

Bylaws of the District 10 – Como Community Council

ARTICLE I NAME

The name of the organization shall be: District 10 – Como Community Council, also referred to as the “organization” throughout this document. District 10 – Como Community Council is a 501(c)3 charitable organization.

ARTICLE II PURPOSE

The mission of the District 10 – Como Community Council is to provide information, education and outreach to the community, especially within the District 10 boundaries as listed in this document. The organization’s goals and objectives are to enhance the preservation, safety and development for residents in District 10. Those goals will be accomplished by fostering community communications, education and events which in turn will increase community pride and confidence. Examples of specific actions that are compatible with residential needs include: promoting public safety, maintaining good housing, improving environmental quality, fostering a healthy business climate, and collaborating with community partners to maintain a desirable neighborhood.

ARTICLE III BOUNDARIES

Section 1. The boundaries of the organization shall be as follows:

On the North: Hoyt from Snelling to Hamline; Hamline from Hoyt to Larpenteur; Larpenteur from Hamline to Dale.

On the East: Dale from Larpenteur to Maryland.

On the South: Maryland from Dale to Gateway Drive, clockwise around Como Lake to Horton Ave.; Horton Ave. to Van Slyke Ave. back to Horton for one block to Lexington; Lexington past Energy Park Drive to Burlington Northern Railroad Tracks; Burlington Northern Railroad tracks to from Lexington to Snelling.

On the West: Snelling from Burlington Northern Railroad tracks past Energy Park Drive to Wynne; Wynne from Snelling to Aldine; Aldine from Wynne to Como; Como from Aldine to Snelling; Snelling to Hoyt.

Section 2. The District 10 – Como Community Council shall be divided into three (3) sub-districts. The boundaries of the three (3) sub-districts are as follows:

Sub-district One: From the District 10 – Como Community Council’s west boundary to Hamline Avenue, inclusive, north to south. Also includes the Energy Park area, bordered by Snelling to the west, Lexington to the east, and the Burlington Northern Railroad tracks to the north and south.

Sub-district Two: From Hamline Avenue to Victoria Avenue, inclusive north to south, ending at the Lexington underpass of the Burlington Northern Railroad.

Sub-district Three: From Victoria Avenue to Dale and the east boundary, inclusive, north to south.

ARTICLE IV
MEMBERSHIP

Section 1. Membership is open to residents and businesses (or their authorized representatives), who live within and/or have a business within ~~in~~ the boundaries of District 10 and are eighteen (18) years of age or older, regardless of race, religion, sex, or national origin.

Section 2. Any member of the District 10 –Como Community Council that meets the membership requirements is entitled to vote at a community meeting when they have previously registered as a voting member of the corporation.

Section 3. No dues will be required for membership.

Section 4. Persons who wish to vote at a community meeting must register to vote at the annual meeting or at least three (3) days in advance of the regular community meeting at which they wish to vote. Once a member is registered, they are registered to vote during the community section at any community meeting of the District 10 – Como Community Council as long as they continue to meet the membership requirements defined in Article IV or until they remove their name as a registered voting member.

Section 5. An alphabetical list of all those entitled to vote at a community meeting will be available for inspection three (3) business days before a community meeting.

ARTICLE V
BOARD OF DIRECTORS

- Section 1.** The Board of Directors, referred to herein as the organization or elected members, shall consist of a Chairperson, Vice-chairperson, Secretary, Treasurer, and eleven (11) other members who will be elected by the membership (refer to Article IV), at the annual meeting. Of the eleven (11) other members, at least two (2) members shall be elected from each of the three (3) sub-districts. The remaining five (5) members shall be elected at-large from the District 10 – Como Community Council. The two (2) members required from each sub-district shall be in addition to any officers which may have already been drawn from the particular sub-district.
- Section 2.** Terms of office for elected members shall be two (2) years in all cases. Terms of office will begin one week after the annual meeting.
- Section 3.** Any member of the organization may resign at any time by giving written notice to the Chair of the organization. Such resignation shall take effect upon receipt of the notice, unless a later date is specified.
- Section 4.** The elected members of the organization shall be present at all monthly board meetings. If unable to attend, notification of non-attendance shall be given to the Chairperson or community organizer. Members who are over twenty (20) minutes late will be considered absent unless there is justifiable cause. Justifiable cause will be decided by the Chairperson. After three (3) consecutive absences or five (5) absences in a twelve (12) month period, action will be brought before the District 10 – Como Community Council for dismissal and a written notice of termination sent to the affected member.
- Section 5.** Any elected member of the organization may be removed from office at a community meeting by a two-thirds (2/3) vote of the elected members. At least fifteen (15) days prior to the community meeting, the organization shall provide written notice to the member in question of the reasons that members are seeking his or her removal. At the community meeting, and prior to any vote on the removal of the member, he or she shall be given a reasonable opportunity to offer an explanation and respond to members' questions.
- Section 6.** A vacancy in the organization, except for the Chairperson, shall be filled at the next community meeting by means of a special election. The elected member shall hold office for the balance of the term.
- Section 7.** Each member of the organization shall be a member of at least one committee, ad-hoc committee or task force at all times.

ARTICLE VI
OFFICERS

- Section 1.** The officers of the District 10 – Como Community Council shall be the Chairperson, Vice-chairperson, Secretary and Treasurer.
- Section 2.** No officer shall be elected to more than two (2) consecutive terms to that office. Upon vacating office, all electronic and hard copy files and all resource materials must be transferred to the District 10 – Como Community Council office.
- Section 3.** Duties of the Chairperson shall include but are not limited to the following:
- a. Presiding over all board meetings of the District 10 – Como Community Council and facilitating full discussion from all members and the community organizer.
 - b. Having general responsibility for oversight and governance of the affairs of the District 10 – Como Community Council.
 - c. Having general responsibility for the implementation of all resolutions passed by the members of the organization.
 - d. Appointing interim chairpersons of committees and ad-hoc committees.
 - e. Participating as an ex-officio member of all committees and task forces, but shall not chair any committee or task force.
- Section 4.** Duties of the Vice-chairperson shall include but are not limited to the following:
- a. Performing the duties of the Chairperson in his or her absence, inability or refusal to act, and such other duties as the chairperson shall so direct.
 - b. Assisting the Chairperson in the oversight and governance of the District 10 – Como Community Council as requested.
 - c. Filling the unexpired term of the Chairperson in the event of a vacancy.
 - d. Acting as the parliamentarian at all monthly meetings of the District 10 – Como Community Council.
- Section 5.** Duties of the Secretary shall include but are not limited to the following:
- a. Ensuring that accurate records of all proceedings of meetings of the District 10 – Como Community Council are kept and maintained in the district office.

- b. Collecting and keeping a file of reports submitted by all committees and sub-committees.
- c. Maintaining proper record keeping of all organization correspondence, letters, and other communications with various persons, businesses, and other entities.
- d. Making certain that all vital records required by county, state and federal law for operation are updated and on file at the District 10 office.

Section 6. Duties of the Treasurer shall include but are not limited to the following:

- a. Receiving and securing monies obtained for conducting the business of the District 10 – Como Community Council.
- b. Disbursing monies for the sole purpose of the organization’s mission-based business as needed and at the direction of the organization.
- c. Keeping accurate records of the fiscal matters of the District 10 – Como Community Council.
- d. Preparing an annual financial statement which will be presented at the annual meeting.
- e. Presenting a monthly Treasurer’s report at each organization meeting.

ARTICLE VII
ELECTIONS

Section 1. The election of the organization’s members will be held each year and the terms will be staggered.

Section 2. The Chairperson, Secretary, one (1) representative from each sub-district and two (2) at-large members will be elected in the odd numbered years.

Section 3. The Vice-chairperson, Treasurer, one (1) representative from each sub-district and three (3) at-large members will be elected in the even numbered years.

Section 4. The date, time and place of the elections shall be announced to the entire District 10 community at least fourteen (14) days prior to the annual meeting. A general meeting format shall be used for conducting business at the election meeting.

Section 5. Nominations for members of the organization shall be from the floor of the election meeting and from the recruitment committee. No candidate for election may serve on the recruitment committee.

- Section 6.** The recruitment committee will accept interested applicants for nomination up to twenty-one (21) days prior to the annual meeting. After that time, nominations will be only from the floor of the election meeting.
- Section 7.** Candidates nominated through the recruitment committee will be allowed to submit a biography, which will be printed in the newsletter edition prior to the annual meeting. Ballots with the names of the nominated individuals will be printed and distributed. Candidates from the floor will be considered write-in candidates.
- Section 8.** Election Voting Procedures
- a. All elections of members of the organization may be by secret, written ballot, or, he or she may be elected by a vote of acclamation at the discretion of the Chairperson.
 - b. Community members (see Article IV) may vote in elections for officer positions and at-large positions; they may also vote for sub-district positions in which they reside. They may not vote on sub-district positions in which they do not reside. Active elected members may vote for any vacant position regardless of their sub-district of residence.
 - c. The order of elections shall be as follows:
 1. Chairperson, Vice chairperson, Secretary and Treasurer
 2. Sub-district representatives
 3. At-large representatives

ARTICLE VIII
MEETINGS

- Section 1.** Meeting Rules and Procedures
- a. All meetings of the District 10 – Como Community Council shall be conducted using Robert’s Rules of Order Newly Revised and/or as delineated in the adopted rules of procedure.
 - b. Rules of procedure may be adopted by a majority vote of the organization.
- Section 2.** There shall be an annual meeting each October.
- Section 3.** All organization meetings shall be open to the public.
- Section 4.** District 10 – Como Community Council Meeting Frequency
- a. Meetings will be called by the Chairperson to be held on the third Tuesday of each month and as needed.

- b. Meetings shall be called with a minimum of three (3) working days written public notice.

Section 5. District 10 – Como Community Council Meeting Agenda

- a. The Executive Committee shall prepare an agenda for each meeting, the approval of which shall be the first order of business by the members of the organization.
- b. Every agenda shall have a Community Section. The agenda for which shall be approved by the eligible voting community members (see Article IV) at the beginning of the Community Section.
- c. Elected organization members and eligible members of the community (see Article IV) may vote on issues raised or presented during the Community Section.
- e. Only elected members of the organization may vote on issues raised or presented during the regular section of the meeting.
- f. Minutes of the meeting shall be presented at the next meeting for approval by the organization.

ARTICLE IX
POWER AND AUTHORITY

Section 1. Community Section of Agenda

The quorum for the community section of the meetings shall consist of a quorum of elected members and three (3) eligible voting members (see Article IV) of the community.

Section 2. Board of Directors

- a. The business and affairs of the District 10 – Como Community Council shall be managed by or under the direction of the organization.
- b. The quorum for the monthly organization meeting shall consist of fifty-one percent (51%) of the members in office.

Section 3. A majority vote is necessary for the passage of any issue, with the following expectations listed in Robert’s Rules of Order Newly Revised: the removal of a board member, or the addition to or change in the Articles of Incorporation or Bylaws, which shall require a two-thirds (2/3) vote of the organization. The dissolution of a committee shall also require a two-thirds (2/3) vote.

Section 4. The intent of this section is to offer guidance on determining which issues are appropriate for the elected members of the organization to decide and

which issues are appropriate for the organization and community to decide.

- a. In general, issues pertaining to the management, maintenance, and administration or the organization will be decided by the elected members of the organization. Such issues include, but are not limited to: personnel, office management and maintenance, board training, strategic planning, fiscal planning and management, committee support and recommendations and relationships with external organizations and government entities.
- b. In general, issues for a community vote include, but are not limited to: community development, recommendations to the city of St. Paul (except for city recommendations in Art. X, S 4 and 5), ranking of community priorities, relationships with community institutions within District 10 boundaries (see Article III), and land use issues after the appropriate committee and District 10 – Como Community Council members have adopted a recommendation.

ARTICLE X **COMMITTEES**

- Sections 1.** The District 10 – Como Community Council may create standing committees and ad-hoc committees as needed.
- a. Standing committees may exist continuously and shall be chaired by an elected member of the organization and shall be appointed by the elected members of the organization.
 - b. Ad-hoc committees may not exceed twelve (12) months in duration except with a two-thirds (2/3) vote by the organization. Ad-hoc committees shall be chaired by an elected member of the organization and may be co-chaired by any member of the District 10 – Como Community Council (pursuant to Article IV) and shall be appointed by the elected members of the organization.
 - c. Committee chairpersons will serve for one year, at which time they may be re-appointed.
 - d. Upon recommendation of the executive committee, the organization may vote to dissolve a committee or an Ad-hoc committee. This requires a quorum and a majority support from two-thirds (2/3) of the members.
- Section 2.** The organization shall create an Executive Committee consisting of the Chair, Vice-chair, Secretary, and Treasurer. The executive committee may meet and take action between monthly organization meetings. However, no action shall be considered final until it has been approved at

a monthly organization meeting with the following exceptions: (1) Staff performance reviews; (2) Expenditures of funds up to \$100.00.

Section 3. Any member of the District 10 – Como Community Council or community member may serve as a member of any committee or ad-hoc committee by adding his or her name to the list of members of the committee or ad-hoc committee. These lists shall be kept in the District 10 office. Membership ceases when the committee or ad-hoc committee is dissolved, when the member removes his or her name from the list of members, or when the member ceases to be a participant of the District 10 – Como Community Council, as per Article IV.

Section 4. Committees shall have the authority only to gather information, raise issues, evaluate their findings, and issue reports to the organization and the membership. They shall not make any written or verbal recommendations to outside agencies/organizations without prior approval of the organization except when actions of the city of St. Paul, county or state will occur before the next regularly scheduled meeting of the District 10 – Como Community Council, in which case committees may take action with approval from the executive committee.

Section 5. Committees shall be advisory to the District 10 – Como Community Council and shall provide written reports of their progress at the monthly meetings, upon request of the Chairperson, and/or upon discharge of the committee. Committees and Ad-hoc committees must submit written goals and objectives annually and upon creation.

Section 6. All committee meetings shall be open to the public. Whenever possible, committee meetings shall be announced to the community in advance of the meetings through the community newsletter.

ARTICLE XI **FINANCING**

Section 1. The District 10 – Como Community Council is a 501(c)3 non-profit, tax exempt organization. Budgets, which project a deficit, cannot be submitted for approval.

Section 2. The District 10 – Como Community Council shall be empowered to receive and disburse community development funds.

Section 3. The Treasurer may authorize the city of St. Paul to pay bills incurred in the process or communication of business with the approval of the organization and shall report back to the membership.

- Section 4.** In the event that District 10 – Como Community Council shall require funds for special purposes and projects, it shall have the authority to solicit funds in its name, establish a bank account, and disburse funds as the organization directs. All funds disbursed by check shall require the signature of two of the following five persons on the check: Treasurer, Chairperson, Vice-chairperson, Secretary, or Community Organizer.
- Section 5.** At least once each year, the organization shall have an audit conducted of the financial records, and accounts of the organization. A report shall be prepared and submitted at a monthly organization meeting.
- Section 6.** The fiscal year of the corporation shall be the calendar year.

ARTICLE XII
STAFF

- Section 1.** The organization may employ staff or consultants, and establish procedures for hiring, performance, and termination.
- Section 2.** The District 10 – Como Community Council may use staff furnished to them by the city and its agencies.
- Section 3.** The District 10 – Como Community Council may utilize volunteer staff.
- Section 4.** Expenses incurred by volunteers in the performance of District 10 – Como Community Council assignments may be reimbursed upon approval by the organization when original, detailed receipts are submitted to the board and the purpose of the expense is detailed on the receipt.

ARTICLE XIII
AMENDMENTS AND CHANGES

- Section 1.** The bylaws of the District 10 – Como Community Council may be adopted, amended or repealed by two-thirds (2/3) vote of the organization. Notification of all impending bylaw changes must be given fourteen (14) days in advance of the monthly organization meeting.
- Section 2.** Unless the Articles or bylaws provide otherwise, at least fifty (50) members with voting rights (see Article IV) may propose a resolution for action by the members to adopt, amend or repeal bylaws adopted, amended or repealed by the organization. The amendment must contain the provisions proposed for adoption, amendment or repeal. The limitations and procedures for submitting, considering and adopting the

resolution are the same as provided in Minn. Stat. S317A.133, subd. 2, for amendment of the articles, except that Board approval is not required.

ARTICLE XIV
CONDUCT

- Section 1.** No substantial part of the activities of the Board shall be propagandizing or otherwise attempting to influence legislation. The Council is a non-partisan organization and shall not participate or interfere with any political campaign on behalf of any candidate for public office.
- Section 2.** Any salaried public official, publicly announced candidate for salaried elected office, or person appointed to any salaried elected office shall not be eligible for election or permitted to continue serving as a member of the organization. Any elected member who becomes a candidate must take a leave of absence or resign. If the candidate ceases to be a candidate, or, fails to be elected, this person is eligible for election or reappointment as a member of the District 10 – Como Community Council.
- Section 3.** Members of the Board of Directors will refrain from the public endorsement of political parties, candidates, or legislation while identifying themselves as members of the District 10 – Como Community Council.
- Section 4.** Any member of the organization who, in the discharge of official duties, would be required to take an action or make a decision substantially affecting his or her financial interest or a business with which said member is associated, shall take required actions cited in the Saint Paul Legislative Code, Chapter 24, Code of Ethics (24.03, Conflicts of Interest). Any member with a potential conflict of interest shall declare it immediately, in advance whenever possible, in writing to the organization or executive committee.
- Section 5.** Members of the organization, as well as other ad-hoc committee members or standing committee members, shall serve without compensation.
- Section 6.** Organization members and staff shall not act as an agent of the District 10 – Como Community Council unless specifically authorized to do so by the organization.
- Section 7.** Conduct or behavior unbecoming to the District 10 – Como Community Council’s purposes will be assessed and determined by the Board of Directors.

Section 8. Members of the organization are expected to act responsibly and make decisions for the good of the community according to the purpose of the organization as described in Article II and not for personal gain. Members must also comply with all organization policies along with county, state and federal laws.

Section 9. The District 10 – Como Community Council shall indemnify such persons for such expenses and liabilities, in such manner, under such circumstances, and to such an extent, as permitted by Minn. Stat. S317a.521, as now enacted or hereafter amended. The organization will purchase and provide appropriate insurance to conduct its business and to enhance effective, ongoing operations such as Directors & Officers, Property/Casualty, etc.

We, the undersigned Board Members of the District 10 – Como Community Council, hereby certify that the forgoing Bylaws were adopted as the complete bylaws of the organization on October 17, 2006.

Billy Dinkel

Sharon Frisell

Jillian Ierien

Sarah MacRunnels

Nora McKinnon

Dennis O'Rourke

Deb Robinson

Tony Schaps

Nathan Volz

Adopted July 22, 1977

Revised October 9, 1991

Revised October 19, 1993

Revised October 17, 1995

Revised July 15, 2003

Revised October 17, 2006