

**BYLAWS OF  
LINDEN HILLS NEIGHBORHOOD COUNCIL**

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**ARTICLE I – NAME AND PURPOSE**

*Section 1 – Name:* The name of the organization shall be Linden Hills Neighborhood Council. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

*Section 2 – Purpose:* Linden Hills Neighborhood Council is organized exclusively for charitable and educational purposes.

The purpose of this corporation is to:

- increase community involvement
- be a voice in civic affairs affecting our community
- promote social, cultural, recreational, and educational opportunities in the area

**ARTICLE II – MEMBERSHIP**

*Section 1 – Eligibility for membership:* General membership shall consist of individuals of legal voting age who can provide some form of verification of residing in the Linden Hills Neighborhood. The Linden Hills Neighborhood shall be defined as that general area bounded by: (1) West 36th Street and Lake Calhoun on the north, 2) Lake Harriet on the east, 3) West 47th Street on the south, and 4) France Avenue on the west.

*Section 2 – Rights of members:* An individual who becomes a general member shall remain a general member until the next annual meeting of the general membership of the corporation at which time, or any time thereafter, they may renew their membership in the manner provided in eligibility. Pursuant to MS 317A.439 Subd 6, the corporation is not required to prepare a membership list.

**ARTICLE III – MEETINGS OF THE MEMBERS**

*Section 1 – Regular & Annual Meetings:* There shall be a meeting of the general membership at least once per year held during the fourth quarter designated as the annual meeting of the general membership of the corporation at which time election of individuals from the general membership to the Board of Directors shall occur. All meetings of the general membership shall be open to the public.

*Section 2 – Order:* Roberts Rules of Order (revised) shall govern general meetings where they are not in conflict with the Articles of the organization or rules adopted by the membership and the Board.

*Section 3 – Special Meetings:* There may be special meetings of the general membership as called by the Board of Directors. A special meeting of the general membership may be called by a petition of no fewer than twenty-five general members. This petition must be presented to the Board of Directors at any monthly Board of Directors meeting. The Board of Directors shall promptly call the special meeting of the general membership.

*Section 4 – Notice of Meetings:* A notice containing the agenda of any meeting of the general membership shall be made available to the public at the Linden Hills Neighborhood Center , the Linden Hills E-Newsletter, and the LHiNC website ([www.lindenhills.org](http://www.lindenhills.org)) at least ten (10) days prior to the meeting, except that the date of the Annual Meeting will be made available in the same manner at least thirty (30) days prior to the meeting and that the list of candidates appearing on the ballot for the Board election at the Annual Meeting be posted in the same manner no less than five (5) days prior to the election. Whenever possible, relative to publication deadlines, notices will be made in a timely manner in the Linden Hills Line Newsletter.

*Section 5 – Quorum:* At the annual meeting of the general membership, nineteen members present and voting constitute a quorum. At any special meeting of the general membership called by the Board of Directors, nineteen members present and voting constitute a quorum.

#### **ARTICLE IV - BOARD OF DIRECTORS**

*Section 1 – Board role and size:* The management and direction of the business and affairs of this corporation shall be vested in a Board of Directors. 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 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 Bylaws. The Board of Directors shall consist of up to fifteen individuals, each of whom shall qualify as a general member of this corporation.

*Section 2 – Terms:* The Board of Directors shall be elected for two-year terms or until their successors are elected, whichever is later, by a vote of general members at the annual meeting of the general membership. The candidates for the Board of Directors receiving the most votes shall be elected, in accordance with the number of vacancies. Board members are elected to two-year terms, with eight seats up for election in even numbered years and the remaining seven up for election in odd numbered years.

*Section 3 – Meetings and notice:* The Board of Directors shall meet monthly and/or in special meetings as designated by the Board of Directors. All members of the Board of Directors shall be notified of the date, time and place of all Board of Directors meetings by email, phone or mail at least three (3) days in advance. All monthly Board of Directors meetings shall be open to the public, with a location, date and time of the meeting posted at least ten (10) days in advance and a proposed agenda posted at least one (1) day in advance at the Linden Hills Neighborhood Center and on the website at [www.lindenhills.org](http://www.lindenhills.org).

*Section 4 – Order:* Roberts Rules of Order (revised) shall govern Board Meetings where they are not in conflict with the Articles of the organization or rules adopted by the membership and the Board.

*Section 5 – Board elections:*

- a. Nominations for Board of Directors openings will be accepted via email or at the Linden Hills Neighborhood Center. Nominations must be received at least seven (7) days prior to the General Meeting for that named member to be included as a candidate for the Board of Directors on the pre-printed ballots.
- b. Voting for election of the Board of Directors shall be limited to general members, as defined in Article II.
- c. There is one vote per general member at meetings of the general membership.
- d. Election of board members shall be made by written ballot with the names of the candidates pre-printed in alphabetical order by last name and indicated whether each is an incumbent or not.
- e. Each voting member may vote for up to the number of current vacancies, as defined by Article IV, Section 2.
- f. Voting by proxy shall not be allowed.
- g. Evidence of membership must be supplied by persons voting by filling in contact information on the pre-printed ballot including a valid residential address within Linden Hills, as described in Article II, Section 1.
- h. Absentee ballots, identical to the regular ballots, except that they be clearly imprinted with the words “Absentee Ballot”, shall be made available at the Linden Hills Neighborhood Center and printable from the website ([www.linden hills.org](http://www.linden hills.org)) no fewer than five (5) days prior to the election. The completed ballots will be accepted in a secured ballot box at the Linden Hills Neighborhood Center until the announced time of the beginning of the general meeting.
- i. Adequate space for write-in candidate votes shall be provided on all forms of ballots used.
- j. Efforts will be made to set the date of the General Meeting in a manner to avoid conflict with other events, holidays, or other factors which may reduce attendance and participation by members.

*Section 5 – Voting:* Voting at monthly Board of Directors meetings and at special meetings of the Board shall be limited to members of the Board. Each member of the Board of Directors shall have one vote.

*Section 6 – Quorum:* At any meeting of the Board of Directors, a majority of current members of the Board of Directors, one of which must be an officer, shall constitute a quorum.

*Section 7 – Officers and duties:* Officers of the Board shall consist of the chair and vice-chair (or co-chairs), secretary and treasurer. Officers of the Board shall be elected to one-year terms or until their successors are elected, whichever is later, by a majority vote of the Board of Directors the first board meeting following the annual general membership meeting. Their duties are as follows:

*The chair* shall set the agenda and preside at all meetings of the organization, appoint committee chairs, and act as official spokesperson of the organization, and such other duties as the Board may prescribe.

*The vice-chair* shall perform the duties of the chair in the event the chair is not able to do so or to the extent that such duties have been delegated by the chair to the vice-chair, and to perform other duties as the Board of Directors may prescribe.

*The secretary* shall cause the minutes of each meeting to be recorded, to notify Board Members of special Board meetings, and to assist in the preparation of letters and reports of the organization and conduct the following:

- Take minutes and distribute them to board members and others that request them.
- Ensure minutes get signed by secretary and board chair or a co-chair.
- Maintain the Board copy of signed minutes and sign-in sheets for the current year. Older minutes, following audit, can be moved to the library special collections as long as copies or computer versions are available for LHiNC's reference.
- Update LHiNC roster and committee rosters at the start of each year and as necessary, and distribute to board members and committee chairs. Distribution should be by hardcopy and by e-mail.
- Produce and make sure LHiNC and committee chairs have "no guns allowed at LHiNC meetings" signs.
- Keep LHiNC's Articles of Incorporation. File any changes in the document with the Secretary of State.
- Renew LHiNC's incorporation annually, before December 31, with the Secretary of State.
- Complete correspondence from the board on all non-NRP related matters.
- Provide minutes, articles, proof of incorporation, and roster for audit/annual review (Attendance at audit is strongly recommended).
- Transfer all LHiNC files (including, but not limited to, minutes, rosters, state filings, agendas, and sign-in sheets) to next secretary when term is complete.
- Note which Board members are up for election each year

*The treasurer* shall keep and record the financial transactions of the organization and conduct the following:

- Oversee the LHiNC and NRP budgets
- Submit an annual budget for LHiNC and NRP monies, approved by the Finance Committee, at the July board meeting
- In conjunction with the bookkeeper, maintain financial records of the LHiNC and NRP funds
- Present a financial report at each Board meeting, including an accessible summary over e-mail by the 8th of every month. The monthly report shall include any non-operations income and expenses, as well as clarification of any income or expenses not self-evident
- Announce any upcoming audits and invite Board members to attend.
- Ensure that Directors and Operators insurance and Liability insurance are renewed annually.
- Chair the Finance Committee

*Section 8 – Vacancies:* Vacancies occurring between annual general-membership meetings may be filled by either special election or by appointment as prescribed by the Board of Directors.

*Section 9 – Resignation, termination and absences:* Any Board Member may resign in writing. Any Board member may be terminated from the Board after missing three meetings per year, by special vote of the Board of Directors. Any individual member of the Board of Directors may succeed herself/himself if re-elected.

*Section 10 – Special meetings:* All special meetings of the Board of Directors are open to the public, with the purpose, location, date and time of the meeting posted at least seven (7) days in advance at the Linden Hills Neighborhood Center and on the website at [www.linden hills.org](http://www.linden hills.org).

*Section 11 – Requirements:* Each Board Member shall serve on one or more standing committees, the number being determined by resolution of the Board of Directors from time to time. In addition, each Board Member shall serve in the planning and Sunday activities of the Linden Hills Festival.

*Section 12 – Closed Meetings:* Notwithstanding any provision to the contrary, the Board of Directors may close to the public any meeting or portion of a meeting of the Board of Directors which involve one or more of the following reasons: the Board of Directors will receive attorney/client privileged information; or the Board of Directors will discuss, review, or consider an employee’s performance or similar information. The action to close a meeting shall be by motion made, seconded and passed, which motion shall state the reason or reasons upon which it is based. Any final action of the Board of Directors made during a meeting or portion of a meeting closed to the public shall be made public as part of the minutes of the meeting.

*Section 13 - Code of Conduct:* The conduct and behavior of LHiNC’s Board of Directors sets the tone for discourse and interaction within, as well as outside the boardroom. Directors need to realize that the opinions of Board members at public meetings can be misperceived as representing the official positions of LHiNC. Board members, therefore, agree to act in accordance with the following rules of conduct when they accept a position on the LHiNC Board.

- Respect the efforts, positions, and decisions of the Board
- Clearly identify who you are representing in meetings and when discussing LHiNC affairs.
- Personal opinions must be clearly identified as such when shared with others.

Board members must conduct themselves in an ethical, responsible and accountable manner while involved in any LHiNC related business.

All members of the Board of Directors must sign, at the beginning of each term, and abide by the LHiNC Conflict of Interest Policy Statement.

## **ARTICLE V - COMMITTEES**

*Section 1 – Committee formation:* The Board of Directors may establish and appoint standing committees as are needed to conduct the affairs of the organization. The chair, with the approval of the Board, may establish and appoint temporary committees as needed to conduct the affairs of the organization. Each temporary committee shall be evaluated each year by the Board of Directors to determine its continuance.

*Section 2 – Function and authority:* The function and authority of any committee formed by Linden Hills Neighborhood Council shall be as provided and limited in these Bylaws except when specific functions, powers, or duties have been delegated or prescribed by a resolution adopted by the Board of Directors.

*Section 3 – Committee duties:* The duties of each standing committee shall be as determined by the Board of Directors from time to time. 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 Linden Hills Neighborhood Council.

*Section 4 – Committee authorization:* Without express authorization by the Board of Directors, no committee has authority to speak for Linden Hills Neighborhood Council, to hold itself out as representing Linden Hills Neighborhood Council, to adopt any public position in the name of Linden Hills Neighborhood Council or in the name of the committee, or to enter into any contract or to incur any financial liability in the name of Linden Hills Neighborhood Council or in the name of the committee.

*Section 5 - Committee organization and structure:* The following (or any combination thereof) shall be standing committees of the Board of Directors:

- Communications
- Creating Sustainable Community
- Environment
- Finance
- Fundraising
- Outreach
- Zoning

*Section 6 – Committee size:* Each committee shall consist of at least two Board Members and may also consist of as many general members as may be appointed by the Board of Directors.

*Section 7 – Committee membership:* A general member can attend two consecutive committee meetings and, at the third meeting, become a voting member of that committee.

*Section 8 – Committee resignations:* Any committee member may resign by contacting the committee chair. Any committee member shall be terminated from the committee after missing three meetings per term, except by special vote of the committee.

*Section 9 – Committee Voting:* Voting procedures for committees and subcommittees shall be determined by the respective committee and subcommittee. Any general member attending a committee meeting may participate in discussions of committee agenda items, whether or not they are voting members of the committee. Committee voting shall be limited to committee members.

#### **ARTICLE VI - FISCAL YEAR**

*Section 1 – Fiscal year:* The fiscal year shall be from July 1 to June 30 of any given year.

#### **ARTICLE VII - GRIEVANCE PROCEDURE**

*Section 1 – Grievance procedure:* A written complaint regarding the Linden Hills Neighborhood Council 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 written complaint. 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.

#### **CERTIFICATION**

These bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote.

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Secretary

\_\_\_\_\_  
Date