

**BYLAWS OF
COMO COMMUNITY COUNCIL – DISTRICT 10**

**ARTICLE I
Nature of the Organization**

Section 1. Como Community Council – District 10 (“District 10”) was incorporated as a Minnesota nonprofit corporation on the 22nd day of July, 1977 pursuant to Minnesota Statutes chapter 317 for the purposes and with the powers and limitations assumed in its Articles of Incorporation and any amendments thereto. On January 1, 1991, if not earlier, District 10 came to be governed by Minnesota Statutes chapter 317A by operation of Minnesota Statutes § 317A.021, subd. 7.

Section 2. District 10 is a neighborhood organization within the meaning of Minnesota Statutes § 317A.435, subd. 4(c), the boundaries of which are described in its Articles of Incorporation and any amendments thereto, and elects to be governed by Minnesota Statutes §§ 317A.435, subd. 4, 317A.439, subd. 6, and 317A.441(b), (c), and (d), with the permissible modifications to those provisions that as made in the Bylaws.

Section 3. District 10 is organized and operated exclusively for educational, charitable, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law. No part of the net earnings of District 10 shall inure to the benefit of, or be distributed to, its members, directors, officers or other private persons, except that District 10 shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the powers and purposes set forth in the Articles of Incorporation and any amendments thereto.

Section 4. No substantial part of the activities of District 10 shall be attempting to influence legislation not directly related to District 10’s purpose and mission statement. District 10 shall not participate in, declare support for, publish or distribute on the behalf of, or intervene in any political campaign on behalf of any candidate for public office or political party. Notwithstanding any other provision of these Bylaws, District 10 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 of 1986, as amended, or to any corresponding provision of any future federal tax law, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986, as amended, or to any corresponding provision of any future federal tax law.

ARTICLE II

Subdistricts

Section 1. The defined geographic area of District 10, which is defined in the Articles of Incorporation and any amendments thereto, shall be divided into four subdistricts. The boundaries of the four subdistricts are as follows:

Subdistrict One: Beginning at Snelling, east on Hoyt to Hamline; south on Hamline from Hoyt to center of Burlington Northern and Santa Fe Railway (“BNSF”) right of way north of Energy Park; west along center of BNSF right of way to Snelling; North on Snelling to Wynne; west on Wynne, from Snelling to east boundary of State Fair; north, following boundary of State Fair to Como Avenue; east on Como Avenue to Snelling; north on Snelling to the point of beginning at Hoyt.

Subdistrict Two: Beginning on Hoyt at Hamline, north to Larpenteur Avenue; east on Larpenteur to Victoria Avenue; south on Victoria to center of Burlington Northern right of way; west following center of BNSF right of way to Hamline; north on Hamline to point of beginning at Hoyt.

Subdistrict Three: Beginning on Victoria at Larpenteur, east on Larpentuer to Dale; south on Dale to center of BNSF right of way; west following center of BNSF right of way to Victoria; north on Victoria to point of beginning.

Subdistrict Four: Beginning on Snelling at the center of BNSF right of way near the northwest corner of Energy Park, east following center of BNSF right of way to Dale Street; south on Dale Street, crossing Como Avenue to center of BNSF right of way; west following center of BNSF right of way to Snelling; north on Snelling to point of Beginning.

Section 2. A review of subdistrict boundaries will be taken no later than three years after each decennial United States census to determine if boundaries should be realigned to ensure fair representation of District 10’s population.

ARTICLE III

Membership

Section 1. Members of District 10 are individuals aged 16 years or older, who, when desiring to exercise the rights or privileges of membership, can produce:

- (a) A Minnesota driver’s license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the Council; or
- (b) A resolution by the board of a business or nonprofit organization that owns or leases property within the geographic boundaries of District 10

authorizing the individual to vote on behalf of the business or nonprofit organization, provided that each such business or nonprofit organization shall not authorize more than one such individual to vote; or

- (c) The same type of proof described in subsections (a) or (b) of this section with respect to the boundaries of any subdistrict, even if there is a discrepancy between the boundaries of such subdistrict and the boundaries of the District 10 stated in the Articles of Incorporation.

Section 2. An individual who meets membership criteria under section 1 but lacks the documentation required under section 1 may exercise the rights or privileges of membership if a member who has the required documentation vouches for the individual.

Section 3. An individual who meets the requirements of sections 1 or 2 with respect to the boundaries of any subdistrict is a member of that subdistrict for purposes of electing members of the Board of Directors.

Section 4. District 10 is not required to prepare or maintain a membership roll.

Section 5. The Board may suspend the membership rights of an individual with notice and a two-thirds vote of the Directors present. The suspension may be for a fixed term or may be indefinite. The Board shall follow the disciplinary procedures in the parliamentary authority before voting on the suspension of the membership rights of an individual. Written notice must be provided to the member that is the subject of the disciplinary action at least 15 days before the vote on the action and the suspension of the member does not become effective until at least five days after the meeting.

ARTICLE IV Board of Directors

Section 1. The business and affairs of District 10 shall be under the direction and management of a Board of Directors (“the Board”).

Section 2. The Board shall consist of a Chairperson, Vice-chairperson, Secretary, Treasurer, and 13 other Directors.

Section 3. Term of office for each Director shall be two years. Terms of the office shall begin seven calendar days after the annual meeting. No person shall hold the office of Chairperson, Vice-chairperson, Secretary, or Treasurer for more than two consecutive terms. However, the partial term served by a member of the Board who fills a vacancy pursuant to Article IV, Section 6 is not counted for purposes of this term limit.

Section 4. Any member of the Board may resign at any time by giving written notice to the Chairperson. The Chairperson may resign by giving written notice to the Secretary. The resignation takes place upon receipt of the notice, unless a later date is specified in the notice.

Section 5. Each member of the Board shall be present at all Board meetings. If a member of the Board is unable to attend, that member shall notify the Chairperson or staff.

Section 6. A vacancy in the Board shall be filled by the members of District 10 after notice and a vote at a special meeting of the members which shall take place immediately before the first Board meeting scheduled more than 14 days after the occurrence of the vacancy, and preceding each subsequent board meeting until the vacancy is filled. The term of the member of the Board filling a vacancy expires at the end of the unexpired term the member of the Board is filling. If the vacancy arises in the office of the Chairperson, then the Vice-chairperson assumes the office of the Chairperson and a vacancy arises in the office of the Vice-chairperson.

Section 7. No salaried public official, publicly announced candidate for salaried elected office, or person appointed to any salaried elected office may serve as a member of the Board. A member of the Board who becomes a salaried elected official, either through appointment or election, must resign. A member of the Board who becomes a candidate for salaried elected office may take a leave of absence for the duration of the member's candidacy or must resign.

Section 8. The Board may remove a Director from office for cause with notice and a two-thirds vote of Directors present. The Board shall follow the disciplinary procedures in the parliamentary authority before voting on the removal of a Director. Three consecutive absences from Board meetings or five absences from Board meetings within a 12 month period may constitute cause for the removal of a Director. Written notice must be provided to the Director that is the subject of the adverse action at least 15 days before the vote on the action. The removal of the Director does not become effective until five days after the meeting.

ARTICLE V

Officers

Section 1. The Chairperson, Vice-chairperson, Secretary, and Treasurer of the Board shall be the officers of District 10. These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the organization.

Section 2. The Chairperson shall:

- (a) Have general active management of the business of District 10;
- (b) When present, preside at meetings of the Board or members;

- (c) See that orders and resolutions of the Board are carried into effect;
- (d) Sign contracts and agreements in the name of District 10; and
- (e) Appoint committee members and committee chairpersons with the advice and consent of the Board, but shall not chair any committee or ad-hoc committee.

Section 3. The Vice-chairperson shall:

- (a) Perform the duties of the Chairperson when the Chairperson is absent, unable to act, or as delegated by the Chairperson.
- (b) Fill the unexpired term of the Chairperson in the event of a vacancy.
- (c) Act as the parliamentarian at meetings of the Board or members.

Section 4. The Secretary shall:

- (a) Keep a record of the proceedings of District 10.
- (b) Collect and keep on file all committee reports.
- (c) Sign all certified copies of acts and proceedings of District 10.
- (d) In the absence of the Chairperson and the Vice-chairperson, call Board meetings or member meetings to order and preside until the election of a chair pro tem.
- (e) Make certain that all records required by county, state and federal law are updated and on file at the District 10 office.

Section 5. The Treasurer shall:

- (a) Keep accurate financial records for the corporation.
- (b) Oversee the deposit money received by District 10 in the banks designated by the Board.
- (c) Oversee the disbursement of corporate funds as ordered by the Board.
- (d) Prepare an annual financial statement that is presented at the annual meeting.
- (e) Upon request, provide the Board an account of the financial condition of District 10.

Section 6. The officers of District 10 shall meet at least once per month to discuss the management of the business of District 10. At this meeting, a majority of the officers of District 10 may authorize action on behalf of District 10. Except for staff performance reviews and actions taken pursuant to any approved Board policies, such authorizations are provisional until ratified by the Board at a Board meeting.

ARTICLE VI

Elections

Section 1. Directors shall be elected to staggered terms at the annual meeting.

Section 2. Each subdistrict shall have two seats on the Board reserved for it (“subdistrict Directors”) and those seats may only be occupied by members of that subdistrict. The remaining seats on the Board, including the positions of Chairperson, Vice-chairperson, Secretary, and Treasurer may be occupied by members of District 10 at large.

Section 3. The Chairperson, Secretary, one subdistrict Director from each subdistrict, and three at-large Directors shall be elected in odd-numbered years.

Section 4. The Vice-chairperson, Treasurer, one subdistrict Director from each subdistrict, and two at-large Directors shall be elected in even-numbered years.

Section 5. At least 10 days, but not more than 30 days before the annual meeting, 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.

Section 6. The election shall be conducted by ballot or, at the discretion of the person presiding over the vote, by a unanimous vote of acclamation. A plurality vote shall be sufficient to elect.

Section 7. A member may vote in elections for at-large positions and for subdistrict Directors of the member’s subdistrict. Directors may vote in any election.

Section 8. Elections shall be held in the following order: Chairperson, Vice-chairperson, Secretary, Treasurer, subdistrict Directors, at-large Directors.

ARTICLE VII Member Meetings

Section 1. There shall be an annual member meeting, which shall be held immediately preceding the April Board meeting.

Section 2. Special member meetings may be called through such procedures and with such notice as provided by law.

Section 3. The quorum for the annual member meeting or a special member meeting called for the purpose of filling a vacancy on the Board shall be the number of members present at the meeting. The quorum for all other special meetings shall be 50 members.

Section 4. Voting by proxy and absentee voting is prohibited at member meetings.

ARTICLE VIII Board Meetings

Section 1. The Board shall meet on the third Tuesday of each month, and as needed at the call of the Chairperson.

Section 2. The quorum for a Board meeting shall be a majority of the members of the Board in office.

Section 3. Voting by proxy and absentee voting is prohibited at Board meetings.

Section 4. Except where the Board goes into closed session, Members of District 10 may seek the floor and speak in debate during Board meetings. But only Directors may make motions and vote during Board meetings.

Section 5. Board meetings shall be open to the public, but may go into closed session by a majority vote.

ARTICLE IX Committees

Section 1. District 10 shall have a standing Land Use Committee whose members and chairperson shall be appointed by the Chairperson with the advice and consent of the Board. New business related to housing, institutions, transportation, variance requests, and parks shall be automatically referred to the Land Use Committee, except as provided in Section 5, Article IX. The Land Use Committee shall have the authority to act for District 10 with respect to the implementation of any events or budget line items previously approved by the Board, or as otherwise directed by the Board.

Section 2. District 10 shall have a standing Environmental Committee whose members and chairperson shall be appointed by the Chairperson with the advice and consent of the Board. New business related to recycling, environment, and recreation shall be automatically referred to the Environmental Committee, except as provided in Section 5, Article IX. The Environmental Committee shall have the authority to act for District 10 with respect to the implementation of any events or budget line items previously approved by the Board, or as otherwise directed by the Board.

Section 3. District 10 shall have a standing Neighborhood Relations Committee whose members and chairperson shall be appointed by the Chairperson with the advice and consent of the Board. New business related to crime and safety, business and commerce, and neighborhood cohesion shall be automatically referred to the Neighborhood Relations Committee, except as provided in Section 5, Article IX. The Neighborhood Relations Committee shall have the authority to act for District 10 with respect to the implementation of any events or budget line items previously approved by the Board, or as otherwise directed by the Board.

Section 4. The Board may establish other standing or ad hoc committees, and may establish subcommittees of any of District 10's committees. The members of these committees shall be appointed by the Chairperson with the advice and consent of the Board. Such other committees shall not have the authority to act for District 10.

Section 5. Nothing in this Article shall prevent the Board from referring any issue or topic to any committee for any purpose. Committees shall review and report to the Board on any issue or topic referred to it by the Board, whether or not action is requested or recommended. For the purposes of ensuring an efficient and equitable workload, the Chairperson may refer specific items of new business to any committee despite the above elicited automatic referrals, unless the specific issue or matter is referred elsewhere by the Board.

Section 6. Committee appointments expire seven calendar days after the annual meeting. An ad hoc committee is dissolved at the end of the first board meeting following the annual meeting unless the newly elected Board reauthorizes it.

Section 7. Each member of the Board, with the exception of the Chairperson, Vice-chairperson, Secretary, and Treasurer, shall be a member of at least one committee at all times.

Section 8. Committees shall meet at the call of the committee chairperson or as set in advance by a vote of the committee. The time and place of committee meetings shall be publicized in the same manner as other notice. The quorum for a committee meeting shall be a majority of the Board members appointed by the Chair to serve as members of the committee.

Section 9. Members of District 10 are ex officio members of all committees, except disciplinary committees, with the right to make motions, vote, and speak in debate.

Section 10. The Board may adopt special rules of order for any committee. Subject to any applicable special rules of order, committee meetings shall be conducted pursuant to the rules set forth for committees in the parliamentary authority.

ARTICLE X

Staff

Section 1. District 10 may employ staff or consultants and may establish procedures for hiring and terminating employees.

Section 2. District 10 may use staff furnished to it by the City of St. Paul and its agencies.

Section 3. District 10 may utilize volunteers.

ARTICLE XI

Finances

Section 1. The board may not approve budgets projecting a deficit.

Section 2. All checks disbursing District 10 funds shall require the signature of two officers of District 10.

Section 3. An audit committee consisting of at least three members shall be appointed by the Chairperson at the March meeting at least once every two years, whose duty it shall be to audit the state of District 10's accounts at the close of the previous fiscal year or years and to report at the annual meeting. Neither the Chairperson nor the Treasurer may be a member of the audit committee. Any member who served as either Chairperson or Treasurer at any time during the fiscal years under review may not be appointed to the committee.

Section 4. The fiscal year of District 10 shall be the calendar year.

Section 5. Directors, officers, committee members, and volunteers shall serve without compensation. The Board may authorize the reimbursement of expenses incurred by staff, Directors, officers, committee members, and volunteers while working on assignment for District 10. Reimbursement requests must be supported by receipts showing the amount of the expense to be reimbursed and a written statement of the purpose of the expense, if not evident from the receipt itself.

Section 6. District 10 will purchase appropriate insurance coverage for the conduct of its business and to ensure its obligation to defend and indemnify its directors, officers, and employees.

ARTICLE XII

Parliamentary Authority

Section 1. The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern District 10 in all cases to which they are applicable and in which they are not inconsistent with applicable law, these bylaws, and any special rules of order that District 10 may adopt.

Section 2. Except as otherwise provided, "notice" of a proposed action, where required under these Bylaws or the parliamentary authority, shall mean oral notice delivered at the immediately preceding Board meeting or committee meeting, or written notice provided to the persons entitled to vote on the proposed action at least two weeks before the meeting at which the action requiring the notice will be voted on. Written notice may be provided electronically. Written notice to the members of District 10 shall be provided on the website of District 10 and through District 10's electronic newsletter. Written notice to the members of District 10 may also be provided through any social media platform used by District 10 and through

community newspapers, but District 10 is not required to provide notice through these channels.

ARTICLE XIII
Amendment of Bylaws and Articles of Incorporation

Section 1. These bylaws may be amended after notice and a two-thirds vote of the Board.

Section 2. The Articles of Incorporation may be amended through a majority vote of the Board of Directors and a two-thirds vote of the members present and voting at a meeting of the members. If an amendment is initiated by the Board, proper notice of the proposed amendment must precede the meeting of the members at which the amendment will be considered and must include the substance of the proposed amendment. If an amendment is proposed and approved by the members, the Board shall consider the proposed amendment at the next regularly scheduled Board meeting that will occur more than fourteen days after the vote of the members.

I hereby certify that these Bylaws were adopted by resolution of the Board of Directors on the 20th day of September, 2016.

Tim Post, Secretary