

Phillips West Neighborhood Organization Bylaws

I. Purpose

This organization is not operated for profit. The Phillips West Neighborhood Organization (PWNO) is organized under Minnesota statutes Chapter 317A and elects to also be governed by the statutory provisions governing "neighborhood organizations" as described in Minn. Stat. 317A.435. PWNO operates for the nonprofit purposes specifically described in the Articles of Incorporation. All changes to the organization's purpose are governed by changes to that document.

II. Mission Statement

The mission of the Phillips West Neighborhood Organization is to engage the diverse voices of all those who live, learn, work, and play in Phillips West in order to advocate for greater individual well-being and community empowerment. PWNO aims to be an inclusive and accessible hub of resources, information, and connection for all in Phillips West.

III. Boundaries

PWNO is recognized by the City of Minneapolis as a neighborhood organization serving a defined area. The area of the neighborhood, for the purposes of membership and these bylaws, is defined as 35W to the west, Chicago Avenue to the east, Lake Street to the south, and 22nd Street to the north.

IV. Membership

PWNO has one class of voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws. Membership is open to all interested persons who meet the eligibility requirements described below. No person shall be denied membership in the organization because of race, religion, gender, sexuality, class, and/or disability. Members shall remain in good standing as long as they continue to fulfill the membership eligibility requirements. Membership is not transferable or assignable.

A. Eligibility for Membership

Eligibility for membership is defined below as any individual who is at least 16 years old and is:

- 1.** A resident in the Phillips West neighborhood; or,
- 2.** A student who attends an educational institution located in the Phillips West neighborhood; or,

3. An owner of residential property in the Phillips West neighborhood; or,
4. The designated representative of a business, organization, or institution located in the Phillips West neighborhood.

New members are encouraged (but not required) to establish voting membership eligibility at least 10 days before a voting member meeting.

Resident members may state that they live in the Phillips West neighborhood and provide an address (either verbally or through written documentation); or another member may vouch for one new resident member's eligibility.

Student member may use a student ID or other documentation showing that they attend an educational institution located in the Phillips West neighborhood.

Property owning members may use documentation showing real estate ownership and the name of the entity paying property tax at that address.

Organizational representative members may document their representative status with an official letter from the organization designating the representative by name.

B. Member Dues / Fees

The organization does not charge dues. Voluntary donations to support the organization and its activities are encouraged.

C. Rights of Members

Each voting member is eligible to cast one vote at the organization's annual meeting as well as any period voting events as required by these bylaws, state law or as authorized by Board action. Voting by proxy is *not* permitted.

D. Members Not Financially Obligated

No member will be personally responsible for any financial obligation of the organization.

E. Membership Duration

Once a PWNO Member, Membership will continue in perpetuity as long as the member remains eligible.

F. Membership Non-transferable

Membership of the organization may not be assigned or transferred in any way.

G. Membership Termination

All member rights, privileges, and benefits will cease in the event of death or termination of eligibility of the member.

H. Member Grievance Procedure

Any voting member may file a formal grievance with the organization. Other forms of conflict resolution are encouraged prior to invoking a grievance. All parties should attempt to resolve disputes through dialogue, or informal or formal mediation whenever possible. In the event such efforts are not successful, the process for filing a grievance is described in the PWNO Grievance Policy and Procedure. There is a copy of this policy available on the organization's website.

I. Meetings of Voting Members

- 1. Record Date and Membership Roster.** As required by state law eligibility to vote may be determined on the day of any meeting where a member vote will occur, and pre-registration is not required to participate.
- 2. Notice to Members.** As required by state law and Minneapolis grant funding requirements, written notice, including the date, time, and place of the meeting, will be provided at least 21 calendar days in advance of a member meeting. Notice will not be provided more than 30 calendar days in advance of a member meeting. Notice may be provided through any reasonable method designed to give notice to every member with voting rights.
- 3. Regular Member Meetings.** PWNO shall hold regular Community Meetings at least once per month. These meetings are open to the public; both members and non-members of the organization are welcome to attend. Community meetings belong to the Phillips West community. While PWNO staff and board members may set the agenda, all community meetings must provide open time for members to participate. Community meetings shall be limited to 2.5 hours.
- 4. Annual Member Meetings.** An annual meeting will take place once a year on a schedule designated by the Board. As required by state law, there will be a report on the annual activities and financial condition of the organization at the meeting and an election to fill open board seats. The annual meeting shall be held in the Phillips West neighborhood.
- 5. Special Member Meetings.** Special meetings of the members may be called by the Chair of the Board, one-third of the Board members in office, or by written petition signed by 25 voting members. A member petition to call a special meeting must describe the purpose for the meeting and must document the eligibility of all 25 member signatures. The Board will publish a meeting notice for all special meetings. Special meetings will be conducted in accordance with State law. Business transacted at a special meeting is limited to the purposes specifically stated within the written meeting notice. No other business may be conducted.
- 6. Participation by Remote Communication.** Any member meeting, including annual or special meetings, may be held in whole or in part by means of remote communication. When one or more members participate by means of remote communication, the organization will implement reasonable measures to:

- a. Verify that each person deemed present and entitled to vote at the meeting by means of remote communication is in fact a voting member; and,
 - b. The method of remote communication must provide each member with a reasonable opportunity to participate in the meeting, in real time with the other participants, as required by state law.
 - c. Voting conducted via remote participation may be conducted online through a third-party service to allow for more inclusive participation.
- 7. Member Meeting Quorum.** A quorum of the members is 25 eligible voting members. If a quorum is not present, the meeting may be adjourned and recalled with at least 5 days' written notice provided prior to the new date.
- 8. Member Voting.** All issues to be voted upon will be decided by a simple majority of those who participate within the designated voting period. All eligible voters may cast one vote. Voting by proxy is *not* permitted. The following decisions in all cases require approval of the voting membership:
 - Election of Directors
 - Amendments to the Bylaws
- 9. Member Meeting Procedures.** All questions of order with respect to any member meeting will be resolved in an orderly manner that is deemed appropriate by the Chair. The organization is not obligated to follow Robert's Rules of Order.
- 10. Member Meeting Decorum.** The organization will follow best and lawful practices for conducting business at meetings. The Board will exemplify, communicate, and enforce the expectation that meetings be conducted in an orderly and respectful manner. The Board reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The board Chair has the responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and to exclude non-members, or to remove any participant from the meeting. Another Officer may serve in the Chair's capacity if required.
- 11. Member Action Without a Meeting.** Member actions without a meeting is not permitted.

V. Board of Directors

A. Board Governing Powers

The Phillips West Neighborhood Organization shall be governed by the PWNO Board. In compliance with state law and common law, the Board of Directors will execute the fiduciary duties of the nonprofit corporation in all aspects of its governance. The Board shall be

responsible for (a) governing the organization; (b) overseeing organization finances; and (c) overseeing paid staff and contractors. The Board has all the powers given by state law which are necessary and appropriate for governing the organization, including but not limited to the following:

1. Performance of any and all duties imposed upon them collectively or individually by law, by the Articles of Incorporation, these Bylaws, or other written policies and procedures of the organization.
2. Appointment and removal of Board Directors & Officers.
3. Oversee the affairs and activities of PWNO and set policies and procedures.
4. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to the delivery and execution of the mission.
5. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
6. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of the organization.
9. The Board of Directors may engage in acts that are in the best interests of the organization and that are not in violation of state or federal laws or regulations. No Director will have any right, title, or interest in or to any property of the organization.

B. Board Compensation

All members of the Board will serve as volunteers. No compensation may be paid to the Directors for their services, time, and efforts in that role. Directors, however, may be reimbursed for necessary and reasonable documented expenses incurred in the performance of their duties subject to the organization's financial policies and procedures.

C. Board Number and Qualification

The Board shall consist of 9 members elected at-large by the voting members of PWNO.

D. Board Service Eligibility

All Directors are elected from the pool of voting members. A minimum of 5 Board members shall be residents of the Phillips West neighborhood. There may be a maximum of 4 Board members that are non-resident voting members of the organization.

E. Board Terms

All Directors will serve a 2-year term with a 3-term limit. All Board Members shall serve the entirety of their term unless a Board Member resigns or is removed. All Board seats will be numbered 1 through 9. Odd numbered Board seats will be up for re-election on odd numbered years. Even numbered Board seats will be up for re-election on even numbered years.

If a Board seat is vacated before the end of the term *or* if a Board seat is unfilled during an election, the seat will stay with its respective odd- or even-year election cycle irrespective of when it is filled (e.g. if Seat 7 is filled in an even numbered year, it will only be for a one year term until the next odd-year election). (Adopted 5/20/22)

F. Annual Meeting Election Process

The election process will be fair and open.

- 1. Candidate Recruitment.** The Board will publish a call for candidates in the notice of the meeting. The Board will strive to recruit a number of candidates that meets or exceeds the number of vacant seats. Candidates may be identified up through and including the day of the annual meeting. The board will not endorse candidates. Any review of candidate applications is limited to determining eligibility for service.
- 2. Elections.** Eligible voting members may vote for as many candidates as there are seats open, including any nominations from the floor (offered with consent of the nominee). Elections will begin at the annual meeting and last for the following five days. PWNO shall provide a mechanism for both in-person and electronic voting. PWNO may also provide for remote in-person voting options such as community ballot drop boxes. During the annual meeting and the open voting period, the organization will provide up-to-date digital and physical information on the voting process and candidates, including those candidates nominated from the floor. Those candidates receiving the highest number of votes will be elected. In the case of a tie vote, the Board Chair shall conduct a coin toss to determine the winner.
- 3. Verification & Seating.** If necessary, the eligibility of elected candidates may be confirmed within one week following the close of voting. Outgoing Directors retain their duties until New Directors assume their office at the next scheduled Board meeting. In the event a successful candidate is deemed ineligible, the candidate with the next highest votes will be seated instead.

G. Board Member Resignation

A Director may resign at any time by giving notice to an Officer of the Board. Notice may be in any form. The resignation can be deemed effective immediately without formal acceptance by the board. If a resignation is provided with a later effective date, then the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective

date and will serve out the remainder of the resigning Director's term.

H. Board Member Termination or Removal

PWNO should prioritize restorative justice and non-punitive measures to resolve Board disputes. In the event of conflict between Board members, the members involved are encouraged to seek mediation before pursuing removal. Mediation and reconciliation processes are voluntary.

Any Board member may be removed from office for 3 unexcused absences in a term. Any Director may be removed at any time with or without cause, by an affirmative vote of at least two-thirds majority of all the remaining Directors. The matter of removal is a personnel matter and may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. The affected Board member must be given at 15 days notification of such action and the right to speak for themselves during the removal process

Upon removal, a successive Director may then be elected to fill the vacancy created and serve out the remainder of that term. In that case the Board will publish a call for applications, and it will vote to appoint an interim Director who will serve out the remainder of that term.

I. Board Vacancies

Vacancies in the Board of Directors are filled after a published call for applications by a vote of the majority of the remaining Directors at a properly called meeting. The interim Director appointed will fulfill the remainder of the term for that seat.

J. Regular Board Meetings

The Board shall hold Board Meetings at least once per month.

- 1. Special or Emergency Board Meetings.** Special meetings of the board may be called with 24 hours' notice upon the request of the Chair, or by one-third of the board.
- 2. Board Meeting Notices.** All written meeting notices, including the date, time, and place of the meeting, are provided to each Director at least 5 calendar days in advance of a meeting. Notice will not be provided more than 60 calendar days in advance of a meeting. This notice may be given through any reasonable method. The board meeting schedule may be set and published to the board annually in lieu of or in addition to other notices.

Directors may waive the notice requirements. Attendance at the meeting is considered a waiver of notice requirements unless the Director objects at the beginning of the meeting that it was not properly called and does not participate in the meeting.

- 3. Board Meeting Quorum.** A quorum for taking votes at Regular Board Meetings or Special Board Meetings shall consist of one-third plus 1 of the Board members in office. Without quorum, no voting may occur.

- 4. Board Action / Voting.** Unless otherwise specified in these bylaws, during Board meetings all matters are decided by a simple majority vote. There is no cumulative voting among Directors. Board members with a conflict of interest will recuse themselves from all discussion and the vote in accordance with the organization's Conflicts of Interest Policy. Proxy voting is not permitted. The acts of the Board are the acts of the organization and must be carried out.
- 5. Open Meetings.** PWNO is a private nonprofit corporation and is not subject to open meetings law and government data practices. It is PWNO policy that non Board Members may attend and observe but shall not be allowed to participate in Board meetings aside from a brief open question period at the end of each board meeting. All parties having business with the organization requiring an audience with or vote of the PWNO Board can request an agenda item by contacting the Board Chair and/or PWNO staff at least two weeks prior to the meeting. Board meeting minutes will be posted publicly following each meeting. There is an exception to this open meeting policy when a closed session is required for consideration of legal issues, personnel issues, etc. The public version of meeting minutes from a closed session will indicate that the board went into a closed session. The organization will maintain a record of any business decision made in a closed session but may limit access to the record to those with a legal right to be in the meeting.
- 6. Meeting Procedures.** All questions of order with respect to any meeting or action of the organization, its Board of Directors, or any chartered committee or task force will be resolved in any orderly manner that is deemed appropriate by the Chair or the committee Chair which allows for making motions and voting on business matters. The organization is not, however, obligated to utilize Robert's Rules of Order. Meeting minutes must be produced to create an organizational record of reports and decisions made at meetings.
- 7. Meeting Decorum.** The organization follows lawful and nonprofit sector best practices for conducting business meetings. The Board of Directors will exemplify, communicate, and enforce the expectation that meetings are conducted in an orderly and respectful manner. The Board of Directors reserves the right to excuse any Director, Officer, member, guest, member of the media, or audience participant exhibiting conduct that is disrespectful or disruptive to meeting proceedings. The Chair has the responsibility to require order in a meeting. To that end, the Chair has the authority to call a Director, Officer, or member to order, and exclude non members, if necessary, to maintain an orderly meeting. The Chair has the authority to remove a participant from the meeting. Another Officer may act in the Chair's place if required.
- 8. Board Meetings by Remote Participation.** To the extent permitted by state law, meetings of the Board of Directors may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all Directors in attendance to participate contemporaneously in the meeting.

K. Board Written Action Without a Meeting

Any action that could be taken at a Board meeting may instead be taken by written action, so long as the following conditions are met:

- The action is taken by a vote of the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.
- The votes cast through written action must be voted on through authenticated electronic communication (defined as communication that includes information which one can reasonably identify who the sender was (for example, a known email address, phone number, certified e-signature program, etc.)).
- Once the vote is complete, all directors are given immediate notice of the text and effective date of the written action.
- Action taken under this section is effective when the vote is complete unless the action specifies a different effective date.
- Action taken under this section has the effect of a meeting vote and may be described as a meeting vote in any document.

VI. Officers

A. Election of Board Officers

Board Officers must first also be on the Board of Directors. Officers are effectively board members with extra duties. Board Officers are volunteers and are not paid for their board service. They are elected annually from the pool of seated Directors at the first Board meeting following the annual meeting.

A vacancy in any Board Officer position may be filled by a vote of the Board of Directors for the unexpired portion of the term. The Board of Directors also has the authority to appoint temporary acting Board Officers as may be necessary during the temporary absence or disability of serving Board Officers.

B. Terms

All Board Officers will serve a 1-year term that coincides with a portion of their term as Director. There is no limit to the number of terms an Officer may serve.

C. Resignation

An Officer may resign by giving notice to any other Board Officer. The resignation is effective immediately and without formal acceptance when the notice is given to the Board, unless a later effective date is named in the notice. Notice may be in any form.

D. Removal

Any officer may be removed from office with or without cause by a two-thirds vote of the Board excluding the Board member affected at a regular board meeting or special meeting of the Board called for that purpose. The affected Board member must be given at 15 days notification of such action and the right to speak for themselves during the removal process. The affected Board member also has 15 days following the vote to decide whether to pursue a mediation process.

Board Officer positions are distinct from board membership. Any Officer who is removed as a Director is also automatically removed from their Officer position. However, any Officer may be removed only from their Officer position with or without cause by a vote of all remaining Directors while retaining their position on the Board. The matter of removal may be acted upon at any meeting of the Board of Directors. The Officer subject to removal cannot vote on the issue. After removal, another board member will be appointed to serve in an interim capacity to fill the vacancy for the remainder of the Officer term.

E. Board Officers & Duties

The Officers of the board consist of a Chair, Vice Chair, Secretary, and Treasurer. No person shall hold more than one office at a time, and only one member per household may serve as an officer on the Board. Except as provided in these By-laws, the Board shall fix the powers and duties of all officers. No officer shall in any way bind the organization or the Board to do or not to do any certain thing, unless expressly authorized by the Board to do so; and no such action shall in any way be recognized by the organization, unless expressly ratified or approved by the Board.

The duties of Board Officers are as follows:

- 1. Chair.** The Chair convenes regularly scheduled board meetings, presides at meetings or arranges for other Directors to preside at each meeting in the following order: Vice Chair, Secretary, Treasurer. The Chair shall also have authority to sign contracts and other legal documents on behalf of the organization. The Chair is a board member with voting rights and will vote at meetings.
- 2. Vice Chair.** The Vice Chair shall assume the power and duties ascribed to the Chair if the Chair is absent. They may chair committees or task forces on special subjects as designated by the board.
- 3. Secretary.** The Secretary is responsible for assuring: 1) the organizational records of board actions are documented through meeting minutes; 2) that meeting notices and agendas are distributed in a timely manner; 3) that records are published as necessary to the members; and, generally that organizational records are maintained.
- 4. Treasurer.** The Treasurer is responsible for assuring: 1) financial records and accounts are kept in a manner that meets state law, IRS and GAAP standards; 2) that the board is informed at least quarterly on the organization's financial position and budget-to-actual status; and 3) public facing financial data is provided and tax filings are completed in a timely manner.

At the discretion of the Board of Directors, other Board Officers such as Fundraising or Development Director, may be elected with duties that the Board will prescribe.

Officers also have additional duties and powers as prescribed from time to time by the Board of Directors in addition to the duties and powers described by these Bylaws.

VII. Committees & Task Forces

A. Authority

The Board of Directors may act through committees or ad-hoc task forces. The Board may create these groups through resolutions adopted by a vote of the Board of Directors. Each group has the duties and responsibilities granted to it from time to time by the Board. These groups are at all times subject to the control and direction of the Board. Ideally, at least one member the committee or task force will be a Board Member. Committee members may be volunteers that are not on the Board. Committees and task forces report back to the Board on a schedule determined by the Board regarding recommendations or action items on the Board's agenda.

B. Committees

Committees are formed by resolution adopted by a majority of the Board. Any member of the organization is eligible to serve on and participate in these committees. Committees should provide notice of planned actions to the Board for consideration. The Board has the right to alter, accept, or reject these actions. The Board may from time to time delegate to a committee the authority to act on its behalf. At the time that a committee is formed, the Board will identify the committee as either standing or temporary, identify the major purposes and tasks of that committee, and appoint a chair-person of the committee

C. Task Forces

Task Forces are formed by resolution adopted by a majority of the Board. Task forces are temporary work groups often made up of experts in specified areas of knowledge or practice. Task forces are small groups of people—and resources—brought together to accomplish a specific objective, with the expectation that the group will disband when the objective has been completed. Task forces are formed to address major or complex issues and projects. Often, they are formed in response to an event, whether expected or unexpected, which causes the need to acquire knowledge and respond.

D. Executive Committee

The Board of Directors shall have an Executive Committee consisting of the four Board Officers: Chair, Vice Chair, Secretary, and Treasurer. This committee is at all times subject to the direction and control of the full Board; the Executive Committee never has authority to act on behalf of the full board for any reason.

E. Meetings

Meetings of the individual committees and task forces may be held at a time and place

(including by phone or virtually) as determined by a majority of the committee or task force members; by the Board Chair; or, by the Board of Directors. Notice of committee and task force meetings is handled under the same provisions for board meetings, including the ability to waive notice requirements. A simple majority constitutes a quorum for any committee or task force meeting. Proxy voting is not permitted. Every committee or task force will create minutes or reports of its meetings for Board review including dates, roll call information and decisions made (if any are authorized).

VIII. Executive Officers, Employees, & Independent Contractors

A. Staff

The PWNO Board either through the authorized action of a Board member or an Executive Director shall have the power to create, employ, and dismiss all those staff positions that it deems necessary and prudent. The duties and level of pay for each employee shall be determined by the Board.

The Board of Directors may select an Executive Director or other staff person to act as the administrative agent of the Board of Directors to administer the affairs of the organization and implement the policies and decisions of the Board of Directors. This staff person has no power or authority apart from that which is delegated to them by the Board of Directors, and the Board has the duty and responsibility to adequately monitor the actions of staff. Under these circumstances, the Board collectively supervises this staff person. and will review their performance annually. They may be a non-voting ex officio member of any standing committees and may attend and may participate in all meetings of the Board of Directors except when matters regarding their employment and compensation are under consideration. They may not serve as a voting member of the Board of Directors.

B. Contracts

The PWNO Board is authorized to enter into contract with independent contractors to perform specific duties on behalf of the organization.

C. Compensation

The organization may pay compensation to employees and other independent contractors for services rendered. The amount and frequency of payments must be reasonable, determined from time to time by the Board in accordance with the Conflicts of Interest Policy, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

D. Checks, Drafts, Petty Cash Fund

The staff person designated as administrative agent for PWNO may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for the Corporation. They may also be authorized to administer a Petty Cash Fund, the size of which is designated by the Board of Directors.

E. Volunteers

The Board of Directors may establish policies and procedures to recruit, train, and utilize

volunteers in the operation of its activities and fulfillment of its purpose and mission. The organization may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Community Accountability and Access

PWNO is an organization by and for our members. Community accountability means a commitment to engagement and leadership from all those Phillips West, and in particular those who have historically been excluded from the organization. It means a willingness to look inward, accept critique, and re-orient if necessary. The organization shall forefront efforts in anti-racism, disability justice, and environmental justice. No person shall be discriminated against by this organization in its hiring policies, delivery of services, community participation, or other business on the basis of their identit(ies). PWNO will abide by these commitments in the case of PWNO employees, Board of Directors, other volunteers, and across all organizational activities.

B. Financial Year

The accounting year of the Corporation begins on January 1 and ends on December 31.

C. Annual Budget

The Board will consider programmatic goals and financial objectives in planning for the annual budget. The Board must review and adopt the budget annually. During the financial year, expenditures must be within budget, unless the budget is revised with Board approval. Any major change in the budget must be approved by the Board.

D. Financial Records

The PWNO Board shall keep correct and complete books and records of account. Financial reports are required to be submitted to and reviewed by the full Board no less than quarterly. At minimum, the Board will regularly review the organization's: income statement, balance sheet, and budget to actual reports. At minimum, the Board will review annually, the annual financial report, any audit reports, and IRS 990 information return.

E. Accounts

- 1.** PWNO will maintain appropriate checking, savings, or other accounts at a reputable bank or financial institution under the name of the organization.
- 2.** Any Officer of the organization or the designated staff administrative agent may be authorized by board resolution to act as signatories on all organizational accounts. The organization will at all times have at least two signatories on every bank account or financial account.
- 3.** All money raised in the organization's name must be deposited in organizational accounts as charitable assets and used for charitable purposes according to State and Federal fundraising laws and rules.

4. PWNO accounts should be put under audit as deemed appropriate by the Board.

F. Registered Office

The registered office of the organization is the place designated in the Articles of Incorporation as the registered office. This office shall be located in the Phillips West neighborhood. PWNO may change its registered office in accordance with state law. The organizational records are stored at the registered office or in an electronic file storage system.

G. Other Offices

The Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state.

H. Records

The organization will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws; accounting records; and, the meeting minutes of its board, committees, and task forces for the last six years.

In the spirit of nonprofit transparency and accountability, the organization will publish copies of reviewed and approved meeting minutes and its annual financial reports or IRS form 990s online to its public website or other social media platform.

I. Inspection

A voting member or Director may inspect all records described in the section above, either in person or by agent or attorney, for any proper purpose at any reasonable time. A proper purpose is one reasonably related to the person's interest as a member or Director of the corporation.

Upon request the organization will give a voting member or Director who requests it a financial statement (i.e., consolidated financial statements, or income statement and balance sheet, etc.) for the last annual accounting period and a balance sheet with a summary of its assets and liabilities as of the closing date of the last quarterly accounting period.

J. Ownership of Intangible Assets

From time-to-time accounts will be established on behalf of the organization for third party services such as web domains, web services, software services, donor or member lists, etc. All accounts of this nature are assets of the organization and should be opened in the name of the organization whenever possible. If ownership cannot be established in the name of the organization, the individual must grant secondary authority whenever possible or share account information and log in credentials to the organization's designee to preserve right of access to these assets and accounts.

K. Legal Instruments

All contracts, agreements, and other legal instruments executed by the organization must be issued in the name of the organization, not the individual name of a Director or Officer,

employee, etc. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments. Legal instruments must only be signed after proper consideration and approval by the full Board or those with delegated authority. In the event a legal instrument is not properly approved, then the individual signing the agreement may be considered personally liable.

L. Loans

Loans and other debts are not permitted unless authorized by a two-thirds majority vote of the Board of Directors specifically authorizing the loan or debt. All loans and debts for the organization must comply with state laws governing nonprofits.

M. Periodic Reviews

Periodic reviews are conducted to ensure the organization operates in a manner consistent with its charitable purposes; that it files all required paperwork; and, does not engage in activities that could jeopardize its tax-exempt status. The periodic reviews will, at a minimum, include the following subjects:

- 1.** Whether compensation arrangements and benefits and vendor payments are reasonable, based on competent survey information, and the result of arm's length bargaining;
- 2.** Whether partnerships, joint ventures, and arrangements with management organizations conform to the organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in private inurement, impermissible private benefit or in an excess benefit transaction;
- 3.** Whether the organization is properly filing annual paperwork with the IRS (including the Form 990) and certain state agencies for charitable solicitation registration; corporate entity registration; unemployment insurance; sales tax revenue reporting; income tax reporting; or social security administration, etc.
- 4.** Whether the organization is compliant with state and federal fundraising regulations and industry best practices.

N. Affiliations

The Corporation may maintain professional affiliations that benefit and strengthen the organization and its capacity to fulfill its mission.

O. Policies and Procedures

- 1. Member Grievance Policy.** PWNO should provide a clear and accessible process for handling complaints against the organization, including electronic submissions, language translation, transcribed oral submissions, and other reasonable accommodations Any complaint against the organization should be directed to an

officer (Chair, Vice-Chair, Secretary, or Treasurer) of the PWNO Board. The complaint shall be filed with the Secretary of the PWNO Board. Said complaint shall be considered at the next PWNO Board meeting, and the Board shall determine whether the complaint should be considered at the next PWNO membership meeting. Members can view the full Grievance Policy on the organization's public website.

2. Conflict of Interest. PWNO shall clearly define the potential for a Conflict of Interest on the part of its membership in any project, program, or proposal that is being considered by the PWNO Board or by any of the organization's task forces or committees. Conflicts exist in four situations: a) A member will benefit directly from the project, program, or proposal; b) A member will benefit because of family relationships; c) A member will benefit because their employer or company will benefit; d) A member is on the Board of directors of a company or organization that will benefit. If a member declares a Conflict of Interest, the chair will accept it, and that member will refrain from the discussion and voting on all matters pertaining to the issue. This Conflict of Interest should be recorded by the PWNO Secretary. Members can view the full Conflict of Interest Policy on the organization's public website.

3. In addition to grievance and conflict of interest policies, the Board will adopt the following policies and procedures (and review them on a regular basis) in compliance with City of Minneapolis grant funding requirements:

- Financial and internal controls policies
- Personnel policies and procedures (i.e. an employee handbook or contractor handbook)
- Equal opportunity employment / affirmative action policy
- ADA policy and procedure
- Language access policy
- Audit policy
- Equitable engagement plan
- Board development & training policy

The Board of Directors may also establish policies and procedures to follow best practices or regulations in the nonprofit sector:

- Records retention policy
- Expense reimbursement policy
- Gift acceptance policy
- Volunteer management
- Donor privacy policy
- Regarding other topics as reasonable and necessary

X. Amending the Bylaws

These Bylaws will be reviewed every 5 years at minimum. The organization has the power to amend the Bylaws. Subject to restrictions imposed by state statutes, amendments to the Bylaws must be approved by the affirmative vote of at minimum 25 Members at a properly called meeting. Proposed amendments will be published in advance of the meeting and can be proposed by general members and members of the Board of Directors. Amendment procedures will follow those outlined under Member Voting procedure in these Bylaws.

Certification

These Bylaws were approved in a properly conducted voting process of the Members of the Phillips West Neighborhood Organization from 12/2/2021 through 12/4/2021.

Genna Mastellone 12/6/2021

Secretary Date

INDEX

I.PURPOSE 1 II.MISSION STATEMENT 1 III.BOUNDARIES 1 IV.MEMBERSHIP 1

A. Eligibility for Membership 1 B. Member Dues / Fees 2 C. Rights of Members 2 D. Members Not Financially Obligated 2 E. Membership Duration 2 F. Membership Non-transferable 2 G. Membership Termination 2 H. Member Grievance Procedure 3 I. Meetings of Voting Members 3

V.BOARD OF DIRECTORS 4

A. Board Governing Powers 4 B. Board Compensation 5 C. Board Number and Qualification 5 D. Board Service Eligibility 5 E. Board Terms 6 F. Annual Meeting Election Process 6 G. Board Member Resignation 6 H. Board Member Termination or Removal 6 I. Board Vacancies 7 J. Regular Board Meetings 7 K. Board Written Action Without a Meeting 8

OFFICERS 9

A. Election of Board Officers 9 B. Terms 9 C. Resignation 9 D. Removal 9 E. Board Officers & Duties 10

COMMITTEES & TASK FORCES 11

A. Authority 11 B. Committees 11 C. Task Forces 11 D. Executive Committee 11 E. Meetings 11

EXECUTIVE OFFICERS, EMPLOYEES, & INDEPENDENT CONTRACTORS 12

A. Staff 12 B. Contracts 12 C. Compensation 12 D. Checks, Drafts, Petty Cash Fund 12 E. Volunteers 12

MANAGEMENT PROVISIONS 13

A. Community Accountability and Access 13 B. Financial Year 13 C. Annual Budget 13 D. Financial Records 13 E. Accounts 13 F. Registered Office 14 G. Other Offices 14 H. Records 14 I. Inspection 14 J. Ownership of Intangible Assets 14 K. Legal Instruments 14 L. Loans 15 M. Periodic Reviews 15 N. Affiliations 15 O. Policies and Procedures 16

AMENDING THE BYLAWS 17