

SEWARD NEIGHBORHOOD GROUP

BYLAWS¹

ARTICLE 1 Name, purpose, boundaries

Section 1.1 Name. The name of this organization is Seward Neighborhood Group, Inc., referred to in these bylaws as “SNG” or “the organization”.

Section 1.2 Purpose. The purpose of SNG is to make the Seward neighborhood a better place in which to live, work, play, and shop.

Section 1.3 Boundaries. The Seward neighborhood is bounded by the Mississippi River on the east, the Midtown Greenway on the south, the Blue Line light rail line on the west, and Interstate 94 on the north.

ARTICLE 2 Membership

Section 2.1 Members. Each individual age 18 years or older who (a) resides, or (b) owns real property in the Seward Neighborhood or (c) both is a member of SNG.

Section 2.2 Rights of members. Each member of SNG is entitled to (a) attend the annual meeting and (b) cast one vote (even if eligible for membership for more than one reason) on any question that requires a vote of the SNG membership. Each voter must attest to their eligibility at the time of voting by a method prescribed by the SNG Board.

Section 2.3 No interest in property. Membership in SNG does not give a member any right, title, or interest in the real or personal property of SNG.

Section 2.4 No membership list required. SNG is defined as a neighborhood organization under Minnesota Statutes section 317A.435, subdivision 4(c). Minnesota Statutes section 317A.439 subdivision 6, exempts neighborhood organizations from keeping a membership list.

ARTICLE 3 Membership meetings

Section 3.1 Annual and special membership meetings.

3.1.1 **Annual meeting.** SNG must conduct an annual meeting of its membership as provided in this Article.

3.1.2 **Special membership meeting.** A special membership meeting may be called by
(a) the Board or

¹ Bylaws restated and approved by Board resolution on February 23, 2022.

- (b) a petition signed by at least 50 members and presented to the president or secretary. Upon receipt of a petition, the Board must provide notice of the special meeting as provided in section 3.2.

Section 3.2 Notice of membership meetings. In accord with Minnesota Statutes section 317A.435, subdivision 4, the Board must give notice of the date, time, place, and agenda of any membership meeting in a manner designed, to the extent practical, to notify all members with voting rights. The manner of notice of a membership meeting may, but is not limited to, include email notice to individuals who ask to be on the SNG mailing list and notice by news or social media with wide readership within the neighborhood. Notice must be given no fewer than 21 and no more than 30 days before the meeting.

3.2.1 Meetings by electronic or other means. Membership meetings must be designed to permit wide participation of SNG members and may be held in person, by electronic means, or both, as the Board determines. No action taken at a membership meeting is invalid solely because some members were unable to attend or participate or failed to receive notice.

3.2.2 Agenda.

- (a) **Annual meeting.** The agenda of the annual meeting may include
- (1) the election of Directors;
 - (2) reports from the Board, officers, and SNG committees; and
 - (3) other business as determined by the Board and included in the notice of the meeting.
 - (4) Upon adjournment of the Annual Meeting, the Board (including any newly Elected Directors) may immediately reconvene to set the date of the next meeting or meetings and conduct any other business that the Board determines appropriate.
- (b) **Special meeting.** The agenda of a special meeting, whether called by the President or by a petition of members, is limited to the business identified in the notice of the meeting or petition, respectively.

3.2.3 Frequency. No more than 18 months may elapse between any annual meeting.

3.2.4 Voting. Except for election of Directors, any action requiring the approval of the membership is deemed approved by a simple majority of those who vote.

ARTICLE 4 Board of Directors

Section 4.1 Duties. The Board of Directors (or “Board”) is responsible for overseeing the business of the organization and for all other duties under state law of a Minnesota nonprofit

corporation or these bylaws. These include, but are not limited to:

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- (a) Setting and enforcing the organization's policies and procedures;
- (b) Entering into contracts, leases, or other agreements necessary or desirable for carrying out the mission of the organization;
- (c) Acquiring, managing, improving, encumbering, or disposing of real or personal property;
- (d) Overseeing the organization's financial resources and transactions;
- (e) Indemnifying Directors, officers, agents, employees, and independent contractors for liability alleged to have arisen out of their status with the organization and obtaining insurance for this purpose; and
- (f) Any other lawful act in the best interest of the organization.

Section 4.2 Composition. The Board of Directors (or "Board") consists of (a) no more than nine members of SNG elected by the members of SNG ("Elected Directors") and (b) individuals appointed to the Board ("Appointed Directors") as provided in these bylaws. Members of the Board are referred to as "Directors" in these bylaws regardless of how selected.

Section 4.3 Eligibility. Any member of SNG is eligible to be an Elected Director. An Elected Director becomes ineligible to continue if they are no longer a member of SNG.

Section 4.4 Term of Elected Directors.

4.4.1 Elected Directors are elected to three-year terms, with the intention that one-third of elected Directors be elected in any year. At the first election after adoption of these bylaws, SNG Members will elect one third of the Elected Directors for a one-year term, one third for a two-year term, and one-third for a three-year term.

4.4.2 An Elected Director's term begins immediately after the conclusion of the Annual Meeting at which the Director's election is announced. An Elected Director's term continues until the Director's successor is elected or appointed.

Section 4.5 Elections and nominations. The Board must hold an election for Elected Directors each year in connection with the annual meeting as provided in this section. The Board may decide to hold an election prior to the annual meeting and announce the results at the annual meeting.

4.5.1 Voting procedures and methods.

- (a) The Board must establish procedures and methods that reasonably assure that only eligible voters vote, that members are notified of the election, and that nomination and voting procedures (including applicable deadlines) are announced prior to the commencement of voting. Election procedures may provide that the election be held over a period of time (not to exceed three days) and not at the annual meeting.

(b) The Board must establish voting methods that may include:

(1) in person voting by written ballot;

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(2) absentee voting by written ballot;

(3) voting by electronic means, or

(4) any of these methods or a combination of them, as the Board determines.

4.5.2 Nominations. Any member of SNG can nominate themselves by submitting an application to the Board by a deadline determined by the Board. The application must include information establishing the candidate's eligibility to serve on the Board. In recruiting candidates to run for election, the Board must consider geographic, ethnic, gender, economic, and other relevant characteristics of potential candidates to ensure that candidates reflect the diversity of the neighborhood.

Section 4.6 Appointed members. The Board is entitled to appoint up to three additional Directors as provided in this section for one-year, renewable terms. An appointed Director has all the duties and powers of an elected member, except as limited by this section. A majority of all then-serving Elected Directors is required to appoint any Director under this section.

4.6.1 Seward Civic and Commerce Association. The Board may appoint one individual nominated by the Seward Civic and Commerce Association (SCCA) to serve as an Appointed Director. Subject to the term limits for Directors provided by these bylaws, SCCA may renew the nomination of its Appointed Director annually.

(a) The SCCA appointee need not be a member of SNG and need not be a board member of SCCA.

(b) SCCA may rescind its nominee and submit a new nominee to the Board for its approval at any time. Any new nominee approved by the Board serves for the remainder of the rescinded nominee's term and may be reappointed, subject to any term limits imposed by these bylaws.

(c) The Board may remove a SCCA-nominated Appointed Director at any time by a majority vote of the then-serving Elected Directors and ask SCCA to nominate a different person to fulfil the remainder of the removed Director's term.

4.6.2 Other appointees. The Board may, but is not required to, appoint up to two other Appointed Directors to serve on the Board for renewable one-year terms if the Board determines it is the best interests of the organization to do so. An Appointed Director need not be a member of SNG.

(a) The Board may appoint an Appointed Director in order to

(1) Give representation on the Board to an inadequately represented segment of the community; or

- (2) Give the Board special expertise; or
- (3) Both.

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- (b) An Appointed Director under this paragraph may be reappointed by the Board at the end of a term subject to any term limits on Directors provided by these bylaws, and may be removed by the Board at any time.

4.6.3 Vacancies; appointments to fill; subsequent election. A vacancy on the Board is created if an Elected Director (a) resigns; (b) is an Elected Director and is no longer eligible to be a member of SNG; (c) is removed from the Board; or (d) dies during their term. The Board may appoint any SNG member to serve as an Elected Director until the next annual meeting at which time an election must be held for an Elected Director to serve the remainder of the vacated term.

Section 4.7 Resignation and removal.

4.7.1 Resignation. A Director may resign by notifying the Executive Director (or, if there is no Executive Director, the President or Vice President) in writing stating the date the resignation is effective. When delivered, the Director's resignation is effective on the date given in the resignation without further action by the Board.

4.7.2 Removal. A Director may be removed by two-thirds of the then-serving Board if the Board determines that the Director is ineligible to serve or that the Director's continued service on the Board is incompatible with the best interests of the organization.

- (a) Examples of conduct incompatible with the best interests of the organization include but are not limited to: excessive unexcused absences from Board meetings, serious violation of one or more of the organizations policies, conduct that brings disrepute on the organization, and disruptive behavior at meetings.
- (b) A Director proposed for removal may not vote on their removal and is not counted as a then-serving member of the Board for determining a two-thirds vote.

4.7.3 Ineligibility. An Elected Director is ineligible to continue serving on the Board or to be a member of SNG if the Director no longer resides or owns real property in the neighborhood.

- (a) An Elected Director must notify the Executive Director or President of the Board of their ineligibility as soon as possible after the Director becomes ineligible.
- (b) If a Director becomes ineligible and the Board does not learn of the ineligibility

until later, the Board may remove the Director as provided in these bylaws.

- (c) No action taken by the Board is invalid solely because an ineligible Director participated in the action.

4.7.4 **Term Limits.** No Director may serve more than six consecutive years as a Director.

ARTICLE 5 Meetings of the Board

Section 5.1 Meetings. The Board may hold regular and special meetings at a time, place, and method as determined by the Board.

5.1.1 **Regular meetings.** The Board must give advance notice to Directors and SNG members of its schedule of regular, periodic meetings. The notice must include the date, time, and place of such meetings and the method by which the meeting will be held (e.g., in person or electronic). The Board may cancel previously scheduled meetings if it determines it appropriate.

5.1.2 **Special meetings.** The President of the Board may call a special Board meeting as needed, and must do so if requested in writing by one-third of then-serving Directors, as provided in this paragraph.

- (a) The President must give notice of the meeting to all Directors at least 48 hours prior to the meeting stating the purpose, time, date, and location of the special meeting.
- (b) Notice may be given in person, by telephone, email, or other method. Directors may waive prior notice before or after the meeting.
- (c) Only business identified in the notice of the special meeting may be conducted unless (1) all Directors are present and (2) consent to the transaction of other business.
- (d) If the President fails to give notice of a special meeting requested by one-third of Directors, any of the Directors requesting the meeting may give the notice as required by this subsection.

5.1.3 **Procedure.** The Board must establish procedures for conducting its meetings in an orderly fashion that encourages good faith participation and respectful conduct. The procedures may be in writing or may be stated orally at a meeting. In the absence of Board-adopted other written procedures, the general principles (but not necessarily all of the specific rules) of Roberts Rule of Order apply to all meetings.

Section 5.2 Meetings by remote participation. The Board may hold meetings in whole or in part through remote communication, to the extent permitted by state law. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

Section 5.3 Written action without a meeting. The Board may take any action that could be taken at a Board meeting by written action without a meeting instead as provided in this section.

5.3.1 The Board may take action in writing as long as each of the following conditions is met:

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- (a) The action is taken by a vote of the number of Directors that would be required to take the same action at a meeting at which all Directors were present;
- (b) The written action is voted on through an authenticated electronic communication that allows reasonable identification of the person sending the communication (e.g., from a known email address, telephone number, certified e-signature program, etc.); and
- (c) All Directors are given prompt notice of the text and effective date of the written action.

5.3.2 Action taken under this section has the effect of a Board meeting vote and may be described as a Board meeting vote in any document.

5.3.3 Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.

Section 5.4 Public participation. SNG members and the general public, including representatives of news media, generally may attend and observe Board meetings. This right to attend is qualified as follows:

5.4.1 **Closing meetings to the public where confidential matters are discussed.** The Board may close any meeting or part of a meeting to all but Directors, SNG staff, and invited guests where legal, personnel, contractual, or other business implicating the privacy of individuals is discussed. The Secretary must record minutes of such discussions and decisions made in closed meetings or portions of meetings but may classify them as confidential and make them available only to Directors and others as determined by the Board.

5.4.2 **Removal from a meeting.** The President or other person presiding at a meeting has the right to excuse and remove any person from a meeting who exhibits conduct that is disrespectful to others or disrupts the orderly discussion and conduct of business.

Section 5.5 Quorum. At least half of all then-serving Directors must be present in order to transact business. Once quorum at a meeting is established, any act of a majority of Board members present is an act of the Board, even if one or more Directors leaves the meeting leaving less than the number needed for a quorum.

Section 5.6 Majority required. Unless otherwise stated in these bylaws, an affirmative vote of

a simple majority of Board members present at a meeting is sufficient to take action. Officers are eligible to vote on all Board matters as any other Director except on motions for their removal.

ARTICLE 6 Officers

Section 6.1 Officers and selection. SNG has four officers: President, Vice-President, Secretary, and Treasurer. Officers must be Elected Members of the Board and are selected by

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the Board at the first Board meeting following the Annual Meeting or board member election. The Board may fill a vacancy in an officer position at any Board meeting.

Section 6.2 Terms; term limits. An officer serves a one-year term that begins with election and continues until the officer's successor is elected. An officer selected to fill a vacancy serves until the expiration of the term of the vacant position. An officer may be reelected, except that no officer may serve more than six consecutive years in any single office.

Section 6.3 Duties. The officers have the following duties:

6.3.1 President. The President

- (a) Proposes the agenda for Board meetings and meetings of the Executive Committee, subject to the approval of the Board and Executive Committee, respectively;
- (b) Presides at meetings of the membership and at meetings of the Board;
- (c) Serves as the primary signatory of the organization on official correspondence, contracts, and other official documents unless the law requires a different signatory or the Board official delegates the responsibility to another;
- (d) Represents SNG to community and governmental agencies;
- (e) Performs other duties as assigned or delegated by the Board.

6.3.2 Vice President. The Vice President

- (a) Performs all duties of the President when the President is absent;
- (b) Recruits nominees for election or appointment to the Board and chairs the nominating committee;
- (c) Is responsible for Board development and training;
- (d) Performs other duties delegated by the President or assigned by the Board.

6.3.3 Secretary. The Secretary

- (a) Ensures that the organization's official records are accurate and complete;
- (b) Oversees the recording of minutes of membership and Board meetings and

presents minutes for approval;

(c) Ensures that notices of meetings are given;

(d) Performs other duties as assigned or delegated by the Board.

6.3.4 **Treasurer.** The Treasurer

(a) Oversees the financial activities of the organization;

(b) Serves as the chair of the finance committee, if the Board has a finance committee;

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(c) Ensures that the organization's financial records are accurate and complete;

(d) Serves as a signatory on checks and other financial documents on behalf of the organization;

(e) Presents periodic financial reports to the Board, as directed by the Board;

(f) Performs other duties as assigned or delegated by the Board.

Section 6.4 Removal. The Board may remove an officer from office by a two-thirds vote of all then-serving members of the Board, not including the officer proposed for removal. If the Board removes the officer, the Board must promptly select a new officer.

Section 6.5 Resignation. An officer may resign by giving written notice (which includes by email) to any other officer who must promptly notify other officers of the resignation. The resignation is effective at the time stated in the notice of resignation and does not require additional action. Upon resignation of an officer, the Board must promptly select a new officer.

ARTICLE 7 Committees.

Section 7.1 Establishment. Except for the Executive Committee, the Board may establish committees by adopting a charter for the committee. A committee may be a standing committee of indefinite duration, or an ad hoc committee with a definite duration. A committee may be labeled as a "work group", "task force", "project team", or other appropriate term. A committee charter must include at least the following:

(a) the name and purpose of the committee;

(b) the specific duties of the committee, if any;

(c) how committee membership and leadership will be determined;

(d) whether the committee's duration is indefinite (i.e., a standing committee) or ~~in~~definite (i.e., an ad hoc committee);

(e) that the committee is subject to the authority and oversight of the Board at all times;
and

(f) any other directions the Board deems appropriate.

Section 7.2 Membership. Unless otherwise specified in the committee's charter, a committee may include individuals who are not members of SNG.

Section 7.3 Review, amendment, and dissolution of committees. The Board must periodically review the charters of all committees and revise them as appropriate. The Board may amend the charter of a committee or dissolve a committee at any time..

Section 7.4 Executive Committee. The Executive Committee is a standing committee of the Board of indefinite duration.

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7.4.1 Membership. The four officers constitute the membership of the Executive Committee.

7.4.2 Duties. The Executive Committee

- (a) proposes the agenda for membership and Board meetings;
- (b) serves as the personnel committee and supervises the executive director (unless the Board creates a different committee to perform this function);
- (c) is responsible for carrying out the executive director's functions when there is no executive director;
- (d) is responsible for and performs other duties assigned to it by the Board;
- (e) is authorized to act on behalf of the Board if (1) urgently required and (2) it is infeasible to convene a Board meeting or take written action; and
- (f) The Executive Committee is subject to the control and direction of the Board.

7.4.3 Quorum needed to take action. A majority of entire Executive Committee must vote in the affirmative to take official action.

ARTICLE 8 Executive officer, employees, and independent contractors

Section 8.1 Executive officer. The Board may engage an individual to serve as the chief executive officer of the organization to be known as the Executive Director (or other title designated by the Board). The Board may also authorize engagement of other individuals, whether as employees or independent contractors, to carry out the organization's work under the direction of the Executive Director.

Section 8.2 Authority. The Executive Director has the powers and authority delegated by the Board and is subject to the authority of the Board at all times.

Section 8.3 Duties. The Executive Director is the administrative agent of the Board and is responsible for administering the affairs of the organization and to implement the policies and

decisions of the Board. The Board must state the Executive Director's specific duties in writing and may review and revise the duties from time to time as it deems appropriate.

Section 8.4 Attendance at meetings. The Executive Director may attend Board and Executive Committee meetings, except where excused, and must attend as directed by the Board or Executive Committee. The Executive Director is not a member of the Board and has no vote.

Section 8.5 Oversight. The Board has the authority to engage, supervise, discipline, and discharge the Executive Director.

8.5.1 **Board's authority to engage and discharge.** The Board has the exclusive authority to engage and discharge the Executive Director.

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8.5.2 **Duties delegated to the Executive Committee.** Unless the Board provides otherwise, the Executive Committee has the authority and responsibility to supervise, review, and evaluate the Executive Director's performance and, if necessary, to impose discipline short of discharge on the Executive Director. The Executive Committee may designate one of its members to be the principal liaison between the committee and the Executive Director and to act on its behalf.

8.5.3 **Performance review.** Unless the Board provides otherwise, the Executive Committee must periodically, no less often than once a year, review the Executive Director's performance and provide a written report of the review to the Executive Director and the Board.

Section 8.6 Compensation. The Board may pay compensation to the Executive Director and other employees and independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board, and comply with all applicable local, state, and federal law.

ARTICLE 9 Indemnification

Section 9.1 Persons Covered. The following are "Indemnified Persons": Any Director, officer, committee member, agent, employee, or official representative of the organization.

Section 9.2 Indemnification. To the extent permitted by law, SNG will defend and indemnify any Indemnified Person who is made or threatened to be made a party to a threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding by reason of the fact that the person is acting on behalf of the organization.

Section 9.3 Coverage and limits. SNG will indemnify an Indemnified Person against all reasonable expenses, including attorney's fees and disbursements, judgments, penalties, fines, and amounts paid in settlement, so long as the Indemnified Person:

- (a) acted in good faith;

- (b) received no improper personal benefit;
- (c) satisfied any applicable state statute regarding conflict of interest;
- (d) in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and
- (e) in the case of acts or omissions, reasonably believed that the conduct was in the best interest of SNG or was not opposed to the best interest of SNG.

Section 9.4 Scope and ancillary recovery. Indemnification provided by SNG under this Article continues even if person has ceased to be an Indemnified Person and inures to the benefit of the Indemnified Person and their heirs, executors, and administrators, with respect to

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the activities of the Indemnified Person during the period when they acted as a Director, officer, agent, employee, or formal representative of SNG.

Section 9.5 Insurance. SNG may, to the extent permitted by applicable law, purchase and maintain insurance to ensure its obligations under this Article.

ARTICLE 10 Amendments

Section 10.1 Procedure. The Board may amend these bylaws at any regularly scheduled meeting, or at any special membership meeting for which the notice required by Article 5 has been given. A majority of all then-serving Board members (not merely those present at the meeting) is required to amend the bylaws.

10.1.1 **Effective date.** The Board may designate the effective date of an amendment.

10.1.2 **Transition.** The Board may, as part of its amendment approval, provide by resolution for a process of implementing the amendment over a period of time that is not necessarily part of the text of the amendment.

Section 10.2 Amendment by members; notice of amendment. If the Board decides to put an amendment to the organization's articles of incorporation or these bylaws to a vote of the members in a membership meeting, notice of the membership meeting at which the amendment will be proposed must be given in compliance with Minnesota Statutes section 317A.435, subdivision 4 which requires "notice of a [membership] meeting at which articles [of incorporation] or bylaws are proposed to be amended must be given . . . at least 10 but not more than 30 days before a meeting . . . in a manner designed to notify all members with voting rights to the extent practical."

Restated and approved by Board of Directors, February 23, 2022