

**BYLAWS
MACALESTER-GROVELAND COMMUNITY COUNCIL**

(Adopted June 25, 1981; Revised April 17, 1997; Revised April 13, 2000; Revised April 18, 2002; Revised April 10, 2003;
Revised April 12, 2007; Revised April 14, 2011; Revised September 8, 2011; Revised April 12, 2012; Revised April 11, 2013;
Revised April 9, 2015; Revised March 9, 2017)

ARTICLE I - NAME

The name of this organization shall be the Macalester-Groveland Community Council (hereinafter “the MGCC” or “the Council”).

ARTICLE II - BOUNDARIES

The boundaries of the MGCC in St. Paul, Minnesota shall include Summit Avenue on the north; Randolph Avenue on the south; the Mississippi River on the west; and Ayd Mill Road and the I-35E corridor on the east (the “District”). All boundaries, unless otherwise noted, fall on the center of city streets such that they include residents on one-half of the named street.

ARTICLE III - PURPOSE

The purpose of this organization shall be:

Section 1. Charitable and educational so as to unite, in common cause, residents of and organizations serving the District in a continuing effort to promote harmonious environmental conditions and favorable community relationships therein and to undertake such charitable and educational actions and services as may, by the Board of Directors, be determined to be desirable to serve these purposes. Within these purposes it is intended that this organization shall attempt to educate the community as to the necessity for maintaining community pride in matters of common interest for the preservation of a desirable livable neighborhood.

By way of examples of carrying out these purposes, the organization shall initiate and participate in such actions as may be determined to be desirable to enable residents to preserve and maintain good residential housing, live in a healthful environment, provide recreational facilities, and protect the neighborhood from crime.

In furtherance of the foregoing, the purposes of this organization shall be to solicit funds and to accept gifts and contributions, to put to productive use all of the funds and property which it may own at any time, and to use and distribute its income and property exclusively for charitable and educational purposes.

Section 2. To develop immediate and long-range plans, programs, and projects which shall provide for the physical, economic, and social needs of the District.

Section 3. To establish a consistent means of communication so that people may be made aware of proposals affecting the District by public agencies and officials, and may, in turn, participate in the planning prior to action.

Section 4. To have a well-informed District realistically pursuing its best interests, thereby improving the quality of life in the city and increasing the confidence in the future of the District and of the city. To this end, the organization will use various media to inform the District of issues which may affect its interest.

Section 5. To set realistic goals for District projects and programs which may require funds from outside sources, whether public or private, and to work to unite all elements of the District in seeking to obtain such funds.

Section 6. To 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, healthful, attractive District within a safe, healthful and attractive city.

ARTICLE IV - MEMBERSHIP

Section 1. All residents, students, employees, property owners, for-profit and non-profit business organizations (“businesses”), educational institutions and religious institutions in the District are considered to be Community Members of the MGCC. The MGCC shall not discriminate in any manner on account of the race, ethnicity, color, creed, religion, national origin, sex, marital status, status with

regard to public assistance, disability, sexual orientation, familial status, or age of any person.

Section 2. Community Members eligible to vote at Annual Membership Meetings and Special Membership Meetings of the MGCC (“Voting Members”) shall consist of Residential Members and Organizational Members, as defined below. Each Voting Member shall be entitled to one (1) vote on any matter being voted on at any Membership Meeting, except that elections of Directors have specific voting eligibility rules as specified below and in Section 1 of Article V.

(a) A Residential Member is any person eighteen (18) years of age or older who lives within the District. Each Residential Member shall be entitled to one (1) vote in any election for an At-Large Residential Director and in any election for a Grid Director of the grid in which the Residential Member resides. Each Residential Member who is a renter shall also be entitled to one (1) vote in any election for an At-Large Residential Renter Director.

(b) An Organizational Member is any person eighteen (18) years of age or older who is a student attending any educational institution in the District, or who is the owner or authorized representative of any business, residential rental property, educational institution or religious institution located within the District. Each Organizational Member is entitled to one (1) vote in any election for an At-Large Organizational Director in the respective category/categories to which the Organizational Member belongs.

Section 3. All Community Members shall have the right to request time on the agenda at regular board or committee meetings to present items of interest in the District.

ARTICLE V - BOARD OF DIRECTORS

Section 1. The Board of Directors is the governing body of the MGCC with a total of twenty-one (21) Directors, consisting of:

- (a) ten (10) Residential Grid Directors, who are Residential Members residing in the grid they represent, wherein each of the five prescribed grids with boundaries as defined in the grid map attached as Exhibit A shall have two Directors, elected by Residential Members residing therein and,
- (b) four (4) At-Large Residential Directors who are Residential Members elected by Residential Members and,
- (c) one (1) At-Large Residential Renter Director, who is a Residential Member and renter, elected by Residential Members who are renters, and
- (d) six (6) At-Large Organizational Directors (two from the business community, one from the student community, one from the residential landlord community, one from the educational community and one from the faith community) elected exclusively by the Organizational Members in their respective community categories.

Section 2. To implement the board structure set forth above in Section 1, the election of all Directors shall occur immediately following adoption of these bylaws.

Thereafter, the election of Directors shall occur at the annual meeting according to the procedure set forth below:

- All odd-numbered Grid Directors and two (2) At-Large Residential Directors from Residential membership shall be elected at the 2019 annual meeting and every three years thereafter.
- All even-numbered Grid Directors and two (2) At-Large Residential Directors from Residential membership shall be elected at the 2020 annual meeting and every three years thereafter.
- One (1) At-Large Residential Renter Director from residential renter membership and Six (6) At-Large Organizational Directors - two (2) from business community organizational membership; one (1) each from student, residential landlord, educational and faith community organizational memberships shall be elected at the 2018 annual meeting and every three years thereafter.

Section 3. The Board of Directors shall have power:

- (a) to fill mid-term Director vacancies by special election. Methods and procedures for special elections shall be determined by the Board of Directors one (1) month in advance of such special election so as to ensure proper public notice.
- (b) to prescribe methods and procedures for electing directors at annual meetings. Such methods and procedures shall be determined by the Board of Directors one (1) month prior to each annual meeting so as to provide for proper notice to the public.

- (c) to determine procedures for breaking ties in annual and special elections.
- (d) to elect officers and fill mid-term vacancies in any office except President.
- (e) to exercise all the powers of the organization.
- (f) to appoint committees as necessary.
- (g) to employ or contract for employees as necessary to provide and support programs and services of the MGCC and develop policies applicable to those employees.

Section 4. A Board member or committee chair may not campaign for nor hold a salaried, elective office. A Board member or committee chair under consideration for appointment to a non-partisan public office who does not conduct a public, partisan campaign may retain their position with the Council until such time as they commence such a campaign. Each Director is expected to fulfill responsibilities as defined in the Expectations of Board Members document, attached as Exhibit B.

Section 5. In recruiting members for Committees and for the Board of Directors, the organization shall seek candidates with a wide range of perspectives and characteristics who, to the degree possible, reflect the diversity of the neighborhood, including but not limited to racial, geographic, ethnic, occupational, educational, age, gender and economic diversity.

ARTICLE VI- OFFICERS

Section 1. The officers of the MGCC shall be: President; Vice President; Secretary; and Treasurer. The term of office shall be one (1) year, commencing at the conclusion of the meeting at which they are elected. The President and Vice President shall serve no more than two (2) consecutive terms in the same office; and, the Secretary and Treasurer shall serve no more than four (4) consecutive terms in the same office.

Section 2. The officers shall be elected by the Board of Directors from among the directors at a meeting to be held the month following the annual meeting of the council. Officers will be elected in order of President, Treasurer, Secretary, and Vice President.

Section 3. Mid-term vacancy of the president's position will be filled by the vice-president. Other mid-term vacancies shall be filled by the Board of Directors.

Section 4. Any officer or director may be removed from office by a two-thirds (2/3) vote of the Board of Directors for cause. Absence from three (3) consecutive board meetings or four (4) board meetings during any consecutive twelve-month period shall constitute grounds for removal from office of any officer or Director.

Section 5. The duties of the officers of the MGCC shall include but not be limited to the following:

A. President

1. Preside at all meetings of the MGCC.
2. Have general responsibility for conducting the affairs of the MGCC.
3. Have general responsibility for the implementation of all resolutions passed by the Board of Directors.
4. Shall designate committees with the approval of the Board of Directors.
5. Shall, with the vice president, secretary, and treasurer:
 - a. be responsible for employment policies and contracts of employees, and
 - b. supervise and direct staff.

B. Vice President

1. Shall perform the duties of the President in the President's absence, and such other duties as the President shall so direct.
2. Shall assist the President in conducting the business of the MGCC as requested.
3. Shall, with the approval of the Board of Directors, assume the duties of President upon vacancy of the President's position.

C. Secretary

1. Shall take and keep accurate records of all proceedings of MGCC meetings.

2. Shall, in the absence of hired staff, keep a file of reports submitted by all committees and subcommittees.
3. Shall, in the absence of hired staff, be responsible for proper records of all MGCC correspondence, letters, and other communications with various persons, businesses, organizations, and other entities.
4. Shall, in the absence of hired staff, ensure proper public announcement of all meetings of the Directors and of task forces and committees.

D. Treasurer

1. Shall ensure proper receipts and deposits of monies obtained for conducting the business of the MGCC.
2. Shall ensure proper disbursement of monies as needed at the direction of the Board of Directors.
3. Shall ensure maintenance of accurate and current records of the fiscal matters of the MGCC.
4. Shall ensure preparation of quarterly and annual statements which will be submitted to the MGCC.
5. Shall present a full Treasurer's report, as necessary, at Board meetings.

ARTICLE VII - MEETINGS

Section 1. Membership Meetings. There are two types of MGCC membership meetings: Annual Membership Meetings and Special Membership Meetings. At any membership meeting:

- All Voting Members present are entitled to vote as specified in Articles IV and V.
- Voting by proxy is prohibited.
- A majority of currently seated Board members shall constitute a quorum. If a quorum is present, the act of a majority of Voting Members present is the act of the Council. If a quorum is not present, the participants shall conduct the meeting for information only.
- All participants shall sign in at the meeting with the appropriate residential or organizational address.

(a) Annual Membership Meetings. The MGCC shall hold its Annual Membership Meeting in March or April of each year. The date, time, and place of the meeting shall be set by the Board of Directors. Public notice shall be published at least one (1) month prior to each annual meeting.

The method and procedure for electing directors shall be determined by the Board of Directors one (1) month prior to each annual meeting so as to provide for a democratic selection of those Directors required to be elected under these Articles.

(b) Special Membership Meetings. Special Membership Meetings shall be called by the President, after a majority vote to do so at a regular or special Board meeting. Notice shall be given at least ten (10) days prior to a special membership meeting, specifying the date, time, place, and agenda of the meeting. The agenda shall be limited to the purpose(s) stated in the motion.

Section 2. Board of Directors' Meetings. The Board of Directors shall hold regular monthly meetings at least ten times per year, as determined by the Board. Directors shall be notified by the Secretary in advance as to time, place, and agenda. Public announcement will be provided to local media in advance of the meeting.

Section 3. Special Board Meetings. Special meetings of the Board of Directors may be called by the President or by a majority of the Board of Directors on matters of urgency, provided that notice is made at least three (3) days in advance specifying the time, place and reason for meeting.

Section 4. Quorum. A majority of the currently seated Board of Directors, not including vacant positions, shall constitute a quorum at any duly convened Board meeting. Once a quorum has been established, Directors may continue to transact business until adjournment, even if the departure of one or more Directors leaves less than the number needed for a quorum. The Directors present at any Board meeting, although less than a quorum, may adjourn the meeting from time to time.

Section 5. All meetings covered by these bylaws shall be conducted under the rules set forth in the most recent edition of the Democratic Rules of Order (Fred Francis and Peg Francis, authors).

Section 6. All Membership and Board meetings of the MGCC shall be open to the public. All Community Members from the District are encouraged to attend.

ARTICLE VIII - COMMITTEES

Section 1. The Board of Directors shall establish standing committees, sub-committees and task forces (collectively referred to as "committees" unless otherwise specified herein) as deemed necessary for its purposes. Each committee shall include at least one (1) Director.

Section 2. Committee membership shall comprise (1) currently seated Directors, and (2) Community Members who have declared an interest in serving on the committee and who have attended the two prior consecutive committee meetings, provided that Community Members who have missed three consecutive committee meetings will no longer be members on said committee. Community Members who have been removed from a committee for missing three consecutive committee meetings may reestablish membership on the committee according to the above procedure. All committee members shall have the right to vote on matters properly before the committee. A committee's vote will be based on eligible attending members; a quorum of current voting committee members need not be established. The chairperson of each committee shall be elected by its committee members with the approval of the Executive Committee of the Board of Directors.

Section 3. Standing Committees and task forces shall issue reports and/or recommendations to the Board of Directors and the membership. They shall not take action without prior approval or direction of the Board of Directors. Committees shall provide written reports of their progress upon request of the President and upon discharge of the committee. Sub-committees shall issue reports and/or recommendations to their parent committee.

Section 4. All committee meetings, except meetings of the Executive Committee as provided in Section 5, shall be open to the public. Whenever possible, committee meetings, except meetings of the Executive Committee as provided in Section 5, shall be announced to the community in advance of the meeting. Community members are encouraged to bring forth items of interest to the MGCC through an appropriate committee and should contact the MGCC's Executive Director to do so.

Section 5. The Executive Committee shall comprise the officers of the Council and is chaired by the President. The committee's function is to assist the President in conducting the affairs of the council as set forth in the bylaws. If the Board of Directors delegates authority to the Executive Committee to decide a particular issue or take a particular action on behalf of the Board of Directors, the motion delegating the matter shall fix the date, time and place of the Executive Committee's meeting. Otherwise, no public notice of a meeting of the Executive Committee is required. All Directors may attend any meeting of the Executive Committee notwithstanding that a meeting or part of a meeting has been closed to the public. Regardless of whether public notice is provided, meetings of the Executive Committee shall be open to the public unless on motion of the Executive Committee a meeting or portion of a meeting is closed for the duration of the discussion of one or more of the following subjects:

- A. Consideration of allegations or charges against an employee of the Council. If the Executive Committee concludes that discipline of any nature may be warranted as a result of those specific charges or allegations, the President shall privately determine the discipline to the employee or ask the Executive Committee to determine the discipline, in which event any further meetings of the Executive Committee shall be open to the public. A meeting must also be open at the request of the employee who is the subject of the meeting.
- B. Evaluation of the performance of an employee of the Council. The Executive Committee shall identify the individual to be evaluated prior to closing a meeting. At the next meeting of the Board of Directors, the President shall summarize the conclusions of the Executive Committee regarding the evaluation. A meeting must also be open at the request of the employee who is the subject of the meeting.
- C. Matters subject to the attorney-client privilege.

ARTICLE IX - NON-PROFIT STATUS

Section 1. No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2. Notwithstanding any other provision of these Articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are

deductible under Section 170 (c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

Section 3. Upon the dissolution of the Council, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the county in which the principal office of the Council is then located, exclusively for such purposes or such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Section 4. No part of the net earnings or funds of the Council shall inure to the benefit of, or be distributable to, its Directors, officers, or other private persons except that the Council 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 Article III hereof.

ARTICLE X – CONFLICT OF INTEREST POLICY

The MGCC maintains a current Conflict of Interest Policy. The Conflict of Interest Policy statement will be reviewed and approved periodically by the Directors to ensure its compliance with the then current governmental regulations regarding conflict of interest and this organization. Further the current Conflict of Interest Policy statement will be:

- (a) kept on file at the Council office;
- (b) reaffirmed at least annually to instruct/re-instruct Directors and Committee Chairperson(s); and,
- (c) reviewed at Committee meetings as appropriate (at least annually) to ensure members understand their responsibility.

ARTICLE XI – NON-PARTISANSHIP POLICY

The MGCC will deal with non-partisanship in the following manner:

- A. The Council shall not support or oppose any political party or any candidate. While the Council as an organization is non-partisan, it encourages its Directors as individuals to be politically active.
- B. Individuals who are officers or staff of the Council shall not use their position with the Council to support or oppose any political party, candidate, or ballot question.

Directors may serve as delegates, make donations and give personal support to candidates, so long as the support does not in any way imply the support of the Council, or of the Director or staff person as representative of the Council.

Staff persons will not actively campaign within this District for candidates or ballot questions.

- C. Any Director or staff member supporting or opposing a specific candidate or ballot question will not seek to influence other Directors in any way during official meetings or functions of the Council.
- D. Any Director or staff person elected to public office will resign.
- E. This policy statement will be reaffirmed yearly to remind returning Directors and to instruct new Directors.

ARTICLE XII - AMENDMENTS AND CHANGES

These Articles, or any that may hereafter be adopted, may be changed or amended by introduction of the amendment(s) at a regular Board of Directors' meeting, followed by consideration and voting on such amendments(s) at the subsequent Annual Membership meeting or a Special Membership meeting called for that purpose. Notification of all impending changes in these Articles, including draft language for any proposed amendment(s), shall be given at least twenty-five (25) days in advance of the meeting. When considering each proposed amendment at such membership meeting, a two-thirds (2/3) majority vote of the members present shall be necessary to pass the amendment.

ARTICLE XIII - FISCAL YEAR

The fiscal year shall be from January 1 to December 31.

ARTICLE XIV - NOTICE

Wherever written notice is required or authorized by these bylaws, such notice requirement or authorization shall be satisfied (unless otherwise specifically provided in these by-laws) if notice is delivered to the member's residence by handing it to a person at the member's residence, is left in a conspicuous place, is mailed to the last known address of the member by first class mail, or is published in a newspaper of general circulation in the District or in electronic media widely used in the District.

Macalester-Groveland Community Council
Exhibit A: Grid Map

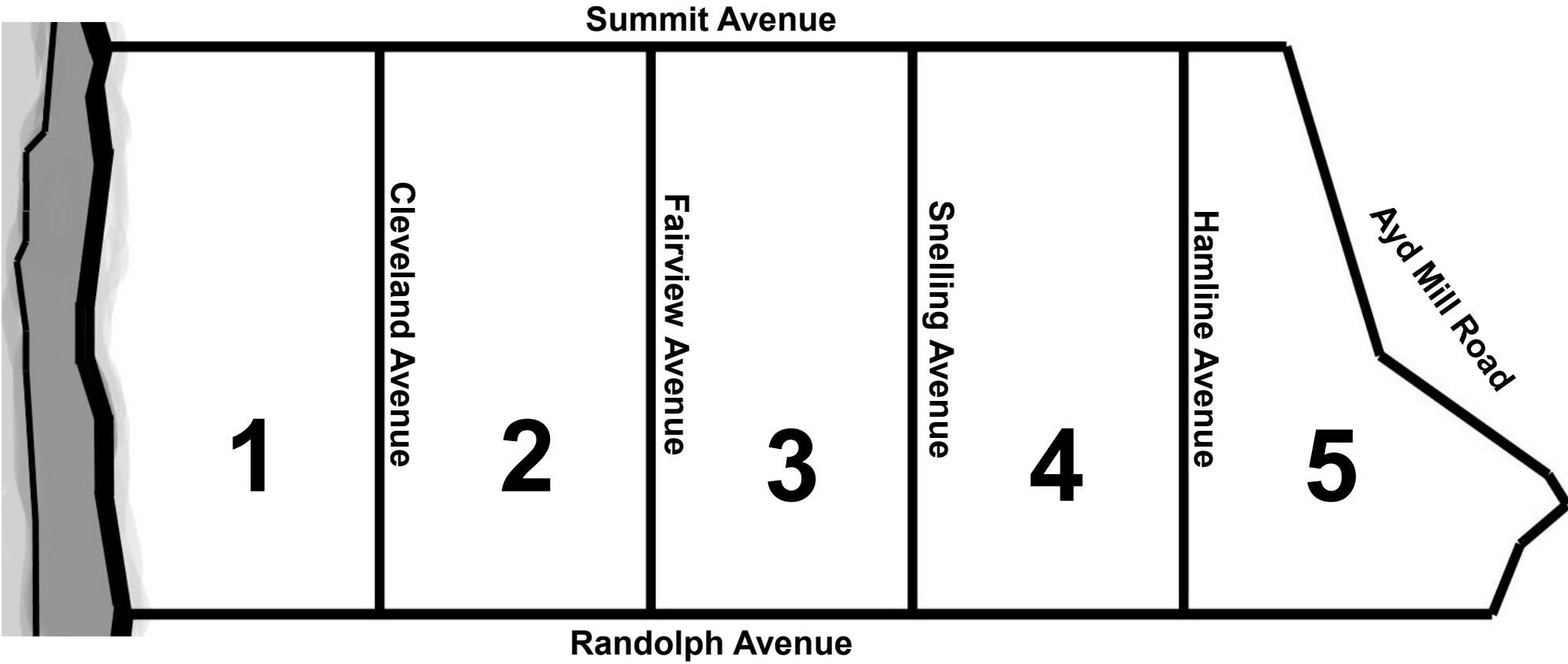




EXHIBIT B

Expectations of Board Members

Overview

The Board of Directors is the governing body of the Macalester-Groveland Community Council (hereinafter “the MGCC” or “the Council”). Board Members have a fiduciary responsibility to make informed, ethical and legal decisions regarding matters before the board. The Board includes two members from each of five grids elected by the residents therein, four residential directors elected at-large from the residential membership, one residential director elected at-large from residential renters and six organizational directors at-large elected exclusively by their respective constituents in the organizational membership categories of business, educational, faith, student and residential landlord communities.

Responsibilities

Directors are expected to:

- Regularly attend Board Meetings, usually held on the second Thursday of each month at 6:30 p.m. at 320 S. Griggs Street. Notify the Executive Director when unable to attend a Board Meeting and arrange a time to talk with the ED regarding any pertinent information prior to the next meeting. Per the MGCC bylaws, absence from three consecutive board meetings or four board meetings during any consecutive twelve-month period shall constitute grounds for removal from office of any officer or Director.
- Regularly attend all Board Retreats, usually held twice a year on a regular Board Meeting night. Board Retreats are paid for by the MGCC to ensure regular development/educational opportunities for Board Members. Members unable to attend a Board Retreat should contact the Executive Director Prior to the Retreat and arrange to go through the information provided to other Board Members.
- Contribute to the Council during each year of service on the board. Because we seek funding from outside sources, it is imperative that all members contribute to our mission as well. Contributions can be financial or through in-kind services.
- Serve on one of the Council’s committees or represent the Council on a citywide committee or other neighborhood task force or advisory committee. Board members are welcome to serve on multiple committees and/or task forces but are expected to serve on at least one.

- Assist staff with flyering or notifying neighbors about upcoming issues or meetings that affect their part of the neighborhood, as needed.
- Assist staff in the planning and publicizing of the Annual Meeting, including the recruitment of new Board Members.
- Comply with the Council's conflict of interest policy. (See policy)
- Comply with the Council's non-partisanship policy. (See policy)
- Volunteer for events sponsored by the Council, such as Frost Fest, Community Cleanups, Home Improvement Fair, Alley Garden Awards and Mac-Grove Fest. Board members are welcome to volunteer at multiple events but are asked to volunteer at two events per year at a minimum. Each event is divided into several volunteer shifts to accommodate various schedules.