

BYLAWS  
OF  
THE JORDAN AREA COMMUNITY COUNCIL

ARTICLE I  
NAME, OFFICES, PURPOSE

SECTION 1: NAME

The formal name of the organization shall be the Jordan Area Community Council, also known as JACC. The organization shall have the right to use marketing, rebranding, and naming techniques as alternate names and identification for the organization to promote the community as the board of directors deems necessary.

SECTION 2: OFFICES

- a. The address of the registered office of this corporation is: 2009 James Avenue N., Minneapolis, MN, 55411
- b. The corporation may have such other offices at other places as the Board of Directors of the corporation from time to time may determine.

SECTION 3: PURPOSE

The Jordan Area Community Council is a non-profit organization created to organize people, disseminate community information and attract capital for the collective and independent empowerment of Jordan residents with a focus on livability issues. The Jordan neighborhood of NoMi (North Minneapolis) is bounded by West Broadway to the South & West, Lowry Avenue to the North and Emerson Avenue to the East.

Jordan Area Community Council (JACC) was organized to promote a greater sense of individual obligation to the area in which members reside. The mission of JACC is to organize people, knowledge, and capital for the collective empowerment of Jordan residents. The Organization serves individuals in the Jordan neighborhood of Minneapolis; from Lowry Avenue North to West Broadway, west of Emerson Avenue North. Program activities consist primarily of organizing block clubs to address crime issues in the neighborhood, facilitating meetings, and responding to inquiries related to housing concerns.

## ARTICLE II MEMBERSHIP AND VOTING ELIGIBILITY

### SECTION 1: MEMBERSHIP QUALIFICATION

Membership will be conferred upon individuals who live or work within the Jordan boundaries and can prove residency in accordance with the requirements pursuant to Minn. Stat. §317A.441 (b) (2009).

### SECTION 2: VOTING ELIGIBILITY

Members with a right to vote shall be limited to individuals who reside within the geographical boundaries and are at least eighteen (18) years of age who meet the requirement according to Minn. Stat. §317A.441 (2009). Youth fifteen (15) to seventeen (17) years of age may petition the Jordan Area Community Council Board of Directors to obtain voting rights, which will be conferred upon the youth with a 2/3 majority vote of the Directors provided that the eligible voting youth does not exceed fifty percent of the existing voting membership on file.

### SECTION 3: MEMBERSHIP PRIVILEGES AND DUTIES

- a. Members may speak on the floor at all JACC general and annual meetings regarding issues discussed at such meetings.
- b. Members may make motions at all JACC general and annual meetings.
- c. Each member is entitled to one vote on each matter submitted to a vote of members during all JACC general and annual meetings.
- d. d. Members in good standing, as defined below, are eligible to serve on the JACC Board of Directors
- e. Members in good standing are eligible to serve as a member or chair of any committee appointed or organized by JACC.

### SECTION 4: MEMBERS IN GOOD STANDING

A member in good standing:

- a. Meets the minimum membership qualifications
- b. Has a completed membership form on file with the JACC.
- c. Has attended 3 JACC associated meetings within an election cycle.
- d. Has incurred no sustained grievances within 18 months.

## ARTICLE III ANNUAL MEETING

### SECTION 1: ANNUAL MEETING

JACC annual meetings are held in October. Voting will be held at such time unless redirected by the majority of the membership in attendance. Absentee voting is not allowed. The general membership present at any meeting held in accordance with procedures for calling the meeting shall constitute a quorum. The date, time and location will be determined by the Board of Directors. The purpose of JACC annual meetings is to elect members in good standing to the JACC Board of Directors; presentation of reports by the Board of Directors summarizing the past year's activities and actions for which the Board was responsible; presentation by the Board of Directors of financial, membership and audit statements. Appropriate awards may also be made at annual meetings. Notice of annual meetings shall be provided by the Chair of the Board of Directors.

### SECTION 2: BOARD OF DIRECTOR MEETINGS

Board meetings shall be held monthly with public notice. A quorum for board meetings shall be half of the currently seated board members plus one.

### SECTION 3: SPECIAL MEMBERSHIP MEETINGS

Special meetings may be called by the Chair or Vice Chair, but must be called when presented with a petition to the Secretary signed by 25 members.

### SECTION 4: EMERGENCY MEETINGS

The Chair or Vice-Chair may call an emergency meeting. Upon request of two seated Directors, the Chair or Vice-Chair must call and notice an emergency meeting. Notice of emergency meetings shall be made at least twenty-four (24) hours prior the meeting by either mail, e-mail, posted notices, telephone, website, blog or other appropriate means of communication by the Chair or Vice-Chair. The purpose of the meeting must be specified and no business other than the stated purpose may be discussed or acted on at emergency meetings. The minutes of the meeting must describe the nature and resolution of the emergency. A vote may be taken through the means of a parallel electronic communication delivered to the Secretary, and shall be given the same authority as a hand-count.

### SECTION 5: NOTICE

As of January 1, 2011, notice of all meetings shall be made electronically via e-mail, website, and/or blog by the Chair or Vice-Chair. Additional postings are optional. The notice must include the date, time, place, and brief description of the agenda. The annual meeting will be announced with a 10 day notice by mail. This notification can be abolished with a 2/3 vote of the membership.

### SECTION 6: PROCEDURE

The New Robert's Rules of Order and Minnesota Open Meeting Law (Minn. Stat. §13D.01 et. al.) shall govern all meetings.

### SECTION 7: GENERAL MEETING

There shall be a minimum of four general meeting held throughout the election cycle, which must include one meeting to elect directors.

## ARTICLE IV BOARD OF DIRECTORS

### SECTION 1: COMPOSITION

The governing body of JACC shall consist of Board of Directors, which shall be comprised of a maximum of fifteen (15) members, but not fewer than five (5). Board Directors are elected at the October meeting. At the November meeting, recently elected Board Directors are seated, and then elections are held for Board Officers.

- a. In the event that the October Board Director elections are rescheduled, the election sequence shall not be broken.
- b. In the event the schedule change results in board membership falling below minimum membership, existing members shall appoint, on a temporary basis (until the qualifying elections are held and new board members are seated), members in good standing to meet the minimum governing requirements.
- c. Directors shall serve a period of two years.
- d. A vote to extend terms beyond two years is not allowed.

## SECTION 2: DUTIES

The Board receives no compensation other than reasonable expenses. The Board of Directors shall be responsible for:

- a. Setting and approving strategic direction, policy, and plans for the organization;
- b. Setting and approving a balanced budget and approving expenditures according to policy;
- c. Staffing the organization appropriately according to the strategy and budget;
- d. Exercising their fiduciary duties by safeguarding the assets of the organization.
- e. Other duties as required to insure the integrity, mission and operation of the organization.

## SECTION 3: AUTHORITY

The Board of Directors is representative of the organization and therefore its actions shall be binding on the organization.

## SECTION 4: ELECTIONS

### a. ELIGIBILITY

Every candidate for a Board Member seat must be a member in good standing.

### b. NOMINATIONS

The Nominating Committee will be made up of at least three members of the Board of Directors and may include non-board members of JACC. The members of the Nominating Committee will be chosen by the Board of Directors and shall convene each year after the July Board of Directors meeting in order to research and recommend a slate of candidates for the elections at the October annual meeting. The nominating process is defined as any member in good standing submitting a name in writing to the Nominating Committee. The consent of each candidate must be obtained before his/her name is placed in nomination. Nominations will be accepted by the Nomination Committee until the day of conveyance of the September Board meeting. Nominations will then be closed to allow for the publication of the ballot. The Nominating Committee shall notify the membership according to Art. III, Sec. 5 at least five business days before the annual meeting.

### c. BALLOTING

If the number of candidates is equal to or less than the number of positions open on the Board, a motion can be made for election by unanimous consent. If there is more than one nominee per Board position or if unanimous consent is not achieved, the Directors shall be elected by secret ballot. A simple majority of all votes cast (50% plus one vote) at the meeting shall be necessary for election of any Director. If no nominee receives a majority of the votes cast, there shall be an immediate runoff election held between the two candidates receiving the highest number of votes cast. If the two candidates receiving the most votes receive a tie vote, a runoff shall follow immediately until a candidate is chosen.

### SECTION 5: REMOVAL

Any member of the Board of Directors may be removed from office "with cause," provided that the following steps are taken in succession:

1. The cause must be in the form of a grievance;
2. The grievance has to be submitted to the committee per Art. V.
3. The grievance committee has to sustain the grievance.
4. The board accepts the grievance committee's recommendation.
5. At that time, the grieved board member is suspended until the next membership meeting
6. Two thirds of the total membership vote at the next regularly scheduled membership meeting to remove the grieved director

### SECTION 6: FAILURE TO ATTEND

The seat of any board member who fails to attend three consecutive Board of Directors meetings, without satisfactory excuse to the Chair, or fails to attend five meetings within a twelve-month period, shall automatically become vacant.

### SECTION 7: RESIGNATION

It is desirable that a board member wishing to resign from the board submit a letter of resignation.

### SECTION 8: VACANCY

The Chair, or two Board Members, may put forward the name of a member in good standing for consideration and approval of the board of directors, to fill a vacancy. A member appointed to fill a vacancy shall serve until the next election cycle.

## ARTICLE V GRIEVANCES

### SECTION 1: ELIGIBILITY TO GRIEVE

A member who reasonably believes he or she has been adversely affected by a decision or policy made by JACC may file a grievance with the Board of Directors. The grievance must contain:

- a. A plain and short statement of the facts;
- b. State the grounds for the complaint;
- c. Must identify the person or persons grieved;
- d. Grievances must be received by the Board of Directors within one year of the alleged decision or policy implementation.

## SECTION 2: PROCESS

Grievances will be placed on the agenda for the next regularly scheduled BOD meeting. The Board will review the validity and severity of the grievance, and determine if a "Grievance Committee" shall be formed for further investigation. In the event a grievance committee is formed, the committee's findings and recommendation will be presented in writing to the board at the next regularly scheduled board meeting for acceptance. Response times may be extended to a maximum of 60 days with board approval to accommodate holidays and schedule conflicts.

## SECTION 3: GRIEVANCE COMMITTEE

The committee must consist of three board members who are reasonably free of any conflicts of interest. The committee shall use its best efforts to be fair, impartial and to collect relevant evidence. Principles of due process will apply, including proper notice to the grievor and an adequate opportunity to respond. The committee must recommend to the Board whether to sustain or not sustain the grievance.

## ARTICLE VI BOARD OFFICERS

### SECTION 1: OFFICERS

The officers shall be Chair, Vice-Chair, Member-at-Large, Secretary, and Treasurer. No officer shall be granted any contractual rights to office, nor shall they draw a salary.

- a. CHAIR—The Chair shall preside at all meetings of this organization, have power to appoint all necessary committees upon approval of a simple majority of the Board of Directors, define duties thereof, and perform other duties as may pertain to his/her office. S/he shall be an *ex-officio* member of all committees except the Nominating Committee. If any office is vacated for any reason and not filled by succession, the Chair shall appoint any board member to occupy such office for the balance of the term upon approval of a simple majority of the Board of Directors.
- b. VICE CHAIR—The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall otherwise act as an aid to the Chair. If the office of the Chair should become vacant, the Vice Chair shall succeed to the office.
- c. MEMBER-AT-LARGE – If the office of the Vice Chair becomes vacant or if the Chair and Vice Chair are both temporarily absent, the member-at-large shall temporarily become the Chair.
- d. SECRETARY—The Secretary shall be responsible for keeping records of Board actions, including overseeing the following: taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agenda to each Board member, and assuring that corporate records are maintained.

- e. TREASURER—The Treasurer shall have charge of all funds belonging to this organization, shall oversee the depositing of funds in a bank approved by this organization and the rendering of a monthly statement at regular board meetings, showing the financial condition of the organization. S/he shall oversee the annual audit of the books of the organization and submit a written summary to the Board of Directors. S/he shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.

## SECTION 2: OFFICERS TENURE IN OFFICE

No member of the Board of Directors shall serve more than two consecutive years in the same office. The outgoing Chair shall maintain his/her full Board status while serving *ex-officio* for a period of one year. Every candidate for an officer position shall have served a minimum of six months as a member of the Board of Directors or serve a probationary period as an officer and officially be appointed by a majority vote of the Board.

## SECTION 3: REMOVAL OF OFFICER FROM OFFICE

Board officers shall serve at the pleasure of the board and can be removed at anytime with a motion of no confidence. The motion shall be made at a regularly scheduled meeting and upon 2/3 vote, shall create a vacancy in the office. Then, a motion to re-open officer elections shall be proper.

## SECTION 4: EXECUTIVE COMMITTEE

There shall be an Executive Committee which shall consist of the officers of the organization (Chair, Vice Chair, Member-at-Large, Secretary, and Treasurer). The Executive Committee shall set the agenda for the monthly board meetings, act in place of the full Board of Directors when deemed necessary for time-specific decisions, and other duties which normally fall to Executive Committees.

# ARTICLE VII BLOCK CLUBS

## SECTION 1: BLOCK CLUBS

The Board of Directors supports the forming of block clubs that conform with the values of the Jordan Area Community Council.

## ARTICLE VIII COMMITTEES

### SECTION 1: APPOINTMENT

Any committees deemed necessary shall be formed by the Chair in accordance with Article IV. An accurate listing of all committees and their purpose and duties shall be maintained.

### SECTION 2: FINANCE COMMITTEE

The Treasurer is Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, balance sheets, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be July 1 - June 30. The fiscal year can be changed to another fiscal year with 2/3 board vote. Annual reports are to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

### SECTION 3: APPOINTED COMMITTEES

Any member in good standing may become a member of any committee s/he desires. Attendance at a minimum of three meetings in a twelve-month period is an expectation of an active committee member.

### SECTION 4: ELECTED COMMITTEES

The members of an elected committee shall be elected by the General Membership. Any member in good standing may be selected to serve on an elected committee provided that s/he resides within the block club which s/he is to represent.

### SECTION 5: OPERATIONAL BYLAWS

Any elected committee that wishes to adopt its own Operational Bylaws shall submit the Bylaws in writing to the Board of Directors for approval. Following approval, the Bylaws shall be attached to this document.

### SECTION 6: RESPONSIBILITIES

Each committee shall appoint a Chair. The committee Chair will be responsible for the preparation of monthly committee minutes and reports to be given to the Board of Directors at its monthly meeting. This status report will include items of significance from all subcommittees as well as the main committee.

## ARTICLE IX AMENDMENTS

### SECTION 1: AMENDMENTS

These Bylaws may be amended by a vote of 2/3<sup>rds</sup> of the membership present at any general membership meeting provided the amendment(s) have been submitted in writing to JACC and notice has been given to the general membership of the proposed change at least 28 days prior to the date of meeting at which the vote will be taken.

## ARTICLE X PERSONAL LIABILITY

### SECTION 1: PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that Federal or State law shall mandate individual party responsibility for tax obligations or trustee-impressed funds.

## ARTICLE XI GENERAL OPERATIONAL GUIDELINES

### SECTION 1: COMMITMENT

The organization will, in good faith, follow all federal, state, and local laws, including the Minnesota Human Rights Act, and any applicable anti-harassment laws.

## ARTICLE XII DISSOLUTION

In the event of dissolution, the Corporation will follow the process defined in Article XI of the Jordan Area Community Council Articles of Incorporation.