

PROPOSED CHANGES TO THE PPERRIA BYLAWS

PLEASE READ CAREFULLY -- THIS IS THE LATEST WORKING DOCUMENT

INCLUDED IN THIS VERSION:

- Current bylaws wording.
- Proposed changes recommended by the Bylaws Task Force and Executive Committee, including amendments adopted at the February 25 Board/Member meeting.
- Editing for clarity and grammar.
- Alternative options that have not yet been settled and 2 amendments not yet voted on.

This document uses some conventions to indicate what is proposed to be changed or added.

Something that looks like this:

"This is an example of a sentence that is unchanged. This sentence has a ~~smelling~~ spelling error corrected. **This is a brand new sentence!** This sentence has a few words added to make it clearer. This sentence refers to some ~~deletions~~ new wording that changes the meaning of a section."

Will look like this in the final version:

"This is an example of a sentence that is unchanged. This sentence has a spelling error corrected. This is a brand new sentence! This sentence has a few words added to make it clearer. This sentence refers to some new wording that changes the meaning of a section."

Bold typeface is used to highlight proposed new wording, in addition underlining is used to highlight important items.

In many cases, the wording of the current bylaws is printed [*what bylaws say now*], followed by the proposed new wording [*What bylaws will say if proposed changes are approved*]. This latter section may include more than one version – these are alternate proposals that are still undecided.

BYLAWS
OF

THE PROSPECT PARK EAST RIVER ROAD
IMPROVEMENT ASSOCIATION, INC.

Article I: Name

The name of this organization shall be the PROSPECT PARK AND EAST RIVER ROAD IMPROVEMENT ASSOCIATION, INC.

Article II: Purpose

The purposes of the corporation are to promote, in a non-partisan, educational and cooperative manner, the health, safety and general welfare of the residents within the association's geographic jurisdiction and to promote the maintenance and improvement of the aesthetic, residential and physical qualities of the environment in which those residents reside.

Article III: Membership

A. Membership Boundaries

The membership boundaries of PPERRIA are the area of South East Minneapolis bounded by East River Parkway from the city limits to Oak Street, north along Oak Street extended to the main line of Burlington Northern Santa Fe Railroad, along this line easterly to the city limits and south along the city limits to East River Parkway ~~and the two blocks of Washington Avenue west of Oak Street.~~

B. Eligibility

[What bylaws say now]

Any natural person over 17 years of age is eligible for membership in PPERRIA if the permanent and primary residence of the person is within the boundaries of PPERRIA. The person must complete and submit to the Executive Committee the adopted PPERRIA membership application.

Membership records shall be maintained and kept current by the Corporation.

[What bylaws will say if proposed changes are approved]

Any adult who resides within the boundaries of PPERRIA, or who owns or leases a business or property within the boundaries of PPERRIA, or one representative of each nonprofit organization, business, or government entity located within the boundaries of PPERRIA is eligible for membership in PPERRIA. The individual must complete and submit to the Membership Committee the adopted PPERRIA membership application.

Membership records shall be maintained and kept current by the Secretary and PPERRIA staff.

C. Membership

[What bylaws say now]

Persons shall become members from the next meeting following the submission of the completed membership application to the Executive Committee and the payment of the annual donation. A membership is effective through and including the next annual meeting. (See Article V.A). A suggested annual donation is determined by the Executive Committee of the Corporation. Upon application by a member, the Executive Committee may waive the annual donation. A single contribution applies to the memberships of all eligible natural persons living at the same street address)

[What bylaws will say if proposed changes are approved]

Persons shall become members from the next meeting following approval of the completed membership application by the Membership Committee. The committee shall have no more than 30 days to determine eligibility, grant or deny the application, and, if granted, add the name to the PPERIA membership roster. A membership is effective through and including the next annual meeting. (See Article V.A) An annual donation, to defray the costs of the organization, is requested but not required.

Article IV: Board of Directors and Officers

A. Board of Directors

[What bylaws say now]

At the first meeting of the Corporation, 20 members with terms expiring April '81 and 20 members with term expiring April '82 will be elected. Thereafter, at each Annual Meeting, the Corporation shall elect twenty (20) of its members to serve for a two-year term as Directors of the Corporation. At any time there shall be forty (40) Directors of the Corporation.

[What bylaws will say if proposed changes are approved]

Version #1

At each Annual Meeting, the Corporation shall elect ten (10) of its members to serve for a two-year term, which begins with the first Board of Directors meeting after the Annual Meeting, as Directors of the Corporation. At any time there shall be twenty (20) Directors of the Corporation.

In 2008, only 10 members will be elected to fill the vacancies created by 20 members of the Corporation with terms expiring in 2008 and in 2009 only 10 members of the Corporation will be elected to fill the vacancies created by 20 members of the Corporation with terms expiring in 2009 (*wording edited for clarity from original proposal*)

Version #2

At each Annual Meeting, the Corporation shall elect at least ten (10) of its members to serve for a two-year term, which begins with the first Board of Directors meeting after the Annual Meeting, as Directors of the Corporation. At any time there shall be at least twenty (20) Directors of the Corporation. (provided the Articles of Incorporation are also so amended)

Proposed Amendment to Version #2 taken from meeting discussion by Dick Poppele

The number of Directors shall be determined by majority vote of the members attending an annual meeting, and that number shall remain in effect until changed by the same procedure at a future annual meeting.

In 2008, at least 10 members will be elected to fill the vacancies created by 20 members of the Corporation with terms expiring in 2008 and in 2009 at least 10 members of the Corporation will be elected to fill the vacancies created by 20 members of the Corporation with terms expiring in 2009 (*amended 2/25/08 and wording edited for clarity*)

Additional amendment proposed by Dean Lund.

The Directors shall reside within the boundaries of PPERRIA.

To ensure effective participation, two persons from the same household may be jointly elected to serve as one Director. Directors shall:

- **Have been a member for a year preceding their election or appointment and maintain their membership during their tenure on the board.** *(amended, 2/25/06)*
- ~~Make a good faith effort to attend all~~ **Attend** regular meetings of the corporation and
- Participate actively in the conduct of Corporation business during their two-year term ~~which begins with the first Board of Directors meeting after the Annual Meeting.~~

B. Resignation and Appointment.

Members of the Board of Directors who find themselves unable to actively participate in the conduct of the affairs of the Corporation shall submit their oral or ~~preferably~~ written resignation to the President of the Corporation.

An ~~unexplained~~ absence **without prior notice** from three ~~successive~~ Board of Directors meetings **within one, 12 month period** ~~may~~ **shall** be cause for requesting ~~the President to request~~ the resignation of said member from the Board of Directors. Members of the Board of Directors who resign or move from the neighborhood shall be replaced as soon a possible. Vacant ~~membership~~ **Board** positions shall be filled by the appointment of persons with the next succeeding highest vote total in the last Board of Directors election. If such persons are not available, the appointment of other Corporation members may be made by the Board of Directors **from a list provided by the Membership Committee.** Persons so appointed shall serve as Directors for the duration of the member's term to which they have succeeded. *(amended 2/25/08 and wording edited for clarity)*

C. Officers.

Officers of this Corporation shall be a President, Immediate Past President, ~~seven~~ **(whether or not on the Board), a** Vice Presidents, a Secretary, and **a** Treasurer. The ~~officers of the Corporation will be elected annually at the first outgoing~~ President shall convene a meeting of the newly elected Board of Directors and they **immediately after the Annual Meeting to elect the officers who** shall hold office until their successors are elected and qualified. **Vacancies shall be filled from the current Directors by the Borad of Directors.**

D. Nominating Committee

At the ~~February~~ **January** general meeting of the Corporation, the President shall appoint a Nominating Committee Chairperson. The Nominating Committee Chairperson Shall convene a committee of not fewer than two nor more than four other corporation members, excluding the current officers and Standing Committee Chairpersons, The Nominating Committee shall:

[*What bylaws say now*]

- Draft a slate of candidate Corporation offices and members of the Executive Committee from the existing Board of Directors
- Draft a slate of candidate Board of Directors from the membership and
- Shall draft a slate of Standing Committee Chairpersons from the membership.

The slate of candidates will be presented for a vote at the Annual Meeting of the Corporation. (See Section V A) Nominations from the floor shall be in order.

[*What bylaws will say if proposed changes are approved*]

- **Recruit candidates for the Board of Directors from a list provided by the Membership Committee.**
- **Attempt to recruit at least one candidate for each Board position to be filled.**
(*amended 2/25/08*)

The list of candidates shall be made widely available to the PPERRIA membership at least 30 days prior to the annual meeting. The candidates will be presented for a vote at the Annual Meeting of the Corporation. (See Section V. A.) Nominations from the floor shall be in order of persons who have been members of PPERRIA for at least one year.

E. Executive Committee

The ~~eleven officers~~ **officers and the chairpersons of the standing PPERRIA committees are the Executive Committee of the Corporation. The past presidents of PPERRIA (“sages”) other than the immediate past president (who is a voting member) shall be ex-officio members of the Executive Committee, and shall not vote nor be counted toward a quorum** (*amended 2/25/08*)

The duties of the Executive Committee shall be:

- To transact the routine business during the period between ~~Corporation~~ regular **Board** meetings **and report back to the Board,**
- To refer matters to the Standing Committees of the Corporation,
- To prepare agendas for meetings of the Corporation ~~and,~~
- To prepare an annual budget **for approval by the Board, and**
- To do such other things as may be referred to the Executive Committee by the **Board or members of the** Corporation.

F. Expenditures

The Executive Committee shall have the power to authorize the expenditure from any funds in the treasury of amounts not to exceed that budgeted for any one purpose. The Board of Directors of the Corporation shall have the power to authorize expenditures up to the limit of available funds.

Article V: Meetings

A. Annual Meetings

The Annual Meetings of the Corporation members shall be held during the month of April on a date fixed by the Executive Committee. Notice of the Annual Meeting shall be circulated generally throughout the entire neighborhood and given to all members of the Corporation. The first meeting of the Board of Directors is held at the conclusion of the membership meeting **with the membership invited to remain in attendance.** (*amended 2/25/08*)

B. Regular Meetings

Regular meetings of the Corporation members and the Board of Directors shall be ~~called at least once~~ **held on the fourth Monday of** each month except August and December, ~~on dates~~ **with necessary exceptions** to be determined **and publicized** by the Executive Committee.

C. Special Meetings

Special Meetings of the Corporation members and the Board of Directors may be held at any time upon the call of the Executive Committee or petition of at least 25 members of the Corporation. Notice of special meetings shall be communicated to members ~~of~~ and the Board of Directors at least three days prior to such meetings, provided that in the event of an emergency, notice may be waived by a 2/3 vote of the Board of Directors.

Except for special emergency meetings, there shall be no separate meetings of the Board of Directors and all Board meetings shall be open to members.

Business transacted at a special meeting where notice has been waived may be called for reconsideration at the next regular meeting of the Corporation.

D. Quorum

One ~~third~~ **half** of the members of the **current** Board of Directors shall constitute a quorum for the conduct of business at any regular or special meeting of the Corporation members together with the Board of Directors.

One half of the members of the Executive committee shall constitute a quorum for the conduct of business at any regular or special meeting of the Executive committee.

~~If half of the members of the Executive Committee are not present at either a regular or special meeting of the Executive Committee, up to two Sages (Past Presidents) who are present may be counted toward achieving a quorum.~~

E. Voting

The business and affairs of the Corporation shall be managed by its Board of Directors.

Except where special committees are governed by special rules, the following shall apply:

:

Voting on any matter shall be by voice vote (**yes, no, abstain**) but there ~~may~~ **shall** be a division in cases of doubt as to the result. All members of the Corporation **whose names appear on the roster of members at the time of the meeting** shall be eligible to vote and participate fully at any meeting of the Corporation members. There shall be no voting by proxy, and each member shall be entitled to only one vote on any issue.

The result of any **unanimous** vote at a regular or special membership meeting is conclusively presumed to be that of the Board of Directors ~~unless, before the voting result is announced, three members of the Board request that the vote of the Board members be recorded separately from the membership. When the Board members vote is recorded separately from that of the membership, the vote of the Board prevails.~~ **Any non-unanimous vote of the membership regarding the business and affairs of the corporation shall be advisory to the Board and if there is a division or request by a member, a separate vote of the Board shall be taken and recorded as the position of the corporation.**

Reporting the outcome of any voting for the purpose of informing policy or public decisions shall include both the Board vote and the membership vote including the respective number of votes.

(amended 2/25/08)

Additional amendment proposed by Steve Ficker to replace the above paragraph E as an alternative version.

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Except where special committees are governed by special rules, the following shall apply:

:

Voting on any matter shall be by voice vote (**yes, no, abstain**) but there ~~may~~ **shall** be a division in cases of doubt as to the result. All members of the Corporation shall be eligible to vote and participate fully at any meeting of the Corporation members. There shall be no voting by proxy, and each member shall be entitled to only one vote on any issue.

The result of any **membership** vote at a regular or special membership meeting is conclusively presumed to be ~~that of the Board of Directors~~ **the position of the corporation.** **After any non-unanimous vote, any member may request a separate vote of the Board of Directors. Both votes shall be recorded in the minutes and in any correspondence to outside bodies.**

F. Conduct of Business:

Roberts Rules of Order Meetings of the Corporation shall be governed by Robert's Rules of Order, as most recently revised.

Special Committees are authorized to adopt their own special rules so long as they are consistent with the Articles of Incorporation and By-Laws of the Corporation and subject to the approval of the rules by the Executive Committee of the Corporation within 60 days of the adoption of the rules by the special committee.

G. Meetings Notice

All regular and special meeting shall be open to the public. Notice of the meetings, to the extent physically possible, shall include an agenda and be publicized in the neighborhood and given to all members of the Corporation at least one week prior to each meeting. At a minimum, notice of all meetings shall be given to all members of the Board of Directors.

Article VI: Committees

[*What bylaws say now*]

A. The Board of Directors shall have the power to establish such standing committees and special committees as it deems necessary to promote the purposes and objectives of the corporation. The Nominating Committee of the Corporation shall submit a slate of candidates for chairperson of those committees.

Standing committees shall be established and organized to the extent possible at the next regular meeting following the Annual Meeting of the Corporation. Members of such committees as are established shall be approved by the Board of Directors.

B. The following committees have been traditionally organized as the standing committees of the Corporation: Executive, Nominating, Housing, Zoning and Land Use, Transportation, Parks and Recreation, Membership and Publicity, Neighborhood Environment, Schools, and Tower Hill Park.

[*What bylaws will say if proposed changes are approved*]

A. The Executive Committee and Membership Committee shall be standing committees.

B. The Board of Directors shall have the power to establish such other standing committees and special committees as it deems necessary to promote the purposes and objectives of the corporation. Such committees may contain members who are not members of the Corporation but the chairs of the committees shall be nominated by the President from the members of the Board of Directors.

C The Normal Committee Process:

1. The committee will meet to discuss the issue.
2. The committee action will be forwarded to the Executive Committee where it will be reviewed.
3. The Executive Committee will forward it, with or without recommendation, to the full membership at the next regular meeting of the corporation.
4. The final action of the corporation will be communicated to the appropriate person, agency or governmental agency.

D. The Alternative Committee Process

:In the event that an issue of importance to the members of the corporation, on which the corporation has not already developed a position, will be considered by an official government agency (i.e. City Planning Commission, etc.) before there is sufficient time for the issue to go through the Normal Committee Process, action may be taken as follows:

1. The standing committee involved may meet to discuss the issue, take a stand on the issue and communicate the position to the appropriate person, agency or governmental body. The communication must indicate that this is the action of the committee only.
2. The action will then go to the Executive Committee and the full membership for review and ratification.
3. In the event there is time for the Executive Committee to review and concur with the standing committee's action, the communication to the person, agency or governmental body must be sent by the Executive Committee for its approval or rejection. This action would then go to the next regular meeting of the corporation.
4. Should the timing allow, the issue may be brought directly to a special meeting of the corporation.

Article VII: Amendments

The Bylaws of PPERRIA may be amended at any time and in any manner that is consistent with the Articles of Incorporation and law. Amendments may be proposed by:

- 25 corporation members; or
- a majority of the Executive Committee.

Those eligible to propose an amendment do so by signing a resolution that states the text of the amendment. A copy of the proposed amendment must then be sent to all corporation members **at least 30 days prior to the meeting at which it will be considered**. A notice with the amendment must say that the Board of Directors at its next regular meeting with the members will consider the amendment. That notice must also state the date, time, and place of that meeting. The proposed amendment is adopted by the affirmative **vote of** two-thirds of all of the directors **and a simple majority of the members present and voting**. That vote must be a roll call vote that is separately recorded, as provided by Article V, paragraph E.

As first forwarded by the Bylaws Task Force on 11/11/2007

And amended at the Board of Directors / membership meeting 2/25/08 (later additions as noted)