

# BYLAWS OF THE SOUTHEAST COMO IMPROVEMENT ASSOCIATION

## **ARTICLES** **OBJECTIVES**

Section 1.1. Purpose. The purposes of the Association shall be:

Section 1.1.1. To stimulate the interest of residents in the welfare of the community, and to actively support and encourage the improvement of the Southeast Como Community.

Section 1.1.2. To create an awareness of the problems and challenges of the Community through the study of community needs, participation in projects meetings, discussions, and presentations of speakers.

Section 1.1.3. To work toward widespread participation of community residents in thinking and planning for needs and goals of the Community.

Section 1.1.4. To cooperate with all individuals, organizations and agencies interested in advancing and improving the welfare of the Community.

Section 1.1.5. To represent the Community for constructive development in fields including neighborhood beautification, zoning and land use, traffic control, police protection, transportation, community relations, code enforcement, overall community planning and development, and community services including schools, parks and libraries.

Section 1.2. Policies This Association shall be non-commercial, non-sectarian and non-partisan. No commercial enterprise and no political candidate shall be endorsed by it. The name of the Association and the names of its officers in their official capacities shall not be used in any connection with a commercial concern or with any purpose other than the regular work of the Association.

Section 1.3. Southeast Como Community Defined. The Community, as referred to in Bylaws, includes that area of Southeast Minneapolis which is bounded on the South by the Chicago & Northwestern Railroad tracks; and on the East by the city limits; on the West by Interstate Highway 35W; on the North by all properties facing Winter Street between Johnson Street Northeast and Sixteenth Avenue Southeast and by East Hennepin between Sixteenth Avenue Southeast and the city limits.

## **ARTICLE II** **MEMBERSHIP**

Section 2.1. Eligibility for Regular Membership. Persons who reside or conduct business in the Community are eligible for regular membership in the

Association. Such persons include all resident property owners, all tenants, a representative of neighborhood churches, civic and/or fraternal organization, and businesspersons who operate businesses in the Community (though not residing in the Community). Memberships shall be on an annual basis; the membership shall be made with the Secretary, and must include proof of eligibility. Additional requirements for eligibility for regular membership may be adopted by the Board. No mandatory membership fee required but donations are accepted.

Section 2.2. Mid-City Industrial Residential Membership. Persons residing in legal residential units in the Mid-City Industrial area of the City (as defined by the City of Minneapolis) also shall be eligible for regular membership in the Association. In all such cases, before membership rights may be conferred, the resident association for the housing development must submit a letter to the Board requesting membership for its residents. Upon the Board's affirmative vote to accept the letter and confer membership rights, all residents of that housing development shall be eligible for membership. If no resident association exists, then a resident's request shall be sufficient for the Board to confer such membership rights to all residents of that housing development. Once membership eligibility is granted to residents of a housing development, that eligibility shall continue until such time as the Mid-City Industrial area has its own neighborhood organization.

Section 2.3. Other Members. An associate member is one who does not meet the qualifications for regular membership. Associate members may take part in discussions, but may not vote, make motions, or hold office. Ex-officio membership may be extended by the Board to those individuals who hold public office or who are interested in the Community and the Association. Ex-officio members are not eligible to hold office, vote or make motions.

Section 2.4. Notice of Meeting; Voting. Notice of the dates and places of all meetings shall be made public at least ten days prior to meetings. In order to be eligible to vote a person must have been a member of the Association at the time meeting notices are made public. The presence of ten percent (10%) of the membership shall constitute a quorum for Association me

Section 2.5. Regular Meeting: Annual Meetings. There shall be at least two regular meetings of the Association each year: one in May and one in November. The November meeting shall be the Annual meeting at which annual reports will be made. (Approved November 2013). The May meeting shall be the Semi-annual Meeting at which semi-annual reports will be made.

Section 2.6. Special Meetings. Special meetings may be called by the President, Executive Committee, the Board, or by a petition signed by at least ten percent (10%) of the Association with a written notice of seven days.

**ARTICLE III**  
**BOARD OF DIRECTORS**

Section 3.1. Number: Election. The Board of Directors shall consist of seven (7) - sixteen (16) members, the number to be determined from time to time by resolution of the Board of Directors. The Directors shall consist of twelve (12) elected voting members, two (2) appointed voting members (the representatives sent to the Board by MSA and GAPSA), and two (2) non-voting ex-officio members (the SECIA Board staff person and the Past President). Directors shall be nominated by a Nominating Committee, which shall consist of two members appointed by the President and three elected by the Board. The Nominating Committee shall report at the Annual Meeting the names of the candidates for each Board position to be filled. Additional nominations may be made from the floor. The consent of the nominee must be obtained for nomination. Directors must be members of the Association, and shall be elected by the members at the Annual Meeting for a period of three (3) years. Four (4) Directors shall be elected at each Annual Meeting. Re-election is not only allowed but encouraged. Directors' terms shall be staggered. Any vacancy occurring on the Board shall be filled by appointment of the Board until the next Annual Meeting. The immediate past Association President shall be a member of the Board, with voting privileges.

Section 3.1.1. Student Representative Board Positions. There will be two voting board seats for University of Minnesota student representatives with the following criteria:

- 1) Representatives will be appointed by the Minnesota Student Association and the Graduate and Professional Student Assembly. One representative will be from MSA, and one from GAPSA.
- 2) Representatives will agree to a one-year commitment to be re-assigned/ renewed each year.
- 3) Whenever possible, representatives would live in the Southeast Como neighborhood during their term of appointment to the Board.

MSA and/or GAPSA will appoint a replacement if either of the seats become vacant during the term. (Approved October 7, 2003 at the SECIA Annual Meeting)

Section 3.2. Duties. The Board shall transact necessary business between Association meetings and such other business as may be referred to it by the Association, create standing committees, approve plans or work of the standing committees, and present reports of its activities at the regular meetings of the Association.

Section 3.3. Meetings: Quorum. Dates and times of meetings shall be set by the Board at its first regular meeting following the Annual Meeting. Additionally, meetings of the Board may be called by the President, the Executive Committee, or by a petition signed by a majority of the directors and sent in writing to all Board members seven days prior to the meeting. A majority of the

Board shall constitute a quorum. Seven (7) board members shall constitute a quorum, and the ex-officio staff person shall be counted for purposes of a quorum.

Section 3.4. Absences. Any director absent three consecutive Board meetings without notice to a member of the Executive Committee prior to the scheduled meeting shall cause his or her chair to be declared vacant. If a board member is absent from three board meetings within a period of one year, that year starting with the date of the first absence, the Board shall consider declaring the position vacant by vote of the Board.

Section 3.5. Action without meeting: Any action required or permitted to be taken by the Board of Directors may be taken without a meeting of the Board of Directors if all members of the Board individually or collectively consent in writing or email to such action. Such written consent shall be included in the next minutes of the proceedings of the Board.

#### **ARTICLE IV COMMITTEES**

Section 4.1. Executive Committee. The Executive Committee shall be comprised of the four officers of the Association and one at-large member elected by the Board from it's number. The duties of the Committee shall be to call meetings of the Board and the Association, and to transact any necessary business between Board meetings or as referred to it by the Board. Meetings may be called by the President or upon request of two members of the Executive Committee, upon at least seven days notice to all members of the Committee. A majority of the members of the Executive Committee shall constitute a quorum.

Section 4.2. Auditing Committee. An Auditing Committee shall be appointed according to Section 4.3, and shall audit the books of the Secretary and Treasurer at the close of each fiscal year, submit a written report to the Board concerning the condition of the books, and submit a report to the Association at the Annual Meeting. The Auditing Committee shall audit the books at such other times as ordered by the President, Executive Committee, the Board or the Association.

Section 4.3. Standing and Special Committees. There shall be such standing and special committees created by the Board as may be required to promote the objectives and interests of the Association. The President shall name a chairperson for each standing committee; these appointments shall be approved by the Board. The term of office of members of standing committees shall be for the fiscal year or part thereof in which they are chosen. Chairpersons of all committees, standing and special, shall present plans of work to the Board. No debt shall be made against the Association or any committee, officer, or other member without the approval of the Board.

**ARTICLE V  
OFFICERS**

Section 5.1. Number; Term. The officers of the Association shall be President, Vice-President, Secretary and Treasurer, elected by the Board from their own number at the first regular meeting of the Board following the Annual Meeting. Elected officers shall serve for one year, and until new officers are elected. Officers shall be eligible for re-election.

Section 5.2. Vacancies. A vacancy occurring in an elective office shall be filled by a vote of the majority of the Board present at any regular or special meeting.

Section 5.3. Duties. The duties of the officers shall be as follows:

Section 5.3.1. The President shall preside at all meetings of the Association, the Board, and the Executive Committee, and shall be a member ex-officio of all committees except the Nominating Committee; appoint chairpersons of the committees, subject to the approval of the Board; and perform all other duties pertaining to the office.

Section 5.3.2. The Vice-President shall act as an aide to the President and perform the duties of the President in the absence of that officer.

Section 5.3.3. The Secretary shall supervise the keeping of a correct record of proceedings of all meetings of the Association and of the Board by a note taker, maintain a current membership list of the Association, keep a permanent file of proceedings and pertinent correspondence of the Association and the Board, deliver all records to the newly elected secretary upon election, and perform other duties pertaining to the office.

Section 5.3.4. The Treasurer shall receive all monies of the Association, keep an accurate record of receipts and expenditures and pay out funds only as authorized by the Board. The treasurer shall place the funds of the Association in a depository approved by the Board. The Treasurer shall present a written statement of account at all meetings of the Association, to the Board, and at other times when requested by the President.

**ARTICLE V  
MISCELLANEOUS PROVISIONS**

Section 6.1. Fiscal Year. The fiscal year and membership year of the Association shall be from April 1 through March 31 of the following year.

Section 6.2. Parliamentary Authority. The rules contained in Robert's Rules of Order Newly Revised shall govern this Association in all cases in which they are applicable and in which they are consistent with these bylaws.

Section 6.3. Amendments to Bylaws. These bylaws may be altered or repealed, and new bylaws made, by the Board of Directors, but the members may make additional bylaws, and may alter and repeal any bylaws at any regular meeting of the Association by a vote of two-thirds of the members present and voting. All bylaw amendments shall be reported to the next meeting of the Association following their enactment.

Bylaws revised and approved 10/7/2003, 11/9/2010, 11/13/2013, 11/12/2014