

South Uptown Neighborhood Association Bylaws

I. Location

A. Registered Office

The registered office of Corporation is the place designated in the Articles of Incorporation as the registered office. Corporation may change its registered office in accordance with state laws. The corporate records will be stored at Corporation's registered office or by electronic file storage system maintained by the Corporation.

B. Other Offices

Corporation may maintain offices or places of business other than the registered office and mailing address on file with its home state. Including those within or outside of its home state, as the Board may from time to time designate or the business of the Corporation may require.

II. Purpose

This corporation will not be operated for profit. Corporation is organized exclusively for the nonprofit purposes as specifically described in in the Articles of Incorporation.

III. Membership

Corporation has voting members. The classes, eligibility, rights, and obligations of any members will be determined by the Board of Directors through amendment of these Bylaws.

A. Eligibility for Membership

Application for membership will be open to anyone who supports the mission and purpose of the organization, and is one of the following 1) an individual who is 18 years of age or older who is a resident of the neighborhood; or, 2) a property owner in the neighborhood; or, 3) a representative of a business entity that operates in the neighborhood is eligible for voting membership.

1. The South Uptown Neighborhood Association (SUNA) neighborhood of Minneapolis is defined by a boundary running on Lake Street on the North to 36th Street on the South and Hennepin on the West to Lyndale on the East.

B. Voting Membership

Those who want to be involved with Corporation and meet the eligibility requirements, will each be considered a member in "good standing" who enjoys all benefits of membership; is allowed 1 vote; and is eligible to serve as a Director of the Corporation.

C. Rights of Members.

The Board of Directors are personally responsible for the governance of the Corporation as the fiduciaries. The Board governs and voting members have limited voting rights on issues that are not governance. Member engagement is critical to SUNA. Members may vote on issues that are not governance issues and that benefit from member engagement and expression. For example, when the organization is asked to show support for a change in the neighborhood, or its plan, a member vote is appropriate.

Each voting member in “good standing” will be eligible to cast 1 vote at the annual meeting of the voting membership as well as 1 vote in any periodic vote involving the voting membership as described above and authorized by the Board. Members must vote in person, by U.S. mail, or electronically when authorized. Voting by proxy is *not* permitted.

D. Member Benefits:

Benefits of membership will include:

1. The right to vote on amendments to the bylaws;
2. The right to elect Directors at the annual meeting;
3. The right to vote on member engagement issues;
4. Other benefits as the Board of Directors may determine from time to time.

E. Members Not Financially Obligated

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

F. Membership Duration

Once registered as a Corporation Member, Membership will continue in perpetuity so long as the member is in "good standing."

G. Membership Termination

All member rights, privileges, and benefits will cease in the event of:

1. The member becoming ineligible (i.e. by residing elsewhere, no longer owning a business or property, etc.)
2. Voluntary resignation by the member with notice to the Corporation; or,
3. Death of the member; or,
4. Expiration of the membership duration; or,
5. Expulsion or suspension of a voting member is governed by Minn. Stat. Ch. 317A.

6. **Reinstatement of Membership.** Former members of Corporation whose termination occurred, and who, during such absence, have maintained positive and active support of Corporation's purposes, will be permitted to seek reinstated membership. The terminated member must submit an application to the Board of Directors. Corporation may reinstate the terminated membership by approval of a majority of the Board of Directors.

H. Meetings of Voting Members

1. **Notice to Members.** Written notice, including the date, time, and place of the meeting, will be provided to all members, at least 5 calendar days in advance of a member meeting. Notice will not be provided more than 60 calendar days in advance of a member meeting. Notice will be given via the Corporation's website or other public notification or other reasonable method.
2. **Regular Member Meetings.** Corporation, if desired, may conduct regular member meetings that will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board and published to the members. If the Board fails to select a place for the annual meeting, it will be held at Corporation's registered office.
3. **Annual Member Meetings.** An annual meeting will take place on a recurring schedule, the specific date, time, and location of which will be designated by the Board. If the Board fails to select a place for the annual meeting, it will be held at Corporation's registered office. The annual meeting will be held for the purpose of electing the Board of Directors, as well as the consideration of any other business that may be properly brought before the Board. There will be a report on the annual activities and financial condition of the Corporation at the meeting. Notice for the annual meeting will include a notice about what is required to prove members are eligible to vote.
4. **Special Member Meetings.** Special meetings of the members may be called by the President of the Board, a simple majority of the Board of Directors, or a petition signed by 50 individual members entitled to vote. 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.
5. **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 Corporation 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. Provide each member participating by means of remote communication with a reasonable opportunity to participate in the meeting, including an opportunity to:
 - Read or hear the proceedings of the meeting in real time with the other participants;
 - If allowed by the procedures governing the meeting, have their remarks heard or read aloud in the meeting in real time along with other remarks; and
 - If entitled, vote on matters in real time with others voting.

6. Member Registration at any Meeting.

For all meetings, each member will show eligibility by:

- Sign in on the official meeting sign-in sheet and state how eligibility is met.
- Show proof of membership, if requested. Residents must show a driver's license or state ID with a neighborhood address, or proof of identity and a signed lease or two utility bills in their name at that address. Non-resident members must show a lease or proof of property ownership. Voting representatives of member organizations must show proof of organizational association / authority.

7. Member Meeting Quorum. A quorum of the members is met if one or more members are present. If a quorum is not present, the meeting may be adjourned and recalled with 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 present at the meeting in which the vote takes place unless otherwise specified in these Bylaws. The following decisions in all cases require approval of the voting membership:

- Election of Directors; and
- Ratification / rejection of amendments to Bylaws

9. Member Meeting Procedures. All questions of order with respect to any member meeting will be resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in other orderly manner that is deemed appropriate by the President.

10. Member Meeting Decorum. Corporation will follow best and lawful practices for conducting business at member 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. Per Robert's Rules of Order Newly Revised, the President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary to maintain an orderly meeting, the President has the authority to remove a participant from the meeting. Another Officer may serve in the President's capacity if required.

11. Member Action Without a Meeting. No action will be taken without a meeting.

IV. Board of Directors (Governing Body)

A. Number and Qualification

Corporation's Board of Directors must be composed of not less than 9 individuals who are broadly representative of the community interests, possess applicable professional experience, or who have an expressed concern for the exempt purposes of Corporation. Directors will be natural persons, over the age of 18.

B. Governing Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of Corporation, 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 Corporation.
2. Appointment and removal of Directors and Officers
3. Appointment and removal of Executive Director and setting their compensation (if any).
4. Employ and discharge, fix compensation for (if any), and prescribe duties and powers for all Officers, agents, employees, independent contractors, of Corporation.
5. Manage and oversee the affairs and activities of Corporation and setting policies and procedures.
6. Enter into contracts, leases, or other agreements which are, in the judgment of the Board, necessary or desirable to obtaining the purposes of promoting the interests of Corporation.
7. Acquire, manage, improve, encumber, leverage or dispose of real or personal property, through any lawful method.
8. Oversee the participation in financial transactions such as loans, debt obligations, investments, promissory notes, bonds, deeds of trust, mortgages, pledges, etc.
9. 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.
10. Uphold the Bylaws, Policies and Procedures of the Corporation.
11. Report and update each individual's mailing addresses with the Secretary of the Corporation and receive Corporate notices at that address.
12. The Board of Directors may engage in acts that are in the best interests of Corporation and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and Federal laws. No Director will have any right, title, or interest in or to any property of Corporation. There will be no cumulative voting among Directors.

C. Terms

All Directors will serve a 2-year term. Corporation will utilize staggered terms in any reasonable method to ensure that no greater than 5 Directors are lost from the board in any given election in order to preserve institutional knowledge continuation. There is no limitation on the number of terms a Director may serve, except that Directors must take at least one year off after serving 8 consecutive years.

D. Election Procedures

Elections will be conducted once a year at the annual meeting. Any eligible person interested in serving may submit a written notice of interest to the Corporation. Nominations of eligible candidates for the Board may be submitted any time beginning 60 days before the annual meeting and through the day of the annual meeting. The Corporation will publish a list of the known nominees in the weeks preceding the annual meeting. Election of board members will be by secret, written ballot. Each voting member may vote for up to nine candidates and may cast only one vote for any single candidate. New Directors will assume office at the next board meeting after election.

E. Resignation

A Director may resign or request a leave of absence at any time by giving written notice to the Secretary of Corporation. Notice may be electronic. The resignation or request for leave of absence may be deemed effective immediately without formal acceptance. If a resignation is effective at a later date, the Board may fill the pending vacancy before the effective date and the new Director will be seated on the effective date. If less than 3 Directors will remain after the resignation or leave of absence, the resignation or request for leave of absence is not effective until a successor is elected to maintain the legal minimum.

F. Leaves and Absences

A Director on leave is considered an inactive member of the Board of Directors and does not have a vote.

G. Termination and Removal

Any Director may be removed at any time with or without cause, by an affirmative vote of at least a simple majority of the remaining Directors. The matter of removal may be acted upon at any meeting of the Board of Directors. The Director subject to removal may not vote on the matter. Upon removal, a successive Director may then be elected to fill the vacancy created.

H. Vacancies

Vacancies in the Board of Directors are filled by a vote of the majority of the remaining Directors.

I. Compensation

No compensation will be paid to Directors of Corporation for their services, time, and efforts as Directors. Directors, however, may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

J. Regular Meetings

The board will meet at least quarterly, at an agreed upon time and place. These meetings may coincide with member meetings, if desired.

K. Special or Emergency Meetings

Special meetings of the board may be called upon the request of the President, or by one-third of the board.

L. Meeting Notices

All written meeting notices, including the date, time, and place of the meeting, will be 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 personally, by mail, e-mail, telephone, or facsimile.

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.

M. Meeting Quorum

At all meetings of the Board of Directors, a simple majority of 51% or greater of active Directors constitutes a quorum for the transaction of all authorized business. If 51% or greater of active Directors are not present, no voting may occur. The acts of the majority of the Directors present at a meeting with a quorum are the acts of the Board of Directors of Corporation.

N. Voting

During Board meetings, all matters are decided by a simple majority vote.

O. Proxies

Voting by proxy is *not* permitted. This is in conformance with nonprofit sector best practices.

P. Private Entity

Corporation is a private nonprofit corporation not subject to open meetings law and government data practices. The Corporation may hold its meetings open to the public, if desired or if required by grant funding or similar requirements.

Q. Meeting Procedures

All questions of order with respect to any meeting or action of Corporation, its Board of Directors, or any committee appointed hereunder are resolved in accordance with Robert's Rules of Order Newly Revised, as modified from time to time, or in any another orderly manner that is deemed appropriate by the President.

R. Meeting Decorum

Corporation follows best and lawful 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 President has the sole responsibility to require order in a meeting. To that end, the President has the authority to call a Director, Officer, or member to order, and exclude non-members. If necessary, to maintain an orderly meeting, the President has the authority to remove a participant from the meeting. The Vice President may act in the President's place if required.

S. Remote Participation

As permitted by state law, board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all board members present to participate in the meeting. Board members may appear by phone, virtually, or in person.

T. Written Action Without a Meeting

As permitted by state statute, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed or consented to by authenticated electronic communication (i.e. votes by e-mail, online, fax, etc.), by 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.

V. Officers

A. Principal Officers

Principal Officers of Corporation are: President, Treasurer, and Secretary. At the discretion of the Board of Directors, other Officers such as Vice President, or Registrar, etc. may be elected with duties that the Board will prescribe.

B. Election of Officers

Officers must first also be Directors of Corporation. Officers are elected by the Board of Directors at the first meeting following the annual meeting. A vacancy in any office may be filled by a majority vote of the Board of Directors for the unexpired portion of the term. The Board of Directors will also have the authority to appoint temporary acting Officers as may be necessary during the temporary absence or disability of serving Officers.

C. Terms

All Officers will serve a 2-year term that coincides with their term as Director. There will be no limit to the number of terms an Officer may serve. However, in the case of the Treasurer, the Treasurer may serve only up to 3 consecutive years. After serving 3 consecutive years, the Treasurer must take at least 1 year off from the Treasurer position before being considered for another term as Treasurer.

D. Resignation

An Officer may resign by giving written notice to Corporation. 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. Written notice may be electronic.

E. Removal

Any Officer may be removed from their position with or without cause by a vote of the remaining Directors. 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 a removal another Board member will be appointed to serve in an interim capacity to fill the vacancy.

F. Compensation

Corporation may hire individuals as Officers from outside the pool of Directors (ie: CEO, CFO, COO, etc.). These Officers will receive reasonable compensation for their services, time, and efforts. The amount and frequency of payments will 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. In addition, Officers may be reimbursed for necessary and reasonable actual (documented) expenses incurred in the performance of their duties.

G. Duties

The officers of the board will consist of a President, Secretary and Treasurer, and a Vice-President if desired. Their duties are as follows:

1. **President.** The President will convene regularly scheduled board meetings, will preside at meetings or arrange for other Directors to preside at each meeting in the following order: Vice-President (if any), Secretary, Treasurer. The President does not have any extraordinary authority or veto power due to their Office.
2. **Secretary.** The Secretary will be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
3. **Treasurer.** The Treasurer will make a report at each board meeting. The Treasurer will assist in the preparation of the budget, help develop fundraising plans, and make financial information available to board members and the public.
4. **Vice President.** The Vice-President, if one is appointed, may chair committees or task forces on special subjects as designated by the board and may serve in the President's absence when needed.

Officers of Corporation (including those not named here) 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.

VI. 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 simple majority 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. At least one member the committee or task force must be a Board Member. All others may be volunteers of Corporation.

B. Committees

The Corporation has adopted a committees policy which is on file with corporation.

C. Executive Committee

The Board of Directors, by resolution adopted by a majority of the Board, may (but does not need to) establish an Executive Committee to consist of the Chairs of any standing committees and the Board President. The President is the Chair of any Executive Committee. The creation of an Executive Committee does not relieve the Board of Directors of any of its responsibility. It is subject to the direction and control of the full Board. The role of the Executive Committee, if established, is solely to organize the agenda for each board meeting. In keeping with nonprofit sector best practices, the Executive Committee never has authority to act on behalf of the full board for any reason.

D. Meetings

Meetings of the individual committees and task forces may be held at a time and place as may be determined by a majority of the committee or task force members, by the Board President, or by the Board of Directors. Notice of meetings will be 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.

VII. Executive Director(s), Employees, & Independent Contractors

A. Designation

The Board of Directors may select an Executive Director (whether it uses this title or another comparable title). The Executive Director will be engaged by and act as the administrative agent of the Board of Directors to administer the affairs of Corporation and implement the policies and decisions of the Board of Directors. The Executive Director 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 the Executive Director. The Executive Director 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. The Executive Director may not also serve as a Director and / or Officer of Corporation.

B. Compensation

Corporation may pay compensation to the Executive Director, employees, and other independent contractors for services rendered. The amount and frequency of payments will be reasonable, determined from time to time by the Board, and be legally compliant with all state and federal employment, nonprofit, and other applicable laws.

C. Checks, Drafts, Petty Cash Fund

The Executive Director may be authorized to provide one of the signatures on checks, drafts, or other orders of payment for Corporation. He or she may also be authorized to administer a Petty Cash Fund, the size of which will be designated by the Board of Directors.

VIII. 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. Corporation may maintain insurance policies to cover those serving as volunteers.

IX. Management Provisions

A. Financial Year

The accounting year of Corporation will begin on October 1 and end on September 30.

B. Annual Budget & Financial Information

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. 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 Corporation'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.

C. Accounts

Corporation has adopted an accounting policy and procedure which is on file at Corporation.

D. Records

Corporation's will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, board and committees or task forces for the last six years.

E. Inspection

A voting member or Director may inspect all records described in Section D 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 Corporation will give a 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 monthly accounting period.

F. Ownership of Intangible Assets

Directors and Officers may from time to time establish accounts on behalf of the Corporation 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 Corporation and should be opened in the name of the Corporation whenever possible. If ownership cannot be established in the name of the Corporation, the individual Director or Officer must grant secondary authority whenever possible or share account information and log in credentials to another Director or Officer to preserve right of access to these assets and accounts.

G. Legal Instruments

All contracts, agreements, and other legal instruments executed by Corporation must be issued in the name of Corporation, not the individual name of a Director or Officer. The Board may establish internal controls or policies which control the number of officers required to sign legal instruments. While Directors and Officers may have authority to sign official documents on behalf of Corporation, they may do so only after proper consideration and approval by the full Board of Directors. In the event the Board has not approved of the legal instrument, then the individual Director or Officer is personally liable.

H. Loans

Loans and other debts are not permitted without authorization of the Board of Directors specifically authorizing the loan or debt. All loans and debts for Corporation must comply with state laws governing nonprofits.

I. Periodic Reviews

To ensure Corporation 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, periodic reviews will be conducted. 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 Corporation'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 Corporation is properly filing annual paperwork with the state agencies for charitable solicitation registration, corporate entity registration, unemployment insurance, sales tax revenue reporting, income tax reporting, social security administration, etc. Corporation will file the Form 990 with the IRS annually.
4. Whether Corporation is following state and federal fundraising regulations.

J. Affiliations

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

K. Policies and Procedures

The Board of Directors may establish policies and procedures including but not limited to:

- To maintain records of decisions made by the Board in one central location;
- Regarding internal financial controls;
- Regarding conflict of interest;
- Regarding gifts and grants to other individuals/organizations;
- Regarding employees and volunteers; and
- Regarding other topics that may become reasonable and necessary.

X. Amending the Articles of Incorporation and Bylaws

Corporation has the power to amend the Articles of Incorporation and any Bylaws.

Proposed amendments may be submitted by the Board directly at any member meeting and will be reviewed at the next two consecutive member meetings to allow for optimal community engagement. Voting on amendments will take place at the second review meeting.

Subject to restrictions imposed by state statutes, amendments to the Articles and Bylaws must be approved by the affirmative vote of a simple majority of all Directors. In addition, the voting members present at the meeting will vote to approve amendments.

In accordance with state law, the voting members authorize the Board of Directors to amend the Articles.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Corporation by a majority vote.

Secretary

Date

The voting membership approved these Bylaws on the ____ day of _____, 20__.

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