

EAST HARRIET-FARMSTEAD NEIGHBORHOOD ASSOCIATION

BY-LAWS

ARTICLE I
NAME AND PURPOSE

- A. The name of the organization is the EAST HARRIET-FARMSTEAD NEIGHBORHOOD ASSOCIATION.
- B. The purpose of the organization is to encourage and support community involvement of both residents and businesses in the East Harriet-Farmstead neighborhood. It is the objective of this organization to:
1. Evaluate the community, search out and draw attention to the advantages we now enjoy; recognize the problems; and through research, study and discussion decide on and implement a course of action for the improvement of the community.
 2. Endeavor to stabilize and/or improve the residential, commercial, educational and economic status of the community.
 3. Function as a non-partisan, non-sectarian community action group, keeping our citizens alert to and informed of proposals and activities of the various civic, commercial, political and governmental bodies which affect us. Give testimony before such bodies and other organizations as needed.
 4. Facilitate needed programs and projects in the interest of community betterment by promoting social, cultural, recreational and educational opportunities in the area.

ARTICLE II
TERRITORY

The East Harriet-Farmstead Neighborhood Association has as its primary area of concern that neighborhood bounded by 36th Street on the north and 46th Street on the south; Lakes Harriet and Lake Calhoun and William Berry Parkway on the west and Lyndale Avenue on the east.

ARTICLE III
GENERAL MEMBERSHIP

- A. General membership shall be open to:
1. All residents, homeowners and renters of voting age, of the neighborhood—(the territory defined in Article II).

2. All persons of voting age owning property or operating a business in the neighborhood.

B. Dues

1. Annual dues, if any, may be established by the Board. If dues are put into effect, no payment shall be required in order to vote on any issue.

- C. Except as herein provided, this organization shall be governed by Roberts Rules of Order, Revised.

ARTICLE IV
GENERAL MEMBERSHIP MEETING

- A. There shall be an annual general membership meeting in October as designated by the Board of Directors at which time election of members to the Board of Directors shall occur. (see amendment to Article IV - A on pg 6)
- B. There may be special general membership meetings as determined by the Board of Directors. Notification of the special general membership meetings shall include the purpose of the meeting.
- C. All general membership meetings shall be open to the public.

ARTICLE V
BOARD MEETINGS

- A. The board shall meet monthly and/or in special meetings as designated by the Board of Directors. (See amendment to Article V – A on pg 7)
- B. All Board of Directors meetings shall be open to the public.

ARTICLE VI
VOTING

- A. Voting for election of the Board of Directors shall be limited to general members, as defined by Article III. There shall be one (1) vote per general member.
- B. Voting at the monthly board meetings and at special meetings of the Board shall be limited to members of the Board. Board members shall disclose any conflicts of interest and shall abstain from voting on any issues which could result in a personal gain.

The Board shall not enter into any contract or transaction with (a) one or more of its board members or (b) an organization in or of which a board member of EHFNA is a director, officer or legal representative, or in some other way has a financial interest unless:

1. That interest is disclosed to the Board
 2. The Board approves, authorizes or ratifies the action in good faith
 3. The approval is by a majority of the board members (not counting the interested member)
 4. The approval is made at a meeting where a quorum of the board is present (not counting the interested member).
- C. Voting at general membership meetings and special general membership meetings shall be limited to general members.
- D. Voting procedures for committees and subcommittees shall be determined by the respective committees and subcommittees.

ARTICLE VII QUORUM

- A. At the annual general membership meeting, those present and voting constitute a quorum.
- B. At any special general membership meeting as prescribed by the Board of Directors, those present and voting constitute a quorum.
- C. At any meeting of the Board of Directors, five board members, one of whom must be an officer, shall constitute a quorum.

ARTICLE VIII BOARD OF DIRECTORS

- A. Membership
1. Each year at the annual meeting, the members of the Association shall elect and/or re-elect from among themselves a Board consisting of up to eleven but no fewer than seven members. Of these eleven members, four shall be officers and seven shall serve at large. Officers (Chair, Vice-Chair, Secretary, Treasurer) shall be elected by a majority vote of the Board of Directors following the members' vote, but prior to the adjournment of the next board meeting. Officers will serve two-year terms. At-large Board members will serve for two year, staggered terms, beginning with those elected in 1994.
 2. The Board shall recognize and coordinate the formation of committees.
 3. Standing committees shall be established as they are deemed necessary by the Board. A description of standing committees and their responsibilities will be available to all Association members.
 4. Interested members shall have the opportunity to form ad-hoc committees.

5. The Board shall designate a contact person to receive mailings from the office of Public Information and other bodies concerning neighborhood issues.
6. The duties of the Board shall be to transact business at the monthly meetings, and to carry out actions between any special meetings. Dates, times and location of monthly meetings shall be determined by the Board.
7. The Chair of the Board may schedule special Board meetings as necessary. Notification of special meetings shall include the purpose of the meeting.
8. In the event that an elected member of the Board indicates his/her inability to serve out his/her elected term, the Board shall have the power to appoint a replacement to fill out the remainder of the term.
9. In the event an elected member of the Board shall be absent from two or more consecutive meetings without a valid reason, the Board shall have the power to remove said member from the position and appoint a replacement to fill out the remainder of the term of office.
10. No position statement shall be made in the name of the organization unless authorized by the Board.

B. Powers and Duties

1. The powers of the Board of Directors shall be those powers usually consistent with the operation of an organization including but not limited to the filling of vacancies among its committees, management of its fiscal affairs, the deliberation of issues and establishment of organization positions through communication with the membership, the dissemination and implementation of such positions, appointment of special representatives of the organization, development of operational guidelines, and such other activities as it may desire which are not inconsistent with these by-laws.
2. The duties of the Chair shall be to set the agenda and preside at all meetings of the organization, act as the official spokesperson of the organization, and such other duties as the Board may prescribe.
3. The duties of the Vice-Chair shall be to perform the duties of the Chair in the event the Chair is not able to do so, and to perform other duties as the Board of Directors may prescribe.
4. The duties of the Secretary shall be to record the minutes of each meeting, to notify Board Members of special Board meetings, and to assist in the preparation of letters and reports of the organization.

5. The Treasurer shall be responsible for the keeping and recording of the financial transactions of the organization.
6. Each Board Member shall serve on at least one (1) standing committee.

ARTICLE IX COMMITTEES

A. Function and Process

1. The Board of Directors may establish and appoint such committees as are needed to conduct the affairs of the organization.
2. Every committee shall investigate the subject assigned to it, shall attempt to arrive at recommendations and shall report its findings and recommendations to the Board of Directors. Every committee shall seek, so far as possible within the limits of its function and authority, to involve broad participation in its activities by those eligible for membership in EHFNA.
3. Without express authorization by the Board of Directors, no committee has authority to speak for EHFNA, to hold itself out as representing EHFNA, to adopt any public position in the name of EHFNA or in the name of the committee, or to enter into any contract or incur any financial liability in the name of EHFNA or in the name of the committee.

ARTICLE X AMENDMENTS

A. The By-laws may be amended in the following manner:

1. A proposed amendment to the By-laws shall be submitted in writing by any general member to the Secretary and shall be read at a board meeting. Voting on the amendment shall take place at a special general membership meeting and shall require a two-thirds (2/3) vote of the general membership present and voting to pass.

ARTICLE XI GRIEVANCE PROCEDURE

- A. A written complaint regarding EHFNA or any of its activities may be submitted to any officer and shall be considered at the next regular meeting of the Board of Directors, or no later than the second regular Board meeting following the receipt of the grievance. The secretary shall provide the Board's written response to the complainant within ten business days of the meeting at which the complaint is considered.

ARTICLE XII

ACTION WITHOUT A MEETING

- A. Any action required or permitted to be taken at a Board meeting may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. If any written action is taken by less than all of the Directors entitled to vote, all Directors entitled to vote shall be notified immediately of its text and effective date. The failure to provide such notice, however, shall not invalidate such written action. A Director who has not signed or consented to the written action has no liability for the action or actions taken thereby. A written action is effective when it is signed by all of the Directors required to take the action unless a different effective time is provided in the written action. For purposes of this Section, an electronic signature satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the Association can reasonably conclude that the communication was actually sent by the purported sender.

AMENDMENT TO BY-LAWS

THIS AMENDMENT TO BY-LAWS (this "Amendment") is adopted and approved on by the general members of the East Harriet-Farmstead Neighborhood Association (the "Association") at a meeting of the Association's general membership held October 5, 2013.

RECITALS

WHEREAS, the Association's By-Laws were originally adopted on March 2, 1988, and were amended on May 4, 1988, January 5, 1994, October 7, 1998, February 1, 2000, and October 3, 2007 (as so amended, the "By-Laws"); and

WHEREAS, the By-Laws provide that the Association's annual general membership meeting must be held in October, and do not provide adequate flexibility for meetings of the Association's Board of Directors, and the general members now wish to amend the By-Laws to provide the Association with greater flexibility.

NOW, THEREFORE, the Association's general membership resolves as follows:

1. Amendments.

(a) Article IV(A) of the By-Laws is amended to read as follows:

"A. There shall be an annual general membership meeting as designated by the Board of Directors, at which time election of members to the Board of Directors shall occur."

(b) Articles V(A) and (B) of the By-Laws are amended to read as follows:

“A. The Board of Directors shall meet monthly, unless the Chair determines for any month that there is not sufficient business for the Board to conduct a meeting, provided, however, that the Board of Directors shall meet at least ten times per year. Special meetings may be held as designated by the Board of Directors.

B. All Board of Directors meetings shall be open to the public.”

2. Miscellaneous. Except as expressly amended herein, all provisions of the By-Laws not inconsistent with this Amendment shall continue in full force and effect. All terms that are used but not defined in this Amendment shall have the meanings given to them in the Bylaws.

March 2, 1988
(revised May 4, 1988)
(revised January 5, 1994)
(revised October 7, 1998)
(revised February 1, 2000)
(revised October 3, 2007)
(revised October 5, 2013)