

**BY LAWS**  
**of the**  
**Standish Ericsson Neighborhood Association (SENA)**

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**BY LAWS**  
**Standish Ericsson Neighborhood Association**

**PREAMBLE**

This Corporation has been organized pursuant to a community need and desire to enhance the quality of life in the State of Minnesota through the dissemination of information, the involvement of citizens and the development of processes designed to promote the quality of life in our neighborhoods.

**ARTICLE I**

**Board of Directors**

**Section 1.1 Responsibilities, Number and Meetings**

The Government of this corporation and the management of its affairs shall be vested in a Board of Directors, who shall also be members of the organization, composed of its officers and not less than three (3) nor more than eleven (11) additional persons (total Board members is seven (7) minimum and fifteen (15) maximum. The Board of Directors shall meet at least two (2) times each year. Notice of each meeting of the Board of Directors shall be given to each director at least five (5) days in advance of the meeting.

**Section 1.2 Quorum, Waiver, and Voting**

A Quorum for any meeting of the Board of Directors shall be a simple majority of the members of the Board of Directors. Subject to other provisions of these by-laws or the Article of Incorporation, or statute, any election or question may be determined by a majority of the directors present and voting, at a meeting in which a quorum is present. Any director may waive notice of a meeting, in writing, before, at, or after such a meeting. Each director shall have one (1) vote.

**Section 1.3 Executive Committee**

The Executive Committee shall consist of the officers of the corporation and such additional directors as the board may from time to time determine. The Executive Committee shall have authority to act on any matter requiring attention between meetings of the Board of Directors and subject to the control of the Board of Directors. A quorum for any meeting of the Executive Committee shall be a simple majority of the members of the Executive Committee. Subject to other provisions of these by-laws or the Article of Incorporation, or statute, any election or question to be determined by majority of Executive Committee shall be given to each member at least five (5) days in advance of such a meeting. Notice of each meeting of the committee shall be given each member and director at least five (5) days in advance.

**Section 1.4 Election**

So far as is practicable, one third (1/3) of the directors shall be elected at each annual meeting of the corporation. In addition to the slate of nominees submitted by the Nominating Committee, nominations for the position of director may be made by any director, providing there is written consent of the nominee(s). Election shall be by vote of majority of the community members present and voting.

### **Section 1.5 Term and Eligibility**

Subject to provisions of Section 1.4 of these by-laws in the case of the initial directors subject to this provision, the term of office of each director shall be three (3) years. Each director shall be eligible for reelection, but no persons who have served three (3) full terms or nine (9) consecutive years as a director shall be eligible for reelection until after a lapse of one (1) year.

### **Section 1.6 Vacancies**

In the event of the occurrence of a vacancy in the elected members of the Board of Directors, the remaining directors may elect a successor to fill the unexpired term of such director.

### **Section 1.7 Ex Officio Seats**

The Board of Directors has the authority to create Ex Officio seats for partnering organizations or institutions within the neighborhood. Persons serving in those seats are subject to the same terms and limitations as an elected director. These seats will count toward the total number of seats allowed.

### **Section 1.8 Removal**

A Director may be removed for cause by the affirmative vote of a majority of the entire Board of Directors.

The Board of Directors shall be notified in writing by the Secretary, Secretary's designee, or the Director requesting the removal at least ten business days prior to the meeting at which removal for cause is to be voted upon. The Director proposed for removal will have the opportunity to be heard prior to a vote.

Removal of a Director for cause shall be effective immediately upon conclusion of the vote.

### **Section 1.9 Attendance at meetings**

Any director who has unexcused absences for three (3) consecutive meetings or four (4) meetings in a calendar year will automatically be removed from office as a member of the Board of Directors.

## **ARTICLE II**

### **OFFICERS**

#### **Section 2.1 Officers**

The officers of the corporation shall be President, Vice President, Secretary and Treasurer.

#### **Section 2.2 Election and Term**

Officers shall be elected by the directors at the annual meeting of the corporation and shall serve for a term of one (1) year and/or until a successor is elected and qualified. No officer shall serve in a particular office for more than three (3) successive years. The nominating committee shall prepare a single slate for presentation to the members. Nominations may be made from the floor by any director provided there is written consent of the nominee(s).

#### **Section 2.3 Vacancy**

In the event of the occurrence of a vacancy among the officers, the Board of Directors may elect a successor to fill the unexpired term.

### **Section 2.4 President**

The President shall preside at all meetings of the Board of Directors and the Executive Committee. The President shall sign all contracts and documents as required, and shall have such other powers and perform such duties as are normally associated with the office of President and as the Board of Directors may from time to time determine. The President shall make a written report to the directors of any actions taken in the name of the corporation.

### **Section 2.5 Vice President**

The Vice President shall, in turn, perform the duties and powers of the President in the absence or disability of the President. The Vice President shall have such powers and perform such duties as are normally associated with such office and as the Board of Directors may from time to time determine. The Vice President shall make a written report to the directors of any actions taken in the name of the corporation.

### **Section 2.6 Secretary**

The Secretary shall keep, or cause to be kept, all minutes of the meetings of the Board of Directors and the Executive Committee. The Secretary shall have such powers and perform such duties as are normally associated with the office of Secretary and as the Board of Directors may from time to time determine. The Secretary shall make a written report to the directors of any actions taken in the name of the corporation.

### **Section 2.7 Treasurer**

The Treasurer shall assist in the development of the corporate budget, shall provide advice and guidance on matters of budget and finance and shall provide such periodic reports on financial status and activity to the directors as may be required from time to time. The Treasurer shall make a written report to the directors of any actions taken in the name of the corporation.

### **Section 2.8 Executive Director**

The Board of Directors may appoint an Executive Director of the corporation who shall keep, or cause to be kept, all books, records and instruments belonging to the corporation, sign all contracts, instruments and documents as may be required by the Board of Directors, safely keep, or cause to be kept, all money, property and other things of value belonging to this corporation, systematically keep or cause to be kept, financial records, and make periodic reports on the state of the corporation to the Board of Directors and the Executive Committee as may be required. The Executive Director shall have such other powers and perform such other duties as the Board of Director may from time to time determine. The Executive Director shall make a written report to the directors of any actions taken in the name of the corporation.

### **Section 2.9 Bond**

The Board of Directors shall require and fix the amount of any bond required of the Executive Director and pay the necessary premium for such bond.

## **Section 2.10 Compensation and Removal**

All officers shall serve without compensation. All officers shall be subject to removal at any time by the affirmative vote of a majority of the entire Board of Directors.

## **ARTICLE III**

### **Committees**

#### **Section 3.1 General**

The Board of Directors may establish such committees as it deems necessary and may delegate such of its powers to any such committees as it determines to be appropriate. The powers, duties, terms of existence, and other matters relating to each committee shall be set forth in the resolution of the Board of Directors which establishes each such committee. To the greatest extent possible, all committees should have at least one Board Director as an active member who can serve as a liaison to the Board of Directors.

#### **Section 3.2 Nominating Committee**

There shall be a Nominating Committee consisting of not less than three (3) and not more than seven (7) persons appointed by the President and approved by the Board of Directors. It shall be the function of the Nominating Committee to present at the annual meeting nominees for election as directors and officers of the corporation.

#### **Section 3.3 Terms**

The terms of office for members of each standing committee shall be established by the Board of Directors.

## **ARTICLE IV**

### **Indemnification of Directors, Officers and Employees**

#### **Section 4.1 Indemnification**

This corporation shall indemnify each person who is or has been a director, officer or an employee of this corporation, and each person who is serving or who has served, at the request of this corporation, as a director, officer, employee or agent of another corporation, partnership, joint adventure, trust or other enterprise, against expense, including attorney fees, judgments, fines, and amounts paid in settlement, actually and reasonably incurred by each such person to the fullest extent to which directors, officers and employees may be indemnified under the law of Minnesota and, specifically Minn. Stats. §§ 317A.257 and 317A.521.

#### **Section 4.2 Insurance**

This corporation may purchase and maintain insurance on behalf of any person who may be indemnified to the extent of his right to be indemnified under this section.

## **ARTICLE V**

### **Fiscal Year**

#### **Section 5.1 Fiscal Year**

The fiscal year of this corporation shall be the calendar year.

## **ARTICLE VI**

### **Amendment**

#### **Section 6.1 General**

The directors may amend the by-laws at any meeting of the Board of Directors, provided that the proposed amendment has been submitted to the directors at a previous meeting. Notice of the meeting and the proposed amendment shall be duly given to each director. When a majority of the directors voting have approved a proposed amendment it shall be deemed adopted.

## **ARTICLE VII**

### **Parliament Authority**

#### **Section 7.1 Rules of Order**

The rules contained in the current edition of Robert's Rules of Order, Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these by-laws and any special rules of order which the corporation may from time to time adopt.

## **ARTICLE VIII**

### **Members**

#### **Section 8.1 Classes of Members**

The Standish Ericsson Neighborhood Association (hereinafter "SENA") shall have at least one class of members with voting rights. Regular members will be those defined by Minn. Stat. §317A.441, (b), (c) and (d). Members with voting rights are individuals 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 which indicates the individual resides within the geographic boundaries of

- the neighborhood organization
- (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 SENA.

An individual who resides within the geographic boundaries of SENA, or meets the membership criteria pursuant to clause (2), but lacks the required documentation, may vote at a meeting of the neighborhood organization if and only if a member who has the required documentation affirms that said individual meets the criteria.

### **Section 8.2 Duration**

Any individual who so becomes a member, shall remain a member of SENA until such time as they resign or are no longer qualified to be a member of the association.

## **ARTICLE IX**

### **Annual Meeting**

#### **Section 9.1 Frequency and Purpose**

For purpose of the annual meeting, SENA shall be governed by Minn. Stat. §317A.435, subd.4. SENA shall hold an annual meeting of members, not more than 15 months following the last annual meeting.

The purpose of the annual meeting shall be, at minimum, to elect successors whose terms have expired or will expire as of the annual meeting and, to report upon the activities and financial condition of the association.

#### **Section 9.2 Record Date**

For regular members as defined above, no record date shall be established.

#### **Section 9.3 Notice**

Notice of an annual meeting or special meeting of the members will be given to every eligible voting member not less than ten (10) and not more than thirty (30) days prior to the meeting.

The notice shall include the date, time, place and business of the meeting. For regular members, notice of the meeting may, upon the discretion of the Board of Directors, be provided in a manner designed to notify all members with voting rights to the extent possible.

#### **Section 9.4 List of Members**

As SENA consents to be governed by Minn.Stat §317A.439, subd. 6, and pursuant to said statute, SENA shall not be required to prepare and/or distribute a list of members.

#### **Section 9.5 Quorum**

For the purposes of the annual meeting, a quorum shall be twenty-five (25) regular members.

A quorum is necessary for the transaction of business at a meeting of members. If a quorum has been present at a meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

## **Article X**

### **Wind-Down Policies**

#### **Section 11.1 Financial Planning**

The board of directors shall maintain a fund to cover certain predictable costs in the event of termination, layoff, merger, or dissolution. This fund shall be established, altered, or dissolved only by a 2/3 majority vote of the entire board of directors.

#### **Section 11.2 Merger, Layoffs, or Termination Not For Cause**

Either on the motion of the Personnel Committee, or any individual member, the board may consider a proposal to reduce the hours, lay off, or terminate any SENA employee. On such a motion the board of directors may also consider proposals to merge SENA with any other organization. These motions shall only pass by a 2/3 majority vote of the entire board of directors.

#### **Section 11.3 Process**

Any proposal to merge SENA with another organization, or to layoff or terminate SENA staff, shall be considered and executed only in accordance with the policies adopted by the Personnel Committee.