

# AMENDED BYLAWS OF WAITE PARK COMMUNITY COUNCIL

## ARTICLE I OFFICES AND CORPORATE SEAL

Section 1.01 *Registered Office.* The registered office of the eCorporation in Minnesota shall be as stated in the Articles of Incorporation.

Section 1.02 *Other Offices.* The eCorporation may also have offices at other places as the Board of Directors sees fit.

Section 1.03 *Corporate Seal.* The eCorporation shall not have a corporate seal.

## ARTICLE II MEMBERSHIP

Section 2.01 *Criteria and Admission.* The mMembership of the eCorporation shall include any natural person 18 years or older residing, working, ~~or~~ owning property or a business in the Waite Park ~~Neighborhood~~neighborhood, who follows the procedures for admission established by the Board of Directors and who consents to becoming a mMember. The Waite Park neighborhood is located in Minneapolis, Minnesota, and is geographically bounded by Central Avenue on the west, Stinson Boulevard on the east, St. Anthony Parkway on the south and 37<sup>th</sup> Avenue on the north. Members of the ~~Waite Park Community Council~~Corporation, with voting rights, are individuals who at a Membership meeting of the ~~neighborhood organization~~Corporation, can produce:

- (1) a Minnesota driver's license, Minnesota identification card, or ~~some another~~ form of residency verification (limited to a public utility bill, phone bill, lease agreement, property tax statement, or mortgage statement) that indicates the individual resides within the geographic boundaries of the Waite Park ~~Neighborhood~~neighborhood; ~~or~~
- (2) proof of ownership or lease of a business or property (limited to a lease agreement, property tax statement, mortgage statement, or a State of Minnesota business filing/record), or proof of being employed by a nonprofit organization, business, or government entity (limited to a pay stub, employer-issued W-2, or employee badge/id) located within the Waite Park ~~Neighborhood~~neighborhood.

An individual who resides in the Waite Park neighborhood, but lacks the documentation required by paragraph (1) or (2), may vote at ~~an annual~~ Membership meeting of the ~~neighborhood organization~~Corporation if a mMember who has the required documentation vouches for the individual. ~~The Waite Park Neighborhood is located in Minneapolis, Minnesota, and is geographically bounded by Central Avenue on the west, Stinson Boulevard on the east, St. Anthony Parkway on the south and 37<sup>th</sup> Avenue on the north.~~

Section 2.02 *Membership List.* The Corporation shall not be required to prepare or maintain a Membership list pursuant to Minnesota Statutes, Section 317A.439, Subd. 6.

Section 2.0203 *Membership Meetings*. The ~~m~~Members shall have a minimum of one ~~regular~~ Membership meeting each year. During the first quarter of the calendar year, the ~~m~~Members shall meet to receive the annual report of the prior year's activities, to elect Officers and Directors, and to consider and act upon any other matter raised in the notice of the meeting as determined by the Board of Directors. Additional Membership meetings may be called during the year, by the discretion of the Board.

Section 2.04 Notice. At least ten days, but not more than 30 days, before a Membership meeting ~~of the member of the neighborhood organization~~ is to be held, the Corporation shall provide notice. Such notice shall include the date, time, and place of the meeting and any other information required by law. ~~notice of the date, time, and place of the meeting or the date and process applicable to petitions and any other information required by law must~~ To the extent practicable, such notice shall be given in a manner designed to notify all ~~m~~Members, ~~with voting rights to the extent practical~~. ~~During the first quarter of the year, the members shall meet to elect officers and directors and to approve the budget for the upcoming year and to consider and act upon any other matter raised in the notice of the meeting~~. Upon at least ten and not more than 30 days notice, the Board of Directors may call a special meeting to consider and act upon any matter raised in the notice of the meeting.

### ARTICLE III BOARD OF DIRECTORS

Section 3.01 *General Powers*. The Board of Directors shall manage and direct the business and affairs of the eCorporation consistent with all statutes, the Articles of Incorporation and these Bylaws.

Section 3.02 *Number, and Qualifications ~~and Method of Selection~~*. The Board of Directors shall consist of not less than five and not more than ~~fifteen~~ 15 natural persons. The President ~~and the~~ Vice President, Treasurer, ~~and the Vice President and the~~ Secretary, if any, shall ~~sever~~ serve as Directors of the eCorporation. Only Members of the Corporation shall be eligible to be elected to the Board of Directors, save for Ex-officio Directors. A candidate for the Board of Directors must be present to accept a nomination or be elected. ~~The members of the corporation shall elect at least two additional Directors at the regular meeting in the first quarter of the year. At least two-thirds of the Directors shall serve as ex-officio members of the Board of Directors of the corporation.~~ The Board may appoint ~~other~~ eEx-officio Directors as the Board deems appropriate. ~~Directors shall be elected by members at the annual meeting held in March.~~

Section 3.04 Election and Term. The Directors of the Corporation shall be elected by the Members at a Membership meeting of the Corporation. Each elected Director shall serve a term of two years, or the unexpired portion of a Director's vacated term. The expiration of Director terms shall be staggered; one-half plus one of the terms shall expire in odd numbered years with the balance of terms expiring in even numbered years.

Section 3.0405 *Removal*. A Director may be removed from the Board of Directors, with or without cause, by the affirmative vote of not less than two-thirds of the total number of Directors of the eCorporation. A Director may also be removed without Board approval after three consecutive ~~and unexcused absences of council~~ Board of Directors meetings. ~~absences. A~~ Director may be excused by notifying the President, Vice President or the Corporation, in writing or by oral message, prior to commencement of the meeting the Director is to be absent from. The

President or Secretary shall give written notice to any Director who has two consecutive and unexcused absences, no later than ten days following the second absence.

Section 3.0506 *Compensation*. No compensation shall be paid to any Director for services as a Director. The Board may approve reimbursement for expenses incurred regarding business of the Corporation, per diem in accordance with Minnesota State Law, or insurance premiums paid on behalf of a Member, Director, or Officer of the Corporation. ~~member of the Board of Directors for services as a member of the Board of Directors, except that the Board of Directors may approve, by resolution, reimbursements to Board members for expenses incurred in attending any meeting of the Board of Directors.~~

Section 3.0607 *Voting*. All elected Directors of the ~~is e~~ Corporation shall have full and equal voting rights. ~~At all meetings of the Board of Directors each Director and~~ shall have one ~~(1)~~ vote. The Board of Directors shall take action by the affirmative vote of a majority of the Directors present at a duly held meeting, except where the affirmative vote of a larger proportion or number ~~is~~ required by law, the Articles of Incorporation, or these Bylaws. No voting by proxy or absentee ballot will be allowed. Board action without meeting shall be permitted pursuant to Article IX of the Amended Articles of Incorporation.

Section 3.0708 *Regular Board of Directors Meetings*. The Board of Directors shall hold meetings on a regularly scheduled basis, or at any other time deemed appropriate by the Board. The Board of Directors shall hold ~~general membership~~ Board of Directors meetings the first Wednesday of each month ~~in at~~ the Neighborhood-Waite Park Recreation Center, beginning at 7:00 p.m. or at any other place and time as the Board may determine. The President or any majority of installed Directors, shall reserve the right to cancel meetings, as they deem necessary.

Section 3.0809 *Special Meetings*. The President or any three or more Directors may call a Special meeting. ~~Special meetings of the Board of Directors may be called by the President or by any three or more Directors,~~ by giving three days' written notice to all Directors of the date, time, place and purpose of the meeting.

Section 3.0910 *Waiver of Notice*. Any Director may waive notice in writing or orally. ~~Notice of any meeting of the Board of Directors may be waived by any Director before, at or after the meeting, in writing or orally. Attendance by a Director at a meeting is a waiver of notice of that meeting. A Director's attendance constitutes waive of notice,~~ except where the Director objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened and does not participate thereafter in the meeting.

Section 3.1011 *Quorum*. The in-person presence, ~~in-person,~~ of a majority of the total number of installed Directors shall be required to constitute a quorum for the transaction of business at any meeting, except where the presence of a larger portion or number is required by law, the Articles of Incorporation or these Bylaws. In the absence of a quorum, a majority of the Directors present may adjourn ~~any a~~ meeting until a quorum is present. Notice of any adjourned meeting need not be given other than by announcement at the meeting ~~at which the adjournment is taken to be adjourned.~~ If a quorum is present when a duly called or held Board meeting is convened, the Directors present may continue to transact business until adjournment, notwithstanding that the withdrawal of Directors originally present leaves less than a quorum. Ex-officio Directors shall not be counted when determining quorum, whether present or absent.

Section 3.~~11~~12 *Vacancies*. Vacancies on the Board of Directors resulting from the death, resignation, removal or disqualification of a Director may be filled by the affirmative vote of a majority of the remaining Directors, even ~~though~~ if the remaining Directors constitute less than a quorum. Vacancies on the Board of Directors resulting from newly creating Directorships may be filled by the affirmative vote of a majority of the Directors serving at the time of the increase.

Section 3.~~12~~13 *Resignation*. A Director may resign at any time by giving written notice to the eCorporation. The resignation is effective without acceptance when the notice is given to the eCorporation, unless a later effective date is specified in the notice.

Section 3.~~13~~14 *Committees*. The Board of Directors may from time to time, by resolution, establish committees having the authority of the Board in the management of the business of the eCorporation to the extent provided in the resolution. Any committee shall consist of one ~~(1)~~ or more natural persons who need not be Directors or Members. ~~The President and Vice President, if any, shall be considered Ex-officio members of all committees and subcommittees. the presence of a majority of the members of the committee shall be necessary to constitute a quorum for the transaction of business.~~ Committees of the Board shall take action by the affirmative vote of a majority of the committee members present at a duly held meeting, except where the affirmative vote of a larger proportion or number is required by the Board. ~~Each committee shall keep a written record of its activities and shall submit the written record to the Board after each meeting. Minutes, if any, shall be made available upon request to members of the committee and/or the Board of Directors. Oral reports shall be accepted by the Board when written minutes are unavailable.~~

#### ARTICLE IV OFFICERS

Section 4.01 *Number and Offices*. The eOfficers of the eCorporation shall be one or more ~~members~~ Directors of the eCorporation. The eOfficers shall consist of a President, Vice President, Secretary and Treasurer.

Section 4.02 *Election and Term of Office*. The eOfficers of the eCorporation shall be ~~electe4d~~ elected by the ~~m~~ Members at ~~the annual a~~ Membership meeting of the eCorporation. Each Officer shall serve a term of two years, or the unexpired portion of an Officer's vacated term. The expiration of Officer terms shall be staggered; the terms of President and Vice President shall expire in even numbered years, while the terms of Treasurer and Secretary shall expire in odd numbered years. No elected or appointed eOfficer of the eCorporation shall serve in the same ~~officer office~~ during for more than two consecutive terms, except that each eOfficer shall hold office until their respective successors are elected, or until their death, resignation, or removal.

Section 4.03 *Resignation*. Any eOfficer may resign at any time by giving written notice ~~of his or her resignation to a Director of another Officer or~~ the eCorporation. A resignation shall take effect at the time specified in the written notice or the time the written notice is received by the eCorporation, whichever is later. Unless otherwise specified in the written notice, the acceptance of a resignation shall not be necessary to make it effective. Resignation of office does not inherently assume resignation as a Director, unless expressly written in the notice of resignation.

Section 4.04 *Removal*. Any eOfficer may be removed from the Board with or without cause, by the affirmative vote of two-thirds of the Directors present at a meeting of the Board of

Directors. Notice shall be given that the removal of an officer will be considered ~~the meeting called for that purpose, and that purpose shall be stated in the notice or waiver of notice of the meeting,~~ unless all of the Directors of the eCorporation are present at the meeting.

Section 4.05 *Vacancy.* A vacancy in any office because of death, resignation or removal shall be filled for the unexpired portion of the term by nomination of an installed Director, whom is then elected to office by a majority vote of the remaining Board of Directors.

Section 4.06 *President.* The President of the eCorporation shall: (a) have general active management of the business of the eCorporation; (b) when present, preside at all meetings of the Board of Directors; (c) see that all orders and resolutions of the Board of Directors are carried into effect; (d) execute and deliver in the name of the eCorporation any deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the eCorporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the Articles of Incorporation, these Bylaws or the Board to another eOfficer or aAgent of the eCorporation; (e) maintain record of and, when necessary, certify proceeding of the Board and mMembers; (f) perform such other duties as may, from time to time, be prescribed by the Board of Directors; and (g) in general, perform all duties ~~usually~~ incident to the office of the President.

Section 4.07 *Vice President.* The Vice President shall; (a) I in the absence of the President, or in the event of his or her inability or refusal to act, ~~the Vice President shall~~ perform all the duties of the President; ~~and (b) when so acting as President,~~ shall have all the powers of, and be subject to all the restrictions on, the President; ~~The Vice President shall have other powers and perform other duties as may be prescribed by law, the Articles of Incorporation or these Bylaws or as may be prescribed by the Board of Directors.~~ (c) perform such other duties as may, from time to time, be prescribed by the Board of Directors or the President; and (d) in general, perform all duties incident to the office of the Vice President.

Section 4.08 *Secretary.* The Secretary shall: (a) certify and keep the original or a copy of these Bylaws as amended or otherwise altered at the principal office of the eCorporation; ~~The Secretary shall~~ (b) keep, at the principal office of the eCorporation or other place designated by the Board of Directors, a book record of the minutes of all meetings of the Directors, committees and mMembers, if any, and At at a minimum, the minutes shall reflect the time, the place, type (Board, Membership, or Special regular or special), type of notice, attendance and proceedings of the meeting; ~~The Secretary shall~~ (c) ensure that all notices are properly given; ~~The Secretary shall~~ (d) serve as the custodian of the eCorporation's records; ~~(d) perform such other duties as may, from time to time, be prescribed by the Board of Directors or the President; and (e) I in general, ~~the Secretary shall~~ perform all duties ~~usually~~ incident to the office of the Secretary.~~

Section 4.09 *Treasurer.* The Treasurer of the eCorporation shall: (a) keep accurate financial records for the eCorporation; (b) deposit all moneys, drafts and checks in the name of, and to the credit of, the eCorporation in the banks and depositories designated by the Board; (c) endorse for deposit all notes, checks and drafts received by the eCorporation as ordered by the Board of Directors and make proper vouchers for the deposit; (d) disburse corporate funds and issues checks and drafts in the name of the eCorporation as ordered by the Board; (e) ~~render to the President and the corporation;~~ (f) perform other duties as may, from time to time, be prescribed by the Board or the President; and ~~(g)~~ (f) in general, perform all duties incident to the office of the Treasurer.



Section 4.10 *Other Officers, Agents and Employees.* Except to the extent that the Articles of Incorporation or these Bylaws provide that the ~~m~~Members may exercise the powers under this section, the Board may elect or appoint other ~~e~~Officers or ~~a~~Agents the Board considers necessary for the operation and management of the ~~e~~Corporation, each of whom has the powers, rights, duties, responsibilities and terms in office provided for in the Articles of Incorporation, ~~or~~ these Bylaws, or as determined by the Board.

Section 4.11 *Compensation.* The compensation of all ~~e~~Officers, Directors, ~~e~~Employees and ~~a~~Agents shall be determined and fixed by the Board. Expenses undefined within the annual budget of the Corporation and over \$25.00 in excess of \$100 shall ~~have~~ require prior Board of Directors approval.

## ARTICLE V INDEMNIFICATION

Section 5.01 The ~~e~~Corporation shall indemnify and shall, to the extent of reasonable available working capital, make advances of reasonable expenses to each Director, Officer and ~~e~~Employee of the ~~e~~Corporation, whether or not then in office or employed by the ~~e~~Corporation, as prescribed by Minnesota Statutes, Section 317A.521.

## ARTICLE VI BOOKS AND RECORDS

Section 6.01 The ~~e~~Corporation shall keep at its registered or principal office, correct and complete copies of its Articles and Bylaws, accounting records, and minutes of meetings of ~~m~~Members, Board of Directors and committees having any of the authority of the Board. Any ~~m~~Member, or ~~a~~Agent or ~~a~~Attorney of a ~~m~~Member, may inspect all ~~books and~~ records and voting agreements for any proper purpose, at any reasonable time with due notice. Records may be stored electronically and converted to viewable copies upon request pursuant to Minnesota Statutes, Section 317A.461, Subd. 6.

## ARTICLE VII EXECUTION OF ~~INSTURMENTS~~ INSTRUMENTS, DEPOSITS AND FUNDS

Section 7.01 *Execution of Instruments.* Consistent with law, Articles of Incorporation and these Bylaws, the Board of Directors may authorize any ~~e~~Officer or ~~a~~Agent of the ~~e~~Corporation to enter into any contract or execute and deliver any instrument in the name of and on behalf of the ~~e~~Corporation, and the authority may be general or confined to specific instances. Unless authorized, no ~~e~~Officer, ~~a~~Agent or ~~e~~Employee shall have any power or authority to bind the ~~e~~Corporation by any contract or engagement, or to pledge its credit, or to ~~enter~~ render it liable monetarily for any purpose or in any amount.

Section 7.02 *Check and Notes.* Unless the law or a resolution of the Board of Directors states otherwise, all checks, drafts, promissory notes, order for the payment of money or other evidence of indebtedness of the ~~e~~Corporation shall be signed by ~~the Treasurer~~ an Officer and countersigned by ~~the President~~ a second Officer of the ~~e~~Corporation limited to the President, Vice President, Treasurer, or Secretary.

Section 7.03 *Deposits.* All funds of the eCorporation shall be deposited from time to time to the credit of the eCorporation in the banks, trust companies or other depositories ~~as~~ the Board of Directors may ~~select~~approve.

Section 7.04 *Gifts.* The Board of Directors may accept on behalf of the eCorporation any contribution, gift, bequest or devise for the general purpose or for any special purpose of the eCorporation.

#### ARTICLE VIII AMENDMENTS

Section 8.01 The Board of Directors may amend these Bylaws, ~~except that the two-thirds vote of the entire Board shall be required.~~ To do so, two-thirds of the Directors must vote to approve the amendments. Proposed amendments to these Bylaws shall be announced at a ~~regularly scheduled~~ monthly Board meeting and shall be considered and acted upon at the next ~~scheduled~~ monthly Board meeting.

#### ARTICLE IX FISCAL YEAR

Section 9.01 The fiscal year of the eCorporation shall begin on the first day of January and end the last day of December in each year.

#### ARTICLE X COMPLAINTS AND CONFLICT OF INTEREST

Section 10.01 *Complaints.* Any complaint against the ~~Waite Park Community Council~~Corporation or any of its activities shall be made in writing to the Board of Directors. The Board of Directors shall respond to the complainant in writing within five days of the next scheduled Board of Directors meeting.

Section 10.02 *Conflict of Interest.* A ~~m~~Member who receives any direct or indirect financial benefit from, or serves on the Board of Directors, of any organization, project or development that is being considered by the ~~Waite Park Community Council~~Corporation, or by any of the eCorporation's task forces or committees, its Board of Directors or ~~m~~Membership, must declare that affiliation and shall abstain from voting on any related issue. A conflict of interest shall be deemed to exist if that person is a ~~m~~Member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) of the beneficiary of any action of the program or proposal to a greater extent than any other eligible persons, groups or businesses.

#### CERTIFICATION

The undersigned, the President of the eCorporation, hereby certifies that the forgoing Bylaws were adopted pursuant to an Action of the Board of Directors, effective as of \_\_\_\_\_, ~~2003~~2013.

Signed:  
~~Don Risk~~Anthony Beard  
President, Waite Park Community Council