

# By-laws of the Windom Community Council

## (Enacted)

**PREAMBLE:** The intent of these by-laws is to ensure equal treatment and an opportunity to be heard by every person who is eligible to participate in the affairs of the Corporation known as the Windom Community Council. The purpose of this group shall be to promote the common good and general welfare of the Community.

### 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 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 with the same jurisdiction. Membership shall be for a one-year period beginning with the most recent annual meeting, and shall be accepted by attendance at any duly called meeting, or by letter to the Community Council indicating such acceptance. Any person who otherwise qualifies for membership may vote as a member at any meeting.

### 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 Council, establish standing committees and ad hoc as needed, and shall attend all duly called meetings. The Directors shall also elect from themselves four officers, or as many as the board may determine is necessary and sufficient. Each director shall participate on at least one committee.
- c     Size and Tenure. The Board of Directors shall consist of thirteen (13) 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 Ib.
- d.     Election. The Board of Directors will be elected by all the 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.
- d.     Action by Consent. Any action that may be taken at a meeting of the Directors may be taken without a meeting if authorized in writing and signed by all Directors.

e. Vacancies. Any vacancy that shall occur apart from the annual meeting, shall be filled by the election at the next meeting, with all members, on the board or not, eligible to vote. No special notice of this meeting need be given. Any Director so elected shall fill out the remaining term of the Director whom they replaced.

f. Removal of a Director. Three (3) absences from duly called board meetings within one calendar year shall result in that director's immediate and automatic 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 Membership meetings.

a. Annual Meeting. There shall be at least one annual meeting held each calendar year at a time and place within the Windom neighborhood as set by the Board of Directors. At such time reports of the activities of the corporation shall be presented by the officers to the members. The new members of the Board shall be elected and any other business shall be conducted. All meetings shall be advertised at least one month in advance. Minutes of all meetings shall be kept, and available for inspection at this time.

b. Special Meetings. Special meetings of the members may be called by any two officers, or by twenty-five percent (25%) of the Board of Directors, or by any fifteen (15) persons eligible for membership in 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.

c. Notice. Notice of the annual meetings of the membership shall be given by an announcement in the Neighborhood Newspaper. Notice of the annual meeting shall include an agenda and notice of elections to the Board of Directors, including the names of those persons running for office if known and which seats are vacant. 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.

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

e. Quorum. A Quorum for the transaction of business shall consist of fifteen (15) members 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, 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 fix 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 lead the meetings at which s/he attends, nominate Committee chairs, act as official spokesperson for the organization, address grievances of the membership, and 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 keep and record all financial transactions, money, budget and fiscal affairs of the association, and other duties as the Board may decide.

f Duties of the Secretary. The duties of the Secretary are to record the minutes of each meeting, to send notices of each 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 By-laws, 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 By-laws 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 respond in writing within five (5) days.