BYLAWS OF THE
SUMMIT HILL ASSOCIATION/DISTRICT 16 PLANNING COUNCIL
ADOPTED November 1986, Amended March 1991, Amended March 1995,

ARTICLE I Name, Location and Offices
Section 1.1
NAME: The name of this organization is the Summit Hill Association, District 16 Planning Council (hereinafter “SHA”).

Section 1.2
LOCATION: SHA shall be concerned with the area in the City of Saint Paul, County of Ramsey, described as follows: Commencing at the intersection of the centerlines of Summit Avenue and the Walnut Street Steps in said City; thence west along the centerline of Summit Avenue to its intersection with the north right-of-way line of the Short Line Railroad tracks; thence southeast along said right-of-way line to its intersection with the centerline of South Victoria Street; thence north along the centerline of South Victoria Street to a point at which it intersects the centerline of Interstate 35E; thence northeast along Interstate 35 E to its intersection with Grand Avenue; thence northwest along Grand Avenue and up Ramsey Hill to a point at which it intersects the centerline of Irvine Avenue; thence northeast along Irvine Avenue to its intersection with the Walnut Street Steps; thence up the Walnut Street Steps to the point of beginning and there terminating.

Section 1.3
OFFICES: The location of SHA shall be in the City of Saint Paul, Ramsey County, Minnesota, and its registered address shall be 860 St. Clair Avenue, in said City.

ARTICLE II Members
Section 2.1
The following persons shall be members in SHA:
(a) all persons age sixteen (16) and over residing within the area described in Bylaws Section 1.2; and
(b) all persons owning real property within the area described in Section 1.2; and (c) the owner or designated representative of each business located within the area described in Section 1.2.

Section 2.2
Any member who shall cease to meet the eligibility requirements for membership shall automatically cease to be a member.
ARTICLE III Meetings of Members

Section 3.1
ANNUAL MEETING OF MEMBERS: An annual meeting of the members of SHA shall be held in the City of Saint Paul, State of Minnesota, on the Second Thursday in the month of October in each year.

Section 3.2
SPECIAL MEETINGS OF MEMBERS: Special meetings of the members of SHA may be called at any time by the president, vice president, or any five (5) directors, or upon demand of members, as prescribed in Minn. Stat. § 317A.433.

Section 3.3
NOTICE: Written notice of each meeting of members, stating time and place thereof, and in the case of a special meeting, its purpose, shall be given not less than five (5) nor more than thirty (30) days in advance thereof to the members. At least thirty (30) days in advance of the annual meeting, public notice shall be given of vacancies on the board of directors.

Section 3.4
VOTING: Each member personally present at any meeting of the members shall be entitled to cast one (1) vote. There shall be no voting by mail or proxy nor shall there be any cumulative voting.

ARTICLE IV Board of Directors

Section 4.1
POWERS: The board of directors shall have power:
(a) to adopt and from time to time amend the Bylaws of SHA; the Board of Directors will propose the amendment of bylaws by a resolution setting forth the proposed change(s) and directing that they be submitted for adoption at the next annual meeting of members. Notice of the proposed change(s) will be communicated to all members through the newspaper, newsletter, or by mail in advance of this meeting. The Board of Directors may adopt a change in the bylaws for a trial period prior to the annual meeting of members by a two-thirds vote. The vote cannot be taken at the meeting at which the changes are first proposed. The changes must be presented in writing to the Board before the vote.
(b) to fill vacancies in its own membership; (c) to elect officers and fill vacancies in any office occasioned by death, resignation, removal or any other cause; and
(d) to exercise all powers of SHA.

Section 4.2
SOLICITATION: The board of directors is hereby vested with the authority to, from time to time, solicit and accept voluntary contributions from the members and others.
Section 4.3
ELECTION: Persons elected by the members will serve staggered three-year terms with approximately one-third elected each year, and will be elected at the annual meeting of the members by a majority vote of all members present at said meeting.

Section 4.4
NUMBER: The number of directors shall be twenty-one (21), subject to change from time to time by the vote of a majority of members present at a duly constituted meeting of the members, provided that no director whose term has not expired shall be compelled to leave the board by reason of a proposed reduction in the number of directors. At least three-fourths (3/4) of the board members shall be D16 residents.

Section 4.5
AGE: Directors shall be at least eighteen (18) years of age with the exception of the student representative who shall be at least sixteen (16) years of age.

Section 4.6
STUDENT REPRESENTATIVE: One director position may be filled by a high school student representative. A student representative is defined as a student who either lives in or attends a school within the SHA boundaries.

Section 4.7
TERM OF OFFICE: Directors shall be elected for a three (3) year term by the members at the annual meeting except for the student representative, whose term shall be two (2) years. No person who shall have served as a director for two consecutive terms shall be eligible for re-election until after the lapse of one (1) year. Any director who serves a partial term of one and one-half years or less, shall be eligible to stand for two subsequent full terms. Any director who serves a partial term of more than one and one-half years shall be eligible to serve one subsequent full term.

Section 4.8
REMOVAL: Directors are subject to removal for cause, including intentional and unintentional acts which may damage SHA, use of office for personal gain, unauthorized expenditure of SHA funds or violation of any provision of the SHA Bylaws. In addition, any director is subject to removal by a two-thirds (2/3) vote of the board of directors.

Section 4.9
ATTENDANCE: Any elected director absent from three meetings within any period of time during which there are six regularly scheduled monthly meetings will be terminated from board membership unless the board votes to the contrary because of extenuating circumstances. In the case of a director sponsored by a community organization, before the board votes to terminate membership, it shall notify the community organization.
Section 4.10

VACANCIES:
(a) Any vacancy in the office of a director will be first filled by alternates, first by the first alternate and second by the second alternate. An alternate shall serve out the unexpired term of a director.
(b) Any remaining director vacancies will be filled at any meeting of the directors by nomination and election by the majority of directors. Notice of this election will be given to directors at least one board meeting prior to this election. Any director so elected shall serve out the unexpired term of the departed director. At the Board’s discretion any vacancy with less than twelve months remaining in its term may be left vacant until the next annual meeting. (c) Notice of vacancy shall be given to all board members when any vacancy occurs.

Section 4.11

SPEAKING ON BEHALF OF SHA. A board member may speak on behalf of SHA only when given authority to do so by the board. Violation of this section is grounds for removal pursuant to section 4.8.

ARTICLE V Meetings of the Board of Directors
Section 5.1

QUORUM: A majority of the directors shall constitute a quorum for the transaction of business at any meeting of the board of directors, and the affirmative vote of a majority of the directors present in person at a meeting at which a quorum is present shall be the act of the board of directors. If a quorum is present when a duly called or held meeting is convened, the directors may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 5.2

REGULAR MEETINGS: The regular meetings of the board of directors shall be held at least four (4) times per year at such time and place as may be designated by the board of directors.

Section 5.3

SPECIAL MEETINGS: Special meetings of the board of directors may be called at any time by the president, vice president, or by any five (5) directors whenever such meetings may be deemed necessary or desirable.

Section 5.4

NOTICE: A written notice of each regular meeting of the board of directors, stating time and place thereof, shall be given not less than five (5), and not more than thirty (30) days, in advance thereof to each director. A written notice of each special meeting of the board of directors, stating time and place thereof, shall be given not
less than two (2) days in advance thereof to each member of the board of directors. All notices shall be deemed to have been given when deposited in the mail.

Section 5.5
ABSENTEE BALLOTING: Directors may vote without being present at a meeting by indicating their vote in writing and giving it to the office anytime before the resolution, which originates from a standing committee, is voted upon at the meeting, provided that: (1) resolution language is prepared in advance and distributed to all directors at least five (5) days before the meeting at which the resolution will be voted upon; (2) written votes must be clear as to the position the voter intends to take on the resolution; (3) absentee votes may contain conditions or qualifications (any ambiguity as to intent shall be resolved by the chair); and (4) absentee ballots may be used only for resolutions which are the same or similar to resolutions for which the notice in subsection (1) has been provided, so long as the general intent of the resolution which has been distributed in advance is not changed.

Section 5.6
ACTION WITHOUT A MEETING: Any action required or permitted to be taken at a meeting of the directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the directors entitled to vote with respect to the subject matter thereof. Such consent (which may be signed in counterparts) shall have the same force and effect as a unanimous vote of the directors. Any action may be taken by written action signed 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. The written action is effective when signed by the required number of directors, unless a different effective time is provided in the written action. When written action is permitted to be taken by less than all directors, all directors must be notified immediately of its text and effective date. Failure to provide the notice does not invalidate the written action. A director who does not sign or consent to the written action is not liable for that action.

ARTICLE VI Officers

Section 6.1
OFFICERS AND TERMS OF OFFICE: The officers of SHA shall be a president, a vice president, a secretary, and a treasurer. Such officers shall be elected by the board of directors at the next regularly scheduled meeting following the annual meeting of the members, and the four (4) principal officers designated herein shall be elected from among the members of said board. The president and vice president will each serve one year terms. If the president leaves office before his or her term expires, the vice president shall automatically become president for the remainder of the vacating president’s term and may stand for election for a subsequent full term. If a vacancy occurs in the position of vice president, secretary or treasurer, an election will be held to fill the remaining term. Notice of this election will be given at least one board meeting before the election takes place.
Section 6.2
PRESIDENT: The president shall have all authority usually incident to the office of president and shall have general authority over the affairs of SHA, its officers, agents and employees. The president shall preside at all meetings of the members and of the directors. The office of president shall not be held by any one person for more than two, one-year terms. The same rule shall apply to the office of the vice-president. Both the offices of president and vice president shall be filled by directors who have served on the board at least one year.

Section 6.3
VICE PRESIDENT: In the absence of the president, the vice president shall serve in the president's place. The vice president shall have such additional duties as may be assigned by the president or the board of directors.

Section 6.4
SECRETARY: The secretary shall keep or cause to be kept the minutes of all meetings of the members and directors; shall keep and have charge of such other books and papers of SHA as the directors may direct; and in general shall perform all duties incident to the office of secretary, subject to the control of the board of directors.

Section 6.5
TREASURER: The treasurer shall cause accurate accounts to be kept of all monies of SHA, causing same to be deposited in the name of and to the credit of SHA in such bank or banks as shall be designated from time to time by the board of directors. The treasurer shall have charge of all books, records, papers and accounts of SHA, except such as are in the charge of the secretary, and shall render to the board, whenever required, an accurate account of all transactions of the treasurer and the financial condition of SHA. The treasurer shall perform such other duties as may be prescribed from time to time by the board of directors.

ARTICLE VII Committees

Section 7.1
COMMITTEES/CHAIRS: There shall be a Development Chair, Community Outreach and Communications Chair, and Planning Chair, each of whom shall be a director, shall be appointed by the president, and shall be advisory to the board and president. Committees may be established by resolution of the board of directors from time to time and will report to one of the three chairs. The membership of each committee shall be at the discretion of the president. Each committee shall consist of at least one member of the board of directors and such additional SHA members as the president shall deem appropriate.

Section 7.1.1 Any committee member absent from 50% or more meetings of the committee in a six month period may be removed from the committee by the
chair and the president. Unless otherwise approved by the board, voting in committees shall be limited to directors, and in the case of the zoning and land use committee, to directors serving their second or greater year on the committee.

Section 7.1.2 Zoning and Land Use Committee Quorum: A majority of the voting members of the zoning and land use committee, together with alternates, shall constitute a quorum. Alternates shall be chosen by the chair of the zoning and land use committee, on a meeting by meeting basis, for the purpose of creating a quorum.

Section 7.2
SEARCH COMMITTEE: At least sixty (60) days in advance of the annual meeting, the president may appoint a search committee, consisting of not less than five (5) persons approved by the board of directors, who shall be responsible for preparing a list of candidates for all of those positions on the board of directors which will expire as of the date of the annual meeting.

Section 7.3
SPECIAL COMMITTEES: Special committees to deal with issues of short duration may from time to time be established by resolution of the board of directors and will report to one of the three chairs of standing committees.

Section 7.4
REMOVAL: Each committee chair serves at the discretion of the board of directors.

Section 7.5
EXECUTIVE COMMITTEE: An executive committee, composed of the officers and the development, community outreach & communications and zoning & land use committee chairs shall meet at least once each month to set the board meeting agenda, consider all requests for funding and review all items requiring board action. This committee shall be chaired by the president. In addition to its regular monthly meeting, the committee shall meet as required to consider items requiring immediate attention. The committee shall also act as the personnel committee.

Section 7.6
PERSONNEL: An annual review of all staff job descriptions and staff members’ performance shall be conducted by the executive committee.

ARTICLE VIII Fiscal Year

Section 8.1
FISCAL YEAR: The fiscal year shall be from January 1 to December 31.