

BY-LAWS
of the
AUDUBON NEIGHBORHOOD ASSOCIATION

Adopted February 6th, 2006; supercedes all prior versions.

ARTICLE I. Eligibility for Membership

- 1.01 The boundaries for Audubon Neighborhood Association follow the City Boundaries of the area known as Audubon Park Neighborhood which is bounded on the west by Central Avenue, the south by Lowry Avenue, the east by Stinson Boulevard and the north by St. Anthony Parkway, hereinafter known as “the neighborhood.”
- 1.02 All residents and business and property owners of lawful voting age, along with businesses and agencies with permanent addresses in the neighborhood shall be considered eligible for membership. Eligible persons and entities desiring membership shall register themselves with the Secretary in a manner agreed upon by the Board of Directors. To vote, a member must be registered at least 24 hours prior to the start of the meeting in which a vote is taken. Businesses, agencies, and institutions shall register with the Secretary one representative who shall be authorized to cast a vote for the organization they represent. No other individual may cast a vote for the organization besides the registered individual unless proxy vote arrangements have been pre-registered with the Secretary in a manner agreed upon by the Board of Directors.
- 1.03 Only members who reside in the above mentioned area, are owners of a property or business in the above mentioned area, or are authorized representatives of registered agencies shall be eligible to hold office.
- 1.04 There shall be only one class of membership.

ARTICLE II. Voting Rights

- 2.01 Every member shall have the right to vote at regularly and specially called neighborhood meetings on a one person/vote basis. Each agency and institution shall have one vote each unless their representative has cast a vote as a member who resides within the project area. If such be the case, corporate vote shall be disallowed.

ARTICLE III. Meetings

- 3.01 Annual Meeting - The annual meeting of the members shall be held on the first Monday of the first week of October each year at the hour of 7:00 P.M. for the purpose of electing Directors and Officers and for the transaction of such other business as may come before the assembly. If the election of Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members.
- 3.02 Special Meetings - Special meetings of the members, for any general neighborhood purposes, unless otherwise prescribed by Statute, may be called by the President of the Executive Committee or by the Board of Directors upon five days written notice before the date of the meeting, and shall be called by the Executive Committee.
- 3.03 Regular Meetings - will be scheduled and held at least quarterly.
- 3.04 Place of Meeting - The place of meeting of the members shall be the Audubon Recreation Center in the City of Minneapolis or such other place as designated by the Board of Directors within the boundaries of the neighborhood.
- 3.05 Notice of Meeting - Written or printed notice of meeting shall be sent at least five (5) days before the meeting date. Such notice shall be made available in at least one newspaper.
- 3.06 Quorum - A quorum shall consist of a majority of the Board of Directors including two officers present and any action will require a simple majority. A quorum of the general assembly shall consist of ten percent of the registered membership or fifty persons, whichever is less.

ARTICLE IV. Board of Directors and Officers Election and Term of Office

- 4.01 General Powers - The business and affairs of the corporation shall be conducted by the Board of Directors or its Executive Committee.
- 4.02 Tenure and Qualifications - The number of Directors of the corporation shall be nine voting members and shall be registered members of the neighborhood. Terms for Directors shall be for two years, beginning the first day of January of the year following election. The Directors' terms shall be staggered as follows: In even-numbered years the membership shall elect four (4) Directors; in odd-numbered years the membership shall elect five (5) Directors.
- 4.02a The Board serving at the time of 2006 election shall itself determine, before the election, four (4) Directors whose terms will expire on the last day of 2006. The terms of the remainder of the Board serving at the time of the 2006 election will expire on the last day of 2007.
- 4.03 (a) Executive Committee - An Executive Committee of four of the Directors shall be designated by simple majority of all Directors and their titles shall be President, Vice-President, Secretary and Treasurer, respectively by simple majority vote of all the Directors.
- 4.04 (b) Duties of the Executive Committee
President - It shall be the duty of the President to preside at all meetings and have general supervision over the business and affairs of the organization.
Vice-President - shall assume the President duties in the event of his or her absence.
Secretary - shall be responsible for keeping minutes of all meetings and for organizing correspondence.
Treasurer - shall be responsible for all monies entrusted to him or her. He or she shall provide a disbursement report at all meetings.
(c) The Board of Directors, in conjunction with the Executive Committee, shall designate three Directors who shall have the ability to co-sign all checks. Furthermore, all checks shall be co-signed by two of the three designated Directors.
- 4.05 Vacancies - will be filled by the Board of Directors or special election as the Board of Directors deems appropriate. If a vacancy results in the absence of the President or Treasurer, The Board shall meet immediately to replace these officers. Any immediate meeting called because of such a vacancy shall not require any special notice but the only business that may be conducted at said meeting shall be the replacement of the President or Treasurer. Other vacancies shall be filled at the next meeting of the Board of Directors or at a meeting for the purpose of a special election. All filled vacancies shall be filled for the remainder of the term vacated.
- 4.06 Removal - The members, by a simple majority vote at a properly convened meeting of the general membership may, without cause, remove a Director or the entire Board from office. Neither a Director nor the entire Board shall be removed from office unless notice of the meeting at which removal is to be considered states such purpose. When a Board or Director has been removed, new directors must be elected at the same meeting. A Board member may be removed from office if he or she has missed three consecutive meetings.

ARTICLE V. Conduct of the Meeting

- 5.01 Meetings shall be conducted by Robert's Rules of Order or in such other orderly manner that is deemed appropriate by the President.

ARTICLE VI. Amendments, Adoptions, and Alterations

- 6.01 Bylaws may be amended and adopted and approved by a super-majority of six of all nine Board members at a duly called special meeting. Members may also amend, adopt, and approve new bylaws by a majority of those members present. Only the general assembly may change Articles I and II.

ARTICLE VII. Complaints

- 7.01 Any complaint against Audubon Neighborhood Association (ANA), or any of its activities, shall be made in writing and directed to a meeting of the Executive Committee, which shall respond in writing within five (5) days of their meeting.