

BYLAWS OF
THE DAYTON'S BLUFF DISTRICT FOUR COMMUNITY COUNCIL

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization is Dayton's Bluff District Four Community Council (Dayton's Bluff Community Council). It is a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Purpose: Dayton's Bluff District Four Community Council is organized exclusively for charitable, scientific and education purposes. The purpose of this corporation is to advance equity and enhance quality of life through partnerships and community engagement.

Section 3 — Boundaries: The boundaries of Dayton's Bluff Community Council are Planning District 4 as defined by the City of St. Paul.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall be granted to persons aged 16 years or older who reside, own property or own or operate a business within the boundaries.

Section 2 — Dues: No dues are required for membership.

Section 3 — Rights of members: Each member is eligible to cast one vote in organization elections.

ARTICLE III — MEETINGS OF MEMBERS

Section 1 — Annual Meetings An annual meeting of the members shall take place once every calendar year, the specific date, time and location of which will be designated by the president. At the annual member meeting the members shall elect directors, receive reports on the activities of the association, and give input on the goals of the association for the coming year.

Section 3 — Special meetings: Special member meetings may be called by the president, the Executive Committee, or a simple majority of the board of directors. A petition signed by five percent of voting members may also call a special meeting if an annual meeting has not been held for at least 15 months.

Section 4 — Notice of meetings: Notice of each member meeting shall be given to each voting member not less than two weeks prior to the meeting.

Section 5 — Quorum: The members present at any properly announced member meeting will constitute a quorum.

Section 6 — Voting: All issues to be voted on will be decided by a simple majority of those present at the member meeting in which the vote takes place.

ARTICLE IV — BOARD OF DIRECTORS

Section 1 — Board role, size, and compensation: The board is responsible for overall policy and direction of the association and delegates responsibility of day-to-day operations to the staff and committees.

No director shall receive compensation other than reasonable expenses.

The board consists of 18 directors: four residents from each of the four sub-districts, plus one designated representative from a businesses located within the boundaries, plus one student currently attending a post-secondary educational institution within the boundaries.

Section 2 — Terms: All directors shall serve two-year terms.

Section 3 — Meetings and notice: The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each director have written notice at least one week in advance.

Section 4 — Board elections: New directors and current directors shall be elected or re-elected by the voting members at the annual meeting.

Section 5 — Election procedures: The Board is responsible for determining election procedures. Nine board positions shall be up for election at the annual meeting each year.

Section 6 — Quorum: A board meeting must be attended by at least fifty percent of the directors for business transactions to take place and motions to pass.

Section 7 — Officers and Duties: There are four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

The president shall convene regularly scheduled board meetings, shall preside or arrange for other members of the Executive Committee to preside at each meeting in the following order: vice-president, secretary, treasurer.

The vice-president shall chair committees on special subjects as designated by the board.

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 treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to directors and the public.

Section 8 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new directors from present directors at least one week in advance of a

board meeting. These vacancies will be filled only to the end of the particular director's term. The board shall fill vacancies by a majority vote.

Section 9 — Resignation, termination, and absences: Resignation from the board must be in writing and received by the Secretary. A director may be terminated from the board due to excess absences, defined as more than two unexcused absences from board meetings in a year, by a simple majority vote. A director may be removed for other reasons by a three-fourths vote.

Section 10 — Special meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each director at least one week in advance.

ARTICLE V — COMMITTEES

Section 1 — Committee formation: The board may create committees as needed. The board president appoints all committee chairs.

Section 2 — Executive Committee: The four officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE VI — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the directors and carry out the duties described in the job description. The board may designate other duties as necessary.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by two-thirds majority of the board of directors. Proposed amendments must be submitted to the Secretary to be sent out with regular board announcements.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on _____.

Secretary

Date