorize any payment to Directors or Officers;
- B. Approve the dissolution, merger, sale, or transfer of the Association's assets;
- C. Elect, appoint, or remove Directors or fill vacancies on the Board; or
- D. Adopt, amend, or repeal the Articles of Incorporation, the Bylaws, or any resolution of the Board.

### **ARTICLE VIII: MEETINGS**

Meetings of the Association, the Board, and any of its committees shall be open to the public. A meeting may only be closed in cases of legal or labor management disputes.

#### Section 1. Association Meetings

##### A. Monthly Neighborhood Meetings

A neighborhood meeting sponsored by the Board and held in a town hall format shall be held monthly, except in September when the meeting shall constitute the Annual Meeting. Association members and those persons eligible for membership shall be invited to participate and vote.

1. The meeting shall be chaired by the President and recorded by the Secretary.
2. Discussion and voting that is advisory, but not binding, on the Board shall be promoted and encouraged to give voice to neighborhood priorities and concerns.
3. A summary of the meeting shall be publicized not less than 5 calendar days prior to the next regular Board meeting. The meeting summary shall be automatically placed on the agenda of the next regular meeting of the Board.

##### B. Annual Association Meetings

An annual meeting of the Association shall be held during the month of September on a date set by the Board. The business of the annual meeting shall include:

1. An annual summary of Association activities.
2. A report on the state of the Association's finances.
3. Election of Directors as specified in Article V, Section 3.
4. A proposed annual work plan.

### C. Special Association Meetings

A special meeting of the Association may be held at any time by a call of the Board or by a petition signed by at least 25 members of the Association. Notice of a special meeting must be provided at least 30 days in advance and contain a statement of the purposes of the meeting. The notice may also contain other information considered necessary or desirable by the Board and/or by another person calling the meeting. Business transacted at a special meeting shall be limited only to the purposes stated in the meeting notice.

## Section 2. Board Meetings

### A. Regular Board Meetings

Regular meetings at which the Board shall conduct the business of the Association shall be held once each month. The meeting shall be open to the public.

### B. Special Board Meetings

A special meeting of the Board shall be held by a call of an Officer or by a petition signed by at least 25 members of the Association. Notice of a special meeting must identify the topics on the agenda. The Board may only discuss and take action on the topics on the agenda that accompanied the meeting notice.

## Section 3. Quorum

A quorum for any Association meeting shall be 25 members. A quorum for any Board meeting shall be a simple majority of seated Directors. A quorum for a committee shall include the chair and not less than 2 Association members or persons eligible for membership in the Association.

## Section 4. Voting

A. Each Association member shall be entitled to only one vote.

B. Voting (yes, no, abstain) shall be by voice, or a show of hands, with a roll call taken if the vote is inconclusive.

C. There shall be no proxy, absentee, or electronic voting at Association or Board meetings.

D. Only Association members may vote for Directors.

## Section 5. Conduct of Business

All meetings of the Association, the Board, and its Committees shall be governed by Robert's Rules of Order, most recently revised.

## Section 6. Due Notice

Unless otherwise specified, notice of meetings shall be publicized at least 5 calendar days in advance via the Association's website and an opt-in email system available to the public. Notice shall include an agenda and all required supporting documents. Notice of meeting cancellation shall be publicized at least 3 calendar days in advance.

## **ARTICLE IX: NON-DISCRIMINATION**

The Association will not discriminate against individuals or groups on the basis of gender, age, ethnicity, religion, creed, national origin, sexual orientation, gender expression, disability, marital

status, income, political affiliation, homeowner/renter status, or any other legally protected class in its policies, recommendations, programs, or actions.

#### **ARTICLE X: CONFLICT OF INTEREST**

To maintain the public trust and protect the integrity of the Association, Directors shall disclose to the Board any interest they have in a transaction or decision that may result in a financial consequence to them, their business, family members and/or significant other, employer, or other non-profit organizations with which they are affiliated. Any conflict of interest that arises shall be managed according to the *PPA Conflict of Interest Policy and Procedure*.

#### **ARTICLE XI: GRIEVANCE**

A person or group may file a formal grievance if they believe an action taken by the Association violates these bylaws or City standards. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue and/or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is set forth in the *PPA Grievance Policy and Procedure*.

#### **ARTICLE XII: INDEMNIFICATION**

The Association shall indemnify each person who is or has been a Director, officer, or employee of the Association against expenses - including attorney's fees, judgments, fines, and amounts paid in settlement - actually or reasonably incurred by that person in their service to the Association to the fullest extent of their right to indemnity under current laws of the State of Minnesota.

#### **ARTICLE XIII: AMENDMENTS**

##### Section 1. Eligibility

These Bylaws may be amended at any time in manner that is consistent with the Articles of Incorporation and laws of the State of Minnesota. Amendments may be proposed by a majority of the Board of Directors or by a petition of at least 25 members of the Association.

##### Section 2. Process

Persons eligible to propose an amendment do so by signing a resolution that states the text of the amendment. A copy of the proposed amendment shall be sent to all Association members at least 30 calendar days prior to the meeting at which it will be considered. The Board will then consider the amendment at its next regular meeting. The proposed amendment is adopted by an affirmative two-thirds vote of seated Directors in a roll-call vote.

##### Section 3. Periodic Review

The bylaws of the Association shall be reviewed by the Board at least every 3 years.