

WHITTIER ALLIANCE BYLAWS

I. ORGANIZATION

A. Organizational Makeup

The organization is referred to throughout as the Whittier Alliance ("WA" or "organization"). Whittier Alliance is a nonprofit corporation formed under Minnesota statute 317A and is made up of its voting membership, board of directors, staff and volunteers.

B. Whittier Neighborhood

The Whittier Neighborhood is geographically defined by the City of Minneapolis as bounded by the south side of Franklin Avenue, the west side of Interstate 35W, the east side of Lyndale Avenue South, and the north side of Lake Street, in the City of Minneapolis.

II. ARTICLE II MISSION & VISION

Our Mission: To ensure safety and livability by facilitating, advocating, and leading the diverse voices of the Whittier Neighborhood.

Our Vision: To mobilize the human and financial resources, information, and technical assistance necessary to effectively provide leadership to organize and implement a base of operation for citizen participation.

We are Organized: To advocate and provide education and resources to promote the welfare of the Whittier Neighborhood

III. MEMBERSHIP

A. Member Rights

WA has one class of voting members. Each voting member who wishes to be involved with WA and meets the eligibility requirements will be considered a member in "good standing" who enjoys all the benefits of membership including:

- 1) The right to cast a vote at the annual meeting and at any periodic voting as described below.
- 2) Eligibility to serve on the board of directors and hold office for members 18 years of age or older.

B. Membership Eligibility

Any individual who is 15 years or older, who agrees to abide by WA's Articles of Incorporation and Bylaws, and qualifies under one of the following criteria:

- 1) Is a resident of Whittier; or
- 2) owns property in Whittier; or
- 3) Owns or represents a business (for-profit or non-profit) in Whittier.

C. Number of Votes

Only one (1) vote per member is permitted. Although a member may meet more than one membership criterion or own more than one business or property, that member receives one vote only.

D. Establishing Member Voting Eligibility

All members who wish to vote at any Whittier Alliance meeting must be registered members.

E. Timing

Membership may be established at any point by contacting WA, or at a member meeting.

F. Resident Members

Acceptable proofs of eligibility include:

Resident members must affirm and attest that they live in the Whittier neighborhood and provide an address (either verbally or through written documentation). If needed we may request additional information.

G. Property Owner Members

To confirm member eligibility:

Property Owner members must affirm and attest that they own property in the Whittier neighborhood and provide an address (either verbally or through written documentation). If needed we may request additional information.

H. Business Members

Each Whittier business (whether for-profit or non-profit) has only one vote regardless of the number of owners, properties or entities owned in Whittier.

To establish voting eligibility:

Business members must affirm and attest that their business operates in the Whittier neighborhood and provide an address (either verbally or through written documentation). If needed we may request additional information.

1)

I. Voting Membership Roster

A list of resident, business, and property owner members who have previously established the right to vote will be kept at the Whittier Alliance and brought to meetings.

J. Voting Events

Once voter eligibility is established, rights of members may be exercised immediately. Membership includes the right to vote at any Whittier Alliance meeting, and for the election of board members..

K. Membership Non-Transferable

Membership and member benefits are not transferable or assignable in any way.

L. Membership Dues

No dues are required for membership.

M. Membership Termination

Membership terminates when the member no longer meets the eligibility criteria for membership in WA or the criteria to serve as an appointed representative.

IV. MEETINGS OF THE MEMBERSHIP

A. Member Sign-in

Attendees at all Whittier Alliance meetings must sign in.

B. Types of Member Meetings

1. Annual Member Meetings

An annual meeting of the members will be held each year at the time and place set by the Board of Directors. In order for the transaction of business to be valid, at least fifty (50) members whose voting eligibility has been verified must vote. Each eligible voting member may cast one (1) vote per open board seat and may cast only one (1) vote per candidate.

Agenda of the Annual Meeting:

- a. The board officers, and others as appropriate, will present reports of the activities and financial condition of the organization.
- b. Director candidates are introduced.
- c. Any other business requiring a member vote may be conducted.
- d. Voting is opened.

Voting Procedures of the Annual Meeting:

- a. Voting at the annual meeting will be conducted in any combination of methods that increase member participation including electronically, in person, or by phone. Voting will be opened at the close of the presentation of candidates.
- b. Voting will remain open for at least 7 calendar days.
- c. Voting for board members will include a write-in option.
- d. At 5pm on the final day of voting, directors are considered elected and will take their seats at the next scheduled board meeting. Any other business put forward at the annual meeting for membership vote will require a simple majority of votes cast to pass. Election results will be announced along with the results of any other business members voted on as part of the annual meeting.

2. Special Member Meetings

The Chair of the Board will call a special member meeting pursuant to a majority vote of the Board of Directors, or by written demand by at least fifty (50) voting members, whose membership can be verified. The vote of the Board of Directors or the demand by members must state the purpose of the special meeting. The purpose of the special meeting must be within the purview of members' rights. By law, no other business may be taken up at a special meeting of the membership other than what is provided in the notice of the meeting. A quorum at special meetings consists of fifty (50) members whose voting eligibility has been verified *and* a simple majority of the members of the Board of Directors.

Voting Procedures of Special Meetings:

Voting at a special meeting will be conducted in substantially the same method as the annual meeting.

C. Member Notices

Official public notice of any meeting of the general membership will be given in writing to members at least fifteen (15) days, but no more than thirty (30) days, prior to the meeting and will specify the time, place and agenda of the meeting.

Official public notice may include any or all of the following (and will include no fewer than three (3) methods): a notice placed in a newspaper serving the Whittier neighborhood, a mailing, fliers or electronic posting in a good faith effort to notify the Whittier neighborhood. Further notice beyond the official notice is permissible and encouraged.

D. Location & Form of Member Meetings

Meetings may be conducted in person or through remote participation or a combination of both. Member Meetings that are in person will be held at any ADA accessible location within the Whittier Neighborhood as designated by the Board of Directors.

E. Meetings of the Membership Meeting Voting

1. Passage of a motion or resolution at all meetings will require the vote of a simple majority of the eligible voting members present at the meeting unless otherwise required by these Bylaws.
2. Voting cards may be used at meetings. Written ballots will be used upon request by any member.
3. Voting by proxies is prohibited.

F. Member Grievance Procedure

The Board of Directors will maintain a [grievance procedure](#) for resolution of member grievances (not personnel / human resource matters).

V. BOARD OF DIRECTORS

A. Board Duties

The business and property of the Organization is managed and controlled by the Board of Directors. The Board conducts meetings, transacts the business, manages the affairs and determines strategic planning and policy for the organization. The director's duty is a duty of care, a duty of loyalty and a duty of obedience.

- The duty of care requires the director to exercise the skill and care that a reasonable person would use under similar circumstances.
- The duty of loyalty requires directors to place loyalty to the organization above other interests and associations.
- The duty of obedience requires directors to act in accordance with the organization's articles of incorporation, bylaws and other governing documents, and all applicable laws and regulations.

Members of the board are obligated to fulfill their fiduciary duties. Fulfillment of fiduciary duties includes voting on all matters unless a Director is recused due to a conflict. Directors must disclose any potential conflicts of interest and recuse themselves from debate or votes when an actual or perceived conflict exists (see the organization's conflict of interest policy).

B. General Powers

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of WA under Minn. Stat. 317A and IRS regulations, including but not limited to the following:

1. Governing the organization by establishing broad policies and objectives
2. Hiring, discharging, setting compensation and reviewing the performance of the executive director

3. Financial oversight of the organization
4. Approving annual budget of the organization
5. Good faith pursuit of the Mission and Strategic Plan
6. Representing the interests of the WA in all such duties and responsibilities as needed to support the health of the organization as deemed to be in the best interest of the WA.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of the WA.
9. The Board of Directors may engage in acts that are in the best interests of WA and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and Federal laws. No Director will have any right, title, or interest in or to any property of WA. There will be no cumulative voting among Directors.

C. Board Qualifications

Each Director on the Board of Directors must:

1. Meet eligibility requirements for membership.
2. Be able to demonstrate attendance at Whittier Alliance sponsored events, meetings or task forces, or individual meetings with Whittier Alliance staff or Board Members, within the 12 months before the Annual Meeting. (This can be demonstrated by names listed on a sign in sheet, a photograph of an event in which the person is pictured, or a current Board Member or Whittier Alliance staff vouching for a person's attendance).
3. Support the exempt purpose and mission of the organization.
4. Be an adult over the age of 18 years.
5. Not have taken any action adverse to the organization or showing implied malice towards the organization as determined by the board. Exercising the right to speak critically about the organization or its need to improve or following a grievance procedure is not malice.

D. Number and Composition

The Board of Directors is composed of the following:

A minimum of 7 and a maximum of 12 members elected at-large by the voting members of the organization, with a goal of proportional representation that reflects the Whittier community. The board and staff should work to ensure all seats are filled.

E. Board Terms

1. At-Large Directors – 4 of 12 seats will be elected each year to maintain staggered terms and preserve institutional knowledge. The 4 candidates receiving the greatest number of votes at the annual meeting election will serve. Each Director serves a 3-year term. This gives effect to staggered terms for the 12 Directors.

There is no limitation on the number of terms a Director may serve, except that no Director may serve more than 6 years in a row without taking at least a 1-year break from service.

F. Board Elections

The Board will publish a call for applications in advance of the annual meeting or special election, as applicable.

Any eligible voting member of the organization may become a candidate for Director by:

- 1) Responding to the call for applications;
- 2) Submitting an application in the time and manner established by the Board of Directors prior to the Annual Meeting or Special Meeting called for the purpose of a special election.

Applications must be in writing and must include the candidates name, address, and proof of eligibility.

The Board of Directors or WA staff receive all applications, determine each applicant's eligibility to serve, and verify they meet the required qualifications and can perform board duties. Applications close after the call for nominations from the floor at the annual meeting.

G. Board Compensation

Directors will receive no compensation for their services as directors. No director will receive payment or compensation when they render administrative, professional or any other bona fide services to the organization.

1. Directors may be reimbursed for reasonable out-of-pocket expenses incurred as a director with prior approval of the Board Finance Committee.
2. To avoid any direct or indirect guiding of public and / or WA policy and in any appearance of self-interest, directors will neither seek employment or contracts with the Whittier Alliance for one year following service as a director unless approved by 2/3rds of the Directors present.

H. Removal of Directors

1. Automatic Removal:

Any Director will be automatically removed if found to no longer be a member of the organization.

2. Removal for Absences:

Any Director will be removed automatically from office if they have 2 unexcused absences from Board meetings during a one-year period from the first board meeting after the annual meeting. An absence will be recorded if a director misses 1/3rd or more of the board meeting. Removal is effective at the time of the next month's board meeting.

3. Excused Absences:

Directors may convert an unexcused absence into an excused absence by accruing qualified volunteer hours.

- a. Calculation: 2 qualified volunteer hours for each 1 hour of board meeting time missed. For example, a 2-hour board meeting absence will be deemed excused if the Director performs 4 hours of qualified volunteer service.
- b. Timeframe: Volunteer hours must be worked within 30 days of the meeting (either in advance or following the missed meeting).
- c. Approval: Qualified volunteer hours are approved at the discretion of the Executive Committee.
- d. Eligible Hours: Those activities fulfilling support needed during the timeframe as determined in coordination with the Executive Director or Executive Committee. This may include but is not limited to door-knocking, community outreach, staffing a WA event, fundraising activities, office administration, etc.
- e. Limitation: 3 excused absences are allowed within a one-year period beginning with the first board meeting after the annual meeting.

4. Appeal Removal for Absences:

Once the removal is effective, a Director removed for absences may submit an appeal in writing to any member of the Executive Committee. This appeal must be received in writing no later than 24 hours before the next regularly scheduled Board meeting after the meeting at which removal becomes effective. The board will vote on whether to reinstate the director by a simple majority vote.

5. Removal by Board Action:

Any Director may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a regular meeting or special meeting of the board called for that purpose. The Director must receive written notification of such action and the right to speak on their own behalf at that meeting. A Director up for removal may not vote on their removal.

6. Notification:

The Board will notify the removed Director in writing to the director's last known address that the director has been removed.

I. Board Resignation

A Board member may resign at any time by giving notice in writing to a member of the Executive Committee or Executive Director. Notice may be electronic. The resignation is effective immediately upon receipt unless a different date is specified in the Director's letter.

J. Board Vacancies

In the event of a board member vacancy due to death, resignation, or removal of any director, the Board may elect a successor from the same director category to fill the vacancy for the remaining portion of the term.

1. Nominations Committee: A Nomination Committee will recruit eligible voting members of the organization. The Board or WA staff will receive nominations from the Committee and determine each nominee's eligibility, required qualifications and ability to perform board duties.
2. Election: Final nominee recommendation(s) from the Nominations Committee will be sent to the Board of Directors for vote. The Board votes to elect the interim director(s) by a simple majority vote.
3. Timing:
 - a. At Large Directors: If a vacancy occurs within one year of the end of the term for an At Large Director's seat, then the seat will remain open to be filled by member vote at the next Annual Meeting.
 - b.

VI. MEETINGS OF THE BOARD OF DIRECTORS

A. Regular Board Meetings

The Board of Directors will meet monthly at least 11 times per calendar year. One of these meetings will coincide with the Annual Meeting of the Membership. These regular meetings will be held at a time and place within the Whittier Neighborhood or virtually (or a combination of both) as fixed by resolution of the Board of Directors. The Board will hold in person meetings in ADA accessible locations.

B. Annual Board Meeting

The Board of Directors will convene an annual meeting of the membership of each year.

C. Special Board Meetings

Special meetings may be called by the Chair of the Board of Directors, or upon request of the majority of the Directors, or by a majority of the members of the Executive Committee.

D. Board Notices

Written (e.g. electronic, US postal service, board agenda) notice of regular meetings will be distributed to all directors at least five days prior and no more than 30 days prior to the meeting.

Written notice of any special meeting will be distributed to all directors and be given at least 48 hours in advance of such meeting.

Required notice of any board meeting may be waived by any director before or after a meeting. Appearance at any meeting by a director will be deemed a waiver of the notice.

E. Quorum & Voting

A quorum for the transaction of business consists of a simple majority of the Directors.

Quorum need not be maintained for the duration of the meeting in order to conduct business.

After quorum has been established, passage of a motion or resolution requires a vote of a simple majority of the Directors present at the meeting.

F. Board Remote Participation

As permitted by state law, board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all board members present to participate in the meeting. Board members may appear by phone, virtually, or in person.

G. Board Written Action Without a Meeting

As permitted by state statute, any action required or permitted to be taken at a Board of Director's meeting may be taken by written action signed or consented to by authenticated electronic communication (i.e. votes by e-mail, online, fax, etc.), by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

VII. OFFICERS OF THE BOARD

A. Officers

The officers of the organization consist of the Chair, the Vice Chair, the Secretary and the Treasurer. Except as provided in these Bylaws, the Board of Directors will fix the powers and duties of all officers. No person may hold two offices at the same time.

B. Officer Elections & Terms

The Board will elect officers from among its directors at the first Board meeting following the Annual Meeting.

The officers will serve 1-year terms through the next Annual Meeting, or until their earlier resignation, removal from office, or loss of membership. Officers elected mid-term will serve the remainder of the term through the next Annual Meeting.

In the event that the chair of the board's term comes to an end and they are not reelected at an annual meeting, the outgoing chair will appoint an interim chair to serve until the new executive team is elected at the first meeting of the new board.

C. Officer Removal

Any officer may be removed from office, with or without cause, at any meeting of the Board by a majority vote of the Directors present at the meeting. The officer will receive written notice 15 days prior that such an action is pending and has the right to be heard thereon.

D. Officer Vacancies

In the event of an Officer vacancy due to termination, death, resignation, or removal, the Board will elect another seated Director as successor to fill the vacancy for the remainder of the term.

VIII. COMMITTEES OF THE BOARD

A. Executive Committee

The Executive Committee will consist of the four officers. The Executive Committee will meet as needed or by majority vote of the Executive Committee. The Executive Committee sets the board meeting agenda and makes recommendations to the Board in the areas of administrative policy. In the absence of a Finance Committee, the Executive Committee performs the functions of the Finance Committee.

B. Finance Committee

The Finance Committee reports to the Board on the financial health and fundraising efforts of the organization. The Treasurer is the Chair of this committee. In the absence of a Finance Committee, the Executive Committee performs the functions of the Finance Committee.

C. Accessory Committees / Task Forces

The Board from time to time may establish committees and task forces or call into activity a committee or task force for the purpose of completing certain tasks or addressing specific issues.

The chair(s) of these committees do not have a seat on the Board unless they are already holding a director seat through election to the Board as a Director at the Annual Meeting.

IX. CONFLICT OF INTEREST POLICY

Whittier Alliance has adopted a conflicts of interest policy, a copy of which is on file with the organization.

X. BOOKS AND RECORDS

A. Record Keeping

The organization will keep at the registered office address or in an online filing system correct and complete copies of its articles and bylaws, accounting records, voting agreements, and minutes of meetings of members, board and committees or task forces for the last six years.

B. Audit

The organization will comply with state law and grant requirements requiring WA to have an annual review, audit or to prepare audited financial statements

C. Fiscal Year

The fiscal year of the organization will be the calendar year.

XI. NON-DISCRIMINATION

The organization's service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, gender identification, age, religion, marital status, sexual orientation or identification, and status with regard to public assistance, immigration, or criminal history.

WA strives to be inclusive in all its activities of all persons. All chairs, facilitators and participants of Whittier Alliance meetings, will prioritize the voices of historically underrepresented people, populations and / or communities; will not promote or tolerate racist, xenophobic, sexist, misogynistic, homophobic, transphobic, or other violent comments or language; will seek to teach all members anti-racist, equity-driven and inclusive approaches to community and neighborhood work in Whittier.

XII. AMENDMENTS TO ARTICLES & BYLAWS

A. Amendment by Board Action

1. The Board of Directors has the authority to amend these Bylaws except to the provisions described below.
2. Proposed Bylaw amendments must be given in writing to Board members at least 15 days in advance of the meeting at which the amendment will be considered.
3. Amendments to the Bylaws require a 2/3rds majority vote of the Board of Directors at a regular meeting or a special meeting called for that purpose.

B. Amendment by Membership Action

1. The following categories of Bylaws amendments must be voted on by the voting Members:
 - a. Provisions affecting the eligibility or determination of Membership; or,
 - b. Provisions affecting the quorum or voting for meetings of the Membership; or,
 - c. Provisions affecting the number of, election of, terms of, or qualifications of directors; or,
 - d. Provisions prescribing procedures for removing directors or filling vacancies.
2. Any member of the organization may propose amendments from the above list by submitting the proposal to the Board of Directors with a request for a Special Meeting. The Special Meeting will be scheduled by the Board and then called according to the notice requirements.
3. Proposed Bylaws amendments must be available to Members of the organization at least 15 days in advance of the meeting at which the amendment will be considered.
4. Amendments to the Bylaws require a 2/3rds majority vote of the eligible voting Members present at the Annual Meeting or the Special Meeting called for that purpose.

Certification

These Bylaws were approved at a properly conducted meeting of the Board of Directors of Whittier Alliance by a majority vote on October 22, 2020 and ratified by the members at a properly conducted member meeting on January 22, 2021.

E-signed by Aldona Martinka

Secretary

1/22/2021

Date

Revision History

Approved March 30, 1995

Revised & Approved November 29, 2001

Updated & Approved March 30, 2006

Updated & Approved January 12, 2015

Updated & Approved January 22, 2021

INDEX

I.	ORGANIZATION	1
A.	Organizational Makeup	1
B.	Whittier Neighborhood	1
II.	ARTICLE II MISSION & VISION	1
III.	MEMBERSHIP	1
A.	Member Rights	1
B.	Membership Eligibility	1
C.	Number of Votes	1
D.	Establishing Member Voting Eligibility	2
		11

E.	Timing	2
F.	Resident Members	2
G.	Property Owner Members	2
H.	Business Members	3
I.	Voting Membership Roster	3
J.	Voting Events	3
K.	Membership Non-Transferable	4
L.	Membership Dues	4
M.	Membership Termination	4
IV.	MEETINGS OF THE MEMBERSHIP	4
A.	Member Sign-in	4
B.	Types of Member Meetings	4
C.	Member Notices	5
D.	Location & Form of Member Meetings	5
E.	Committee & Special Member Meeting Voting Procedures	5
F.	Member Grievance Procedure	5
V.	BOARD OF DIRECTORS	5
A.	Board Duties	5
B.	General Powers	6
C.	Board Qualifications	6
D.	Number and Composition	7
E.	Board Terms	7
F.	Board Elections	7
G.	Board Compensation	7
H.	Removal of Directors	8
I.	Board Resignation	9
J.	Board Vacancies	9
VI.	MEETINGS OF THE BOARD OF DIRECTORS	9
A.	Regular Board Meetings	9
B.	Annual Board Meeting	9
C.	Special Board Meetings	9
D.	Board Notices	10
E.	Quorum & Voting	10
F.	Board Remote Participation	10
G.	Board Written Action Without a Meeting	10
VII.	OFFICERS OF THE BOARD	10
A.	Officers	10
B.	Officer Elections & Terms	10
C.	Officer Removal	10
D.	Officer Vacancies	10
VIII.	COMMITTEES OF THE BOARD	11
A.	Executive Committee	11
B.	Finance Committee	11
C.	Acting Committees	11
D.	Accessory Committees / Task Forces	11
IX.	CONFLICT OF INTEREST POLICY	11
		12

X.	BOOKS AND RECORDS	11
A.	Record Keeping	11
B.	Audit	12
C.	Fiscal Year	12
XI.	NON-DISCRIMINATION	12
XII.	AMENDMENTS TO ARTICLES & BYLAWS	12
A.	Amendment by Board Action	12
B.	Amendment by Membership Action	12