

**Bylaws of the Windom Community Council**  
(proposed 2/10/05)  
**Enacted and voted on Nov. 10, 2005**

**PREAMBLE:**

The intent of these bylaws is to clarify how the Windom Community Council will conduct business to ensure the equal opportunity of eligible Windom residents and businesses to a voice in the affairs of the Minnesota Corporation known as the Windom Community Council. The purpose of the Windom Community Council shall be to promote the common good and general welfare of the Windom community.

**WINDOM COMMUNITY COUNCIL VISION STATEMENT**

Windom seeks to be recognized, locally and beyond, as an attractive, active, supportive and involved neighborhood that takes pride in its cultural diversity and rich history.

We are a community of people who strive to provide a safe, clean, educational and prosperous haven for all of our residents and businesses.

**ARTICLE I. Identity**

- a. **Name:** The name of this organization shall be the Windom Community Council.
- b. **Jurisdiction:** The Windom Community Council shall have the following boundaries: Hwy. 62 on the South, Hwy 121 and Lyndale on the West, Diamond Lake Road on the North and Hwy. 35 on the East.

**ARTICLE II. Windom Community Council General Membership**

- a. **Membership:** Membership shall be open to any person 18 years of age or older whose primary residence is within the jurisdiction of Windom as defined in Article I b. or any one representative of a property or business owned or operated within the same jurisdiction. Membership entitles the right to voice opinions to the board and to make petitions to the board on any and all matters related to the Windom community. Members also have the right to nominate and vote for eligible candidates at the Annual Membership Meeting. Members may attend any regular meeting of the Board of Directors and vote on particular issues before the board which may require a full membership vote.

**ARTICLE III. Board of Directors**

- a. **Eligibility:** A Director must be a member of the Windom Community Council as defined in IIa.
- b. **Duties.** The Board of Directors shall conduct the business of the Association, attend all duly called meetings and shall establish standing committees and ad hoc committees as needed. The Directors shall also elect from themselves at least four officers, or as many as the board may determine is necessary and sufficient to further carry out the business of the board. Each director shall actively serve on at least one standing committee each year in office. Directors are expected to be responsive to the needs and issues affecting Windom and provide the necessary leadership, time and fund raising commitment to carry out the actions that will best address these needs and issues.

c. **Size and Tenure.** The Board of Directors shall consist of no less than seven (7) board members and no more than thirteen (13) board members including officers. Each Director shall serve a term of two (2) years until a successor is elected. A member may serve on the Board as many times as s/he may be elected; no term limit being herein specified. At least seventy-five percent (75%) of the board shall have their primary residence within the jurisdiction defined in lb.

d. **Election.** The Board of Directors will be elected by all the general community members present at the annual meeting Six (6) Directors shall stand for election in one year, and the other seven (7) shall stand for election the succeeding year. Nominations may be submitted by a committee formed for such purpose and may also come from the floor.

e. **Action by Consent.** Any action may be taken by the Board of Directors without a formal meeting if authorized in writing and signed by all Directors.

f. **Vacancies.** Any vacancy on the Board of Directors, apart from the elections at the Annual Meeting, may be filled by an election at the next board meeting, by a majority vote of the eligible members present. No special notice of this meeting need be given. Any Director so elected shall fill-out the remaining term of the Director position vacated. If the vacated Board Member was an officer, the Board of Directors shall elect a new officer from the available candidates on the Board.

g. **Removal of a Director.** Three (3) unexcused absences by a director from duly called board meetings within one calendar year shall give cause for immediate removal from the board unless rescinded by majority vote of the other members 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 called for that purpose, but with due notification of such action and the right be heard therein.

#### **ARTICLE IV. General Membership Meetings.**

a. **Annual Meeting.** There shall be an Annual Meeting of the general Windom Community Council membership held each calendar year at a time and place within the Windom neighborhood as set by the Board of Directors. At the Annual Meeting, year-end reports of the general business and activities of the corporation shall be presented by the officers to the general membership. Nominated candidates to the Board of Directors shall be voted on and elected at the Annual Meeting. The Annual Meeting of the general membership shall be advertised at least one month in advance. Minutes of all board meetings during the year shall be made available for review by the general membership at the Annual Meeting.

b. **Quarterly Meetings.** The Board of Directors may call quarterly meetings of the general membership as needed to communicate important actions by the Board or to gain added input and direction from the general membership as needed.

c. **Special Meetings.** Special meetings of the general membership may be called by any two officers, or by twenty-five percent (25%) of the Board of Directors, or by any fifteen (15) eligible members of the Windom Community Council. At such meetings, any action may be taken including the removal of one or more Directors and/or the election of replacements.

d. **Notice.** Notice of the Annual Meeting of the general membership shall be given by an announcement in the Windom Neighborhood Newsletter or special mailing. Notice of the Annual Meeting shall include an agenda and notice of the nominated candidates for election to

the Board of Directors. Notice of special meetings shall be given at least five (5) working days in advance, by mail or other such means as the Board of Directors shall deem appropriate.

e. **Voting.** Passage of a motion or resolution shall require the vote of a majority of the general community members present for the meeting. No general community member may vote by proxy or cumulatively.

f. **Quorum.** A Quorum for the transaction of business shall consist of, at a minimum, a majority of the board of directors and any general member present.

#### **ARTICLE V. Meetings of the Board of Directors**

**Any member of the Windom Community Council may be heard at a meeting of the Board of Directors. All meetings will be open to the public.**

a. **Regular Meetings.** The regular meeting of the Board of Directors shall be held at a time and place determined by the Board.

b. **Special Meetings.** Special meetings of the Board of Directors may be called by any two officers, or any four (4) Directors acting jointly.

c. **Notice.** Notice of the meeting including the agenda shall be given by the Secretary by mail, email or by such other means as may be agreed upon by the Board.

d. **Quorum.** A majority of Directors in attendance at any board meeting shall constitute a quorum.

e. **Voting.** No item may be voted on by the board unless it has passed the appropriate committee. Emergency items may be voted on without committee approval. A majority vote is required to declare an item to be an emergency.

#### **ARTICLE VI. Officers and Their Duties**

**The Officers of the corporation shall consist of a President, a Vice-President, Secretary, and Treasurer, and such other officers as may be elected by the Board. No person may hold two (2) offices at one time. Except as provided in these by-laws, the Board shall affix the powers and duties of all officers.**

a. **Election and terms of office.** The officers shall be elected by the Board of Directors at its first meeting after the annual meeting. The officers shall be elected for a term of one (1) year and shall serve until their successors shall have been elected or until their earlier resignation, removal from office or death. No officer shall serve more than two (2) consecutive one-year terms in the same capacity.

b. **Duties held in common.** All financial instruments must be signed by two (2) officers, usually but not necessarily, the Treasurer and the President. Any two (2) officers may call a meeting of the membership or the Board.

c. **Duties of the President.** The duties of the President are to set the agenda and lead the board meetings at which s/he attends, nominate Committee chairs, act as official spokesperson for the organization, address grievances of the membership, and perform other such duties as the Board may decide.

d. **Duties of the Vice-President.** The duties of the Vice-President are to perform the duties of the President if the President is unable to do so, and other duties as the Board may decide.

e. **Duties of the Treasurer.** The duties of the Treasurer are to record and maintain all financial transactions with respect to the Windom Community Council's money, budget, tax reporting, fiscal affairs, and any other duties as the Board may decide.

f. **Duties of the Secretary.** The duties of the Secretary are to prepare the agenda for board meetings, record the minutes of each board meeting, to send notices of each board meeting, and to assist in the preparation of all letters and reports of the Windom Community Council.

#### **ARTICLE VII. Contracts, Loans, Checks and Deposits**

a. **Contracts.** The Board of Directors may authorize any officer (s) or agent(s) to enter into any contract or execute and deliver any instruments in the name of and on behalf of the Windom Community Council, and such authority may be general or confined to specific instances.

b. **Loans.** No loans shall be contracted on behalf of the Windom Community Council and no evidence of indebtedness shall be issued in its name unless authorized by a resolution proposed by a two-thirds (2/3) majority of the Board of Directors.

c. **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 Windom Community Council 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 the Board of Directors.

d. **Deposits.** All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the Windom Community Council in such banks, trust companies, other depositories of investments as the Board of Directors may select.

#### **ARTICLE VIII. Indemnification**

The organization, acting through its Board of Directors, or as otherwise provided in the Bylaws, 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 is or was an officer of the organization. Any provision in these Bylaws 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 IX. 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 this 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 that 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 X. 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 Windom Community Council, or by any of the organization's task forces or committees, its Board of Directors, or membership, must declare that affiliation and shall abstain from 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 the Windom Community Council.

#### **ARTICLE XI. Complaints**

Any complaint against the Windom Community Council, or any of its activities, shall be made in writing and directed to a meeting of the Board of Directors which shall, in turn, respond to the complaint in writing within thirty (30) days.

#### **ARTICLE XII. Bylaws**

The Windom Community Council may amend its bylaws from time to time as needed to incorporate the most contemporary, legal standards in established neighborhood association policies and decisions, code of ethics, and other issues it deems necessary for official inclusion in its bylaws. Revisions to the bylaws may only be recommended by an officer of the Windom Community Council at a regular meeting. Enactment of any changes or revisions to the bylaws must be agreed on by a majority vote of the Board of Directors present at any regular meeting. All changes or revisions to the bylaws must meet all state and federal requirements for non-profit organizations.