

**BYLAWS
OF
MIDTOWN PHILLIPS NEIGHBORHOOD ASSOCIATION, INC.**

This instrument constitutes the bylaws of **Midtown Phillips Neighborhood Association, Inc.**, adopted for the purpose of regulating and managing the internal affairs of the corporation.

ARTICLE I

CORPORATE SEAL

Section 1. This corporation shall not have a seal

ARTICLE II

MEMBERS

Section 2.1 The membership of the corporation shall consist of one class of members. All persons 18 years of age or older who live in or own property in the geographic area of a south Minneapolis, Minnesota, which is defined by the City Planning and Economic Development (CPED) or its successors as "Midtown Phillips," qualify for membership.

Section 2.2. Members of the Midtown Phillips Neighborhood Association, Inc. are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. There shall be one class of members defined as follows:

- A. Resident Voting Members. Homeowners and tenants, 18 years of age or older, who live within the Midtown Phillips geographic area.
- B. Non-Resident Voting Members. Any of the following individuals who do not live within the Midtown Phillips geographic area:

owners of residential non-homestead real estate located within the Midtown Phillips geographic area; owners of commercial real estate located within the Midtown Phillips geographic area; representatives of not-for-profit business organizations located within the Midtown Phillips geographic area and owners of for-profit business organizations located within the Midtown Phillips geographic area.

Section 2.3. Membership shall terminate at such point as (i) a Resident Voting Member moves or relocates to a location outside of the Midtown Phillips geographic area or (ii) a Non-Resident Voting Member is no longer (a) the owner of real property within the Midtown Phillips geographic area or (b) the owner or representative of a for-profit or not-for-profit business organization located within Midtown Phillips geographic area. No Member may be expelled or suspended.

Section 2.4. Member Meetings

Section 2.4.1. Annual Member Meetings. The Annual Meeting of Members shall be held in February of each year at such day and time as the Board of Directors shall determine. The purpose of this meeting shall be (i) to elect a Board Chair for the following year, (ii) present the Annual Financial Report for the previous year, (iii) present the proposed Annual Budget for the following year and (iv) any other Member business.

Section 2.4.2. Regular Member Meetings. Regular meetings of the Members shall be held at least 9 times a year (including the Annual Meeting in February). The Board of Directors, with the recommendation of the Membership, shall set the time, date and place of the Regular Member Meetings, and shall adopt an annual schedule to be presented at the Annual Meeting in February each year.

Section 2.4.3. Special Member Meetings. Special meetings of the Members may be held from time to time at such day and time as the Board of Directors shall determine.

Section 2.4.4. Notice. Unless otherwise required by law or by the Articles or Bylaws of this corporation, notice of all Member meetings must be given at least six to ten days before the meeting. The notice must contain the date, time, place and purpose of the meeting. Notice of all Member meetings shall be given in any manner that is reasonably expected to reach the largest amount of Members including, but not limited to (i) publication in all relevant and appropriate print and electronic media, (ii) mailings to residents and businesses located in the Midtown Phillips geographic area and (iii) flyers

Section 2.4.5. If a regular meeting of the Members has not been held during the preceding six (6) months, at least twenty (20) Members with voting rights may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of the Corporation. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than forty-five (45) days after receipt of the demand at the expense of the corporation.

Section 2.5. Quorum. Unless otherwise provided by law or by these Bylaws, a quorum for a meeting of Members is a minimum number of three. In addition, no vote shall be deemed valid unless at least sixty percent (60%) of those eligible to vote at any meeting are Resident Voting Members.

Section 2.6. Majority Vote. Except where a larger portion or number is required by law or by these Bylaws, the Members may take action by the affirmative vote of a majority of the Members present at a duly held meeting.

Section 2.7. One Vote Per Member. Each Resident Voting Member shall be entitled to one vote on any matter property presented to the Members. Non-Resident Voting Members shall have one vote representing all of the properties or businesses under common ownership or control located in the Midtown Phillips area. Non-Resident Members shall designate one person as a voting representative. No Member shall have more than one vote. Voting by proxy shall not be permitted.

Section 2.8. Open Meetings. All meetings of the Corporation are open to the public. No one shall be asked to leave a meeting except for provisions of the State Data Privacy Law.

Section 2.9. Conflict of Interest. The Secretary will record all votes abstaining because of Conflict of Interest, the name, address of the person so abstaining and the reason for the conflict of interest. Persons with a Conflict of Interest shall not participate in the discussion or vote on the question at hand. They may, however, make presentations and answer questions asked of them by the Members of the Board of Directors.

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BOARD OF DIRECTORS

Section 3.1. Board of Directors. The business and charitable affairs of the corporation shall be managed by or under the direction of a Board of Directors elected by the Members. The Board of Directors shall consist of Members and shall include (i) one (1) chair (the "chair), (ii) four (4) at large positions (the "At Large Directors"); and (iii) six (6) Directors elected to represent each of the six (6) districts within the Midtown Phillips boundaries (the "District Representatives"). In addition the chairs of the corporation's Task Forces, Committees and Working Groups, shall become members of the Board of Directors, up to a total of two (2) positions. The number of positions on the Board of Directors shall be no less than five (5) and not more than thirteen (13).

Section 3.2. Chair. The Chair shall be elected by the Members at the Annual Meeting by a majority vote of the Members in attendance at that meeting. The Chair shall preside over all Member and Director Meetings. The chair shall also act as the President of the corporation. The Chair shall serve for a term of one year. The Chair candidate receiving the most votes cast at the Annual Meeting shall be elected.

Section 3.3. At Large Directors. There shall be four (4) At-Large Directors. Each At-Large Director shall serve for a two-year term. However, at the first election following the adoption of these bylaws, two of the At-Large Directors shall be elected to and serve for a term of only one year. Thereafter, all terms for At-Large Directors shall be for two years.

Section 3.4. District Representatives. Six (6) Board Members shall reside in and be selected from the following districts:

- (1) Chicago Avenue on the West; 24th Street on the North; 11th Avenue (both sides) on the East; and 26th Street on the South;
- (2) 12th Avenue (both sides) on the West; 24th Street on the North; Bloomington Avenue on the East; and 26th Street on the South;
- (3) Chicago Avenue on the West; 26th Street on the North; 11th Avenue (both sides) on the East; and 28th Street on the South;
- (4) 12th Avenue (both sides) on the West; 26th Street on the North; Bloomington Avenue on the East; and 28th Street on the South;
- (5) Chicago Avenue on the West; 28th Street on the North; 11th Avenue (both sides) on the East; and Lake Street on the South;
- (6) 12th Avenue (both sides) on the West; 28th Street on the North; Bloomington Avenue on the East; and Lake Street on the South.

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Each District Representative shall serve for a two-year term. However, at the first election following the adoption of these bylaws, each of the Representatives of odd-numbered districts shall serve for a term of only one year. Thereafter, all terms for District Representatives shall be for two years.

Each District Representative shall be elected by the Resident Voting Members present at the Annual Meeting that live within that District. The District Representative candidate receiving the most votes within each District shall be elected to the Board of Directors.

Section 3.5. Task Force, Committee and Working Group Directors. The Task Force, Committee and Working Group directors shall be the elected chairs of the various Task Forces, Committees and Working Groups established by the Corporation through its regular Member meetings. In the event that the corporation establishes more than two (2) Task Forces, Committees and Working Groups (in the aggregate), such Directors shall be the two (2) chairs of the Task Force, Committee and Working Groups which have existed as part of the corporation for the longest duration. Task Force, Committee and Working Group Directors may be added at any time during the year. However, their terms are up at the end of each year with the opportunity to be reelected for addition term(s). However, no Task Force, Committee or Working Group Director may serve more than three contiguous terms.

Section 3.6. Quorum. At all meetings of the Board of Directors a majority of the directors then in office shall be necessary and sufficient to constitute a quorum for the transaction of business.

Section 3.7. Majority Vote. Except where otherwise required by law, the Articles or these Bylaws, the affirmative vote of a majority of the directors present a duly held meeting shall be sufficient for any action.

Section 3.8. Written Action. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. When written action is taken by less than all of the directors, all directors shall be notified immediately of its text and effective date, except that failure to provide such notice does not invalidate the written action.

Section 3.9. Directors Meetings. The Board of Directors shall have regularly scheduled meetings, at least quarterly, at such places and times as it shall establish by resolution. The annual meeting of the Board of Directors shall be held at such time and place as may be designated by resolution of the Board of Directors. Members may attend all Directors Meetings, however, only Directors shall be allowed to vote at such meetings.

Section 3.10. Resignation and Replacement of Directors.

Section 3.10. 1. Resignation of Directors. A director may resign at any time by giving written notice of his or her resignation to the corporation. The resignation is effective when

received by the corporation, unless a later date has been specified in the notice.

Section 3.10.2. Replacement of Chair. If the Chair resigns his or her position as director, they shall be replaced by a majority vote of the Members in a special Meeting of the Members.

Section 3.10.3. Replacement of At Large Directors. If an At Large director resigns from the Board of Directors, he or she shall be replaced by a majority vote of the Members in a regularly scheduled meeting of the Members, or if needed, in a Special Meeting of the Members.

Section 3.10.4. Replacement of District Representatives. If a District Representative resigns from the Board of Directors, he or she shall be replaced by a majority vote of the Resident Voting Members of that District in a regularly scheduled meeting of the Members, or if needed, in a Special Meeting of the Members.

Section 3.10.5. Replacement of Task Force, Committee or Working Group Director. A Task Force, Committee or Working Group Director who has resigned from the Board of Directors shall be replaced by the Task Force, Committee or Working Group (i) from which this director was originally elected if such group is still in existence; (ii) with the concurrence of the Members at a regularly scheduled Member Meeting; and (iii) who did not serve as an At-Large Director during the previous twelve (12) months.

Section 3.11. Removal of a Director. A director may be removed from office, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting; provided that not less than five (5) days' and not more than thirty (30) days' notice of such meeting stating that removal of such director is to be on the agenda for such meeting shall be given to each director.

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Section 3.12. Special Meeting of the Board of Directors. Special meetings of the Board of Directors may be called at any time upon request of the Chair or any two (2) directors, provided that any such request shall specify the purpose or purposes for the meeting. The Chair shall set the date for the special meeting within three (3) working days of making or receiving such a request and shall give not less than five (5) nor more than thirty (30) days' written notice of the time, place and purpose of such special meeting.

Section 3.13. Waiver of Notice. Any director may execute a written waiver of notice of any meeting required to be given by statute or by any provision of these Bylaws either before, at or after that meeting, and such waiver when signed and filed as hereinafter provided shall be equivalent to notice. Such waiver shall be filed with the Secretary, who shall enter it upon the minutes or other records of that meeting. Appearance at a meeting by a director shall be deemed a waiver of notice thereof, unless the appearance is solely for the purpose of asserting the illegality of the meeting.

Section 3.14. Meeting Place. The Board of Directors may hold their meetings at such places as a majority of the directors then in office may from time to time appoint. Upon failure to appoint any other place, such meetings shall be held at the registered office of the corporation.

Section 3.15. Notice. Whenever, under the provisions of these Bylaws, notice is required to be given to any director, it shall be construed to require personal notice, but such notice may be given in writing by mail by depositing it in a post office or letter box within the State of Minnesota, in a post-paid, sealed wrapper addressed to such director or committee Member at his or her last known address; or by prepaid telegram, telegraphic letter or e-mail addressed to such director similarly addressed, and such notice shall be deemed to have been given at the time when thus mailed, deposited in the telegraph office or sent via e-mail.

Section 3.16. No Compensation. Directors shall not be compensated for their duties as directors, except that directors may be reimbursed for expenses incurred on behalf of the corporation.

ARTICLE IV

OFFICERS

Section 4.1. The officers of the corporation shall be a President, a Secretary, a Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

Section 4.2. The duties of the officers of this corporation shall be:

- (a) President – The President shall be the chief executive officer of the corporation and shall be responsible for the day-to-day operations of the corporation. In addition, he or she shall perform such other duties as may be determined from time to time by the Board of Directors. The President is also the Chair.
- (b) Secretary – The Secretary shall attend all meetings of the Board of Directors and any committee thereof, and keep the minutes of such meetings, give notices, prepare any necessary certified copies of corporate records, and perform such other duties as may be determined from time to time by the Board of Directors.
- (c) Treasurer – The Treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the corporation, and disbursing corporate funds as authorized. The Treasurer shall perform such other duties as may be determined from time to time by the Board of Directors. Three signatures shall be required on all fiscal sign-offs, including payment of bills and signing of contracts: the Corporation's President, the Corporation's Treasurer and one of the other Board of Directors members. Two signatures, the Corporation's President and the Treasurer's, shall be required on receipts of all funds, donations and contract monies acquired by the Corporation.

Section 4.3. Officers shall not be compensated for their duties as officers, except that officers may be reimbursed for expenses incurred on behalf of the corporation.

Section 4.4. The President (as Chair) shall be a member of the Board of Directors. All other officers may be but need not be members of the Board of Directors.

Section 4.5 An officer may resign at any time by giving written notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice.

Section 4.6. Any officer may be removed, with or without cause, by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.

Section 4.7. The Members of the Midtown Phillips Neighborhood Association, Inc., shall fill a vacancy in any office, other than President, because of death, resignation or removal with election at a regularly scheduled Membership meeting. Upon a vacancy of the office of President due to death, resignation or removal shall be filled in the manner described in Section 3.9.2.

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ARTICLE V

COMMITTEES, WORKING GROUPS AND TASK FORCES

Section 5.1. Committees, Working Groups and Task Forces. The Board of Directors may establish through the Midtown Phillips Neighborhood Association Inc.'s regularly scheduled Members meetings establish one or more Task Forces, Committees, or Working Groups to advise the Board as to various aspects of business of the corporation. As part of the creation of any Task Force, Committee or Working Group, the Members at a regularly scheduled Members meeting, shall direct the scope of the work and length of term, of the Task Force, Committee or Working Group.

Section 5.2. Membership. Membership on any Task Force, Committee or Working Group is purely voluntary in nature. Members shall serve on a desired Committee, Working Group or Task Force only upon approval of the Board of Directors. The Board of Directors shall determine the membership tenure for each Task Force, Committee or Working Group after receiving the recommendation from the Members meeting.

Section 5.3. Meetings/Attendance. Each Committee, Working Group and Task Force shall meet as often as deemed necessary by the members of the Committee, Working Group or Task Force to complete the work directed by the Board. Every member of a Committee, Working Group or Task Force is required to attend every scheduled meeting of that Committee, Working Group or Task Force. Unexplained absences from more than three (3) consecutive scheduled meetings will result in the automatic termination of Member's membership on the Committee, Working Group or Task Force. All meetings shall be open to all Members.

Section 5.4. Voting. All voting Members of the Corporation are allowed to vote at any meeting of a particular Task Force, Committee or Working Group.

Section 5.5. Chairs. Each Task Force, Committee, or Working Group shall elect a chair to (i) facilitate the meetings, (ii) coordinate the agenda, scheduling and notifications and (iii) sign documents on behalf of the Task Force, Committee, or Working Group except for fiscal payments of bills, signing of contracts and receipt of monies. All fiscal payments of bills, signing of contracts, and receipt of monies shall be delegated solely to the Corporation (see Section 4.2.c) The chair of a Task Force, Committee or Working Group shall serve for a term of one (1) year. No chair shall serve more than three contiguous terms.

ARTICLE VI

STANDARD OF CARE AND DEALING WITH OTHER CORPORATIONS AND ORGANIZATIONS

Section 6.1. It is the responsibility of each officer and director of this corporation to discharge his or her duties as a director in good faith, in a manner the person reasonably believes to be in the best interests of this corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

Section 6.2. It shall be deemed a conflict of interest if any Resident Voting Member, Non-Resident Voting Member or any employee or Family Member (as hereinafter defined) of any such Resident Voting Member, Non-Resident Voting Member seeks to receive program funds, whether by means of a contract, grant, loan or similar agreement with the City of Minneapolis or the corporation. For purposes of this section the term Family Member is defined to include the spouse, parents, children and spouses of children, brothers and sisters and spouses of brothers and sisters of the Member. If a conflict of interest is found to exist, the Resident Voting Member or Non-Resident Voting Member shall be prohibited from receiving program funds unless each of the following conditions are established:

- A. The applicant for program funds fully discloses the existence of an actual or potential conflict of interest;
- B. The applicant for program funds meets all applicable eligibility requirements established by the City of Minneapolis, the Neighborhood Revitalization Program and the corporation;
- C. The application is reviewed and acted upon in accordance with the guidelines and/or criteria of the program (i) under which the application is made and (ii) to which all other applicants are held;
- D. The applicant does not participate, in any manner, in the review of his or her own application; and
- E. The person or organization responsible for disbursement of program funds certifies that the applicant meets the disclosure requirements of this Section 6.2 and is otherwise eligible to receive program funds.

ARTICLE VII

FINANCE

Section 7.1. Any dues, contributions, grants, bequests or gifts made to the corporation shall be accepted or collected only as authorized by the Board of Directors.

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Section 7.2. All funds of the corporation shall be deposited to the credit of the corporation under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.3. All contracts, checks and orders for payment, receipt or deposit of money, and access to securities of the corporation shall be as provided by the Board of Directors.

Section 7.4. The annual budget of estimated income, income expense and capital expense shall be approved by the Board of Directors.

Section 7.5. Title to all property shall be held in the name of the corporation.

Section 7.6. A summary report of the financial operation of the corporation shall be made by the Treasurer to the Board of Directors and the Membership of the Corporation at regularly scheduled meetings.

Section 7.7. The Board of Directors shall contract with a Certified Public Accountant to serve as "fiscal manager" of the corporation.

ARTICLE VIII

INDEMNIFICATION

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever and by whomsoever brought (including any such proceeding, by or in the right of the corporation), whether civil, criminal, administrative or investigative, by reason of the fact that he or she is or was a Member, director or officer of the corporation, a member or chair of any Task Force, Committee or Working Group, or he or she is or was serving at the specific request of the Board of Directors of the corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall be indemnified by the corporation by the affirmative vote of a majority of the directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to a person who is or was serving as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Article shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws.

ARTICLE IV

AMENDMENT OF BYLAWS

The Board of Directors may from time to time adopt, amend or repeal all or any of the Bylaws of this corporation; except that after the adoption of the initial Bylaws, the Board of Directors shall not adopt, amend or repeal a Bylaw fixing a quorum for meetings of Members, prescribing procedures for removing directors or filling vacancies in the Board of Directors, or fixing the number of directors or their classifications, qualifications, or terms of office, but the Board of Directors may recommend to the Membership of the corporation to adopt or amend a Bylaw to increase the number of directors.

Revised by the MPNAI Membership on February 25, 2014