

## **By-Laws of the Stevens Square Community Organization**

### **ARTICLE I: PURPOSE**

The purpose of Stevens Square Community Organization (SSCO) is to serve, through its mission statement, the Stevens Square-Loring Heights (SS-LH) neighborhood of Minneapolis, bounded by Interstate 94 to the north, Franklin Avenue to the south, 4<sup>th</sup> Avenue to the east, and Lyndale Avenue to the west.

SSCO is organized within the context of the Minnesota State Statutes regarding Non-profit Law, specifically 317.435, Subd.4(a-d).

### **ARTICLE II: MISSION STATEMENT**

SSCO provides a respectful forum for community involvement and leadership that builds on neighborhood strengths to promote and improve Stevens Square-Loring Heights as a fun place to live, work, and play.

SSCO works to strengthen Stevens Square-Loring Heights by initiating, integrating, and implementing key priorities as identified by the Board of Directors.

### **ARTICLE III: MEMBERS**

1. **CATEGORIES**: Membership in the corporation shall be limited to residents, sixteen years of age and older, of the Stevens Square area (as defined in the Articles of Incorporation) and qualified business and institutional representatives as designated by the Board of Directors.

a. Businesses or nonprofit institutions of the community may each have two (2) voting representatives. These institutions must have a physical location within the limits of the neighborhood boundaries outlined in Article I (including either side of the border streets). If more than two (2) individuals are interested in representing an institution at any meeting of the corporation, it is the responsibility of the institution to determine which two (2) will have voting rights.

b. Residents who work for a local business or nonprofit institution are not excluded by the above stipulation.

2. **DUTIES AND PRIVILEGES**: Each member of the corporation by his or her own membership shall be:

a. Entitled to one (1) vote on each matter submitted to vote of the members at any corporate meeting.

b. Eligible to serve as officers or board members of the corporation and shall be eligible to serve as Chair of any committee appointed or organized by the corporation except as otherwise stated in these by-laws.

c. Responsible for attending all duly called meetings of the corporation and communicating concerns, issues, and business of the corporation to the community.

3. **INELIGIBILITY**: Paid Staff of the Stevens Square Community Organization shall be ineligible to retain the Duties and Privileges enumerated above, regardless of their membership status.

### **ARTICLE IV: MEETINGS**

1. **MEETING FORMAT**: All meetings of SSCO can be held as a gathering of individuals in-person, virtually or a combination of the two. The Board, working to be as accessible and inclusive as possible, has the authority to determine which format is appropriate given constraints on time, public safety and/or access to technology.

2. **ANNUAL MEETING**: An annual meeting shall be called by the Board of Directors and held during the first quarter of the calendar year for the purpose of electing the Board of Directors for the corporation and for the transaction of business of the corporation to the community.

3. REGULAR MEETINGS: A minimum of one (1) regular meeting of the corporation shall be held during each quarter of the calendar year.

4. SPECIAL MEETINGS: Special meetings of the corporation may be called by a majority vote of the Board of Directors of the corporation or upon petition of the Board of Directors by twenty (20) members of the corporation.

5. NOTICE OF MEETINGS: Notice shall be given of each annual, regular, or special meeting at least ten (10) days prior to each meeting utilizing public methods available to the corporation.

6. QUORUM: A quorum for any annual, regular, or special meeting of the corporation shall consist of twenty-five (25) members of the corporation.

7. SPECIFIC VOTES REQUIRED:

- a. A majority vote of the members of the corporation present at any annual, regular, committee or special meeting shall be required for an action to be adopted. If there is a tie, the vote carries.
- b. A two-thirds vote (2/3) vote of the members of the corporation present at any annual, regular, or special meeting shall be required for amendment of these By-Laws (as stated in Article XII).
- c. Any member attending a meeting during the allotted time or participating in the voting period following the meeting are all considered "present" and are included in determining quorum. There will be a one-week voting period for all votes of the corporation following the presentation of information. Members will have the ability to vote online or in-person.

8. PROXY: No member may give a proxy for themselves, or vote by proxy.

**ARTICLE V: BOARD OF DIRECTORS**

1. MEMBERSHIP: The total membership of the Board of Directors shall consist of 11 members.

2. CATEGORIES OF MEMBERSHIP:

- a. Four (4) officers elected at the annual meeting of the corporation.
- b. Seven (7) at-large members elected at the annual meeting of the corporation.

3. DUTIES AND PRIVILEGES:

- a. Members shall:
  - i. Be entitled to one (1) vote on each matter submitted to vote before the Board of Directors.
  - ii. Be eligible to serve as Chair, Vice-Chair, Secretary, or Treasurer of the corporation or hold any other office of any task force or committee.
  - iii. Be responsible for attending all duly called meetings of the board (unless excused).
  - iv. Perform other duties as assigned by the corporation.

4. TERM OF DUTY:

- a. Board members shall serve a term of one (1) year from the date of the annual meeting unless otherwise removed as further detailed in Article VII.
- b. Officers shall serve staggered two year terms with the Chair and Secretary elected in odd-years, and the Vice-Chair and Treasurer elected in even-years.

**ARTICLE VI: ELECTION, TERMS OF OFFICE, QUALIFICATIONS OF ELECTORS, ETC.**

1. ELECTED OFFICERS AND MEMBERS OF THE BOARD OF DIRECTORS: Election of the officers and at-large members of the Board of Directors of the corporation shall be scheduled within the first quarter of the calendar year and publicly advertised at least two (2) weeks prior to this annual meeting. There shall be (11)

elected members of the Board of Directors of the corporation consisting of the four (4) officers of the corporation and seven (7) at-large members. The seven (7) at-large members are elected at the annual meeting of the corporation. The Chair and Secretary will be elected at the annual meeting in odd-numbered years. The Vice Chair and Treasurer will be elected at the annual meeting in even-numbered years.

Non-resident representation on the board is limited to not more than a total of three (3) officer and at-large members, with not more than two (2) representatives from each of the following segments of the community as defined by the then-current IRS regulations: for-profit entities and not-for-profit entities. Each non-resident candidate for the board must declare which one (1) segment of the community they represent. Non-residents are not eligible to serve as Chair, and no more than two (2) non-residents may serve on the Executive Committee at any one (1) time.

## 2. NOMINATION PROCESS:

- a. A nominating committee may be appointed by the Board of Directors at the first regular board meeting three months prior to the annual meeting. The nominating committee shall solicit candidates from the corporation members before the annual meeting. The slate of candidates shall be presented at the annual meeting for the purpose of electing officers and at-large board members of the corporation.
- b. Public nominations will be taken from the floor at the annual meeting.

3. ELECTIONS: All members of the corporation shall be eligible to vote. All candidates shall have an allotted time in which to state their qualifications, positions on issues, etc. Ranked choice voting will be utilized to determine a majority vote for each elected seat.

- a. *OFFICERS:* The positions of Chair, Vice Chair, Secretary and Treasurer shall be determined by the candidate receiving the majority of votes cast. The Chair and Secretary will be elected in odd-numbered years. The Vice Chair and Treasurer will be elected in even-numbered years. Each position will be on a separate ballot.
- b. *AT-LARGE BOARD MEMBERS:* The seven (7) at-large positions of the Board of Directors shall be determined by the candidates receiving the majority of votes cast.
- c. *NON-RESIDENT MEMBERS:* As stated above (Article VI.1), non-resident representation on the board is limited to not more than three (3) members. Should there be more than three (3) non-resident individuals seeking seats at any one election, after the votes are tallied only the three (3) non-residents with the highest number of votes will be elected. For the remainder, the second choice on each ballot will become the first choice.

4. NOTICE: Notice shall be given prior to the annual meeting stating the intent to have elections. This notice shall be consistent with the requirements as otherwise outlined in these By-Laws.

5. TERM OF SERVICE: Each elected officer shall be a member of the corporation and serve a term of two (2) years; each elected at-large board member shall be a member of the corporation and serve a term of one (1) year unless otherwise removed as provided in these By-Laws or disqualified by moving from the corporation boundaries or no longer being employed by a business or nonprofit institution within the corporation boundaries (including either side of border streets).

6. VACANCIES: If a duly elected officer or at-large board member of the corporation has served less than six (6) months and moves from the area or is otherwise disqualified, a special election will be held at the following quarterly meeting. The Board may appoint an interim member to serve until that special election is held. If said person has served more than six (6) months, the board will appoint a successor to fill the remaining term.

7. RE-ELECTION: Elected officers may seek re-election for two (2) consecutive terms for a total of four (4) years. Elected board members may seek re-election for four (4) consecutive terms for a total of four (4) years. While an individual can serve as an at-large member and an officer in consecutive terms, they have a combined

four (4) year term limit. After a period of two (2) consecutive years not serving, individuals are eligible to again seek election to the board.

#### **ARTICLE VII: CAUSE FOR REMOVAL OR DISQUALIFICATION**

1. RECALL: Two-thirds (2/3) of the membership of the board present and voting at a duly called Board of Directors meeting, with a quorum in attendance, may remove any officer or board member of the corporation provided there is a just cause for removal as otherwise outlined in these By-Laws.
2. CAUSE FOR REMOVAL: Cause for removal of elected officers and board members shall include but not be limited to the following:
  - a. Lack of attendance at three (3) meetings of the Board of Directors without prior notice to the Chair over the course of six (6) months.
  - b. Undeclared conflict of interest.
  - c. The Board of Directors shall reserve the right to determine cause for removal in specific instances.
3. CHANGE OF STATUS: Change of status, such as moving out of the corporate boundaries or no longer being a representative of an area for-profit or not-for-profit institution, would make any officer or board member ineligible to maintain membership.

#### **ARTICLE VIII: MEETINGS OF THE BOARD OF DIRECTORS**

1. REGULAR MEETINGS: The Board of Directors shall meet a minimum of once every other month.
2. SPECIAL MEETINGS: Special meetings of the Board of Directors may be called when necessary by the Chair.
3. NOTICE: Notice shall be given to each board member by the Secretary or Executive Director, as directed by the Secretary, one week prior to each meeting.
4. QUORUM AND VOTING: A quorum for the transaction or business at any meeting of the Board of Directors shall consist of 50% + 1 of seated board members. If there is a tie, the vote carries.

#### **ARTICLE IX: OFFICERS**

1. NUMBER: No officer may hold more than one (1) office of the corporation.
2. OFFICES: The corporation shall elect the following officers from its membership:
  - a. *CHAIR*: The Chair will preside at all corporation meetings, as well as at board meetings, and shall be the General Manager of the corporation. The Chair is an ex-officio member of all committees and subcommittees. The Chair has full voting rights at membership, Board and committee meetings. The Chair may be assigned additional duties by the board.
  - b. *VICE-CHAIR*: The Vice-Chair shall assume the duties of the Chair during the absence or inability of the chair to act. The Vice-Chair may be assigned additional duties by the board.
  - c. *SECRETARY*: The secretary shall supervise all matters relative to the recording of minutes, filing of materials and documents concerning the corporation's business, the notification of members for annual, regular, or special meetings, official correspondence of the corporation, and related functions. The secretary shall have assistance in carrying out these functions and may be assigned additional duties by the board.
  - d. *TREASURER*: The Treasurer shall supervise all financial records and make regular reports to the corporation.

3. The above named officers shall constitute the Executive Committee of the Board of Directors of the Corporation having the following duties, or shall direct staff to perform these duties on their behalf:
  - a. To call meetings and plan meeting agendas.
  - b. To coordinate activities and reports of committee and task forces.
  - c. To supervise the day-to-day business of the corporation between annual, special, and regular meetings.
  - d. To perform other duties, as assigned by the corporation or Board.

All officers are assigned such powers as endorsement on behalf of the corporation for collection, checks, deposits, etc.

4. TERMS OF OFFICE: These officers shall hold office for two (2) year staggered terms or until their successors are duly elected and qualified as provided by these By-Laws. The Chair and Secretary are elected in odd years; Vice-Chair and Treasurer are elected in even years.

5. REMOVAL AND VACANCIES: An officer may be removed or recalled as provided heretofore in these By-Laws.

#### **ARTICLE X: COMMITTEES**

1. POWER TO FORM COMMITTEES: The Board of Directors of the corporation shall have the power to form committees, appoint chairs of said committees, and shall determine the function and duration of each committee as needs arise or as the corporation deems appropriate.

#### **ARTICLE XI: MISCELLANEOUS PROVISIONS**

1. CHECKS: Check signing procedures follow SSCO's board approved Financial Policy.

2. GIFTS: Members may accept on behalf of the corporation and turn over to the Treasurer any contributions, gifts, or bequests for the general benefit of the corporation and community.

3. EXAMINATION BY MEMBERS: Every member of the corporation shall have a right to examine in person or by agent or attorney, at a time and place arranged with the Chair, all books and records of the corporation and to make extracts therefrom.

4. OPEN MEETINGS: All annual, regular, special, committee and board meetings shall be open to the public.

#### **ARTICLE XII: AMENDMENTS**

These By-Laws may be amended or altered by a vote of two-thirds (2/3) of the membership present at annual, regular, or special meetings of the corporation provided that notice of the proposed amendment shall be given to the corporation one (1) week in advance of said meeting.

We the undersigned Chair and Secretary, respectively, of the Stevens Square Community Organization, INC., a Minnesota non-profit corporation, do hereby certify that the foregoing By-Laws are the By-Laws adopted for the corporation by its members at a meeting held on ~~June 21, 2007~~ ~~June 13, 2009~~ May 5, 2021.

Signatures

Attachment A: Conflict of Interest Policy

