

Bylaws of the Lexington-Hamline Community Council, Inc.

Article I: Name and Purpose

This organization is named “The Lexington-Hamline Community Council.”

The Lexington-Hamline Community Council (the “Council”) is a non-profit neighborhood organization dedicated to improving the quality of life for all residents of the Lexington-Hamline Neighborhood. The Council shall unite residents, and organizations and businesses serving those residents, in efforts to make the Lexington-Hamline Neighborhood a welcoming, beautiful, diverse, safe, and environmentally-friendly place to live. To further these efforts, the Council shall educate its residents and the community, initiate and organize action on behalf of the Lexington-Hamline Neighborhood, and advocate for its residents and businesses.

For the purposes of these Bylaws, the term “Lexington-Hamline Neighborhood” shall mean the area in the City of St. Paul, Ramsey County, Minnesota, bounded by: Summit Avenue on the south; Lexington Parkway on the east; University Avenue on the north; and on the west, beginning on University Avenue, an irregular line running south on Hamline Avenue to Marshall Avenue, west on Marshall Avenue to the Chicago, Milwaukee, St. Paul and Pacific Railway Company right of way, then southeast along said right of way to Summit Avenue.

Article II: Powers

In furtherance of the purposes stated above, the Council shall have all the powers conferred by the Articles of Incorporation, these Bylaws, and the statutes of the State of Minnesota now existing or hereafter enacted.

Article III: Members

All residents of the Lexington-Hamline Neighborhood shall be members of the Council. In addition, all owners of businesses with physical places of business within the Lexington-Hamline Neighborhood shall be members of the Council. All members 16 years of age or older shall be eligible to vote and to be elected as an officer or director.

Article IV: Directors

The Board of Directors shall be composed of no less than six members. The four officers of the Council and all directors shall serve on the Board of Directors.

Article V: Duties of Directors

Directors shall be responsible for assisting the Council in achieving its stated purposes, carrying on the general business of the Council, and ensuring the Council operates transparently and in a manner that represents the goals and interests of all members of the Lexington-Hamline Neighborhood. Directors shall be fiduciaries over the property and assets of the Council.

All directors, including officers, shall attend: all meetings of the Board of Directors, the Annual Meeting, all Special Meetings of members, and as many events organized or supported by the Council as possible.

Directors shall also serve on at least one standing or Special Committee as a committeeperson or chairperson. Directors shall provide regular reports to the Board of Directors regarding the business of the committees on which they serve, and shall ensure that the committees achieve the purposes of the Council. A director may nominate a committeeperson or chairperson to provide regular reports to the Board of Directors in the director's place.

Article VI: Officers

The Council shall have four officers: President, Vice President, Secretary, and Treasurer. The officers shall be elected by the members as prescribed in these Bylaws. All officers must be members of the Council.

Article VII: Duties of Officers

President. The President shall be the chief executive officer of the Council and of the Board of Directors. The President shall preside at all meetings of the Council and of the Board of Directors, and perform other duties as specified by Minnesota Statute § 317A.305, subd. 2. A member must serve the Council for at least one year as either a director or committeeperson to be eligible to be elected President.

Vice President. The Vice President shall assist the President in a manner determined by the President. The Vice President shall, in case of absence or disability of the President, perform the duties of the President. The Vice President shall be responsible for ensuring the Council's compliance with the Articles of Incorporation, these Bylaws, and any Policies adopted by the Council. The Vice President shall also serve as chairperson of the Personnel Committee.

Secretary. The Secretary shall be responsible for keeping records of actions taken by the Board of Directors, including overseeing the taking of minutes at all Board of Directors meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each director, and assuring that corporate records are maintained. The Secretary shall also, in case of absence or disability of the President and Vice President, perform the duties of the President.

Treasurer. The Treasurer shall keep accurate financial records of the Council, ensure that the fiscal Policies of the Council are enforced, and perform other duties as specified by Minnesota Statute § 317A.305, subd. 3. The Treasurer shall also, in case of absence or disability of the President, Vice President, and Secretary, perform the duties of the President.

Article VIII: Committees

There shall be three (3) Standing Committees of the Corporation: Executive, Finance, and Personnel. The Board may also form and dissolve Special Committees and an Elections Committee.

Executive Committee. The Executive Committee shall consist of the Council's four (4) officers. Except for the power to amend the Articles of Incorporation, these Bylaws, and any policies adopted by the Board of Directors, the Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors.

Finance Committee. The Finance Committee shall consist of the Treasurer, who is the chairperson for the committee, and other members. At least one (1) committeeperson of the Finance Committee shall be a person who is not a current director. The Finance Committee shall prepare and monitor the annual budget for the corporation.

Personnel Committee. The Personnel Committee shall consist of the Vice President and at least (2) other directors. The Personnel Committee shall develop Policies for the Council on all matters involving personnel hired by the Council. The Personnel Committee shall develop Policies governing the duties and responsibilities of the officers and directors, and oversee adherence to these Policies. The Personal Committee shall also have primary responsibility for the recruitment and nomination of directors, committeepersons, and volunteers in service of the Council.

Elections Committee. In any year that an election for an officer or director position is contested, or if the Board of Directors deems it necessary for a vote to be taken at a special meeting of the members, the Board of Directors shall appoint at least three (3) disinterested members over the age of 16 to an Elections Committee to oversee the election. This committee will serve only until that election or vote concludes, except that if a dispute or challenge to the results of an election occurs, the Elections Committee shall conduct an investigation and make a recommendation to the Board of Directors regarding the resolution of the dispute, after which the Elections Committee shall dissolve. The Elections Committee shall serve in an advisory position to the Board of Directors, and shall not have the ability to vote as a director.

Special Committees. The Board of Directors shall have the power to create and dissolve Special Committees as it deems necessary, and to appoint the chairpersons of said committees. Special Committees shall be created or dissolved by a majority vote of the Board of Directors.

Article IX: Meetings

Annual Meeting. The Annual Meeting shall be a meeting for all members held during the month of October. During the Annual Meeting, the members in attendance shall hold elections for open officer and director positions, as discussed in Article XII. The Board of Directors shall inform members of the time, place, and agenda for the Annual Meeting by making the information available in advance of the meeting.

Board of Director Meetings. The Board of Directors shall meet at least ten (10) times throughout the year. The President shall announce the time, date, and location for the next meeting at each Board of Director meeting. Meeting information shall be made available to all directors in advance of the next meeting. Board of Director meetings shall be open to all members. The President has the authority to call an executive session. The

Board of Directors shall keep written records of its meetings, including executive sessions.

Special Meetings of the Board. A Special Meeting of the Board of Directors may be called by either: (A) the President, or (B) three (3) directors. The person or persons calling the Special Meeting shall notify the Board of Directors of the time, date, and location for the special meeting at least three (3) days in advance of the meeting. The person or persons calling the Special Meeting shall provide information about the purpose of the meeting and questions to be decided at the time of this notice.

Special Meetings of the Members. A Special Meeting of the members may be called by either: (A) the Board of Directors by a majority vote, or (B) a member with a petition for such a meeting signed by fifty (50) members and presented to a director. The director in receipt of such a petition shall immediately notify the Board of Directors.

If a member presents a petition demanding a Special Meeting of the members, the Board of Directors shall meet within seven (7) days to schedule that Special Meeting of the members, which shall be held within fourteen (14) days after the Board of Directors meeting. In no case shall a properly-petitioned Special Meeting take place more than twenty-one (21) days after the petition is presented to a director. The Board of Directors shall inform the members of the time, place, and agenda for the Special Meeting by making information available in advance about the purpose of the meeting and questions to be decided.

Committee Meetings. The chairpersons for each Standing and Special Committee shall announce the time, date, and location for committee meetings in advance of those meetings. Committee meetings are open to all members of the Lexington-Hamline Neighborhood. The committee shall keep written records of all of its meetings.

Article X: Quorum

A quorum at any meeting of the members of the Lexington-Hamline Neighborhood shall consist of fifty (50) members.

A quorum for any simple majority vote taken by the Board of Directors shall be a majority of the seats currently occupied on the Board. When a two-thirds (2/3) vote of the Board is required, quorum shall be two-thirds (2/3) of all seats currently occupied on the Board.

Article XI: Voting

The right to vote shall be restricted to members of the Lexington-Hamline Neighborhood. Voting by proxy shall not be permitted for either meetings of the Council or the Board of Directors.

The presiding officer, for both meetings of the Council and of the Board of Directors, shall have the right to vote only in case of a tie vote.

Article XII: Elections

The Board of Directors shall meet annually in September to nominate potential directors for the upcoming year. This may occur in conjunction with a regular Board of Directors meeting. The Board shall make information about open director and officer positions available in advance of the Annual Meeting.

Elections of officers and directors shall be conducted at the Annual Meeting of the Council in October of each year. Only members of the Lexington-Hamline Neighborhood shall be eligible to serve as officers or directors.

If an election for any officer or director position is contested, the Board of Directors shall oversee a secret paper ballot for the contested positions. A voice vote of the members shall suffice to approve the nomination of persons who seek uncontested positions on the Board of Directors, including officers.

Article XIII: Term of Office

The term of office for all officers shall be one (1) year. The term of office for elected directors shall be two (2) years.

A person elected as an officer or director shall assume the duties of his or her office at the close of the Annual Meeting at which he or she was elected. Each officer and director shall serve until his or her successor has been elected, he or she resigns his or her position, or he or she is removed from office.

Article XIV: Policies and Finances.

Policies. The Board of Directors shall have the authority to adopt Policies governing the business of the Council. A two-thirds (2/3) vote of the Board of Directors shall be required to adopt, amend, or revoke a Policy. Policies shall be stated in writing, made

publicly available after their adoption or amendment, and reviewed on a regular basis. If a Policy conflicts with the Articles of Incorporation or these Bylaws in writing or in practice, the Articles of Incorporation and the Bylaws shall take precedence.

Assets, Property, and the Community Fund of the Council. The Board of Directors shall use any assets or property belonging to the Council, as well as the Council's Community Fund, only for: (A) the maintenance and operation of the Council, or (B) according to a Policy adopted by the Council. Any other use of the Council's assets or property must be approved at a Special Meeting of members by a two-thirds (2/3) majority vote of members.

Audits. The Finance Committee shall propose, and the Board of Directors shall confirm, the selection of a qualified and disinterested auditor to perform a review of the Council's financial records at the end of each fiscal year, and an audit at least once every five (5) years. For any year in which an audit is performed, a review need not also be performed.

Article XV: Amendments

These Bylaws and the Articles of Incorporation may be amended by a two-thirds (2/3) majority vote of the Board of Directors. Before any vote to amend the Bylaws or Articles of Incorporation may take place, the Board of Directors must first inform members of the Lexington-Hamline Neighborhood of the proposed amendment by distributing in writing the proposed amendments and any related information or comments. The Board of Directors shall post this same information at the Council office at least three (3) weeks in advance of the meeting at which the Board of Directors votes on the amendment.

Article XVI: Resignations and Removal

Any officer or director may resign by submitting a written notice to the Secretary. The Secretary may resign by submitting a written notice to the President.

In the event of a vacancy in the office of the President for any reason, the Vice President shall automatically become President for the balance of the President's term of office. If the Vice President assumes the office of the President for the balance of the original President's term, the Vice President shall remain eligible to serve as President the following term.

In the event of a vacancy in any officer or director position other than the President, the Board of Directors shall appoint a member to fill the vacancy for the remainder of the

elective year, until the next Annual Meeting. At the next Annual Meeting, a member shall be elected to complete the vacant position's term.

The Executive Committee may, by majority vote of committeepersons, remove any officer or director from their position if the officer or director is absent from three (3) Board of Director meetings in the twelve (12) month period between Annual Meetings. The Executive Committee may conduct this vote after the third absence, and shall notify the Board of Directors of its decision at the next Board of Directors meeting.

Officers and directors shall be subject to removal at any time by a two-thirds (2/3) vote of members in attendance at a Special Meeting of the members, or a two-thirds (2/3) vote of the Board of Directors at a meeting of the Board of Directors, in accordance with Minnesota Statute § 317A.223.

Article XVII: Parliamentary Procedure

Parliamentary procedure shall be governed by the Democratic Rules of Order unless modified by these Bylaws as such Bylaws exist or may be amended.

Article XVIII: Restrictions on Political Activities

No substantial part of the activities of the Council shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Council shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, the Council shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

It is expected that an officer or director who chooses to run for a political office will resign from the Board before declaring his or her candidacy.

Article XIX: Dissolution

Upon the dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all of the debts, obligations, liabilities, costs and expenses of the Council, dispose of all of the assets of the Council in accordance with Minnesota Statutes §§ 317A.701-791 as now enacted or hereafter amended.

Approved by the Lexington-Hamline Community Council Board of Directors
on June 7, 1993
as amended on
November 29, 1993
as amended on
September 28, 1998
as amended on
March 26, 2011
as amended on
September 26, 2016