

DISTRICT 1 COMMUNITY COUNCIL
BYLAWS

ARTICLE I NAME

The name of this organization shall be: DISTRICT 1 COMMUNITY COUNCIL, MINNESOTA NON-PROFIT CORPORATION.

ARTICLE II BOUNDARIES

The boundaries of District 1 include Minnehaha on the north (south side of street only), the city limits on the east and south: Birmingham Street, Harding High School and Birmingham Street again as it continues to Warner Road, including the Mississippi River, on the west. District 1 is located in the City of Saint Paul, Ramsey County.

ARTICLE III PURPOSE

The purposes of this organization shall be educational so as to unite, in common cause, residents, business persons, employees and organizations in the area described above in a continuing effort to promote harmonious environmental conditions and favorable community relationships and to undertake actions and services as may, by its residents and businesses, be determined to be desirable to serve these purposes. Within these purposes it is intended that this organization shall attempt to educate the community to:

Section 1

Develop immediate and long-range plans, which shall provide for the physical, economic, environmental and human services of the district.

Section 2

Establish a consistent means of communication so that citizens may be made aware of proposals affecting the district by public agencies and officials, and may, in turn, participate in the planning.

Section 3

Have a well-informed district, thereby improving the quality of life in the City and increasing the confidence in the future of the district and of the City. The organization will use various media to inform the district of issues that may affect its interest.

Section 4

Set goals for district projects and programs that may require funds from outside sources, whether public or private, and work to unite all elements of the district in seeking to obtain such funds.

Section 5

Provide a forum for open discussion so that residents and business people of the district can work together toward the common goal of a safe, healthy and attractive district within a safe, healthy, and attractive city.

ARTICLE IV BOARD OF DIRECTORS

Section 1 -- Members

- a) The District 1 Community Council shall be governed by a Board of Directors consisting of four elected officers, 11 members elected at-large, and, for one year after completion of his or her term, the immediate past President.
- b) Board members must be at least 18 years of age and either a resident of District 1 or a designated representative of a business located within the boundaries of District 1.

Section 2 -- Method of Election

- a) The officers and other members of the Board of Directors shall be elected at an Annual meeting of eligible voters. Officers and at-large members shall be elected for two-year terms. The secretary, treasurer and six at-large directors shall be elected in odd-numbered years. The president, vice-president and five at-large directors shall be elected in even-numbered years.
- b) If an officer or director position has been vacated in mid-term, voters at the Annual meeting shall elect a replacement to serve one-year to the completion of the vacated term.
- c) Eligible voters are a) all residents 18 years or older who live within the boundaries described in Article II and b) one representative, regardless of residence, of each business located within the boundaries of District 1.
- d) Publicly announced candidates for salaried elected offices and, unless on leave on absence from the positions, salaried elected public officials and persons in their personal employ are not eligible for election or permitted to continue serving on the Board. Board members who publicly announce their candidacy for salaried elected office shall resign immediately.
- e) Candidates receiving the highest vote totals shall be elected, up to the number of open seats. If both 1-year and 2-year terms are open for election, the highest vote-getters among the winners shall be elected to 2-year terms and the other winners to 1-year terms.

Section 3 -- Powers and Obligations

The Board of Directors is responsible for overseeing management of all District 1 Community Council Affairs, including but not limited to approval of expenditures, hiring of staff and establishment of operating policies.

Section 4 -- Resignations and Removal from Office

A written statement to the Secretary constitutes official notice of a resignation. Members with three or more unexcused absences from regular monthly meetings during any 12-month period shall offer his or her resignation. The Board may by majority vote to remove such a member who does not offer a resignation. The Board may adopt a policy describing conditions for approved absences.

Section 5 -- Filling of Vacancies

Vacancies on the Board shall be filled by majority vote of the Board, unless the vacancy occurs within three months of the Annual Meeting. Vacancies shall be announced and advertised at least 2 weeks prior to being filled. Persons elected to fill a vacancy shall serve until the next Annual meeting, at which time the balance of the term shall be filled by general election.

Section 6 -- Officers and Executive Committee

Executive authority of the Board rests in the Officers and Executive Committee. No officer shall serve more than two consecutive terms in the same office. Only persons who have served at least one full year on the Board are eligible for election as President or Vice-President.

A. President -- The president shall:

1. preside at all meetings of the Board and serve as chair of the Executive Committee,
2. be responsible for managing all affairs of the District 1 Community Council, but may delegate responsibilities to staff and other board members.
3. implement actions and policies adopted by the Board,
4. recommend appointments of committee members and chairs, subject to approval by the Board, and
5. be an ex-officio member of all committees except the nominating committee.

B. Vice President

1. Shall assist the president in conducting the business in District 1 as requested.
2. Shall perform the duties of the president in the president's absence, inability, or refusal to act.
3. Shall fill the office of President if that position becomes vacant mid-term.

C. Secretary

1. Shall record minutes of the monthly District 1 Board meetings.
2. Shall have copies of the articles of incorporation, bylaws, policies, standing rules and minutes at all meetings and shall perform such other duties as usually pertain to that office.
3. Shall ensure that articles of incorporation, bylaws and policies of the Council and minutes of Council, board of directors and executive committee meetings are approved and signed and filed in the Council office.

D. Treasurer

The Treasurer shall be responsible for oversight of the preparation of the proposed annual budget and cause to be kept accurate accounts of all monies received or disbursed by the organization and financial records belonging to the organization. The Treasurer will present to the Board of Directors at their annual meeting a report of the finances of the organization, and will from time to time make such other reports to the Board of Directors as it may require. The Treasurer is ultimately responsible for seeing that all Federal and State filings are done in a timely manner and are in compliance with regulations.

ARTICLE V MEETINGS

Section 1-- General

All meetings of the Board of Directors and its committees, with the exception of the Executive Committee when acting as the Personnel Committee, are public meetings. Presence of a majority of filled positions shall constitute a quorum for conduct of Board business. All proceedings shall be according to Robert's Rules of Order, unless otherwise directed by these bylaws. If ordered by the Chair or requested by a member of the Board, a roll call vote shall be taken and recorded on a motion. Meeting agendas shall always include time for community members to speak on issues of concern to them.

Section 2 -- Place and Time of Meetings

- a) The Board shall meet at least 10 times a year at a regular time and place.

b) If requested in writing by three or more Board members, the President shall call a special meeting to deal with a single issue, which must be clearly specified in the request. Five days notice shall be given to Board members for special meetings. Only issues germane to the special meeting request may be acted on at a special meeting.

c) The President may call a special meeting with five days notice to Board members.

ARTICLE VI -- ANNUAL MEETING AND ELECTIONS

Section 1-- Scheduling

The election shall be at the Annual Meeting, which shall be held in March.

Section 2 -- Agenda

The first order of business shall be consideration of any proposed changes to these bylaws. The second item of business shall be the election of officers. The third item of business shall be election of Board members. Additional agenda items may follow.

Section 3 -- Election procedures

1) All eligible voters described in Article IV may vote in elections of officers and Board members. Voters must be present and register to receive ballots. Proof of residence or business representation may be required. No absentee ballots are permitted.

2) Efforts shall be made to recruit board candidates who will represent the geographic, ethnic and economic diversity of the district. Nominations, including self-nomination, will be accepted until voting begins. Notice of the election shall be given at least two weeks in advance.

3) Election of officers and Board members shall be by secret ballot, unless the race is not contested. A second ballot shall be taken to break ties. If a tie remains after a second ballot, a flip of a coin shall determine the winner.

ARTICLE VII-- COMMITTEES

Section 1

Executive Committee

This committee shall consist of the Officers per Article IV of these bylaws, and the chairpersons of the Communications, Finance, and Hearing Committees and shall be chaired by the President. The executive committee shall, when necessary, have all the powers of the Board of Directors between board meetings provided that no act of the executive committee conflicts with the actions of the Board of Directors of the Council and that a written report of any action is presented at the next regular meeting of Board of Directors. This committee shall also serve as the Personnel Committee, as governed by the personnel policies of the District Council.

Section 2 --Standing Committees

a) Finance Committee

The duties of this committee shall be concerned with raising and spending District 1 funds, including any funds related to the District 1 News, with approval of the Board of Directors. Included would be the recommendation of spending Monies for major purchases, setting the yearly budget, and assisting with the end of the year report to funding agencies. The chairperson shall be a

Board Member, and the size of the committee shall be no fewer than four persons, plus the Treasurer, who shall be an ex-officio member of the committee.

b) Land Use Committee

This committee shall be established for the purpose of researching and making recommendations on issues of land use and zoning to the Board of Directors and the District 1 Community, and reporting to the Board for their action. Meetings will be scheduled as necessary. The chair, or CO-chairs, of this committee shall be responsible for conducting committee meetings, supervising committee business, and reporting to the Board. The chair, or CO-chairs, of this committee shall have at least one year's experience as a board member.

c) Communications Committee

This committee shall oversee the communication functions of the organization, including operation of the website, newspaper, and/or mailings. The chairperson need not be a Board member, and shall be responsible for conducting Committee meetings and reporting to the Board of Directors. There shall be at least one Board member serving on this committee.

Section 3 -- Other Committees

a) The President may, with approval of the Board, appoint temporary committees to conduct business of the board.

Section 4

Committee Chairpersons. The Chair of each Committee (with the exception of the Executive Committee) shall be recommended by the President with the approval of the Board of Directors.

Section 5

Committee Responsibilities. Committees shall research, make recommendations and issue reports to the Board of Directors and the membership. They shall not take any action without prior approval of the Board of Directors. They shall provide written reports upon request of the President. Committee members are considered representatives of the organization and shall be governed by the organization's Code of Conduct and Conflict of Interest Policy.

Section 6

Committee Meetings. All Committee Meetings, except those dealing with personnel matters, shall be open to the public. Whenever possible, they shall be announced to the community in advance of the meeting.

Section 7

Committee Membership. Membership on committees, except for the Executive, shall be open to residents and business representatives of District 1.

ARTICLE VIII STAFF

Section 1

Selection of staff and determination of their responsibilities shall be the responsibility of the District 1 Board of Directors.

Section 2

The District shall utilize volunteers when available.

Providing funds are available, expenses incurred by volunteers may be reimbursed upon prior approval of the Board.

ARTICLE IX FISCAL MANAGEMENT

Section 1 Fiscal Year. The fiscal year of the organization shall begin on the first day of July and end on the last day of June in each year.

Section 2 Books and Accounts. Books and accounts of the organization shall be kept under the direction of the Treasurer of the organization.

Section 3 Execution of the Organization's documents. Such documents include, but are not limited to contracts or leases with outside entities or employees, checks or drafts. The Board of Directors authorizes the President, Vice President, Treasurer and Executive Director to act as signatories on all contracts (e.g., City of St. Paul, Eureka Recycling, staff or contractors) or on checks written on the organization's accounts, as long as two signatures are included. Any contracts exceeding 1% of the amount listed in the annual budget for the contract must be approved by the Board of Directors.

Section 4 Loans. No loans shall be contracted with an outside source, on behalf of the organization, nor evidences of indebtedness shall be issued in its name, unless authorized by resolution of the Board of Directors.

Section 5 Deposits. All funds of the organization shall be deposited promptly to the credit of the organization in such bank or banks or other depositories as the Board of Directors may designate. The Executive Director will ensure that the organization does not exceed exposure in any one financial institution that exceeds the federally insured limit.

Section 6 Financial Conflict of Interest. The Board and other representatives of the organization shall not enter into any contract or transaction with:

1. one or more of its officers,
2. a director of a related organization, or
3. an organization in or of which a director of the District 1 Community Council is a director, officer, or legal representative, or in some other way has a material financial interest, unless:
 - a. that interest is disclosed or known to the Board of Directors,
 - b. the Board approves, authorizes or ratifies the action in good faith,
 - c. the approval is by a majority of directors (not including any interested director), and
 - d. at a meeting where a quorum is present (not counting an interested director).

Section 7 Indemnity. The District 1 Community Council shall indemnify and hold harmless any director, officer or employee from any suit, damage, claim, judgment or liability arising out of, or asserted to arise out of conduct of such person in his or her capacity as a director, officer or employee, except in cases involving willful misconduct. Indemnification provided under this section shall comply with and follow the requirements as provided by statute. The organization shall have the power to purchase or procure insurance for such purposes.

Section 8 Examination by Directors. Every director of the organization shall have a right to examine, in person or by agent or attorney, at any reasonable time or times, and at the place or places where usually kept, all books and records of the organization and extracts or copies.

ARTICLE X AMENDMENTS

These articles, or any that may hereafter be adopted, may be changed or amended by a vote of the Board of Directors at any regularly scheduled board meeting, provided notification is made to the public. Notification of all impending changes in these articles shall be given to the Board of Directors and the general public at least 30 days in advance of the meeting at which the changes are proposed to be made. A two-thirds (2/3) majority vote of the board members shall be necessary for passage. Proposed amendments may be submitted by the public to the board for consideration. If there is a conflict between these bylaws and Minnesota Statute 317A, state law takes precedence.

Adopted January 29, 1979

Revised March 27, 1980

Revised March 28, 1983

Revised October 22, 1984

Revised March 25, 1985

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