

Bylaws of the Hamline Midway Coalition

As last amended by the HMC Board of Directors on November 19, 2013

ARTICLE I VOTING MEMBERSHIP

Section 1. Eligibility. Eligible voting members shall be anyone age 16 or older that resides within, owns property within, or owns a business which is headquartered and principally operates within the boundaries of District 11 as designated by the City of Saint Paul: Lexington Avenue on the East, Transfer Road on the West, University Avenue on the South, and the BNSF railroad just north of Pierce Butler Route on the North.

Section 2. Membership List. This corporation is a neighborhood organization as defined in Minnesota Statutes 317A.435 subdivision 4(c) and is governed by Minnesota Statutes 317A.439 subdivision 6, which exempts neighborhood organizations from a membership list requirement.

Section 3. Voting Rights. Each eligible voting member shall have one (1) vote.

Section 4. Interest in Property. The membership of this corporation shall not have any right, title, or interest in the real or personal property of this corporation.

ARTICLE II BOARD OF DIRECTORS

Section 1. Eligibility & Recruitment. Anyone who is an eligible voting member under Article I, Section 1 of these bylaws is also eligible to be elected as a Director. In recruiting eligible voting members to run for the Board of Directors, the organization will seek candidates with a wide range of perspectives and characteristics who, to the degree possible, reflect the diversity of the neighborhood.

Section 2. Composition. The Board of Directors of this corporation shall consist of no more than 13 Directors. Nine directors will be elected from 3 subdistricts according to Section 5. Up to 4 directors may be appointed by the Board according to Section 6.

Section 3. Term of Service. Any Director elected under Section 5 or appointed under Section 6 will serve a two (2) year term. Any Director appointed under Section 8 will serve the remainder of the vacated seat's term.

Section 4. Election Procedure. The procedure for electing Directors under Section 5 and will be determined by the Board of Directors and the election will be conducted by the Secretary, who will also act as election judge. In any given year, there will be 3 seats up for election, one from each subdistrict.

Section 5. Election of Directors from Subdistricts. The neighborhood will have three subdistricts: Subdistrict A (Newell Park), from Transfer Road to Snelling Avenue; Subdistrict B (Hamline Park), from Snelling Avenue to Hamline Avenue; Subdistrict C (Griggs Park) from Hamline Avenue to Lexington Parkway. The northern boundary for each subdistrict is the BNSF railway just north of Pierce Butler Route; the southern boundary for each subdistrict is University Avenue. Any vacant seats in each subdistrict will be filled by election at the Annual Meeting or by appointment of the Board of Directors. Only eligible voting members who live in a particular subdistrict can run for board seats or vote to elect directors from that subdistrict.

Section 6. Appointed Directors. The elected Board of Directors may choose to appoint up to four (4) Directors who serve in an “at-large” capacity or as representatives of organizations, institutions, or groups that are principally located within or principally serve the Hamline Midway neighborhood. A candidate for an appointed seat will be recommended for appointment by a sitting board member or by a particular organization, institution, or group that is asked to have a seat on the board. Appointments must be made by a super majority (60%) vote of the entire sitting Board of Directors (NOT simply those present at the meeting where the matter is at hand).

Section 7. Vacancies. Any vacant elected seat may be filled by appointment by a super majority (60%) vote of the Board of Directors. An appointment to a vacant seat must be made by a super majority (60%) vote of the entire sitting Board of Directors (NOT simply those present at the meeting where the matter is at hand).

Section 8. Resignation & Removal. Any Director may resign at any time by giving notice to the Executive Director. Any elected Director who no longer qualifies as a voting member according to Article 1, Section 1 of these bylaws is automatically and immediately removed from the Board. The Board of Directors may remove members whose behavior is deemed detrimental (e.g. disruptive behavior at meetings, excessive absences, violations of a Code of Conduct, etc.) by a unanimous vote of all Directors except that Director whose removal is at issue, abstentions notwithstanding.

ARTICLE III MEETINGS OF THE MEMBERSHIP

Section 1. Annual Meeting. This corporation may hold an Annual Meeting each year at a date, time, and place to be determined by the Board. The agenda of the Annual Meeting may include: 1) the election of Directors; 2) an opportunity for reports (e.g. from the Treasurer, from active committees, etc.); 3) other business as determined by the Board. If no annual meeting is to be held, board members will be elected through another process communicated to the membership.

Section 2. Notice. This corporation is governed by Minnesota Statute 317A.435 subdivision 4 which provides that “notice of the date, time, and place of the [annual] meeting...must be given in a manner designed to notify all members with voting rights to the extent practical.”

ARTICLE IV
MEETINGS OF THE BOARD OF DIRECTORS

Section 1. Regular Meetings. Regular meetings of the Board will be held at a time and place determined by the board of directors. Notice of a meeting will be given in person, by phone, or via e-mail to Board members at least two days in advance. The Board of Directors may elect to cancel meetings if no pressing business is likely to arise. In general, regular meetings will be open to the public. However, the board may close a meeting or a portion of a meeting where personnel and/or contract issues and/or other internal business where privacy is called for are to be discussed.

Section 2. Special Meetings. Special meetings of the Board may be called as needed by the President of the organization. Notice of such meetings, stating the purpose, time, date, and location must be given to board members in person, by phone, or via e-mail at least 2 days in advance of the meeting. Business at the meeting must be confined to the subject(s) stated in the notice, unless all Board members are present and consent to the transaction of other business.

Section 3. E-meetings. Meetings held via e-mail may be called at any time by the President of the organization. Electronic meetings must be limited to one action item that is time sensitive and must include clear instructions for voting and a clear deadline (date and time) for response. A majority of Board members must respond by the deadline in order to establish quorum.

Section 4. Written Action. The Board may take action by a written letter signed by all Board members and clearly indicating each Board member's vote. Written actions must be limited to one issue.

Section 5. Quorum. At least half of all Board members must be physically present in order to establish a quorum for the transaction of business. Once a quorum has been established, Board members may continue to transact business until adjournment, even if the departure of one or more Board members leaves less than the number of Board members needed for quorum. Any act of a majority of Board members present at a meeting where quorum has been established is an act of the Board.

ARTICLE V
OFFICERS

Section 1. Types & Selection. This corporation will have four officers: President, Vice-President, Secretary, and Treasurer. All officers will be chosen by the Board of Directors at a regular board meeting following the Annual Meeting or annual board member election. Any vacancy will be filled at the next regularly scheduled board meeting.

Section 2. Terms of Service. The term of each office will be 1 year. No board member will hold any one office for more than six (6) consecutive 1-year terms.

Section 3. Duties of the President. The President will preside over Annual Meetings and meetings of the Board of Directors and will serve as the primary signatory of the corporation on official correspondence, contracts, and other official documents, except when authority to sign is lawfully required by or officially delegated to another officer or agent. Other duties may be assigned to the President by the Board of Directors.

Section 4. Duties of the Vice-President. In the absence of the President, the Vice-President assumes the duties of the President. The Vice President is also responsible for Board member development and recruitment. Other duties may be assigned to the Vice-President by the Board of Directors.

Section 5. Duties of the Secretary. The Secretary is responsible for ensuring the accuracy and completeness of the organization's official records and for conducting the Board member election. Unless otherwise assigned, the Secretary will record the minutes of meetings of the Board of Directors and keep other records as required by the Board. Other duties may be assigned to the Secretary by the Board of Directors.

Section 6. Duties of the Treasurer. The Treasurer is principally responsible for overseeing the financial activities of the organization and ensuring the accuracy and completeness of the organization's financial records. The Treasurer will also serve as an official signatory on checks and other financial documents. Other duties may be assigned to the Treasurer by the Board of Directors.

ARTICLE VI COMMITTEES

Section 1. Establishment & Dissolution. With the exception of the Executive Committee, the Board of Directors may establish or dissolve committees as needed through a resolution adopted by simple majority of the Board. Each such committee shall have the duties given to it by the Board and shall be subject to the direction of the Board. At the time of creation, the Board shall adopt a document governing the committee that addresses issues such as purpose, membership, meetings, and leadership.

Section 2. Executive Committee. The Executive Committee is a standing committee and is comprised of all four officers. The Executive Committee sets the agenda for the Board of Directors meetings, addresses personnel issues, and completes other duties that may be assigned to it by the full Board.

ARTICLE VII INDEMNIFICATION

Section 1. Persons Covered. To the full extent permitted by any applicable law, this corporation shall indemnify any person made or threatened to be made a party to any threatened, pending, or completed civil, criminal, administrative, arbitration, or investigative proceeding, by reason of the fact that the person is or was a director, officer, committee member, agent, employee, or formal representative of the organization.

Section 2. Limits. Persons named in Section 1 shall be indemnified by the corporation against all reasonable expenses, including attorney's fees and disbursements, judgments, penalties, fines, and amounts paid in settlement, so long as the person: acted in good faith; received no improper personal benefit, and any applicable state statute regarding conflict of interest has been satisfied; in the case of a criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and in the case of acts or omissions, reasonably believed that the conduct was in the best interest of this corporation or was not opposed to the best interest of this corporation.

Section 3. Scope & Ancillary Recovery. Indemnification provided by the corporation under this Article shall continue even if person has ceased to be director, officer, committee member, agent, employee, or formal representative of the organization; and shall inure to the benefit of the person and their heirs, executors, and administrators, with respect to the activities of the person during the period when he or she acted as a director, officer, agent, employee, or formal representative of the corporation.

Section 4. Insurance. This corporation may, to the full extent permitted by applicable law, effect, purchase, and maintain insurance on behalf of any person who is covered under Section 1, against any liability asserted against such person and incurred by such person in such capacity.

ARTICLE VIII AMENDMENTS

Section 1. Procedure for Amendment. The Board may amend these bylaws at any regular meeting provided that the notice requirement outlined below in Section 2 has been fulfilled. A vote to amend the bylaws requires a majority vote of all Board members, not simply a majority of an established quorum.

Section 2. Notice of Amendment. This corporation is governed by Minnesota Statutes 317A.435 subdivision 4 which provides that "notice of meeting....at which articles 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."