



Existing Text

Explanation

Proposed text

- G. Enhancing economic well being  
~~We seek to provide a “business friendly” environment. We recognize that one of the strengths of this community is the industrial and commercial base, including the arts. We wish to encourage the businesses here to stay by providing them with an environment in which business might flourish, while looking for ways to buffer the inconveniences to the homeowners nearby. We believe that cohabitation between business and residents is not only viable, but essential to the stability of the community. Where feasible, we would encourage the addition of new business and the jobs they create, as well as provide an attractive environment for both residents and visitors.~~
- D. ~~Preserving historical significance and celebrating diversity Bottineau is one of the oldest communities in the state of Minnesota. In 1849 future Governor William Marshall was commissioned to lay out the street plans by Pierre Bottineau and Franklin Steel of Saint Anthony. Bottineau himself was a voyageur, guide and explorer. The son of a French Canadian voyageur and a Native American mother of both Ojibwe and Dakota descent, Pierre grew up fluently speaking all of the native languages as well as French and English. Individually he embodied ethnic diversity and became known as a “walking peace pipe” because of his benevolence and ability to translate and mediate between all factions of settlers and natives. Indeed, he became known far and wide for his abilities to mediate within and between communities. In the next century and a half, our venerable neighborhood continued to welcome and shelter newcomers from the United States, Western and Eastern Europe, Russia, and the Middle East. The Eastside Neighborhood House helped generations of immigrants learn the language and acquire the skills needed to become productive members of the community. The northeast community as a whole has one of the richest religious legacies in the Twin Cities. Pierre Bottineau donated the land for the first church in our city (St. Anthony of Padua) in 1851 and our Lady of Lourdes. As a testimonial to our diversity, churches of multiple ethnic origin seem to have sprung up on every corner since then, and it is not uncommon to hear the songs of two or three church bells at the same time.~~

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<p>E. <del>Building Community Ties</del>  <del>The most crucial part of any neighborhood is a feeling of belonging. It is our intention to build community ties that will link all segments together within our neighborhood. We will seek participation from all individuals: renters, homeowners, elderly, youth, business, industry, community organizations, government agencies, minorities, churches and anyone that is a part of the neighborhood. We will also seek to establish ties with the surrounding neighborhoods to establish a positive working relationship for the betterment of the total community. We will seek to discover common goals without interfering with the particular dreams of other neighborhoods.</del></p>	<p>Section I - Area: restates existing Article III</p>	<p><b>Article II – Area</b>  <b>Section 1 – Area:</b> The designated area of the Corporation, for purposes of the Article of Incorporation and these By-laws, shall be defined as that part of the City of Minneapolis bounded by:</p> <ul style="list-style-type: none"> <li>A. University Avenue on the east,</li> <li>B. Mississippi River on the west,</li> <li>C. 17th Avenue on the south- east of the railroad tracks and 18th Avenue west of the tracks,</li> <li>D. Lowry Avenue on the north.</li> </ul>
<p><b>Article III Area</b>  The designated area of the Corporation, for purposes of the Article of Incorporation and these By-laws, shall be defined as that part of the City of Minneapolis bounded by:</p> <ul style="list-style-type: none"> <li>A. University Avenue on the east</li> <li>B. Mississippi River on the west</li> <li>C. 17th Avenue on the south- east of the railroad tracks and 18th Avenue west of the tracks</li> <li>D. Lowry Avenue on the north</li> </ul>	<p>In 2002 there were some significant changes to the statutes that govern nonprofits, especially neighborhood organizations. The eligibility requirements for membership are slightly expanded; the new text specifically identifies which statutes apply to BNA and provide several options for people to prove they qualify for membership. Notice that members are not ‘created’ anymore.</p>	<p><b>Article III – Membership</b>  <b>Section 1 – Eligibility for Membership:</b> <u>There shall be one class of membership with voting rights. Regular members will be those defined by section 317A.441, paragraphs (b), (c), and (d) of the Minnesota Nonprofit Statute. Members with voting rights are individuals who, at a meeting of the neighborhood organization, can produce:</u></p> <ul style="list-style-type: none"> <li>1. <u>a Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the neighborhood organization;</u> or</li> <li>2. <u>proof of ownership or lease of a business or property or proof of being employed by a nonprofit organization, business, or government entity located within the geographic boundaries of the neighborhood.</u></li> </ul>
<p><b>Article IV Membership</b></p> <ul style="list-style-type: none"> <li>A. Qualifications for Membership  You are eligible to be a member of the BNA if you are an individual residing, working or owning property in the Bottineau neighborhood. Eligible members are created by attending a meeting, signing their intention in writing or by contacting the organization.</li> <li>B. Privileges of Membership <ul style="list-style-type: none"> <li>1. Each member has one vote</li> <li>2. The membership has the power to elect the Board of Directors</li> </ul> </li> </ul>	<p>Section 2 changes the ‘privilege’ of voting to a ‘right’ and further clarifies that members have one vote on each issue they vote on and not just one vote. The power of the members to elect the board of directors is addressed in the article dealing with the board.</p>	<p><u>An individual who resides within the geographic boundaries of a neighborhood organization or meets membership criteria under clause 2 above, but lacks the documentation required by clause 1 above, may vote at a meeting of the neighborhood organization if a member who has the required documentation vouches for the individual.</u></p> <p><u>The Bottineau Neighborhood Association may, through its articles or bylaws may permit voting at its meetings by individuals in addition to those described in above.</u></p> <p><b>Section 2 – Rights of Members:</b> each member with voting rights is entitled to one vote on each matter voted on by the members.</p>
	<p>Law requires there to be an indication of the duration of membership and identify a way in which someone can choose to not be a member.</p>	<p><b>Section 3 – Duration of Membership:</b> <u>Any individual who so becomes a member shall remain a member of the Bottineau Neighborhood Association until such time as they resign or are no longer qualified to be a member of the organization. Notice of resignation must be in writing and mailed to the Bottineau Neighborhood Association.</u></p>

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<p><b>Article VI Meetings</b></p> <p>A. Neighborhood Meetings</p> <ol style="list-style-type: none"> <li>1. Neighborhood meetings provide the forum for soliciting and developing ideas and direction from the community.</li> <li>2. There will be at least four (4) meetings of the neighborhood annually, including the annual meeting.</li> <li><del>3. The fourth Thursday in September will be the annual meeting at which candidates for the Board of Directors will be nominated from the floor.</del></li> <li><del>4. The October meeting will tally votes received that night along with any votes received from a flyer vote. The new Board will take over at the next Board of Directors meeting.</del></li> </ol> <p>B. Special Meetings: Special meetings can be called by the Board of Directors.</p> <p>C. Committee Meetings: Committees may choose to have or not have meetings at a time and place of their choosing.</p> <p>D. Annual Meeting</p> <ol style="list-style-type: none"> <li>1. The annual meeting will be on the fourth Thursday of September.</li> <li><del>2. At this meeting nominations for the open Board of Directors seats will be taken.</del></li> <li>3. The candidates will be subject to questions from those in attendance.</li> <li><del>4. The list of candidates will be placed in the October newsletter.</del></li> </ol> <p>E. <del>October Meeting</del></p> <ol style="list-style-type: none"> <li><del>1. Votes from the October newsletter/flyer will be tallied along with those present and voting that evening, the new Board of Directors will take over at the next Board of Directors meeting.</del></li> <li><del>2. Business as usual</del></li> </ol> <p>F. Meetings of the Board of Directors The Board of Directors will meet monthly, unless otherwise posted, to carry out the responsibilities of the organization.</p> <p>G. Action Without a Meeting Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if consent, in writing, setting out the action taken shall be signed by all of the Directors. Such consent shall have the same effect as the unanimous vote at a meeting of the Board of Directors.</p>	<p>The proposed Article IV consolidates text regarding meetings of members that is found in several locations in the existing bylaws.</p> <p>The change of 'the' to 'a' expands BNA's ability to gather input from the neighborhood. The addition of 'regular' is for clarification</p> <p>Note there is a new process for electing the board of directors being proposed. The procedure is outlined in proposed Article V.</p> <p>Section 2 maintains the date of the annual meeting and adds details about the location and time as well as what the membership should expect from it.</p> <p>Section 3 expands the ability to call a special meeting of the members. It gives the authority to call a special meeting to the president and adds a mechanism for the membership to call one.</p> <p>There is a question about quorum. Specifically, what happens if there are less than 25 people at a meeting when a vote is required? New text is suggested. There is a significant difference.</p> <p>Paragraphs F. and G. have been moved to the proposed Article dealing with the Board of Directors.</p>	<p><b>Article IV – Meetings of Members</b></p> <p><b>Section 1 – Regular Meetings:</b> Neighborhood meetings provide a forum for soliciting and developing ideas and direction from the community. There will be at least four (4) <u>regular</u> meetings of the membership annually, including the annual meeting.</p> <p><b>Section 2 – Annual Meeting:</b> The fourth Thursday of September shall be the date of the annual meeting of the members. <u>Specific time and location will be determined by the Board of Directors. At the annual meeting, the members shall elect directors, receive reports on the activities of the association, and determine the direction of the association for the coming year.</u></p> <p><b>Section 3 – Special Meetings:</b> Special meetings may be called by the <u>president</u> or a <u>simple majority</u> of the Board of Directors. <u>A petition signed by at least 25 voting members may also call a special meeting.</u></p> <p><b>Section 4 – Notice of Meetings:</b> Printed notice of each meeting shall be given to each voting member at least seven days in advance by either newsletter or mailing.</p> <p><b>Section 5 – Quorum:</b> A legal quorum shall be 25 members. <u>[Alt.] The members present at any properly announced meeting shall constitute a quorum.</u></p> <p><b>Section 6 – Voting:</b> All issues to be voted on shall be decided by a simple majority of those present at the meeting in which the vote takes place, provided a legal quorum is established.</p> <p><b>Section 7 – Action by Ballot:</b> <u>An action may be taken without a meeting if the corporation mails or otherwise delivers a ballot to every member entitled to vote on the matter. Approval by ballot is valid only if the number of votes cast by ballot at least equals the quorum and voting requirements that would be required to approve the matter at a meeting of the members. Solicitations for votes by written ballot must:</u></p> <ol style="list-style-type: none"> <li>1. <u>Indicate the number of responses needed to meet the quorum requirements;</u></li> <li>2. <u>State the percentage of approvals necessary to approve each matter other than election of directors; and</u></li> <li>3. <u>Specify the time by which a ballot must be received by the corporation in order to be counted.</u></li> </ol> <p>Action by ballot is not a new proposal. The text proposed in Section 7 is new and details specific requirements for the process.</p>

Existing Text	Explanation	Proposed text
<b>Article V Committees and Board of Directors</b>		<b>Article V – Board of Directors</b>
B. Board of Directors		
1. The membership shall elect for a three-year term a Board of Directors of at least seven (7), which will include the officers: President, Vice President, Secretary, Treasurer, and three Members at Large. <del>The Board of Directors shall consist of at least 60% residents of the neighborhood, at least 2 of which shall represent the neighborhood businesses.</del>	Article V is proposed to be split into two articles; one dealing solely with the board of directors and another with committees.	<b>Section 1 – Board roles, size and compensation:</b> The board is responsible for the <u>overall policy and direction</u> , day to day operations and property of the association. The board shall have <u>up to 11 members</u> , but not fewer than seven. <u>Board members receive no compensation.</u>
<del>A. The seven (7) elected Directors shall be elected to serve three (3) year staggered terms. Immediately upon adoption of this amendment, 3 Director's terms will be for 3 years, 2 Director's terms will be for two (2) years and 2 Director's terms will be one (1) year and up for re-election at the annual meeting on September 28, 2000. Thereafter, all terms will be for three years.</del>	The Section 1 text combines text from several locations. The proposed text replaces 'business' with 'overall policy and direction'. It also places an upper limit on the number of board members.	<b>Section 2 – Terms:</b> All directors shall serve staggered three-year terms. <u>Directors are limited to no more than three consecutive terms.</u>
2. The Board of Directors shall be responsible for the <del>business</del> , the day to day operations, and the property of the association.	MN State law limits directors to serving no more than ten consecutive years.	<b>Section 3 – Meetings and Notice:</b> The Board of Directors will meet monthly, unless otherwise posted, to carry out the responsibilities of the organization. <u>A duly called board meeting requires that each board member have written notice at least seven days in advance.</u>
3. <del>The Board of Directors shall set the agenda of the meeting.</del>		<b>Section 4 – Waiver of Notice:</b> Attendance of any director at any meeting shall constitute a waiver of notice of the meeting. When a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, notice is not waived.
4. <del>The Board of Directors shall determine the order of actions presented to the community.</del>	Here begins the proposed new process for electing the board of directors.	<b>Section 5 – Board Elections:</b> <u>New directors and current directors shall be elected or re-elected by the voting of the members at the annual meeting.</u> Directors will be elected by a simple majority of members present at the annual meeting, subject to quorum requirements. Yearly elections <u>shall</u> account for no more <u>approximately</u> 1/3 of the Board.
5. Duties of the officers. The officers shall constitute the Executive Committee	Proposed text removes the requirement of having specific numbers of 'representatives' from particular constituency groups serving on the board. Subdv. A is no longer needed. It was included to explain the terms of the first BNA Board. This section also outlines a new, proposed election procedure.	<b>Section 6 – Election Procedure:</b> <u>The board of directors shall be responsible for nominating a slate of prospective board members representing the association's diverse constituency.</u> In addition, any member can nominate a candidate to the slate of nominees. <u>The slate of nominees shall be announced in an issue of the newsletter published prior to the Annual Meeting and subject to other meeting notice requirements.</u> Nominees shall be available for questions from the membership present at the annual meeting.
a. President: The president shall chair the neighborhood meetings, meetings of the Board of Directors, represent the BNA to the community and governmental agencies and bodies, and perform other duties normally pertaining to the office. b. Vice President: The vice president shall assist the president in any way possible and perform the duties of the president in the absence of the president. c. Secretary: The secretary shall ensure that minutes and attendance are taken at meetings, have full and complete charge of the association's records, be responsible for facilitating the association's correspondence, including notification to members of meetings and other important matters. <del>In addition, the secretary shall maintain a current active membership list.</del>	Because of how members are defined and how eligibility is proved, BNA is not, and has not been required to maintain an active membership list.	<b>Section 7 – Quorum:</b> A quorum must be attended by at least fifty percent of the board members for business transactions to take place and motions to pass.

Existing Text

Explanation

Proposed text

- d. Treasurer: The treasurer shall have charge of funds in a bank approved by the association, and ensure that a periodic statement showing the financial condition of the association is rendered. The treasurer shall also ensure the closing of the books and the preparing of tax reports for the year of tenure.
- e. The Board of Directors may hire staff to perform any of these tasks.

6. All Board of Directors shall serve a staggered three-year term with yearly elections to account for no more than 1/3 of the Board.

7. ~~The Board of Directors has the authority to expand its Board to include the chair of the housing committee, community garden committee and business committee.~~

H. Committees

- 1. The Board of Directors shall have the power to create committees to carry out specific duties as needs arise.
- 2. These committees shall report to the Board of Directors and the Board shall have the right and responsibility to vote on any recommendations from a committee.

Proposed to be removed because it is 1) limiting as to who can be added and 2) assumes these are standing committees.

Committees are addressed in proposed Article VI. Additional text is proposed.

**Article X Removing or filling vacancies of the Board of Directors**

- A. Removing a Board of Director from the Board  
A Director may be removed from office by a 75% vote of the full Board of Directors at a regular board meeting, or a special meeting for that purpose. The Directors must receive prior notification of such a vote and possible action and the right to be heard thereon.
- B. Filling a vacancy  
The remaining Board of Directors shall have the right to appoint a placement director.
- C. Any Director may resign by giving written notice to the President.

The proposed text clarifies the process.

The additional text outlines the process for calling a special meeting of the board of directors.

**Section 8 – Officers and Duties:** There shall be four officers of the board, consisting of a president, vice-president, secretary and treasurer. Their duties are as follows:

*The president* shall chair the neighborhood meetings, meetings of the Board of Directors, represent the BNA to the community and governmental agencies and bodies, and perform other duties normally pertaining to the office.

*The vice president* shall assist the president in any way possible and perform the duties of the president in the absence of the president.

*The secretary* shall ensure that minutes and attendance are taken at meetings, have full and complete charge of the association’s records, be responsible for facilitating the association’s correspondence, including notification to members of meetings and other important matters.

*The treasurer* shall have charge of all funds belonging to this association, collect donations, pay bills, deposit funds in a bank approved by the association, and ensure that a periodic statement showing the financial condition of the association is rendered. The treasurer shall also ensure the closing of the books and the preparing of tax reports for the year of tenure.

**Section 9 – Vacancies:** When a vacancy on the board exists mid-term, the remaining Board of Directors shall have the right to appoint a placement director. These vacancies will be filled only to the end of the particular board member’s term.

**Section 10 – Resignation, termination, and absences:** Any director may resign by giving written notice to the president. A Director may be removed from office by a 75 percent vote of the full Board of Directors at a board meeting, or a special meeting for that purpose. The Directors must receive prior notification of such a vote and possible action and the right to be heard thereon.

**Section 11 – Special Meetings:** Special meetings of the board shall be called upon request of the president, or one-third of the board. Notices of special meetings shall be sent to each board member at least seven days in advance.

**Section 12 – Action without a Meeting:** Any action required to be taken, or which may be taken, at a meeting of the Board of Directors may be taken without a meeting if consent, in writing, setting out the action taken shall be signed by all of the Directors. Such consent shall have the same effect as the unanimous vote at a meeting of the Board of Directors

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<p><b>Article VII Notification of Meetings</b></p> <p>A. Annual, Neighborhood or Special Meetings Notification for these meetings must be given at least seven days in advance by either newsletter or mailing.</p> <p>B. Committee Meetings All committees will announce the times and place of their meetings at neighborhood meetings and in the newsletter.</p> <p>C. Meetings of the Board of Directors Notification to Board members for board meetings must be at least seven days in advance or at an agreed upon day and time of the month. This required notice may be waived. Specifically, the attendance of any director at any meeting shall constitute a waiver of notice of the meeting. When a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened, notice is not waived.</p>	<p>Notification requirements are addressed in each relevant section: Meetings, Board of Directors, etc.</p>	<p><b>Article VI – Committees</b></p> <p><b>Section 1 – Committee Formation:</b> The board of directors shall have the power to create committees, such as housing, community garden, business, etc., to carry out specific duties as needs arise. Committees are subject at all times to the directions and control of the board.</p> <p><b>Section 2 – Meetings and Notice:</b> Committees may choose to have or not have meetings a time and place of their choosing. <u>Notice of committee meetings shall be made public at least seven days in advance of a meeting and shall include the time, location and topic(s) to be discussed.</u></p>
<p><b>Article VIII Newsletter</b></p> <p>1. It shall be the goal of this association to keep the neighborhood and its members as informed as possible</p> <p>2. The form this shall take is publishing, at a minimum, a quarterly newsletter</p> <p>3. Board of Directors shall oversee the publication</p> <p>4. The Board of Directors shall have the right at their discretion to bring an issue to a neighborhood vote using the newsletter.</p>	<p>A rephrasing of existing clause V, 5, (e) p.6 that is slightly more limiting but also provides more direction for what staff is responsible.</p>	<p><b>Article VII – Director and Staff</b></p> <p><b>Section 1 – Executive Director:</b> The board of directors may hire staff. Staff shall have day-to-day responsibilities for the organization, including carrying out the organization’s goals and policies. The board can designate other duties as necessary.</p> <p><b>Article VIII – Newsletter</b></p> <p><b>Section 1 – Purpose:</b> The board of directors shall oversee the publication, at least quarterly, of a newsletter in order to keep membership informed of programs, events, actions and other items of interest. The board of directors shall have the right to bring an issue to a vote of the membership using the newsletter.</p>
	<p>This is a rephrasing of existing text.</p>	

Existing Text	Explanation	Proposed text
<p><b>Article IX Voting and Amendments</b></p>		<p><b>Article IX – Amendments</b></p>
<p>A. Voting</p> <ol style="list-style-type: none"> <li>1. All voting by the Board of Directors shall be decided by a simply majority.</li> <li>2. All voting by the Board of Directors must include at least 50% of the full Board of Directors.</li> <li>3. Voting by the members for the Board of Directors and any other issue the Board of Directors wishes to bring to the membership               <ol style="list-style-type: none"> <li>a. all votes must be signed</li> <li>b. voting decided by simple majority</li> <li>c. a legal quorum is 25 votes</li> <li>d. voting records are open to the public</li> <li>e. voting may be done in person, by mail or <del>electronically</del>, the guidelines regarding whether votes will be in person, by mail or <del>electronically</del> or all three must be specified to the public before the vote in a newsletter.</li> </ol> </li> </ol>	<p>Clauses in existing Article IX dealing with voting have been moved into the proposed articles to which they apply: meetings of members and board of directors.</p> <p>The proposed addition of a 3/4 majority makes it harder for the board to change the bylaws.</p> <p>Electronic voting is proposed to be removed as an option citing the challenges of implementing the process to satisfy legal requirements.</p>	<p><b>Section 1 – Amendments by the board:</b> The board of directors shall have the authority to amend the bylaws as needed, <u>by a three fourths majority vote.</u></p> <p><b>Section 2 – Amendments by members:</b> Not withstanding to Section 1, The Board of Directors must bring to the membership for a vote recommendations to adopt, amend or repeal a by-law that fixes a quorum for meetings of member; prescribes procedures for removing directors or filling vacancies in the board; fixes the number of directors, qualifications, or terms of office; <u>or an amendment to increase or decrease the vote required for a member action. A petition, signed by at least 25 members with voting rights, may propose a resolution for action by the members to adopt, amend, or repeal bylaws adopted, amended, or repealed by the board. The resolution must contain the provisions proposed for adoption, amendment, or repeal.</u></p>
<p>B. Amendments to the Bylaws</p> <ol style="list-style-type: none"> <li>1. The Board of Directors shall have the authority to amend the bylaws as needed.</li> <li>2. Not withstanding to subd. 1, the Board of Directors must bring to the membership changes adopt, amend, or repeal a By-law fixing a quorum for meetings of members, prescribing procedures for removing directors or filling vacancies in the board, or fixing the number of directors, qualification, or terms of office. <u>A By-law</u> amendment to increase or decrease the vote required for a member action must be approved by the members.           <ol style="list-style-type: none"> <li>a. A member (as per 1 and 2 above) must be given notice in the Bottineau Gazette that a meeting to amend a By-law will be held or the amendment may go out to the membership in the Gazette in the form of a flyer. A simple majority vote of the membership present or responding is required at a regular meeting, a special meeting or a flyer vote.</li> </ol> </li> </ol>	<p>The proposed text restates the existing text and adds a provision for members to challenge changes made by the board.</p>	



