

**AMENDED AND RESTATED. BYLAWS OF
EAST ISLES RESIDENTS' ASSOCIATION, INC.**

**ARTICLE I
CORPORATION NAME, PURPOSES AND BOUNDARIES**

Section 1. Name. The name of the corporation shall be the EAST ISLES RESIDENTS' ASSOCIATION, INC. ("EIRA").

Section 2. Purposes. EIRA is a neighborhood-based community organization that encourages resident involvement to heighten awareness of issues that impact the neighborhood and to empower its residents to build and maintain a stronger community.

EIRA is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code. No part of the net earnings, income, or profit of EIRA shall inure to the benefit of or be distributable to its directors, officers, trustees, members, or committee members, or business owner or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EIRA shall: (a) evaluate and implement a course of action to improve the area's quality of life, and to rectify problems that negatively impact the East Isles neighborhood; (b) act as a representative for the East Isles neighborhood before city boards, commissions, etc., and as otherwise needed; (c) seek to preserve and enhance the residential character of the area within the EIRA boundaries; and (d) work to improve the safety and well-being of East Isles neighborhood residents.

Section 3. EIRA Boundaries. The boundaries of EIRA shall be West 22nd Street on the north, Hennepin Avenue South on the east, West Lake Street on the south, and East Lake of the Isles Parkway and Knox Avenue South on the west, all of these streets being found within the City of Minneapolis, Minnesota.

**ARTICLE II
MEMBERSHIP**

Section 1. Members. Any individual sixteen (16) years of age or older who resides or maintains a domicile within the boundaries of EIRA is eligible for membership in EIRA.

Section 2. Voting Rights. Each individual who is eligible to become an EIRA member who attends a member meeting and provides EIRA with their name, address, and email address shall be entitled to a single vote when present at that meeting of EIRA members.

**ARTICLE III
MEETINGS OF MEMBERS**

Section 1. Annual Member Meeting in April. There shall be a general meeting of the EIRA membership during the month of April. Efforts will be made to set the date to avoid conflict with other events or holidays to maximize member attendance. At such time, an annual report of EIRA's activities shall be delivered by the President, and elections shall be held for directors and alternates to the EIRA Board of Directors.

Section 2. Semi-Annual Member Meeting in October. There may be a general meeting of EIRA membership during the month of October, and a report of EIRA's activities since the last membership meeting may be delivered by the President.

Section 3. Special Meetings of EIRA Members. Special meetings of EIRA members may be called at any time (a) by the President or, in their his/her absence, the Vice-President, (b) by the Board of Directors, or (c) upon written request of twenty (20) members of EIRA to the President.

Business conducted at any special meeting is limited to the purposes stated in the notice of the meeting.

Section 4. Notice of EIRA Membership Meetings. At least ten (10) days, but not more than thirty (30) days before any general or special meeting of EIRA members, the Secretary or a director acting in the Secretary's capacity, shall place a notice of the meeting in a publication of a local community newspaper. To the extent permitted by newspaper deadlines and other time constraints, this shall also be done in advance of any special meeting.

At least ten (10) days but not more than 30 days before any general or special meeting of EIRA members, notice of the meeting and an agenda, shall be made available to all residents of EIRA in a manner designed to notify all residents to the extent practical. The notice shall be put on the EIRA website and EIRA social media and specify the date, time, place, and purpose of the meeting. Notice of the April annual meeting or any meeting where elections shall be held shall specify that elections of directors and alternates shall occur, that any EIRA resident is eligible to become a member and may run for a director position, and that all EIRA members present at the meeting are eligible to vote for Board positions.

Section 5. Open Meetings. All general or special EIRA membership meetings shall be open to the public.

Section 6. Waiver of Notice. Notice shall be deemed waived by any member who attends the meeting in person or who participates in the meeting, (a) unless the member objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting, or (b) an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. Notice may also be deemed waived if the member consents to such waiver of notice in writing or by electronic communication, before, after, or during the meeting.

Section 7. Quorum and Voting. A quorum for a general meeting of members shall consist of fifty percent (50%) plus one (1) of those present and entitled to vote at the time when the meeting is called to order. A quorum for a special meeting is ten (10) members entitled to vote at the meeting. A quorum is necessary for the transaction of business at any meeting of members.

All members are entitled to vote; no member may vote by proxy or cumulatively. Voting passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by law or these Bylaws.

Section 8. Dissolution. The quorum for a membership meeting to consider the dissolution of EIRA shall be 75 members. The motion for Dissolution of EIRA shall require a two-thirds (2/3) majority vote of the members present at a member meeting, (30) day notice of such action must be posted in a publication of a local community newspaper, and all other notification provisions for a general member meeting apply.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

**ARTICLE IV
BOARD OF DIRECTORS**

Section 1. Number and Description. The Board of Directors of EIRA (hereinafter referred to as the "Board"), shall consist of the eleven (11) EIRA members elected at the April general meeting of the EIRA membership.

Section 2. Alternate Board Members. A first and a second alternate to the Board may also be elected at the April meeting of the EIRA membership. The first and second alternate shall become directors and are entitled to vote at Board meetings only as set forth in Section 6 of this Article below.

Section 3. Method of Election, Nomination, and Terms of Office. Each director and alternate director shall be elected for a period of one (1) and subject to the term limits set forth in Article V, Section 5 of this article.

Members of EIRA may seek election to the Board whether nominated by themselves or another; shall register their name, address, and phone number with the President or Vice-President of the organization (or with a duly appointed nominating committee); their registrations shall be available to the public at least five (5) days and no more than thirty (30) days prior to a meeting scheduled for such elections. Nominations may also be made from the floor the day of a general meeting of members scheduled for electing directors and alternates.

Any director or alternate may resign at any time by giving written notice to the Board or to the President. The resignation shall be effective when delivered unless the notice states otherwise.

Section 4. Term Limits. Directors may be elected for up to four (4) consecutive one-year periods.

No director, may continue serving beyond one (1) year as a director, without standing for re-election at each April general meeting, and receiving an affirmative majority vote from EIRA members present at the meeting to serve as a director for a subsequent year.

Any alternate to the Board or any EIRA member appointed to fill a director vacancy in accordance with Section 7 of this Article below, and any director elected at an annual meeting of members to fill a Board seat of a resigning director, shall accept the annual re-election requirements, and limitations on director service.

All Board seats are eligible for election for up to four (4) consecutive one-year periods, and ,if at any time thereafter an EIRA member has served on the Board for four (4) consecutive one-year periods, they must relinquish their Board seat for one (1) year before being eligible to again stand for election or appointment to the Board.

Section 5. Board Quorum and Board Voting. A quorum shall consist of at least one-half (1/2) of the directors currently serving on the Board. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Passage of a motion for a resolution shall require a vote of a majority of the directors present at the meeting or electronically as outlined in this Section below unless otherwise provided for in these Bylaws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of directors at a duly held meeting of the Board for which notice stating such purpose has been given to all EIRA members.

All corporation minutes may be voted on electronically by a reply-all response, and approval will require a majority of affirmative votes from all current directors. Other matters that arise after a regularly scheduled Board meeting and that require a simple majority vote by the directors before the next Board meeting may be voted on electronically.

Section 6. Vacancies. Any first vacancy on the Board shall be filled by the first alternate. Any second vacancy on the Board shall be filled by the second alternate. If there are no alternates or if there are additional vacancies on the Board, a vacancy shall be filled by a two-thirds (2/3) vote of the remaining directors for the remaining annual term of the vacating directors.

Section 7. Qualifications. Each director and alternate to the Board must be a member of EIRA.

Section 8. Duties and Powers. The Board shall be charged with the general management of EIRA. The business and any property of the organization shall be managed and controlled by its Board of Directors. The directors may exercise all such powers and do all such things as may be exercised or done by the organization, these Bylaws, and all applicable laws. The Board may retain such clerical, professional, and/or consultative assistance as it deems necessary to carry out the purposes and functions of EIRA in accordance with EIRA's financial capacity and/or annual budget.

Section 9. Absenteeism. Any director may be removed from the Board if they have missed three (3) meetings of the Board during a one-year period from the first Board meeting after the annual member meeting. An absence will be recorded if a director misses one-third (1/3) of the Board meeting. A director so removed may appeal in writing to the Secretary. This appeal must be received by the Secretary ten (10) days before the next regular Board meeting after the director's removal; the Board may reinstate the director by a majority vote. After a reinstatement, the reinstated director may be allowed one (1) additional absence until the next annual meeting or they may be removed from office. The vacancy shall be filled in accordance with Section 6 of this Article.

Section 10. Removal. Any director may be removed from office by the affirmative vote of two-thirds (2/3) of the current Board members, or upon failure by that director to secure a majority vote of EIRA members to continue as a director at a membership meeting involving the election of directors and alternates to the Board with due notification and a right to be heard before a vote on their removal.

Section 11. Public Relations. No position statement or solicitations shall be made in the name of EIRA unless authorized by the Board.

Section 12. Regular Board Meetings. In addition to the April EIRA general membership meeting, there shall be at least nine (9) regularly scheduled monthly meetings of the Board each year, called by the President or another officer or director to whom the responsibility to call or convene such meeting(s) was delegated. At least seven (7) days prior to any Board meeting, notice of the meeting shall be made in a publication of a local community newspaper specifying the date, time, place and purpose of the meeting along with a written agenda whenever possible. In advance of a regular Board meeting, the agenda for the meeting will be posted at the meeting site.

At each regular meeting of the Board, a segment of the meeting will be set aside for membership comments and discussion.

Section 13. Special Board Meetings. Special meetings of the Board may be called by the President. Notice of special meetings shall be given to all directors at least twenty-four (24) hours in advance either by mail, telephone, or personal contact, and notice shall include time, place, purpose, and agenda. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane to those subjects

Section 14. Open Meetings. All meetings involving EIRA business of the Board, its Board members, Committees, task forces, and any subcommittees, shall include reasonable notice and be open to anyone expressing an interest in the subject or involvement with the group. The only circumstances when such meetings can be closed are when addressing a personnel matter, paid or volunteer, or a legal matter. Only current directors shall be allowed to vote at Board meetings.

ARTICLE V OFFICERS

Section 1. Number and Description. There may be up to four (4) officers of EIRA as follows: (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer. No person shall hold more than two

(2) offices concurrently, and the person serving as President of EIRA shall not hold any other officer position.

Section 2. Election of Officers by Board. The new EIRA Board at its first meeting, led by the prior year's president or other EIRA officer, shall elect the officers of the organization, who shall begin their duties upon election. Only directors may be officers.

Section 3. Term of Office and Officer Vacancies. Each of the officers shall be elected for one-year terms by the Board or shall hold office until the next annual election of officers. Any vacancies in any office, due to death, resignation, or otherwise, shall be filled for the unexpired term thereof by a majority vote of the Board from among persons serving on the Board.

Section 4. Qualifications. Each officer of EIRA shall be elected from among the members of the Board.

Section 5. Duties.

- a. **President.** The President shall serve on the Board and preside at meetings of the Board and meetings of the EIRA membership. They shall serve as Chairperson of the Board, and have the power of general management of the business of the organization. As chief executive officer of the organization, they shall see that all orders and resolutions of the Board are carried into effect. They shall be a member ex-officio of all committees. They shall be considered "President" of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. They shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. Their duties shall include setting the agenda and presiding at meetings of EIRA, and they shall have the power to appoint committee chairs and to act as official spokesperson of the organization. In general, they may perform all duties usually incident to that office and such other duties as the Board may request.
- b. **Vice President.** The Vice President shall serve on the Board and shall exercise the function and duties of the President in the absence or disability of the President. The Vice President may perform such other duties as requested by the Board.
- c. **Secretary.** The Secretary shall serve on the Board and maintain and record or arrange for the recording of all minutes of membership and Board meetings, and shall arrange for notification of EIRA meetings. During their term of office, the Secretary shall cause the records of EIRA generated during that period to be kept in an appropriate manner. The Secretary shall keep or cause to be kept official records of EIRA including the operating policies. Long-term retention, storage, and organization of records are the responsibility of the organization as a whole, dependent on its resources, storage facilities, and document retention policies and practices. The Secretary may perform such other duties as requested by the Board.
- d. **Treasurer.** The Treasurer shall serve on the Board and shall maintain and disburse all funds of EIRA, as determined by the Board. The Treasurer shall cause to be kept accurate accounts of moneys of the organization, rendering an account of the financial condition of the organization on a quarterly basis and as determined by the Board, to all EIRA members. The Treasurer shall ensure that Employees and Directors insurance and Liability insurance (or comparable insurance policies) are renewed annually. The Treasurer may perform such other duties as requested by the Board.
- e. **Outgoing Officers.** Outgoing officers of the Board shall turn over to their successors or, if yet unelected, another officer of the Board all documents in their possession and relevant instructions.

**ARTICLE VI
COMMITTEES**

Section 1. Description. The Board may appoint Committees of EIRA. Each Committee's title, purpose, and goal(s) will be designated by the Board. All actions taken by a Committee shall be forwarded to the Board, which shall have the right to alter, accept, or reject the actions. The Board may delegate a Committee limited authority to act on behalf of the organization consistent with the Committee's purpose and goals. Committees are subject at all times to the direction and control of the Board.

Section 2. Qualifications. Each Committee member and Chairperson shall reside or maintain a domicile within the boundaries of EIRA. Any person who is eligible to be a member of EIRA is eligible to serve on its Committees, and is eligible to serve as a Chairperson. Committees must be made up of at least three (3) people. Pursuant to the Phase II Neighborhood Revitalization Program Planning Participation Agreement for EIRA dated August 2, 2010, the NRP Steering Committee may consist of one or more individuals who are not East Isles residents as stipulated in that agreement.

Section 3. Committee Meetings. The Committee Chairperson shall call Committee meetings at their discretion, unless otherwise directed by the Board. All Committees must hold at least one (1) meeting annually. The Board shall select Committee Chairpersons, but it may also allow a particular Committee to select its Chairperson.

Section 4. Terms. There shall be no term limits on members of Committees unless specified by the Board. Committee membership ceases when a Committee is permanently terminated by the Board or a Committee member is no longer eligible to be an EIRA member, or upon a member's resignation or removal from the Committee.

Section 5. Resignation and Removal. Any Committee member may resign at any time by giving notice to the Board or to the Committee Chairperson. The resignation shall be effective when delivered unless the notice states otherwise. Any Committee member, including the Chairperson of any Committee, may be removed from service, without cause, at any time, by the affirmative vote of two-thirds (2/3) of the current members of the Board. Even if removed from service, a person who is qualified to be a Committee member under Section 2 of this Article may still attend and participate in Committee meetings.

Section 6. Notice of Committee Meetings and Reports From Committees. A Committee Chairperson shall provide or arrange for adequate notice of time, date, place, and subject of each upcoming Committee meeting so that any EIRA member may attend a Committee meeting, consistent with Article IV Section 14. A Committee Chairperson shall provide a brief written summary of recent Committee activities, which may highlight actions taken at Committee meetings, deliberations, recommendations, etc. in order to keep EIRA members informed.

ARTICLE VII COMPENSATION, REIMBURSEMENT, AND CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Compensation. No EIRA member, officer, director, or member of any EIRA Committee shall be compensated in any sum whatsoever for any amount of time expended by them in the discharge of their duties, except that payment of any individual is contingent upon approval by the Board, and is limited to purposes and programs of EIRA. Approval may be of a contract providing for the payment and any paid staff cannot be Board members.

Section 2. Reimbursement. Every EIRA member, whether member, officer, director, alternate, Committee Chairperson or Committee member, or general member may be reimbursed for any sum which they expend in the discharge of their duties, upon the prior approval of the Board.

Section 3. Contracts, Loans, Checks, and Deposits and Financial Oversight. All contracts, loans, checks, and deposits may be handled according to a financial policy adopted and periodically reviewed and, as deemed necessary, updated by the Board.

The Board may authorize any officer(s) or agent(s) to enter any contract or execute and deliver any instrument in the name of and on behalf of EIRA, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of EIRA, and no evidence of indebtedness shall be issued, unless authorized by a resolution approved by two-thirds (2/3) of the Board.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of EIRA shall be signed by such officer(s) and/or agent(s) of EIRA and in such manner as shall from time to time be determined by resolution of the Board.

All funds of EIRA not otherwise employed shall be deposited from time to time to the credit of EIRA in such bank(s), trust company(ies), other depository(ies), or investment(s) as the Board may select.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws of EIRA may be amended only at a general membership meeting by an affirmative vote of two-thirds (2/3) of the members present, PROVIDED, HOWEVER, that notice of the proposed amendment shall be submitted to the Board not less than ten (10) nor more than thirty (30) days prior to the date of the meeting at which such amendment is contemplated.

At least ten (10) days prior notice must be made available to all EIRA members in a manner designed to notify all residents to the extent practical. The notice must include the date, time, and place of the general meeting involving bylaws changes. The notice must indicate that a purpose of the meeting is to alter these Bylaws, and include a brief description of the proposed changes. In addition, EIRA members must be informed that they are entitled to vote on the matter, and that upon request, an advance full text copy of the proposed change(s) will be made available to any member at least five (5) days prior to the meeting for their review at either no cost if it can be electronically conveyed, or at "cost" to the member if a hard copy must be printed and delivered or mailed to the member. Further, several full text copies of the change(s) must be available for review by EIRA members at the time and place of the general meeting.

ARTICLE IX INDEMNIFICATION

EIRA shall indemnify each director, officer, agent, or committee member, and other persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE X CONFLICTS OF INTEREST

An EIRA member who receives any direct or indirect financial benefit, gift or gratuity from, or serves on the board of directors of any organization, project or development that is being considered either by EIRA members, the EIRA Board, or any EIRA Committee must declare known affiliations and shall abstain from discussion and voting on all related issues or transactions.

A conflict of interest includes, but may not be limited to, financial benefits, gifts, or gratuities that inure to the immediate family of any EIRA member, an EIRA officer or director or alternate, or any Committee member. Immediate family includes, but may not be limited to, spouse, domestic-partners-in-fact, others connected to an EIRA member through biology, marriage, adoption or domicile such as a son, daughter, mother, father, sibling, and any domestic-partner-in fact of siblings, children's spouses or children's domestic-partners-in-fact.

The Board shall adopt a Conflict of Interest Policy. Annually, the Board shall review its Conflict of Interest Policy, appropriately update it, make it available to all EIRA members for their review, and to EIRA directors for certification that they have read the Policy and agree to abide by it.

ARTICLE XI CONSTRUCTION

Section 1. Choice of Law. The Bylaws of EIRA shall be construed in accordance with the laws of the State of Minnesota. EIRA is organized within the context of the Minnesota Statutes, Section 317A Nonprofit Corporations, and complies with the notice provisions in Section 317A.435, Subd. 4(c).

Section 2. Invalidation. If any part of the Bylaws of EIRA shall be adjudged invalid, the remainder thereof shall not be invalidated.

**ARTICLE XII
MISCELLANEOUS**

Section 1. No Political Endorsement or Alliance. Neither EIRA, nor the Board, shall form any alliance on behalf of EIRA with any political party. EIRA may not endorse any candidate for public office. Elected representatives may be permitted to appear before EIRA meetings.

Section 2. Member, Board, and Committee Meetings. No meetings of the EIRA members, the Board, or any EIRA Committee may be held on a state or federal Election Day or on the evening of a Minnesota precinct caucus.

Bylaws amended:
3 October 2006 (Amended and Restated)
6 April 2010
5 April 2011
23 October 2012
13 October 2015
8 March 2016

President, East Isles Resident's Association

Date