

BYLAWS FOR COMMUNITY FOR THE COMMONS

ARTICLE I: NAME AND PURPOSE

1.1—Name: The name of the organization is COMMUNITY FOR THE COMMONS. It is a nonprofit organization incorporated under the laws of the State of Minnesota.

1.2—Purpose: The organization is organized exclusively for charitable and educational purposes under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

1.3— In support of such purposes, the main mission of the corporation shall be: Lake Minnetonka area citizens dedicated to the long term enhancement and improvement Excelsior’s Commons for the enjoyment of residents, guests and the surrounding community. The organization will accomplish this mission by:

- 1) Recognizing and respecting the historical significance of the Excelsior Commons as an area landmark
- 2) Seeking input from the users of The Commons regarding their needs and wants with specific consideration given to the desires of Excelsior’s residents, stakeholders and stewards of the land.
- 3) Gaining approval from Excelsior’s City Government for The Commons enhancement and improvement projects.
- 4) Researching, designing and implementing enhancement and improvement projects which have been approved by both the Community for The Commons Board of Directors and Excelsior’s City Government.
- 5) Fundraising for specific enhancement and improvement projects as well as undefined future projects.
- 6) Doing any and all other acts and things which may be necessary, incidental or desirable in the accomplishment of any of the foregoing purposes.

ARTICLE II: MEMBERSHIP

2.1—Membership: The Board of Directors can create general membership categories, dues and benefits. General members do not have voting rights; only members of the Board of Directors have voting rights.

ARTICLE III: BOARD OF DIRECTORS

Section 3.1—Board role, size and compensation: The Board of Directors is responsible for overall policy and direction of Community for The Commons; it delegates responsibilities of day-to-day operations to staff and committees. The number of board members may be increased or decreased at any time by a majority vote of the board, but should not be fewer than five (5) or more than twelve (12), not including ex-officio members. Board members receive no compensation other than for reasonable expenses. They are not compensated for time spent on Community for The Commons activities.

Section 3.2—Election of board members: New board members shall be elected by a majority of directors present at a regular meeting of the board, provided there is a quorum.

Section 3.3—Terms: Each board member shall serve a three (3)-year term, but is eligible for re-election for up to three (3) consecutive elected terms (a total of up to nine years).

Section 3.4—Ex-officio members: The board may appoint ex-officio members. Ex-officio members will serve for the term set by the board and may participate in board meetings, discussions and committees, but will not have voting rights.

Section 3.5—Officers and duties: There shall be four officers of the board: a chair, vice chair, secretary and treasurer. Their basic duties are as follows: (additional detail of duties for each Officer may be maintained in a separate Job Description)

- *The Chair* shall convene regularly scheduled board meetings, shall preside or arrange for other officers to preside at each meeting in the following order: vice chair, secretary, treasurer.
- *The Vice Chair* shall chair committees on special subjects as designated by the board.

- *The secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.
- *The treasurer* shall make financial reports to board members at or before each meeting. The treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans and make financial information available to board members and the public.

Section 3.6—Resignation, termination and absences: Resignation from the board must be in writing and received by the secretary. A board member may be terminated from the board by a three-fourths vote of the remaining board members.

Section 3.7 - Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members at least 1 week in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term

Section 3.8—Conflicts of Interest: Board members shall follow Community for The Commons conflict of interest policy and must share any possible conflicts of interest or appearance of conflicts of interest with all Officers of the Board.

ARTICLE IV: MEETINGS

Section 4.1—Meetings and notice: The board shall meet at least four (4) times each year, at agreed upon times and places. An official board meeting requires that each board member have written notice at least one week in advance. Written notice can be by letter or electronic means (email, text, etc.).

Section 4.2—Quorum: A meeting must be attended by at least one-half (1/2) of the total number of board members and no less than three (3) for business transactions to take place and motions to pass.

Section 4.3—Electronic participation: Participation and voting via phone, email, text, Skype or other electronic means may be allowed during a scheduled meeting (regular or special) with a quorum. For relatively minor issues that must be dealt with between regular meetings, email votes will be allowed if the majority of board members agree.

Section 4.4—Annual meetings: In May of each year, the board will elect officers. This election will take place during a regular board meeting, called in accordance with the provisions of these bylaws. New officers shall be elected by a majority of board members present, provided there is a quorum. Newly elected officers will begin serving their terms at that meeting.

Section 4.5—Special meetings: Special meetings of the board shall be called upon the request of the Chair or one-third of the board members. Notices of such special meetings shall be sent out by the secretary to each board member at least one week in advance.

Section 4.6—Meeting records: The Secretary is responsible for ensuring that actions and Board Member votes at any meeting of the Board of Directors are recorded and saved. These records are open to the public.

ARTICLE V: COMMITTEES

Section 5.1—Committee formation: The board may create committees as needed, such as fundraising, public relations, data collection, etc. The Chair of the board appoints all committee chairs. Committees will be dissolved when projects are completed or when the board votes to dissolve them.

Section 5.2—Finance committee: The treasurer is the chair of the finance committee, which includes at least one other board member. The finance committee is responsible for developing and reviewing fiscal procedures, fundraising plan and annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any change in the budget must be approved by the board. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to board members and the public.

ARTICLE VI: DIRECTOR AND STAFF

Section 6.1—Executive director: The executive director may be hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VII: AMENDMENTS

Section 7.1—Amendments: These bylaws may be amended in whole or in part when necessary by a two-thirds majority of the full board of directors. Proposed amendments must be submitted to the secretary, to be sent out with regular board announcements.

Section 7.2 – Change of Address: The social security number that is used to maintain the organization's status as a Minnesota Nonprofit Corporation can be changed as needed by using form 8822b. This change will require approval by a majority of the Board of Directors.

Section 8 – Dissolution: Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

CERTIFICATION

These bylaws were approved at a meeting of the board of directors of Community for The Commons by unanimous vote on May 3rd, 2015