

## **AMENDED BYLAWS OF THE EAST CALHOUN COMMUNITY ORGANIZATION (ECCO) – Updated October 8, 2015**

### **PREAMBLE**

KNOW ALL YE PERSONS BY THESE PRESENTS, the following BYLAWS of the EAST CALHOUN COMMUNITY ORGANIZATION, consisting of five pages and ratified on this day October 8, 2015, supersede and nullify the existing Bylaws of the EAST CALHOUN COMMUNITY ORGANIZATION.

The purpose of the organization shall be to encourage and support community involvement of both residents and businesses in the East Calhoun neighborhood to preserve and enhance the residential character of the area within the organization boundaries, and to preserve the history of the East Calhoun neighborhood.

It shall be the objective of this organization to:

1. Evaluate the residential and commercial quality of the community. Identify and draw attention to the positive qualities. Evaluate and implement a course of action to rectify problems that negatively impact the East Calhoun neighborhood.
2. Function as a non-partisan, non-sectarian community action group. Keep East Calhoun neighborhood citizens informed of neighborhood related issues, proposals and activities being considered by any organization.
3. Act as representative for the East Calhoun neighborhood before city boards, commissions, etc. and as otherwise needed.

### **ORGANIZATION**

**ARTICLE 1. Name.** The name of the organization shall be the EAST CALHOUN COMMUNITY ORGANIZATION, (hereinafter, 'Organization' or 'ECCO').

**ARTICLE 2. Authority.** The Organization is a duly authorized non-profit organization under the laws of the State of Minnesota, pursuant to Minnesota Statute Section 317.01. The Organization is a duly recognized 501(c)(4) non-profit organization, Federal Tax Id #31-1627352

**ARTICLE 3 Organization Boundaries.** The boundaries of the Organization shall be West Lake Street on the north, Hennepin Avenue on the east, 36 Street on the south and East Calhoun Parkway on the west.

#### **ARTICLE 4 Organization General Membership.**

SECTION 1 Any person 18 years of age or older maintaining a domicile within the boundaries of the Organization, may be a member of the Organization.

SECTION 2 Each member shall be entitled to a single vote at the Annual ECCO Board meeting and any special ECCO community meeting called by the Board of Directors.

**ARTICLE 5 Only the ECCO Board of Directors may make a binding commitment for the East Calhoun neighborhood**

## **ARTICLE 6 Annual dues may be established by the Board of Directors.**

### **ARTICLE 7 Organization Meetings**

SECTION 1 ECCO Board of Directors Meetings. The ECCO Board of Directors shall meet every month or as often as needed as determined by the ECCO Board.

Section 2 Annual Meeting. The Annual Meeting of the members of the Organization shall be held on a weeknight in the month of September or October of each year at a time and place to be determined by the ECCO Board of Directors. At least five days written notice of the meeting shall be given by the Secretary by such means and in such manner as shall be determined by the Board

SECTION 3 Special Meetings. Special meetings of the members of the Organization may be called at any time by the President, the Board of Directors or by written request of four members of the Board or 10 members of the general organization. Notice shall be given by the Secretary by such means and such manner as shall be determined by the Board, said notice to specify the time, place and purpose of the meeting. Only business included in the special meeting notice may be considered

SECTION 4 Quorums. For ECCO Board of Directors Meetings: Fifty percent (50%) of the Board of Directors currently serving.

For ECCO Annual Meeting and Special Meetings: Those members in attendance at the Meeting shall constitute a quorum provided at least fifty percent (50%) of the ECCO Board of Directors currently serving are in attendance.

Section 5 Election of Board Members. Election of Board members shall be by paper ballot for contested elections. In the event of an uncontested election, voting may take place by voice vote at the discretion of the annual meeting chairperson.

### **ARTICLE 8 ECCO Board of Directors**

SECTION 1 Size of Board and Term of Office. The ECCO Board of Directors shall be elected at the Annual Meeting in the month of September or October. The new term will commence with the close of the Annual Meeting. Officers whose term has ended shall attend the first meeting following the Annual Meeting. The Board shall consist of thirteen (13) members, each of whom shall serve for a term of two years or until a successor is elected. No Board member shall serve more than two consecutive terms (4 years). A one-year absence from the Board membership is required before a previous member maybe eligible for a new term.

SECTION 2 Elections. A director shall be elected to fill each seat open due to the end of a two-year term. Two alternates shall be elected each year.

SECTION 3 All Board members shall serve on one or more ECCO committees.

SECTION 4 Action by Consent. Any action required or permitted to be taken at a Board meeting may be taken by written action, or by electronic mail, signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. See addendum of binding policies which govern these decision making processes.

SECTION 5 Vacancies. The Board will vote to elevate an alternate member should a vacancy occur. The elevated member shall serve a two-year term. The term shall end at the Annual meeting held in the second calendar year following elevation of the member. In the case when there are no alternate members the board may fill the vacancy until the next Annual Meeting.

SECTION 6 Absenteeism- In the event that an elected member of the Board shall be absent from two or more consecutive meetings without a valid reason, as determined by the Board, the Board shall have the power to remove said member from the position and appoint a replacement to fill out the remainder of the term of office.

SECTION 7 Removal. Any Board member may be removed from office, for cause, at any time by the affirmative vote of 2/3 of the current Board members.

SECTION 8 Public Relations, No position statement or solicitations shall be made in the name of the Organization unless authorized by the Board.

SECTION 9 Conflict of Interest. Board members shall disclose any direct or indirect financial benefit, any relevant organizational affiliation, or other conflict of interest prior to any discussion or vote at a meeting of the Board or a subcommittee. Board members shall recuse themselves from voting if they have a direct financial interest. Conflict of interest shall be deemed to exist if the beneficiary includes immediate family members or domestic partners.

## **ARTICLE 9 Officers of the Board**

SECTION 1 Election, Each year the Board of Directors shall elect all officers for a term of one year from the Board. The election shall be held at the first Board meeting following the Annual Meeting. All officers shall be members of the Board of Directors excluding the past president. Prior to election of each officer the description of the position shall be read to the Board.

SECTION 2 President, It shall be the duty of the President to preside at all meetings of the members and the Board of Directors. The President shall sign all contracts and other instruments made by the organization. The President shall perform all duties prescribed by the Board of Directors. The President shall have power to appoint committees and shall be an ex-officio member of all such committees. The President will be responsible for the agenda for the upcoming meeting. The President will be the primary contact person for dissemination of information on the Board and its activities.

SECTION 3 Vice President, In the absence of, disability or refusal to act by the President, the Vice President shall assume all powers and perform all duties of the office of President, and shall perform all duties assigned by the Board.

SECTION 4 Secretary. It shall be the duty of the Secretary of the Board to keep correct attendance and minutes of all meetings of the Organization and of the Board. The Secretary shall be responsible to perform a final review of the minutes prior to vote by the Board and submission for publication. The Secretary shall make available to all members of the Board all reports, statements and letters, required by the President and by the Board or by law. The Secretary shall have custody of the minute books and records of the organization (excepting those pertaining to the finances of the association) which the Secretary will turn over to the new Secretary within thirty (30) days of the election of the new Secretary.

SECTION 5 Treasurer, The Treasurer shall have custody of all moneys of the organization. The Treasurer shall keep records showing all transactions, accounts, liabilities, and financial condition. The Treasurer shall deposit moneys in a responsible depository approved by the Board. The Board must authorize all expenditures not listed in the budget. The Treasurer shall give a statement of finances at each monthly meeting, if requested by a board member, and a complete financial report annually. The

books shall be available to the Board as is deemed necessary. At the end of the Treasurer's term all financial records shall be turned over to the new Treasurer within thirty (30) days of the election of the new Treasurer.

**ARTICLE 10 Committees.**

SECTION 1 Executive Committee. The officers of the organization shall constitute an Executive Committee. The Executive Committee shall appoint such employees as may be necessary to conduct the business of the Organization; they may act on behalf of the Organization in any matter when the Board of Directors is not in session, reporting to the Board of Directors for its ratification of their action. Three members shall constitute a quorum for the transaction of business. Meetings may be called by the President or by three members.

SECTION 2 Standing Committees.

The President shall appoint additional committees on any subject for which there are no standing committees. A Board member will participate in or chair each standing committee. A report shall be given by a member of each standing committee at each Board Meeting, if requested by the President, and at each Annual Meeting. The actions of committees are not official until adopted by the Board.

*Neither ECCO, nor its Board of Directors, shall form any alliance on behalf of ECCO with any political party. Representatives of those parties may be permitted to appear before ECCO meetings.*

**ARTICLE 11 Miscellaneous**

SECTION 1 Seal. The organization shall have no organization seal.

SECTION 2 Rules of Order. The Rules contained in 'Robert's Rules of Order, Revised' shall govern in all cases where they are not inconsistent with the Articles of Incorporation and By-Laws of this organization.

SECTION 3 Fiscal Year. The organization shall keep its books and records on a fiscal year basis. The fiscal year will be January 1 through December 31.

SECTION 4 Amendments. These By-Laws may be amended from time to time by a majority vote at any meeting of the Board of Directors of the organization duly called for that purpose.

President \_\_\_\_\_ Date \_\_\_\_\_

Secretary \_\_\_\_\_ Date \_\_\_\_\_

## **Action by Consent Policies**

Consent actions are reserved for conditions which arise without notice, where decisions or input that relate to the good of the neighborhood are required between regular board meetings.

Any Executive Committee member can call for a consent action. The date and time which ends decision making will be specified when consent action is posted. Three business days are the typical period for decision making, but can be extended by decision of the Executive Committee.

Reasonable effort by those posting the consent action item shall also be made to notify Directors by telephone, at the time of giving written notice.

Quorum requirements for electronic or written reply are the same as at regular board meetings. Lack of response will not be considered to be either a yea or nay vote. If quorum is not met, the action fails.

An electronic signature (name) satisfies the requirement of a signature so long as the electronic communication containing the electronic signature sets forth sufficient information from which the board can reasonably conclude that the communication was actually sent by the purported sender.