

BYLAWS
SEWARD NEIGHBORHOOD GROUP, INC.

Adopted Aug. 1975.

Amended: Nov. 1976, Oct. 1978, Nov. 1981, Oct. 1986, Apr. 1987, Oct. 1987,
May 1991, Oct. 1995, Nov. 1995, Dec. 1996, May 1998, May 2006, October 2007,
April 2010.

PREAMBLE

We, being residents of, owners of property in, owners or authorized representatives of businesses in, or individuals working in the Seward neighborhood, being desirous of combining our efforts for the purposes of making the area where we live and do business a more desirable place in which to live, work, play and shop, do hereby ordain and establish these bylaws.

ARTICLE I- NAME

The name of this organization shall be the “Seward Neighborhood Group, Incorporated.”

ARTICLE II – MEMBERSHIP

The Seward neighborhood has as its eastern boundary the Mississippi River; its southern and western boundary the main railroad tracks of the Soo Railroad; its northern boundary Interstate I-94.

A member of the Seward Neighborhood Group (SNG) is any eligible person (see Article II, Section 1) who has filled out and returned a membership form for the current membership year.

The membership year runs from annual meeting to annual meeting.

The SNG Board of directors consists of members elected to the Board by the SNG membership and, in the case of vacancies on the Board, by Directors and any SNG members in attendance at that particular Board meeting.

The officers of the organization are members of the Board elected by the Board to the offices of president, vice-president, secretary, and treasurer.

Voting throughout the organization is done on the basis of one person, one vote. Cumulative voting and voting by proxy, mail or phone (with the exception of Article IV, section 4) is not permitted. A majority vote carries, except where otherwise specified.

The parliamentary basis for member and Board meetings shall be Robert’s Rules of Order, Newly Revised.

Section 1 -Eligibility

Any person 18 years of age or older who falls into one or more of the following categories shall be eligible for membership in the Seward Neighborhood Group: (1) resident of the Seward neighborhood; (2) owner of property in the neighborhood; (3) acting as the sole representative of a business in the neighborhood; (4) working within the neighborhood. Eligible persons may become members at any time by filling out a membership form and returning it to an SNG Board member or staff person.

Section 2 - Rights, Benefits, and Responsibilities

Members are the only people allowed to vote for the organization’s Board of directors.

Members receive personal invitations to the annual meeting.

Members are asked and expected to donate time and/or money to the organization each membership year. A four-hour minimum time donation can be fulfilled by attending Board or committee meetings, or an SNG-sponsored event.

Section 3 - Annual Meeting

The annual meeting of the organization shall be held in November of each year. At this time members elect directors to the Board from nominees submitted by the nominating committee and from the floor, receive reports on the activities of the organization, the financial state of the organization and determine the direction of the organization for the coming year. The date, time, place, and purpose of this meeting shall be published in an issue of a neighborhood newspaper with neighborhood-wide circulation if such exists. At a minimum, the meeting shall be announced to members by direct mail and to the neighborhood via posters placed in prominent neighborhood locations prior to the meeting.

Section 4- Special Meetings

A special meeting of the membership shall be called by the president upon delivery to him or her of a written petition signed by one-fourth of the membership of record on the delivery day. The date, time, place, and purpose of this meeting shall be announced as in Section 3 above. Voting at this meeting shall be open to members of record on the delivery day.

ARTICLE III - BOARD OF DIRECTORS

Section 1 - Constitution

There shall be a Board of directors consisting of twelve to sixteen members of the organization, elected by members at the annual meeting. Not more than two Board seats shall be allowed for business representatives. Nominations for these seats shall be made by the Seward business community or from the floor.

The term of all Board seats shall be two calendar years. Elections for half of the Board seats (six to eight) shall be held at the annual meeting. The term of a Board seat elected in an even-numbered year expires at the annual meeting in the next even-numbered year. The term of a Board seat elected in an odd-numbered year expires at the annual meeting in the next odd-numbered year.

At the 2007 annual meeting, the first annual meeting held after adoption of two-year terms, the Nominating Committee shall present a slate of candidates, half of whom shall stand for a two-year term while the other half shall stand for a one-year term. Candidates nominated from the floor shall declare whether they are running for a two-year or a one-year term. A maximum of eight candidates shall be elected to a two-year term. A maximum of eight candidates shall be elected to a one-year term.

Section 2 - Duties

The Board of Directors shall be responsible for overseeing the business of the organization, and for other duties that fall normally to a Board of directors.

Such duties shall include, but not be limited to, the following:

- * Providing a forum for discussion and resolution of neighborhood issues;
- * Providing a vehicle for the expression of neighborhood opinion to individuals, groups, organizations, or units of government;
- * Dissemination of information to the neighborhood via a variety of means (email, website, e-newsletter, mail, newspaper, etc., as viable);
- * Providing a vehicle for the promotion of neighborliness and community-mindedness;

- * Being aware of personal and organizational legal responsibilities assumed by serving on a Board of directors.

Section 3 - Meetings

The time and place of regular Board meetings of this organization shall be determined by resolution of the Board of directors from time to time. Agendas and supporting documents shall be distributed to all Board members at least 24 hours before a Board meeting. Special Board meetings may be called by the president or a majority of the Board of directors. Special Board meetings shall be held at the place designated for regular meetings and, in any case, three days' written notice mailed to all Board members shall be required for any special Board meeting. Minutes shall be taken at all Board and Committee and draft minutes be made available within five working days following the meeting date. Minutes shall include: (1) an accurate record of motions, including the names of the parties who offered and seconded the motions, and a breakdown of the vote; and (2) a thorough summary of all discussions, except when legal considerations require otherwise. Draft minutes shall be replaced by Final Minutes once approved (or amended/corrected) at the following Board or committee meeting.

Section 4 - Meeting Absence Policy

Board members are expected to notify either the Executive Director or Board President in advance of any absence from a monthly Board meeting. An absence with prior notification is an excused absence. All other absences are unexcused. A Board member will be terminated from the Board with more than three absences from Board meetings in a year.

Section 5 - Board Seat Vacancies

At the meeting at which a termination is recorded, or at which the Board accepts a director's resignation or in the event that a director ceases to be eligible for SNG membership, nominations for a new director will be opened and announced. At the next Board meeting, Directors and any SNG members present will elect a director to fill the vacancy from nominees from the last Board meeting or from the floor at the current meeting. Directors elected in such a manner shall stand for election at the next annual meeting.

Section 6 - Quorum

A majority of the members of the Board of directors shall constitute a quorum of a duly called meeting.

Section 7 - Voting

Voting at Board meetings shall be limited to the Board of directors, except that voting on any item may be opened to the membership by a majority vote of those members of the Board of Directors present. The Board may wish to take a straw vote of all SNG members present before voting itself. Board members are expected to attend a minimum of 4 committee meetings a year.

ARTICLE IV - COMMITTEES OF THE BOARD

Section 1 - Role

The Board may establish and direct the activities of such standing and/or ad hoc committees as may be considered appropriate. These committees shall discuss issues and make recommendations to the Board.

Section 2 - Constitution

Membership and voting on committees (except for the executive, personnel, and nominating committees) shall be open at all times to any person eligible to become a member. Each committee shall include at least one member of the Board.

Section 3 - Nominating Committee

No later than the September Board meeting of each year, the Board of directors shall appoint three members to serve on a nominating committee. This committee shall meet and nominate candidates, as well as receive nominations for candidates for the Board of directors for the forthcoming term. (Nominations at the annual meeting are permitted.) The date, time, place, and purpose of this meeting shall be published in an issue of a neighborhood newspaper with neighborhood-wide circulation and/or announced to members by direct mail and to the neighborhood via posters placed in prominent locations prior to the meeting.

Additionally, this committee shall arrange for an impartial election judge drawn from outside the neighborhood and, within a reasonable period of time, publicize the results of the election of the Board of directors and of the officers of the organization by means stipulated above.

Section 4 - Executive Committee

The officers of the Board and two additional directors serve as the members of the Executive Committee. The Executive Committee shall direct and assist the Executive Director in conducting the day to day business and activities of the organization and such other duties which normally fall to an executive committee. When the organization has no Executive Director, the Executive Committee is responsible for facilitating the day to day business and activities of the organization. As circumstances may require the Board may authorize, at a Board meeting or by written or telephone communications with $\frac{3}{4}$ of the directors, the executive committee to act for the Board of directors. The Executive Committee shall act only when a majority of the Committee participates.

The Executive Committee serves as the personnel committee and the finance committee unless a separate Finance Committee has been established.

The treasurer is the chair of the finance committee. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plans and the annual budget with staff and other Board members. The Board must approve the budget and all expenditures must be within that budget. Any major change in the budget must be approved by the Board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and public.

The personnel committee ensures that all hiring is done within the strictures of the Fair Labor Standards Act.

If a position is created that has duties that involve either (a) SNG policy/strategy or (b) representing SNG to the neighborhood, the need for such a position, along with a proposed job description, must be presented to the Board before proceeding.

Any plan to hire a new staff member, or expand the paid duties of a current staff member, that has the potential for apparent conflict of interest must be discussed with the Board and to obtain approval before a hiring or duty-expansion decision is made.

Section 6

Seward Neighborhood Group shall not conduct any meeting nor sponsor any event that takes place between the hours of 5:00 p.m. and 9:00 p.m. on the day of a federal, state, or municipal precinct caucus, primary or general election.

ARTICLE V - OFFICERS

Section 1 - President

The president shall preside at all Board meetings of this organization, shall have power to appoint all necessary committees subject to approval by the Board of directors, shall represent SNG to the community and governmental agencies and bodies, set the agenda for meetings and shall perform other duties as may pertain to his/her office. The president may choose to be an ex-officio member on all committees except the nominating committee.

Section 2 - Vice President

The vice-president shall perform the duties of the president in the absence of the president. In the absence of staff the vice-president shall assist the president in setting the agenda for meetings.

Section 3- Secretary

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.

Section 4 - Treasurer

The treasurer shall make a report at each Board meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to Board members and the public.

ARTICLE VI – DIRECTOR AND STAFF

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, submit quarterly written reports to the Board, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The executive director directly supervises all other staff of the organization.

When the organization has no Executive Director, the Executive Committee assumes the responsibilities of an executive director as delineated above.

ARTICLE VII - AMENDMENT

The articles of incorporation and by-laws of this organization may be amended, provided however, that the following steps are taken in succession:

- (1) The proposed amendment is given to the president and secretary in writing.
- (2) The proposed amendment is read at a Board meeting.
- (3) All Board members are given due notice by mail or email of the proposed amendment five days prior to the day of voting on the amendment.
- (4) Two-thirds of all Board members present vote in favor of adopting the proposed amendment.

“Seward Profile Bylaw” adopted May 15, 1991, revised May 1998, terminated April 2006.”