

# **CLEVELAND NEIGHBORHOOD ASSOCIATION BYLAWS**

## **Article I. Name and Offices**

### **Section 1. General Name**

The name of the organization shall be the Cleveland Neighborhood Association, hereinafter referred to as “CNA” or “Association.”

### **Section 2: Registered Office**

The registered office of the Association, at which the general business of the Association shall be transacted and where the records of the Association shall be kept, shall be at a place in the State of Minnesota fixed from the time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board, the registered office shall be at Lucy Craft Laney School, 3333 Penn Avenue North, Minneapolis, Minnesota 55412. The mailing office shall be P.O. Box 11635, Minneapolis, MN 55411.

## **Article II. Purpose**

The purpose of this organization shall be to protect and promote the Cleveland neighborhood and the interests of the residents and business owners within the neighborhood’s boundaries. The area represented by CNA for the purpose of these by-laws is the Cleveland neighborhood, defined as follows: Bounded by Dowling Avenue North on the North, Penn Avenue North on the East, Lowry Avenue North on the South and Xerxes Avenue North on the West. Despite the provision in Article XI, this Article is not subject to change or amendment by CNA Membership or the Board of Directors.

## **Article III. Membership**

### **Section 1. General Membership**

Any citizen of voting age, who resides in, works in or owns a business or property in the area defined in Article II, and can prove residency/employment in accordance with the requirements pursuant to Minn. Stat. §317A.441 (b) (2015)<sup>1</sup>, may have membership in the Association. No member shall have a vested right in the term of his or her membership. Membership is not transferable or assignable. No member may vouch for more than three individuals for membership purposes.

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<sup>1</sup> “(b) In the case of a neighborhood organization, members with voting rights are, at a minimum, individuals who are on a preexisting membership list or who, at a meeting of the neighborhood organization, can produce:

(1) a Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the neighborhood organization; or

(2) proof of ownership or lease of a business or property or proof of being employed by a nonprofit organization, business, or government entity located within the geographic boundaries of the neighborhood, if such members are authorized by the bylaws of the neighborhood organization.” -Minn. Stat. §317A.441 (b) (2015)

## **Section 2. Non-Discrimination**

Membership shall be open to all interested persons who meet the requirements of Article III, section 1. No person shall be denied membership in the Association because of race, religious belief, gender, sexual orientation, national origin, economic status, disability, political affiliation or creed.

## **Section 3. Membership Privileges And Duties**

1. Members may speak on the floor at all CNA general and annual meetings regarding issues discussed at such meetings.
2. Members may make motions at all CNA general and annual meetings.
3. Each member is entitled to one vote on each matter submitted to a vote of members during all CNA general and annual meetings. A vote is determined by simple majority unless otherwise noted. Absentee and Proxy voting is prohibited.
4. Members in good standing, as defined below, are eligible to serve on the CNA Board of Directors and/or serve as a chair of any committee appointed or organized by CNA.

## **Section 4: Members In Good Standing**

A member in good standing:

1. Meets the minimum membership qualifications
2. Has a completed membership form on file/registered with the CNA.
3. Has attended two CNA associated meetings within an election cycle.

## **Article V. Meetings**

### **Section 1. Annual Meeting**

CNA shall hold an Annual Meeting in October in a public and accessible place. The general membership present at any meeting held in accordance with procedures for calling the meeting shall constitute a quorum. The date, time, and location will be determined by the Board of Directors.

The purposes of the CNA annual meeting are:

1. To elect members in good standing to the CNA Board of Directors
2. To present reports by the Board of Directors summarizing the past year's activities and actions for which the Board was responsible
3. To present financial, membership and audit information by the Board of Directors
4. To bring forward any business required to be decided on by the general membership

Appropriate awards may also be made at the Annual Meeting. Notice of the annual meeting shall be provided by CNA staff.

### **Section 2. Notice**

Notice of the Annual Meeting shall be made available to membership at least thirty (30) days prior by announcement in the CNA newsletter, electronic communications, and community newspapers.

### **Section 3. Board of Directors Meetings**

The Board of Directors shall meet on the third Monday of the month at 7:00 pm in a public and accessible place to conduct general Association business.

A standing board meeting date can be scheduled differently from the above-stipulated monthly date up to three (3) times per calendar year. To permit and approve such a change, a seven-day (7) notification must be communicated with current Board members. In addition, the revised meeting date must be posted outside the CNA office and posted on the CNA website within two (2) business days of the decision to change the meeting to the revised date. Meetings canceled due to unforeseen circumstance, such as inclement weather, may be held one week later or rescheduled as needed.

### **Section 4. Special Meetings**

Special meetings of the Board of Directors may be called by the Chair or a two-thirds majority of the Board members then in office. Such special meetings shall be limited to the issue(s) for which the meeting was called. Notice of special meetings shall be given to board members at least three (3) business days in advance of the meeting by personal contact or phone.

### **Section 5. Membership-Called Special Meetings**

The general membership of CNA may request a special meeting of the membership if at least 25 voting members date and deliver to the Chair or Secretary, a written demand for a special meeting. The Board of Directors must call such a meeting within 30 days. The meeting must be held within 90 days. The notice must include the specific purpose for such a meeting.

### **Section 6. Holidays**

If a regular board meeting or general membership meeting falls on an official federal holiday, the meeting shall be held on the following Monday, unless otherwise decided by the Board of Directors. Meetings rescheduled due to official federal holidays do not count as a differently scheduled meeting.

### **Section 7. Conduct of Meetings**

Robert's Rules of Order, latest revision, when not in conflict with these by-laws, shall be used to conduct all meetings.

### **Section 8. Voting**

Votes will be decided on a simple majority, unless otherwise specified.

## **Article VI. Board of Directors**

### **Section 1. Number and Make-Up of the Board of Directors**

The governing body of CNA shall be the Board of Directors which shall be comprised of no less than seven (7) and no more than eleven (11) members. Board members agree to support the mission of the Association. The Board of Directors should reflect and represent the diversity of the neighborhood. To encourage greater representation and diversity of the Board, an attempt should be made to have the following representation: women, men, business owners, renters, landlords (residential or business), persons of color, GLBT, elderly, and single persons. Persons owning property in the Cleveland neighborhood as described in Article II, but do not live in the Cleveland neighborhood shall be limited to a number constituting a minority of the total Board members.

### **Section 2. Term**

The terms of the Board of Directors shall be staggered two (2) year terms. No board member shall serve more than three (3) consecutive terms (6 years). A one-year absence from the Board membership is required before a previous member may be eligible for a new term.

### **Section 3. Duties**

The Board of Directors shall be responsible for:

1. Setting and approving strategic direction, policy, and plans for the organization;
2. Setting and approving a balanced budget and approving expenditures according to policy;
3. Staffing the organization appropriately according to the strategy and budget
4. Exercising their fiduciary duties by safeguarding the assets of the Association;
5. Other duties as required to insure the integrity, mission and operation of the Association.

### **Section 4. Vacancies**

Vacancies occurring for any reason between Annual Meetings shall be filled by appointment of the Board of Directors. The appointment shall be for the remaining term of the vacated position. If an appointed director serves more than 50% of the term of an elected director, this will count as one full term and limits for service as defined in Article VI, Section 1. The appointee will face election at the end of the normal term. The Board may select appointees based on their attendance or involvement with the Association's board meetings, committee meetings or neighborhood meetings.

### **Section 5. Quorum**

A quorum of the Board of Directors shall consist of not less than fifty percent (50%) of the members of the board, of which one must be the Chair or Vice- Chair or their designee.

### **Section 6. Resignation**

A board member may resign from the Board at any time and for any reason upon written notice to the Chair. Resignation shall be effective immediately upon receipt by the Chair unless stated in the notice. In the case of resignation, the current term will be counted as one full term, if the director serves more than 50% of the term.

### **Section 7. Removal**

A Board member may be removed with or without cause from the Board of Directors by a two-thirds (2/3) vote of the voting general membership in attendance at a regular meeting. Such a vote shall occur at a regular or a special meeting called for that reason with at least five (5) business days notice and with due notification of such action and the right to be heard thereon. A Board member may be removed by a simple majority vote of the Board if he or she misses more than three (3) meetings in a rolling twelve month year \ or misses two consecutive meetings.

### **Section 8. Automatic Removal**

A board member will automatically be removed, if found to no longer be eligible for General Membership, as defined in Article IV, Section 1. These removals are automatic, and do not require a vote of the general membership.

## **Article VII. Officers**

### **Section 1. Number and Make-Up of Officers**

The officers of the Association shall be Chair, Vice-chair, Secretary, and Treasurer. The officers shall work to ensure full and effective participation of all CNA activities by members of the Cleveland Neighborhood, and will ensure that CNA represents the Cleveland Neighborhood's racial, ethnic, gender, age, religious, sexual orientation, physical abilities, socio-economic and political affiliation diversity.

### **Section 2. Election and Term of Office**

The Board of Directors shall within one (1) month of the Annual Meeting conduct elections for all Officer positions in the Association. The officers shall hold office until the next annual election of officers.

### **Section 3. Resignation**

Any officer may resign at any time for any reason, by giving notice of his or her resignation to the Chair or Secretary. Any such resignation shall take effect upon receipt of notice, unless

specified in the notice. Resignation as an officer does not remove the individual from the Board of Directors unless stated so in the notice.

#### **Section 4. Removal**

Any officer may be removed with or without cause by a vote of a majority of the total number of directors. Removal in this manner does not remove said officer from the Board of Directors. An officer may face removal if he or she misses three (3) or more meetings per term or two consecutive meetings, without prior approval of the Board. Such removal shall also remove said person from the Board of Directors.

#### **Section 5. Vacancies**

A vacancy in any office due to resignation or removal or any other reason shall be filled for the remaining of the term by a vote of the Board of Directors.

#### **Section 6. Chair**

The Chair shall have the power of general management of the business of the Association. The Chair shall prescribe or delegate such authority at all meetings of the Board of Directors and the meetings of the general membership. The chair shall be the Chief Executive Officer of the Association and shall see that all orders and resolutions of the Board and membership are carried into effect. The Chair shall be a member ex-officio of all committees. The Chair shall be considered "President" of the Association for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Association under that title. In general, the Chair shall perform all duties as the Board may prescribe and shall call meetings and set agendas.

#### **Section 7. Vice-Chair**

The duties of the Vice-chair shall be to perform the duties of the Chair in the absence of the chair and to perform other duties as the Board of Directors or Chair may prescribe.

#### **Section 8. Secretary**

The duties of the Secretary shall be to record the minutes of each meeting and to assist in the preparation of letters and reports of the Association. The Secretary is also to ensure that the minutes and agendas are distributed to all Board members in accordance with these by-laws. Minutes will be made available upon request.

#### **Section 9. Treasurer**

The Treasurer shall keep accurate accounts of all monies of the Association received and disbursed and shall report to the Board of Directors and membership on the financial condition of the Association. The Treasurer shall be responsible for supervising the receipt, deposit and

disbursement of the Association's funds in accordance with the policies established by the Board of Directors. One additional Board member will co-sign all check requests submitted in excess of \$350.00.

### **Section 10. Public Relations**

No position statement or solicitations shall be made in the name of the Association unless approved by the Board.

## **Article VIII. Committees**

### **Section 1. Establishment**

The Board of Directors shall establish standing committees as needed to assist in developing and carrying out the policies, goals and objectives of the neighborhood. Each board member will chair or participate in at least one committee.

### **Section 2. Duties**

Each committee shall be responsible for developing goals, objectives, and tactics for strategic planning and providing information and recommendations on issues to the Board of Directors for action.

### **Section 3. Meetings**

The meeting schedule of each committee shall be determined by the committee Chair. Committees are required to report to the Board of Directors on a regular basis on activities, progress and actions undertaken.

### **Section 4. Task Forces**

The Board of Directors may convene a task force (a.k.a ad hoc committee) to meet, discuss and provide recommendations on a specific topic or issue. The Board shall solicit members, set parameters of inquiry and the time in which the task force is to report back to the Board with their findings.

### **Section 5. Joint Meetings**

Upon the approval of the Board, committees or representatives thereof may convene meetings with committees from other neighborhood associations to discuss and establish joint programs.

## **Article IX. Financial Matters**

### **Section 1. Fiscal Year**

The fiscal year shall be from January 1 to December 31. The membership year shall run from the third Monday in October to the third Monday of the following October.

### **Section 2. Records**

The Board of Directors of the Association shall cause to be kept at its registered office originals or copies of the following:

1. Minutes of all proceedings of the Board of Directors, general membership meetings, annual meetings, and committee meetings
2. All records and books of account and all financial statements and audit reports of the Association By-laws and all amendments made thereto
3. The above records will be made available to the public upon request.

#### **Article X Complaints**

Any complaint against CNA shall be made in writing, shall include the address and signature of the complainant and shall be submitted to the Officers of the Board of Directors. The Board must consider the complaint and must decide whether action should be taken, and if so what action, within sixty (60) days of receiving the complaint.

The Board must mail a written response to the complainant explaining actions to be taken, if any, regarding the complaint and why. This response will be mailed within thirty (30) days of it's meeting to consider the complaint. The Board will have available a copy of the complaint and the Board's response to it available at the next general membership meeting.

#### **Article XI. Amendments**

Amendments to these by-laws may be adopted by a meeting of the general membership at any meeting for which at least ten (10) days prior notice has been given by the Board of Directors and with a two-thirds (2/3) majority of the Board members present at said meeting. The meeting shall include the proposed content of the by-laws changes. A two-thirds (2/3) majority of the members present and voting are needed for it to pass. The amended by-laws shall be made available upon request.

#### **Article XII. Liabilities**

No officer or member of CNA shall in any way be personally liable or responsible for any debt, consequence or obligation imposed or incurred by or on behalf of the CNA.

#### **Article XIII. Conflict of Interest**

##### **Section 1. Definition**

No Board Member, Committee Member, or Employee shall voluntarily have a personal financial interest in any matter or contract considered or approved by the Board. A conflict of interest exists when a director/committee member/employee or a family member or household member of a director/committee member/employee, is an officer, board member, or employee of an organization, group or business which may receive financial benefit from action being



considered by the Board of Directors or a Committee on which that director/committee member/employee serves.

## **Section 2. Disclosure**

Board members, Committee Members, and Employees shall disclose for the record any conflict of interest, as defined in Section 1. Written disclosure will occur prior to the next board meeting after the Annual Meeting or following appointment to the Board. Members having such a conflict may participate in committee or board discussion of the matter if a clear declaration of the conflict of interest has been made, but shall not vote on the matter in question. Their presence at a meeting shall not count toward the quorum requirement for the matter in question and the Secretary will record them as “not voting” on the matter in question. In the matters relating to NRP funds, the Conflict of Interest Policy adopted by the NRP Policy Board on 9/24/01 shall bind members.

## **Section 3. Definition of Family Member**

Family member includes spouse or domestic partner, parents and children. A person’s family members include his or her spouse or domestic partner, if any, and *their combined*:

- Parents and grandparents (including step-parents and -grandparents)
- Children and grandchildren (including step-children and -grandchildren), and
- Brothers and sisters (including step-brothers and -sisters)

## **Section 4. Removal**

Failure to disclose a conflict of interest as defined in Sections 1 and 2 may provide cause for the Board of Directors to seek removal of a director.

## **Section 5. Household or Property Restrictions on Director Positions**

No household, property owner, or business may have more than one person serving in a Director’s position.

Revised and approved, October 20, 2015