

BY-LAWS OF
CEDAR-ISLES-DEAN
NEIGHBORHOOD ASSOCIATION (revised Mar 4, 2003)

ARTICLE I PURPOSE

The Cedar-Isles-Dean Neighborhood Association (henceforth identified as CIDNA) is a neighborhood organization organized exclusively for charitable, educational, religious, or scientific purposes within the meaning of Section 501©(3) of the Internal Revenue Code and, within such exclusive limitations, for the specific purpose of promoting cooperation among it's members; insuring it's members a voice in civic affairs affecting the community (however, CIDNA shall not endorse any candidate for public office); developing a sense of individual involvement in the community; maintaining and improving the physical, social and cultural environment of the neighborhood; acting as a contact between the neighborhood and other agencies (such as the Minneapolis Community Development Agency and other City, County and State agencies); reviewing, studying and making recommendations regarding issues of concern affecting the neighborhood and area, both directly and indirectly. CIDNA shall be non-partisan, advisory and educational in nature.

Notwithstanding any language in these By-Laws to the contrary, no substantial part of the activities of the corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the corporation shall not participate or intervene (including the publishing or distribution of statements) in any political campaign on behalf of any candidate for public office; and further, that the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation to which contributions are deductible under Section 170(c)(2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE II AREA

The area of the Cedar-Isles-Dean Neighborhood, for the purposes of the Articles of Incorporation and these By-laws shall be defined as that part of the City of Minneapolis bounded by Lake Street on the south; France Avenue between Lake Street and West 24th Street on the west (portions comprising the border of Minneapolis & St. Louis Park). The northern and eastern borders are formed by a line drawn as follows: starting at West 24th Street (at the St. Louis Park border) thence east across Cedar Lake to the Burnham Bridge (that crosses the railroad tracks) thence south along the tracks to the Kennilworth Lagoon; thence east along southern shore of the Lagoon into Lake of The Isles continuing east to the channel between Lake Calhoun and Lake of the Isles and thence south to lake Street.

These boundaries may be altered by the CIDNA Board of Directors by a two-thirds (2/3) vote.

ARTICLE III MEMBERS

Members with voting rights are (1) any individual of legal age who is a resident of the Cedar-Isles-Dean Neighborhood, as defined by article II of these By-laws, and who, at a meeting of the Association can produce upon request a Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the neighborhood; or (2) any one representative of a property or business owned or operated within the neighborhood and who, at a meeting of the Association can produce upon request proof of representation of such a business or property. An individual who meets either of these Membership criteria but lacks the required documentation may vote at a meeting of the Association if a Member who has the required documentation vouches for the individual. There are no dues for membership.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 1: Annual Meetings The annual general meeting of the Members of CIDNA shall be held during the month of April or May at a time and place prescribed by the Board of Directors by written notice to all addresses within the boundaries of the neighborhood as described in Article II, no less than 10 days prior to such meeting. At such time reports of the activities of the organization shall be presented by the officers to the Members, directors shall be elected and other membership business transacted.

Section 2: Special Meetings A special general meeting of the Members of the Association may be convened by the Executive Board upon no less than 10 days' prior written notice to each Member of the Association. Ten percent (10%) of the Members of the Association may require the Board of Directors to call a duly organized special membership meeting.

Section 3: Open Meetings All meetings shall be open to the public.

Section 4: Procedure to Bring Business Before the Members. All persons described in Article III as eligible to be Members of CIDNA, are entitled to bring business before the Members at any meeting. It is advised when timely, that a member of the Board of Directors of CIDNA be notified of the issue to have it placed on the agenda of the meeting. Individuals who are not eligible to be Members of CIDNA (as defined in Article III) must contact a CIDNA Board of Directors member and submit a request to be placed on the agenda of any general meeting. Requests to be placed on the agenda from non-eligible individuals or groups will be subject to review and approval by the CIDNA Board of Directors.

Section 5: Notice Notice of any general meetings of the Members, including an agenda shall be given in writing to all Members. Such notice will specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall include

notice that elections of directors shall occur at the meeting.

Section 6: Quorum A quorum at any general meeting shall consist of a majority of those present and entitled to vote. "Robert's Rules of Order, Newly Revised" shall apply at all times during meetings.

Section 7: Voting Passage of a motion or resolution shall require the vote of a majority of the Members present for the meeting unless otherwise required by law. All Members are entitled to vote; no Member may vote by proxy or cumulatively.

ARTICLE V BOARD OF DIRECTORS

Section 1: General Powers The business and property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these By-laws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by a Director when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as a Director or member of this organization. Notwithstanding any provision of these By-Laws to the contrary, no part of the net earnings of the corporation shall inure to the benefit of, or be distributable to, its members, trustees, officers or other private persons except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered. Section 2: Number The board shall consist of fifteen (15) members.

Section 3: Tenure All Directors shall serve for a term of one year beginning with the first meeting in June.

Section 4: Qualifications Of the fifteen (15) Directors, at least two (2) shall be elected from each of the following geographic areas:1) Dean Area: Entire area east of railroad tracks2) Sunset South Area: Area west of tracks and south of Sunset Blvd. (incl. south side of Sunset Blvd.)3) North Sunset Area: Area west of tracks and north of Sunset Blvd. (incl. north side of Sunset Blvd.)4) Apartment Area: All apartments within neighborhood boundaries

Section 5: Selections All Directors shall be elected at the CIDNA annual meeting of the Members by majority vote. Candidates shall provide information as to name, address, phone number and area they reside in or will represent as a property/business owner as stated in Article 5, section 4.

Section 6: Vacancies Any seat left vacant due to lack of a candidate at the annual election, shall be filled by appointment of the Board of Directors. Vacancies occurring between annual meetings of the Members shall be filled by appointment of the Board of Directors. Vacancies shall be filled from neighborhood section in which they occur when ever possible. Notification of a

meeting at which a vacancy will be filled shall be provided to the Members no less than 10 days in advance of meeting.

Section 7: Additional Board Members The Chairperson, with the consent of the Board of Directors, shall have the power to appoint no more than six additional members to the Board of Directors, who shall chair such Standing Committees.

Section 8: Affirmative Action In selecting the Board of Directors, Members shall make every effort possible to insure the Board will represent the neighborhood's composition by gender, race and age.

Section 9: Removal of a Director Three (3) consecutive unexcused absences from duly called Board meetings shall be cause for removal by majority vote of the Board. Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard thereon.

Section 10: Resignation of a Director Any Director may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered unless the written notice states otherwise.

Section 11: Dissolution Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501©(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE VIMETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meetings The Board of Directors shall hold regularly scheduled monthly meetings in the Cedar-Isles-Dean Neighborhood at a time and place fixed by resolution of the Board. The Board shall meet no less often than once during two consecutive calendar months.

Section 2: Special Meetings Special meetings may be called by the Chairperson or by twenty-five percent (25%) of the Directors seated in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contacts. Special meetings shall be held in

the Cedar-Isles-Dean Neighborhood and notice shall include time, place and agenda.

Section 3: Notice Written notice of regular meetings shall be distributed at least 3 days prior to the meeting to all directors, along with a written agenda when ever possible. No notice shall be given more than thirty (30) days before any meeting of the Board.

Section 4: Open Meetings All meetings of the Board of Directors and any committees shall be open to any members of the Board and to the public except as permitted by law. Only current Directors shall be allowed to vote at Board meetings.

Section 5: Quorum Except as otherwise provided for by these By-laws, a quorum for the transaction of business shall consist of one-half (1/2) of the members of the Board. Directors may vote by means of proxy in limited situations. If a quorum is not present, a majority of the Directors may adjourn the meeting from time to time without further notice. Robert's Rules of Order, Newly Revised shall apply at all times during meetings. Section 6: Voting Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting, unless otherwise provided for in Robert's Rules of Order, Newly Revised or these By-laws.

Section 7: Procedure to Bring Business Before The Board Individuals or groups with issues to bring before the Board shall arrange to be on the agenda by contacting the Chairperson directly or by going through one of the Directors. Placement on the agenda will be granted dependent on time available and issues shall be non-political in nature.

ARTICLE VII OFFICERS OF THE BOARD

Section 1: Officers of The Board and Their Duties The officers of the corporation shall consist of the Chairperson of the Board, the Vice-Chairperson, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Board. No person shall hold two (2) offices at one time; however, the offices of Secretary and Treasurer may be combined if the Board so desires. Except as provided in these By-laws, the Board of Directors shall fix the powers and duties of all officers.

Section 2: Election, Term of Office and Qualifications The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve for one (1) year or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Section 3: Removal and Vacancies Any officer may be removed from office at any time by the vote of two-thirds (2/3) of the entire membership of the Board, with or without cause, but with due notification of such action and the right to be heard

thereon. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or a special meeting called for that purpose.

Section 4: Chairperson The Chairperson shall have the power of general management of the business of the organization. He/She shall preside or delegate such authority at all meetings of the Board of Directors. He/She shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He/She shall be a member ex-officio of all committees. He/She shall be considered "President" of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. The Chairperson shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 5: Vice-Chairperson The Vice-Chairperson shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice-Chairperson shall succeed to his/her power and duties.

Section 6: Secretary The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the organization. He/She shall give proper notice of meetings to Directors. He/She shall sign and execute such documents as may be necessary to the transaction of business by the corporation. He/She shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.
Section 7: Treasurer The Treasurer shall cause to be kept accurate accounts of all moneys of the organization received or disbursed and shall render to the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson. He/She shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

Section 8: Responsibilities No officer shall in any way bind the organization to do or not to do any certain things unless expressly authorized to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors. Officers and Directors shall conduct themselves prudently, honestly and decently while representing the Board and CIDNA.

ARTICLE VIII COMMITTEES

The Board of Directors may appoint such other committees and delegate to these committees such powers and responsibilities as it may from time to time deem

appropriate. Any Member of the organization is eligible to serve on and participate in these committees. All actions taken by a committee shall be forwarded to the Board, which shall have the right to alter, accept or reject these actions. The Board may from time to time delegate a committee the authority to act on behalf of the organization. At the time that a committee is formed, the Board will identify the committee as either standing or temporary and shall identify the major purpose and tasks of that committee. Committees are subject at all times to the direction and control of the Board. One member of each committee shall be designated by the committee to be its Chair. Each Committee Chair must either be a director or be approved by the Board of Directors to serve as a Committee Chair. The board shall approve non-director Committee Chairs annually or as vacancies occur. All Committees shall have as a member at least one director. Members of Standing Committees shall be recruited from the Association Members.

ARTICLE IX BOOKS AND RECORDS, FISCAL YEAR, OFFICES

Section 1: Books and Records The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

Section 2: Fiscal Year The fiscal year of the corporation shall be from June 1 to May 31.

Section 3: Principal Office The principal office of the organization shall be in the Cedar-Isles-Dean Neighborhood of the City of Minneapolis, Minnesota.

ARTICLE X CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1: Contracts The Board of Directors may authorize any officers(s) or agents(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Cedar-Isles-Dean Neighborhood Association, and such authority may be general or confined to specific instances.

Section 2: Loans No loans shall be contracted on behalf of the Cedar-Isles-Dean Neighborhood Association and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds (2/3) majority vote of the Board.

Section 3: Checks and Drafts All checks, drafts or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of the Cedar-Isles-Dean Neighborhood Association shall be signed by such officer or officers, agent or agents of the organization and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 4: Deposits All funds of the organization not otherwise employed shall be

deposited from time to time to the credit of the Cedar-Isles-Dean Neighborhood Association in such banks, trust companies, other depositories or investments as the Board of Directors may select.

ARTICLE XIII INDEMNIFICATION

The organization, acting through its Board of Directors, or as otherwise provided in this By-law, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the organization against the expense of any action to which he/she was or is a party or is threatened to be made a party thereof by reason of the fact that he/she is or was an officer of the organization. Any provision in these By-laws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by statute, decision of court or otherwise, shall be deemed amended to conform to such expanded right of indemnification without formal action by the Board of Directors.

ARTICLE XIII AFFIRMATIVE ACTION

No person shall be discriminated against by this organization in its hiring policies, delivery of services, or other business on the basis of race, color, creed, religion, ancestry, national origin, sex, affectional preference, disability, age, marital status, source of income, or criminal record where the offense is not validly related to the job, services or corporation business. Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices which will equalize opportunities relating to all means of participating in this organization's activities for members, staff and other community residents. This organization encourages people and other organizations to make recommendations about how this organization can act affirmatively to increase participation in the activities of the organization.

ARTICLE XIII CONFLICT OF INTEREST

A member who receives any direct or indirect financial benefit from, or serves on the Board of Directors of any organization, project or development that is being considered by the Cedar-Isles-Dean Neighborhood Association, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare known affiliations in writing and shall abstain from discussion and voting on any related issues. A conflict of interest shall be deemed to exist if that person is a member of the same immediate family (spouse, son, daughter, father, mother, brother or sister) of the beneficiary of any action of CIDNA.

ARTICLE XIV COMPLAINTS

Any complaint against CIDNA, or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors, which shall respond in writing within five (5) days of their meeting.

ARTICLE XV CONFLICT RESOLUTION Any person with a grievance relating to the operation or activities of CIDNA may present their case in writing directly to the CIDNA Board. The Board shall address the grievance at the next regularly scheduled meeting and by majority vote will decide if there is merit and propose specific solutions. The Board shall respond in writing, regarding a decision on the merit and proposed solution of the grievance, within thirty (30) days of the meeting at which the grievance was addressed.

ARTICLE XVI AMENDMENTS TO BY-LAWS

Section 1: Amendment by the Members. These By-laws may be amended by the Members of the organization as follows: (A) The Board of Directors may propose an amendment to the By-laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of Members; or (B) Any five (5) Members may set forth a proposed amendment by petition by them subscribed, which petition shall be filed with the Secretary of the corporation. Notice of the meeting of the Members stating the purpose including the proposed amendment shall be given to each Member entitled to vote on the proposed amendment, and to each officer and Director regardless of his/her voting rights. If notice required by this clause has been given and quorum present, the proposed amendment may be adopted at any meeting of the Members by a two-thirds (2/3) vote of those present and voting.

Section 2: Amendment by the Board of Directors These By-laws may be amended by the Board of Directors of CIDNA as follows: (A) The Members of CIDNA may, by a majority vote of the Members voting at a meeting duly called for the purpose, authorize the Board of Directors, subject to clause (c), to exercise from time to time the power of amendment of these By-laws in the manner prescribed in clause (b). (B) When Members have authorized the Board of Directors under clause (a) to amend these By-laws, the Board of Directors, by a two-thirds (2/3) vote of the Directors who are present and entitled to vote on the proposed amendment, may amend these By-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given five (5) days in advance of such meeting. (C) The Members, by a majority vote of the Members present and voting at a meeting duly called for the purpose may prospectively revoke the authority of the Board to exercise the power of the Members to amend these By-laws.

Revised, submitted to, and approved by the Members on May 4, 2003.