

RAMSEY HILL ASSOCIATION BYLAWS

Approved January 2013

ARTICLE I. ORGANIZATION

SECTION 1. NAME

The name of this organization shall be the Ramsey Hill Association,
hereinafter referred to as the Association.

SECTION 2. LOCATION

The ~~Ramsey Hill~~ Association operates in the area of the City of Saint Paul, County of Ramsey, State of Minnesota, described as follows, ~~to-wit:~~

Commencing at the intersection of the center lines of Summit Avenue and Dale Street, the point of beginning, thence northerly along the center line of Dale Street to its intersection with the center line of Concordia Avenue; thence easterly along the center line of Concordia Avenue to its intersection with Kellogg Boulevard West; thence southeasterly along the center line of Kellogg Boulevard West to its intersection with Interstate 35E; thence southwesterly along the northern boundary line of Interstate 35E till the commencement of Pleasant Avenue by the Walnut Stairs that lead down from Summit Avenue; thence southwesterly along the center line of Pleasant Avenue to its intersection with the center line of Grand Avenue at the foot of Ramsey Hill; thence westerly along the center line of Grand Avenue to its intersection with the center line of Dale Street, thence northerly along the center line of Dale Street to the point of the beginning.

SECTION 3. PURPOSES

This organization was founded for and shall be operated for charitable purposes, as charitable purposes are legally defined. These purposes are civic, educational, community welfare, horticultural, recreational and social. They include, but are not limited to, the preservation, development, maintenance, beautification, and enhancement of the neighborhood. They also include the promotion of social welfare, whether directly or indirectly, by among other things: preventing crime; combating community deterioration; lessening neighborhood tensions; eliminating prejudice and discrimination; by promoting the erection and maintenance of public buildings, monuments or works; and by lessening the burden of government through the work of the organization, and through its support of the goals of the City of Saint Paul.

ARTICLE II. MEMBERSHIP.

SECTION 1. -CATEGORIES.

- a) REGULAR MEMBERSHIP. Persons who have attained their eighteenth birthday and reside within the boundaries of the Association as described in the Articles of Incorporation shall be eligible for regular membership upon payment of annual dues, as either
 1. Individual Membership; or

2. Household Membership. This membership shall apply to all eligible persons residing in the same living unit.

- b) ASSOCIATE MEMBERSHIP. Persons who subscribe to the purposes of this Association, have attained their eighteenth birthday, and live outside the boundaries of the Association shall be eligible for associate membership upon payment of annual dues
- c) ORGANIZATION MEMBERSHIP. Business and commercial enterprises and non-profit groups and associations organized for civic, educational, community, welfare, religious, horticultural, recreational, and/or social purposes and which subscribe to the purposes of this Association shall be eligible for organization membership upon payment of annual dues. The Board of Directors may refuse membership to any organization that does not support the purposes or values of the Association ~~organization~~.
- d) HONORARY MEMBERSHIP. The Board of Directors may elect to confer an honorary membership on any person or organization not otherwise qualifying for membership.
- e) LIFETIME MEMBERSHIP. The Board of Directors may grant lifetime membership in the Association ~~organization~~ to any member it considers to be so deserving.

SECTION 2. RIGHTS, PRIVILEGES AND OBLIGATIONS OF MEMBERSHIP.

a) VOTING.

Each regular individual, regular household, lifetime membership and organization membership within the boundaries of the Association shall be entitled to *one* vote; other classes of membership are not entitled to vote.

b) OTHER PRIVILEGES.

Members in all classes may attend and be heard at meetings of the membership and of the Board of Directors and its various committees.

~~e) DUES.~~

SECTION ~~3~~4. ANNUAL DUES.

Annual dues shall be reviewed and set annually for the upcoming year by the Board of Directors by the October meeting.

SECTION ~~4~~2. PAYMENT OF DUES.

Dues shall be payable by January 1 each year. New members may qualify at any time during the year and shall submit the appropriate annual dues in full upon application.

ARTICLE III. BOARD OF DIRECTORS AND OFFICERS

SECTION 1. MEMBERSHIP

The membership of the Board of Directors, hereinafter referred to as the Board, shall consist of the Officers and no fewer than nine (9) nor more than thirteen (13) directors. The specific positions and their respective duties are set by the sitting Board of Directors for the following year.

SECTION 2. OFFICERS.

The officers shall consist of a President, a Vice President, a Secretary, and a Treasurer. No person shall hold any more than one office at any one time.

SECTION 3. DUTIES OF OFFICERS.

- a) THE PRESIDENT shall preside at all meetings of the Association, the Board of Directors, and the Executive Committee and shall be a member ex-officio of all committees except Nominating Committee; shall sign all contracts and obligations authorized by the Board of Directors; and shall perform such other duties as the Board of Directors may assign; and otherwise shall serve as the chief executive of the Association.
- b) THE VICE PRESIDENT, in the absence of the President, shall perform the duties and exercise the powers of the President and shall perform such other duties as the Board of Directors may assign.
- c) THE SECRETARY shall keep the minutes of all meetings of the Association, the Board of Directors, and the Executive Committee, shall be in charge of all non-financial records of the Association, and shall perform such other duties as the Board of Directors may assign.
- d) THE TREASURER shall be custodian of all funds, accounts, and financial records of the Association; shall be responsible for collection and disbursement of funds; shall prepare and present to the Board a comprehensive financial accounting of activities for the prior and current year, along with a working draft of the next fiscal budget at the August Board meeting; shall prepare and present an accounting of financial activity and an annual budget for the next fiscal year at the annual meeting, and shall perform such other duties as the Board of Directors may assign.

SECTION 4. QUALIFICATIONS.

Members of the Board of Directors and Officers shall be members of the Association with voting privileges. The number of directors who reside outside the boundaries of the Association must not exceed two (2) who reside within the boundaries of the Association. No more than one director or officer shall reside in the same household or be employed by the same organizational member.

SECTION 5. CO-DIRECTORS

A director's position may be filled, either by election at the annual meeting or by interim appointment by a simple majority of the Board, by no more than two co-directors. The co-directors are a single part of the Board for purposes of voting strength and quorum.

SECTION 6. SUMMIT-UNIVERSITY PLANNING COUNCIL MEMBER

One (1) Ramsey Hill resident who is a current member of the Summit-University Planning Council (SUPC) can serve unlimited one-year terms. The SUPC position counts toward the director number thresholds in Section 1 of this article.

SECTION ~~7~~5. NOMINATION.

The Nominating Committee shall present a single slate of candidates for offices and positions on the Board ~~of Directors~~, which slate shall be sent to every member with voting privileges at least ten (10) days prior to the Annual Meeting. Additional nominations may be made in writing, provided that each such nomination be endorsed by at least twenty (20) members with voting privileges and be received by the Secretary at least five (5) days prior to the Annual Meeting.

SECTION ~~8~~6. ELECTION.

Officers and members of the Board ~~of Directors~~ shall be elected at the Annual Meeting and shall assume office at the beginning of the next fiscal year.

SECTION ~~9~~7. POWERS, RESPONSIBILITIES, AND OBLIGATIONS.

- a) The Board ~~of Directors~~ shall have general charge and management of the affairs, funds, and property of the Association and shall discharge these duties in good faith and with diligence and care which an ordinarily prudent person would exercise under similar circumstances.
- b) If subsequent to the annual meeting the Board ~~of Directors~~ determines to initiate a major new activity, it may elect to delegate the final decision on such matter to the membership at a special membership meeting called for the purpose. A "major new activity" shall include commencement of a legal or administrative action before a court or governmental agency, a new fundraising drive where the amount to be raised is in excess of \$10,000, or any similar activity which the board anticipates will result in a significant expenditure of money or other resources of the association.
- c) If the Board ~~of Directors~~ elects not to delegate a major new activity to the membership for final decision, the Board shall advise the membership of its intention to consider such a matter and shall provide the membership with an opportunity to comment on the proposed action at a Board meeting prior to the Board vote on the matter.
- d) The Board shall indemnify and hold harmless its officers and directors from liability incurred in the good faith performance of their duties. The Board may elect to procure appropriate insurance for this purpose.
- e) The Board shall seek and maintain the appropriate tax exemption determinations from relevant governmental agencies.

SECTION ~~10~~8. MEETINGS AND NOTICES OF THE BOARD OF DIRECTORS

- a) The Board ~~of Directors~~ shall annually advise members of the Association of the regular schedule of Board meetings including the planned dates, times and locations of the meetings.
- b) When possible, the Board shall advise members of the Association of any changes in the regular schedule and the holding of any special Board meetings.

- c) When possible, all meetings shall be held at locations that would facilitate attendance at the meetings by members of the Association.
- d) Each year the Board of Directors shall determine the most effective and efficient methods for giving members of the Association notice of meetings and other activities as provided in these bylaws. Such methods shall include one or more of the following: US mail, email, Association newsletter, and website. The methods selected by the Board for the upcoming years shall be designed to reach the greatest number of Association members in the most timely and cost-effective ways possible. The methods so selected shall be reported to the members in the next Association newsletter.

SECTION ~~119~~. TERM.

- a) The term of office shall be two (2) years.
- b) Two officers and approximately one half of the directors shall be elected each year. The President and the Vice President will, if possible, take up their offices in alternate years .
- c) No officer or director shall serve more than two (2) full consecutive terms in the same position, and no officer or director shall serve more than four (4) full consecutive terms as either an officer or director. After four (4) full consecutive terms, an individual shall not eligible to serve on ~~director must absent~~ the Board for ~~a period of~~ at least six months.

SECTION ~~1240~~. VACANCIES.

A vacancy shall be deemed to exist by death or resignation or removal of an officer or director. The remaining members of the Board of Directors shall appoint a replacement for the unexpired term of the position.

SECTION ~~1344~~. REMOVAL.

The Board of Directors may for due cause, such as gross negligence of duties or actions opposed to the aims and values of the association, and by a vote of at least two-thirds of the members of the Board, of Directors elect to remove an officer or director, and declare the position vacant.

SECTION ~~1442~~. COMPENSATION.

No member of the Board of Directors shall be compensated for their service on the Board, or for services provided to the Association but members may be reimbursed for pre-approved expenses incurred in the performance of their duties, or for other pre-approved services provided to the Association.

SECTION ~~1543~~. CONFLICTS OF INTEREST.

If a contract or other transaction comes before the Board for approval and the proposed contract or transaction is between RHA and (a) a member of the Board or a member of a Board member's family or (b) an organization in which a member of the Board, or a member of his or her family is

a director, officer, legal representative or has a material financial interest a conflict of interest arises under Minnesota law. For the purposes of this section a member of the family is a spouse, parent, child, spouse of a child, brother, sister or spouse of a brother or sister.

When a conflict of interest exists the affected director shall fully disclose to all members of any committee which is to vote on the contract or transaction and to the full Board before it votes on the contract or transaction all material facts as to his or her interest and all material facts as to the contract or transaction. The affected Board member shall not be entitled to vote and shall not count toward any committee or Board quorum requirement. No contract or transaction as to which a conflict of interest exists shall be approved unless it is fair and reasonable to the Association RHA. Any such contract or transaction may only be approved by the affirmative vote of at least two-thirds of those entitled to vote.

SECTION ~~16~~4. QUORUM.

A majority of the members of the Board of Directors shall constitute a quorum for its meetings.

ARTICLE IV. EXECUTIVE COMMITTEE.

SECTION 1. MEMBERS.

The Executive Committee shall be comprised of the officers of the Association.

SECTION 2. POWERS AND RESPONSIBILITIES.

The Executive Committee may exercise all authority of the Board of Directors between meetings of the Board of Directors; provided, however, that actions taken by the Executive Committee shall be submitted to the Board of ~~Directors~~ for ratification at its next meeting, or by email vote.

SECTION 3. QUORUM.

A majority of the officers shall constitute a quorum for meetings of the Executive Committee.

ARTICLE V. COMMITTEES.

SECTION 1. STANDING COMMITTEES.

- a) NOMINATING COMMITTEE. The Nominating committee shall consist of five (5) members of the Association with voting privileges, no more than three (3) of whom shall be members of the Board of ~~Directors~~. The Chair shall be appointed by the Board of ~~Directors~~. The Committee shall be responsible for preparation of a slate of candidates for the Officers and ~~Board of Directors~~ to be elected.
- b) The Board of ~~Directors~~ shall appoint a committee to review the Association's bylaws at least every three (3) years.
- c) The Board of ~~Directors~~ shall annually appoint a committee to work with the Treasurer to review expenditures, and to plan the budget.
- d) The Board of ~~Directors~~ shall establish such other standing committees as it deems appropriate to perform the functions of the Association.

SECTION 2. SPECIAL COMMITTEES.

The Executive Committee, with the consent of the Board ~~of Directors~~, may appoint such special committees as it deems appropriate, designating the responsibilities and the duration of each such committee at the time of appointment.

ARTICLE VI. MEETINGS OF THE ASSOCIATION.

SECTION 1. ANNUAL MEETING AND NOTICE.

The annual meeting will occur in October. Notice of the time and place of the Annual Meeting or any special meeting called shall be provided at least ten days prior to the meeting. Each year the Board ~~of Directors~~ shall determine the most effective and efficient methods for giving members of the Association notice of the meeting. Such methods shall include one or more of the following: US mail, email, Association newsletter, and website. The methods selected by the Board for the upcoming years shall be designed to reach the greatest number of Association members in the most timely and cost-effective ways possible. The methods so selected shall be reported to the members in the next Association newsletter.

Members will receive notice of and have voting privileges at a special or annual membership meeting only if they are members at least 15 days before the meeting. The Board or its designee will prepare a list of those with voting privileges and make it available for inspection and copying as provided in Minnesota Statutes, Section 317A.439.

Any member wishing to introduce new business at the annual meeting shall send, in writing, to the Secretary, at least seven (7) days prior to the date of the annual meeting, a request for inclusion on the agenda.

SECTION 2. VOTING.

- a) At the meeting, the Secretary, or his or her designee, shall certify those persons in attendance who are qualified to vote. Each household or organizational membership will have one vote; total, regardless of the number of members in the household or organization.
- b) There shall be no absentee voting, proxy voting, or cumulative voting.

SECTION 3. QUORUM.

A quorum for membership and special meetings of the Association shall consist of twenty-five (25) members with full voting privileges.

SECTION 4. ATTENDANCE BY NONMEMBERS

Nonmembers are allowed to attend and/or be heard at Association meetings only if they have been invited or pre-approved by the Board or by the Executive Committee.

SECTION 5. APPEARANCE BY CANDIDATES.

Candidates or prospective candidates for public office shall not be given the opportunity to appear before the Association or the Board of Directors or its committees to advocate their

candidacies. However, they may speak to issues of interest to the Association, other than their own candidacies, in two situations: (1) if they are dues-paying members of the Association and their opportunity to speak would be the same as given to any other member, or (2) if they have been invited to speak by the Board.

SECTION 6. REMOTE MEETINGS.

In the event that the Board deems it unsafe, due to a disaster declaration or any other good and sufficient reason, to hold any annual or special meeting of the membership in person, that meeting shall be held solely by means of remote communication through which all members may participate. If teleconferencing or Internet conferencing is one of the means of remote communication used, it shall not be used for voting due to the difficulty of conducting a vote of large number of people by that means. A more suitable method of remote communication, such as email or survey application, shall be used for voting.

ARTICLE VII. FINANCIAL AFFAIRS.

SECTION 1. TIME ISSUES

- a) The fiscal year of the Association shall be from January 1 until December 31.
- b) The Board ~~of Directors~~ shall adopt its budget for the following fiscal year no later than fourteen days before the annual meeting. At the Annual Meeting the Board shall inform the membership of the budget and shall offer the membership the opportunity to comment on the budget.
- c) No later than 30 days after the Annual Meeting, the Board shall publish the dues schedule in the Association newsletter, or on the Association website.
- d) If the Board ~~of Directors~~ proposes to amend the total expenses provided for in the adopted budget by more than 20%, notice of the proposed amendment must first be given pursuant to Article III, Section 8 in order to give members an opportunity to comment on the proposed amendment.

SECTION 2. TREASURER'S RESPONSIBILITIES

- a) The Treasurer of the Association has overall responsibility for the financial affairs of the Association and shall report to the Board on the fiscal condition of the Association at each meeting of the Board and in an annual financial account to the membership of the Association.
- b) In the event that a CD needs to be cashed, or a withdrawal over \$3,000 from any of the Association accounts needs to be made, both the Treasurer and another Officer must co-sign the documents of withdrawal.

SECTION 3. PERFORMANCE OF AUDIT.

The Board ~~of Directors~~ may by a majority vote order the performance of an audit of the Association's financial records, or order selected procedures by an independent auditor.

ARTICLE VIII. MISCELLANEOUS.

SECTION 1. STATUTORY AUTHORITY.

The *Minnesota Nonprofit Corporation Act* shall be the statutory authority for all matters of procedure not specifically set forth in these Bylaws.

SECTION 2. PARLIAMENTARY AUTHORITY.

Robert's Rules of Order Newly Revised shall be the arbiter for all contested matters of procedure not specifically set forth in these Bylaws.

ARTICLE IX. AMENDMENT.

These bylaws may be amended or repealed or replaced by a two-thirds majority vote of the full Board.