

Bylaws of the Lexington-Hamline Community Council, Inc.

Article I: Name and Purpose

The name of this organization shall be the Lexington-Hamline Community Council.

The Lexington-Hamline Community Council is organized exclusively for charitable and educational purposes, more specifically to unite, in common cause, residents of, and organizations serving, the area described hereafter, in a continuing effort to promote harmonious environmental conditions and favorable community relationships therein and to undertake such charitable and educational actions and services as may by its membership be determined to be desirable to serve these purposes. Within these purposes it is intended that this corporation shall attempt to educate the community as to the necessity for maintaining community pride in matters of common interest for the survival of desirable livable neighborhood. By way of examples of carrying out these purposes the corporation shall initiate and participate in such actions, as may be determined to be desirable to enable residents to maintain good housing, live in a healthful environment, provide recreation facilities and protect the neighborhood from crime.

The area above referred to, in the City of St. Paul, Ramsey County, Minnesota, is that lying within the lines described as follows: 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 expressed purposes of this corporation it shall have all the powers conferred by the Articles of Incorporation, the Bylaws, and the statutes of the State of Minnesota now existing or hereafter enacted.

Article III: Members

Any resident of the area defined in Article I of these Bylaws shall be a member of the corporation. Members who are 16 years or older are eligible to vote and be elected as an officer or director.

Article IV: Directors

The Board of Directors shall be composed of the five corporate officers, the Chairpersons of all standing committees or his or her nominee who shall be a member of that committee, six members of the corporation elected as directors, known as Seats A I, A2, B1, B2, C 1, and C2, and the immediate past President of the corporation.

The Board of Directors shall manage and direct the business and affairs of the corporation. The President and Secretary of the corporation shall be the Chairperson and Secretary, respectively, of the Board of Directors.

Article V: Officers

The officers of the corporation shall be a President, President-Elect, Vice President, Secretary, and Treasurer. They shall be elected by the members as prescribed in these Bylaws.

Article VI: Duties of Officers

The President shall be the chief executive officer of the corporation and of the Board of Directors. The President shall preside at all meetings of the corporation and of the Board of Directors and perform other duties as specified by Minnesota Statute §317A.305(2).

The President-Elect shall become the President in the year after being elected President-Elect. The President-Elect shall assist the President as determined by the President. The President-Elect shall also, in case of absence or disability of the President perform the duties of the President.

The Vice President shall assist the President as determined by the President. The Vice President shall also, in case of absence or disability of the President and President-Elect perform the duties of the President.

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

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

Article VII: Committees

There shall be three (3) permanent committees of the Corporation: Executive, Finance, and Personnel.

The Executive Committee shall consist of the five (5) corporate officers. Except for the power to amend the Articles of Incorporation and Bylaws, 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.

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

The Personnel Committee shall consist of the President-Elect, who is the chairperson for the committee, and at least two (2) other members of the Board of Directors. The Personnel Committee shall set policy for the corporation on all matters involving personnel hired by the corporation

If more than one person seeks to be elected to the same office as an officer or to an elective position on the Board of Directors in any year, or if 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 persons over the age of 16 to an Elections Committee to oversee the election. This committee will serve for only that election or vote and will not have a voting member on the Board of Directors.

The Board of Directors shall have the power to create, and later dissolve, special committees as it deems necessary and to appoint the Chairperson of said committees.

Article VIII: Meetings

Annual Meeting: The annual meeting shall be a meeting for all members held during the month of *October* at which time elections shall be held. The Board of Directors shall inform members of the time, place, and agenda for the annual meeting by distributing the information and posting it at the Council office at least one (1) week 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 and post that information at the Council office at least one week in advance of the following meeting. Board of Director meetings are open to members of the corporation. The President has the authority to call an executive session. The Board of Directors will keep written records of all of its meetings, including executive sessions.

Special Meetings of the Board: A special meeting of the Board of Directors may be called by either:

- 1) the President, or
- 2) three (3) members of the Board of Directors.

The person or persons calling the 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 giving full information about the purpose of the meeting and questions to be decided.

Special Meetings of the Members: A special meeting of the members may be called by either:

- 1) the Board of Directors by a majority vote, or
- 2) a member with a petition for such a meeting signed by fifty (50) members and presented to a member of the Board.

If a member presents a petition demanding a special meeting of the members, the Board of Directions shall meet within seven (7) days to schedule that special meeting of the members which is to be held within fourteen (14) days after the Board of Directions meeting. The Board of Directors shall inform the members of the time, place, and agenda for the special meeting by distributing the information and posting it at the Council office at least one (1) week in advance of the meeting giving full information about the purpose of the meeting and questions to be decided.

Committee Meetings The Committee chairperson shall announce the time, date, and location for the next meeting at each Committee meeting and post that information at the Council office at least one (1) week in advance of the following meeting. Committee meetings are open to members of the corporation. The committee will keep written records of all of its meetings.

Article IX: Quorum

A quorum at any meeting of the members of the corporation shall consist of fifty (50) members.

A quorum at any meeting of the Board of Directors shall be a majority of the seats currently filled on that Board.

Article X: Voting

The right to vote shall be restricted to members of the corporation.

Voting by proxy, for both meetings of the corporation and of the Board of Directors, shall not be permitted.

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

Article XI: Elections

Elections of officers and directors of the Board shall be conducted at the annual meeting of the corporation.

Only members of the organization shall be entitled to be elected as officers of the corporation or members of

the Board of Directors

The Board of Directors shall appoint a chairperson and members of a Nominating Committee at a meeting at least three (3) months before the annual meeting.

The Nominating Committee shall consist of at least *three (3)* members. No more than one (1) current member of the Board of Directors can serve on the Nominating Committee. The Nominating Committee shall select candidates for officers and director seats which are up for election and, with the approval of the candidates, announce, and list at the Council office, the names of the candidates at least seven (7) days in advance of the annual meeting, and place the names of the candidates in nomination at the annual meeting. The committee shall select one candidate to nominate for each office open for election at that annual meeting.

Members who seek to be nominated as an officer or elective member of the Board of Directors and are not being nominated by the Nominations Committee shall submit a petition to that effect to the Secretary signed by at least twenty-five (25) members at least four (4) weeks in advance of the annual meeting along with written confirmation that the person being nominated has consented.

If more than one person seeks to be elected for the same office as an officer or elective member of the Board of Directors, the Elections Committee shall oversee a secret paper ballot for those contested positions.

A voice vote of the members will approve the nomination of persons who are unopposed for positions on the Board of Directors.

Article XII: Term of Office

The term of office for all officers shall be one (1) year.

The term of office for the elective members of the Board of Directors shall be for three (3) years except that, for the first election, the term shall be as follows:

The directors for Seats A I and A2 shall be elected for one (1) year.

The directors for Seats B1 and B2 shall be elected for two (2) years.

The directors for Seats C1 and C2 shall be elected for three (3) 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 and shall serve until his or her successor has been elected, he or she resigns his or her position, or the person is removed from office.

Article XIII: Audit

The Board of Directors shall confirm the selection of a qualified and disinterested auditor to perform an audit of the corporation books at the end of each fiscal year as determined by the Finance Committee.

Article XIV: Amendments

The Bylaws and Articles of Incorporation may be amended by a two-thirds (2/3) majority of the seats currently filled of that Board of Directors, provided the Board of Directors inform members of the corporation of the proposed amendment by distributing information about the proposed amendment fully in writing and posting it 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 XV: Resignations and Removal

Any officer or member of the Board of Directors may resign by filing a written notice with the Secretary.

In the event of a vacancy in the office of the President for any reason, the President-Elect automatically becomes President for the balance of the term of office. If the President-Elect takes over for the President and serves as President for the remainder of the original President's term, that person who took over as President is eligible to serve as President the following year.

In the event of a vacancy in any office or directorship, except the President, the Board of Directors shall appoint a person to fill the vacancy for the remainder of the elective year expiring at the next annual meeting. At that annual meeting, a person will be elected to complete that term.

Any three (3) consecutive unexcused absences from Board meetings on the part of officers or directors shall constitute grounds for automatic removal from that office.

An officer or a member of the Board of Directors shall be subject to removal at any time by a two-thirds (2/3) vote of those members of the corporation present at a special meeting, or a two-thirds (2/3) majority of the seats currently filled on the Board of Directors at a meeting of the Board of Directors in accordance with Minnesota Statute §317A.41 1.

Article XVI: Parliamentary Procedure

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

Article XVII: Restrictions on Political Activities

No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation 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 corporation 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 a member of the Board who chooses to run for a political office will resign from the Board before declaring his or her candidacy.

Article XVIII: Dissolution

Upon the dissolution of the corporation, 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 corporation, dispose of all of the assets of the corporation in accordance with Minnesota Statutes §A17A.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
*Most recent amendments
are in italic print.*
See Arts. VIII and XI