

Prospect Park Association Bylaws

I. Location

A. Registered Office

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

B. Other Offices

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

II. 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.

III. Purpose

The purpose of the Association is to:

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

The Association is organized exclusively for the nonprofit purposes as specifically described in in the Articles of Incorporation. All changes to Association's tax-exempt purpose are governed by changes to that document.

IV. Boundaries

The area of the Neighborhood, for the purposes of membership and these bylaws, is defined as: That part of South East Minneapolis which is bounded by East River Parkway westerly from the city limits

Commented [A1]: These bylaws were developed for PPA by our nonprofit legal counsel, Mission Guardian. Bylaws revisions were reviewed by a PPA task force comprised of Board members. These bylaws revisions are recommended by the City of Minneapolis Neighborhood Community Relations (NCR) for neighborhood organizations. Major changes from PPA's existing bylaws are noted in comments.

The proposed bylaws have been re-organized into sections as follows:

V. Membership
VI. Board (governing body)
VII. Officers
VIII. Committees and Task Forces, including Management Council
IX. Executive Director, Employees or Independent Contractor (new)
X. Volunteers (new)
XI. Diversity Equity and Inclusion (new)
XII. Management Provisions (new)
XIII. Amending Articles of Incorporation and bylaws Index (new)

Commented [A2]: Legal counsel reminds us that any changes to our exempt purpose from an IRS perspective must be done through an amendment to the Articles of Incorporation.

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.

The area is depicted in the boundary map below.

Commented [A3]: Map is new.



V. Membership

Association has one class of voting members. The classes, eligibility, rights, and obligations of members is determined through amendment of these Bylaws.

A. Eligibility for Membership

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

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

Prospective members are encouraged (but not required) to establish membership eligibility at least 10 days before a voting member meeting.

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

Business 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 substantiate their representative status with an official letter from the organization designating the representative by name.

Commented [A4]: Although new to these bylaws, PPA has been using this process to establish member eligibility since 2020. Same day registration is allowed by MN nonprofit statute, but it's fine to suggest that prospective members establish eligibility at least 10 days before a voting member meeting.

B. Annual Dues / Fees / Assessments

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

C. Rights of Members.

The Board governs and voting members have limited voting rights. Each voting member is eligible to cast 1 vote at the annual meeting of the voting membership as well as 1 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

Membership will continue in perpetuity as long as the member remains eligible.

F. Membership Non-transferable

Membership may not be assigned or transferred in any manner.

G. Membership Termination

All member rights, privileges, and benefits will cease in the event of:

- 1. Death of the member; or,
- 2. Expiration of the member's eligibility.

H. Member Grievances

Any 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 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.

I. Meetings of Voting Members of the Association

- 1. **Record Date.** 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. **Notice to Members.** Written notice, including the date, time, place and agenda of the meeting, will be provided at least 5 calendar days in advance of a member meeting. Notice will not be provided more than 60 calendar days in advance of a member meeting. Notice will be given through publication to the Association's website, the Association's opt-in email list, or by any other reasonable method.

Commented [A5]: Legal counsel recommends:

- Limit process to members.
- Grounds for grievance should appear in a separate Grievance Policy and Procedure, not in the bylaws.
- PPA's board should adopt the new Grievance Policy and Procedure developed by Mission Guardian for neighborhood organizations. The new policy will be provided in the June board packet along with these proposed bylaws.

Commented [A6]: NOTICE: Legal counsel strongly advised we adopt one consistent standard for notice throughout our bylaws and that the standard be consistent with MN state statute. Our existing bylaws specify different notice requirements for different situations.

3. **Community Member Meetings.** Association may conduct community member meetings that take place on a schedule 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 Board 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 or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the 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 25 members entitled to vote at that meeting. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
8. **Member Voting.** All issues to be voted upon will be decided by a simple majority of those voting members present at the meeting in which the vote takes place unless otherwise specified in these Bylaws or by resolution of the board. All eligible voters may cast one vote. Voting by proxy is *not* permitted.
9. **Member Meeting Procedures.** All questions of order with respect to any member meeting may be resolved in accordance with Robert's Rules of Order, or in any other orderly manner deemed appropriate by the President.

Commented [A7]: In these new proposed bylaws, (see Section VI. Board of Directors. Q. Private Entity/Meetings Open to Public): "The Association will hold its meetings open to the public, to comply with its funders' requirements, except as required for legal advice or human resources discussions."

Existing bylaw, below, provided for comparison:
 "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."

Commented [A8]: The existing bylaws state the annual meeting will be held in September. The PPA Board passed a resolution, published in PPA's newsletter both before and after the vote, that allowed PPA to hold the board election and annual meeting in May.

10. Member Meeting Decorum. Association will follow best and lawful practices for conducting business at member 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 President has the responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the President's capacity if required.

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

VI. Board of Directors (Governing Body)

A. Governing Powers

In compliance with state law and common law, the Board of Directors will execute the fiduciary duties (the duty of care, the duty of loyalty, and the duty of obedience) to the Association in all aspects of their governance. The Board has all 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 Directors and Officers subject to the limitations of these Bylaws.
3. Employ and discharge, fix compensation (if any), and prescribe duties and powers for all hired agents, employees, independent contractors, of Association.
4. Manage and oversee the affairs and activities of Association and setting policies and procedures.
5. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtaining the purposes of promoting the interests of Association.
6. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
7. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
8. 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.

Commented [A9]: Governing powers, including fiduciary duties, are spelled out in this new section.

9. Uphold the Bylaws, Policies and Procedures of the Association.
10. Report and update each individual's e-mail and mailing address with the Secretary of the Association and receive Corporate notices at that address.
11. The Board of Directors may engage in acts that are in the best interests of 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 Association. There will be no cumulative voting among Directors.

B. Number

Association's Board of Directors must be composed of not fewer than 11 and not more than 16 individuals, including the two designated seats. All Directors will be natural persons (not corporate entities) at least 18 years of age. These individuals should be broadly representative of the community and have expressed an interest in the nonprofit mission and purpose of the Association.

The two designated seats consist of one student currently enrolled at the University of Minnesota and one business owner, lessee, or designated representative of a nonprofit, educational organization or governmental organization in the neighborhood.

C. Eligibility

All Directors are elected from the pool of voting members.

D. Terms

Directors serve a 2-year term. Association will utilize staggered terms to ensure at least half of the seats on the board expire in any given year. No more than 25% of Directors may serve more than 6 consecutive years before taking a 2-year break from board service.

E. Election Procedures

1. **Nominating Committee.** At least six months before the annual meeting, the President will appoint a nominating committee. The nominating committee will recruit a number of candidates that meets or exceeds the number of vacant seats. A list of candidates will be published at least 30 days before the annual meeting.
2. **Elections.** Members that check in to the meeting (whether annual meeting or special election meeting) are eligible to vote for candidates put forward by the nominating committee and any nominations from the floor with consent of the nominee. Those candidates receiving the highest number of votes will be elected.
3. **Verification & Seating.** The eligibility of every winning candidate will 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 meeting.

Commented [A10]: Current bylaws require 16 board members. Legal counsel recommends a range instead, so PPA does not inadvertently violate its own bylaws.

Commented [A11]: According to legal counsel, these directors should be elected, not appointed. They should be elected and voted on like every other director, even if there is only one candidate. Students, for example, may be nominated by a student organization, such as MSA or COGS, or self-nominated.

Commented [A12]: Removed: "To be eligible for board service, members must additionally have attended at least three meetings of the Association (whether Board, member, or committee meetings) in the past year."

Commented [A13]: This is an NCR requirement (see NCR "Neighborhood 2020 Guidelines").

Commented [A14]: Based on legal counsel's advice, the provision for write-in candidates has been removed. Anyone who wants to nominate someone should attend the meeting.

F. Resignation

A Director may resign or request a leave of absence at any time by giving notice to any Officer of the Association. The resignation or request for leave of absence may be deemed effective immediately and does not require any formal acceptance by the board.

G. Leaves and Absences

A Director on leave is considered an inactive member of the Board of Directors and does not have a vote.

H. Termination and Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of at least two-thirds majority of the remaining Directors. The matter of removal may be acted upon at any Board meeting or by written action. The Director subject to removal may not vote.

I. Vacancies

The Board may, if necessary to maintain the minimum number of board seats, fill a vacancy. In that case the Board will publish a call for applications and elect a new Director who will serve out the remainder of that term. Vacancies to maintain the minimum number of board seats are filled by a vote of the remaining Directors.

Commented [A15]: In the existing bylaws special elections are required when any one board member resigns. Special elections are not required by NCR or state law. In these proposed new bylaws, the board will fill a vacancy only to maintain the minimum number of Directors.

J. Board Compensation

No compensation will be paid to any member of the Board of Directors for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

K. Regular Board Meetings

The board will meet routinely, on a schedule designated by the Board.

L. Special or Emergency Board Meetings

Special meetings of the board may be called upon the request of the President, or by one-third of the board.

M. Board Meeting Notices

Written notice, including the date, time, and place of the meeting, will be provided at least 5 calendar days in advance of a board meeting. Notice will not be provided more than 60 calendar days in advance of a board meeting. Notice will be given through publication to the Association's website, the Association's opt-in email list, or by any other reasonable method.

Commented [A16]: Same notice as previously noted.

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

N. Meeting Quorum

At all meetings of the Board of Directors, a simple majority of 51% or greater of active Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of active Directors are not present, no voting may occur. The acts of the majority of the Directors present at a meeting with a quorum are the acts of the Board of Directors of Association.

O. Voting

Except as otherwise stated in these bylaws, all Board matters are decided by a simple majority vote.

P. Proxies

Voting by proxy is *not* permitted. This is in conformance with nonprofit sector best practices.

Q. Private Entity/Meetings Open to Public

Association is a private nonprofit corporation not subject to open meetings law and government data practices. The Association, however, will hold its meetings open to the public, to comply with its funders' requirements, except as required for legal advice or human resources discussions.

R. Board Meeting Procedures

All questions of order with respect to any meeting or action of Association, its Board of Directors, or any committee appointed hereunder may be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in any another orderly manner that is deemed appropriate by the President.

S. Board 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 President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call to order or remove from the meeting any Director, Officer, employee, member or guest. The Vice President may act in the President's place if required.

T. Board Remote Participation

Board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must provide each director with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.

U. Written Action Without a Meeting

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

- The action is taken by either a unanimous vote or a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

Commented [A17]: This is required per our grant contracts with NCR.

Commented [A18]: New. Complies with MN statutory requirements. This procedure will replace the "Alternative Committee Process" (see below) in the existing bylaws:

"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."

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

VII. Officers

A. Election of Board Officers

Board Officers must first also be Directors of the Association. Officers are elected annually from the pool of seated Directors. A vacancy in any Officer position may be filled by a simple majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors has the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of serving 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. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

C. Resignation

An Officer may resign by giving written notice to Association. 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. Written notice may be in any form.

D. Removal

Board Officer positions are distinct from Board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a simple majority vote of the Board of all 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 a 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 Association's board are: President, Secretary and Treasurer, and a Vice President if desired. Their duties are as follows:

1. **President.** The President will convene regularly scheduled board meetings, will preside at meetings, or arrange for other Directors to preside at each meeting in the following order: Vice President (if any), 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 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 or designee will make quarterly reports to the board. 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.
4. **Vice President.** The Vice President, if one is appointed, may serve in the President's absence when needed.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe. Officers of the Association (including those not named here) may also have additional duties and powers as prescribed from time to time by the Board of Directors.

VIII. Committees & Task Forces

A. Authority

The Board of Directors may authorize committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a simple majority 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. Committees and task forces report back to the Board on all committee action where it will be reviewed and may be approved, amended, or returned to committee for further action.

B. Committees

Examples of committees include Finance Committee; Communications Committee; Governance Committee; Nominations Committee.

Committees may be formed under a detailed charter describing their purpose, duties, and duration. The Board President will nominate any member as Chair for each committee, who will be appointed by a vote of the Board.

C. Ad-Hoc 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. Management Council

The Board Officers make up the Management Council. The President is the Chair of the Council. The creation of this Council does not relieve the Board of Directors of any of its responsibility. It is subject to the direction and control of the full Board. The role of the Council is solely to convene at least one week prior to every regular Board meeting to set the agenda. The Council may invite Committee Chairs or other interested parties to assist in preparing the agenda and may return topics to committees for clarification or documentation. The Council has no power to act on behalf of any committee or the Board and may not expend funds unless specifically directed by the Board. The Council prepares the annual state of the Association report, including a financial report, and a proposed annual work plan which are presented at the annual meeting. The Council never has authority to act in the place of the full Board for any reason.

E. Committee Meetings, Schedule, Notices, Quorum & Reporting Requirements

1. The schedule for meetings of committees and task forces may be determined by a majority of the committee or task force members or by the Board of Directors.
2. Notice of meetings will be handled under the same provisions for board meetings, including the ability to waive notice requirements.
3. Any person who is a member of the Association may participate and vote in committee meetings.
4. The Committee or Task Force Chair and two Association members constitute a quorum for any committee or task force meeting.
5. Proxy voting is not permitted.
6. Every committee or task force will create minutes or reports of its meetings for Board review including dates, roll call information, discussion and decisions made.

IX. Executive Director(s), Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of 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

Commented [A19]: New section. The current bylaws do not address employees or independent contractors.

Directors except when matters regarding their employment and compensation are under consideration. The Executive Director may not also serve as a Director and / or Officer of Association.

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, Petty Cash Fund

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

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

XI. Diversity, Equity & Inclusion

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

B. Equal Opportunity Policy

The Association has adopted an equal opportunity employer policy that complies with state and local requirements.

C. 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 policies and procedures of the Association; in the election of its corporate directors; in the hiring and advancement of its staff; and in all of its programmatic activities.

Commented [A20]: PPA adopted an EOE policy.

XII. Management Provisions

Commented [A21]: New section. PPA actions, procedures, and policies are consistent with provisions in this section.

A. Financial Year

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

B. Annual Budget & Financial Information

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the 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.

C. Accounts

1. Association will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of Association.
2. Any Director of the Association or the Executive Director (if any) may be authorized by the Board 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 account as charitable assets and used for Association's charitable purposes according to State and Federal fundraising laws and rules.

D. Records

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, voting agreements, and minutes of meetings, board and committees or task forces for the last six years.

E. Inspection

A voting member or Director may inspect all records described in Section D 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.

Upon request Association will give a 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.

F. Ownership of Intangible Assets

Directors and Officers 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 Director or Officer must grant secondary authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

G. Legal Instruments

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

While Directors and Officers may have authority to sign official documents on behalf of Association, they may do so only after proper consideration and approval by the full Board of Directors. In the event the Board has not approved of the legal instrument, then the individual Director or Officer is personally liable.

H. 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 Association must comply with state laws governing nonprofits.

I. Periodic Reviews

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

1. Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
2. Whether partnerships, joint ventures, and arrangements with management organizations conform to Association's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
3. Whether Association is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. Association will file the Form 990 with the IRS annually.
4. Whether Association is in compliance with state and federal fundraising regulations.

J. Affiliations

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

K. Policies and Procedures

The Association has adopted a Conflicts of Interest Policy that meets IRS standards for nonprofit corporations and may establish other policies and procedures including but not limited to:

- Maintaining records of decisions made by the Board in one central location;
- Regarding internal financial controls;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

Commented [A22]: PPA adopted a revised Conflict of Interest Policy that meets this standard.

XIII. Amending the Articles of Incorporation and Bylaws

The Board of Directors may amend the articles and bylaws through a two-thirds vote of the active Directors in a roll-call vote at a meeting with at least 30 days' notice to Association members. A copy of the proposed amendments will be published with the notice.

Amendments may also be proposed by a petition of at least 25 members of the Association. Any petition for amendment must state the text of the amendment and contain the signatures of 25 eligible members. Petitions received will be voted on at a regularly scheduled board meeting not to exceed 120 days from receipt of the petition. The Board will publish the proposed amendment online in advance of the meeting. A petitioned amendment may be approved by a two-thirds vote of the active Directors in a roll-call vote.

Commented [A23]: Section from existing bylaws, below, for comparison:

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.

Certification

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

Secretary

Date

Revision History:
Amended [insert] date

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