

**BY-LAWS
OF
BELTRAMI NEIGHBORHOOD COUNCIL**

ARTICLE I

PURPOSE

The purpose of this corporation shall be exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and to undertake charitable, educational and rehabilitative activities in the community for its residents; and to initiate programs that will combat community deterioration, promote community development, increase communication within the community, and lessen community tensions. The purpose of Beltrami Neighborhood Council shall also be to promote citizen participation in the decision making process in so far as it impacts upon the Beltrami Neighborhood; arranging and conducting neighborhood meetings to review Governmental programs as they affect the Beltrami Neighborhood; studying and reviewing all proposals of a commercial, residential or housing development nature and making recommendations to the responsible agency.

ARTICLE II

AREA

The area of the Beltrami Neighborhood, for purposes of the Articles of Incorporation and these By-laws, shall be defined as that part of the City of Minneapolis bounded by Broadway Street NE on the north, East Hennepin Avenue on the south, Interstate 35W on the east, and Harrison Street and Central Avenue on the west.

ARTICLE III

MEMBERSHIP

Any natural person of legal age, who is a resident property owner, tenant, or non-resident property owner in Beltrami Neighborhood, as defined in Article II of these By-laws, shall be eligible for membership in the Beltrami Neighborhood Council. There shall be but one class of members. There is no limit to the number of members.

Membership shall be open to all interested persons who meet the eligibility criteria of this Article. Membership shall be determined by notification to the Board of Directors or by the attending of any official meeting of the Beltrami Neighborhood Council. No person shall be denied membership in the organization because of consideration of race, religious belief, color, gender, sexual preference, natural origin, economic status or disability. Membership is not transferable or assignable.

ARTICLE IV

MEMBERSHIP MEETINGS

Section 1: Annual Meetings There shall be at least one annual meeting of the members during April each calendar year at a time and place in Beltrami Neighborhood as set by the Board of Directors. At

such time, reports of the activities of the organization shall be presented by the officers to the members, directors shall be elected and other membership business transacted.

Section 2: Special Meetings Special meetings of the membership may be called by the Chairperson of the Board, by twenty-five percent (25%) of the members of the Board, or by five percent (5%) of the general membership.

Section 3: Notice Notice of any meetings of the membership shall be given by posting announcements in the Beltrami Neighborhood and in writing to all members, including a written agenda, at least five (5) but not more than twenty (20) business days (business days are defined as Monday – Friday including holidays) prior to the meeting. Such notice shall specify the time, place and purpose of the meeting. Notice of the Annual Meeting shall include notice that the elections of directors shall occur at this meeting.

Section 4: Quorum A quorum for the transaction of business shall consist of fifty percent (50%) of the general membership. *Robert's Rules of Order, Newly Revised* shall apply at all times during meetings.

Section 5: Voting Passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by law. Dissolution of the organization shall require a two-thirds (2/3) vote of the members present. All members are entitled to vote; no member may vote by proxy or cumulatively.

Section 6: Open Meetings All meetings shall be open to the public.

Section 7: Minutes Minutes of all meetings will be kept and available upon request.

ARTICLE V

BOARD OF DIRECTORS

Section 1: General Powers The business and property of the organization shall be managed and controlled by its Board of Directors. The Directors may exercise all such powers and do all such things as may be exercised or done by the organization, subject to the provisions of the Articles of Incorporation, these By-laws and all applicable laws. Directors shall receive no compensation for their services as Directors, but this shall not restrict the reimbursement, by resolution of the Board, for reasonable expenses incurred by the Director when he or she renders administrative, professional or other bona fide services to this organization in a capacity other than as Director or member of this organization.

Section 2: Transitional Meeting The regular monthly meeting of the Board of Directors held in the month of May will be set aside as a transitional meeting with the purpose of finishing up any old business, and transitioning any remaining business to the new Board of Directors. The Board of Directors from the current business year (June 1 – May 31) will still retain all rights and responsibilities afforded a Director under these by-laws and will vote on any motions presented. During this meeting the new board will vote for the President, Vice-President, Secretary and Treasurer for the next business year (these Officers must be delegates on the new Board of Directors). All business should be transitioned to these new officers before the June meeting in which they officially take the duties of their new office.

Section 3: Number The Board of Directors shall consist of fifteen (15) members.

Section 4: Tenure All Directors shall serve for a term of one year beginning with the first meeting in June.

Section 5: Qualifications Of the fifteen (15) Directors, thirteen (13) shall be tenants or residents property owners, one from each of the following blocks or block groups:

- Block 1** Those blocks bordered by Broadway Street NE on the north, Interstate 35W on the east, Buchanan Street NE on the west, and Spring Street on the south.
- Block 2** That block bordered by Broadway Street NE on the north, Buchanan Street NE on the east, Summer Street on the south, and Pierce Street NE on the west.
- Block 3** That block bordered by Broadway Street NE on the north, Pierce Street NE on the east, Summer Street on the south, and Fillmore Street NE on the west.
- Block 4** Those blocks bordered by Broadway Street NE on the north, Polk Street NE on the east, Summer Street on the south, and the railroad tracks on the west.
- Block 5** Those blocks bordered by Summer Street on the north, Taylor Street NE on the east, Spring Street on the south, and Taylor Street NE on the west.
- Block 6** That block bordered by Summer Street on the north, Fillmore Street NE on the east, Spring Street on the south, and Taylor Street NE on the west.
- Block 7** That block bordered by Summer Street on the north, Pierce Street NE on the east, Spring Street on the south, and Fillmore Street NE on the west.
- Block 8** That block bordered by Summer Street on the north, Buchanan Street NE on the east, Spring Street on the south, and Pierce Street NE on the west.
- Block 9** That block bordered by Spring Street on the north, Buchanan Street NE on the east, Winter Street on the south, and Pierce Street NE on the west.
- Block 10** That block bordered by Spring Street on the north, Pierce Street NE on the east, Winter Street on the south, and Fillmore Street NE on the west.
- Block 11** That block bordered by Spring Street on the north, Fillmore Street NE on the east, Winter Street on the south, and Taylor Street NE on the west.
- Block 12** Those blocks bordered by Winter Street on the north, the alley between Buchanan Street NE and Pierce Street NE on the east (includes property on both East and West sides of Pierce Street NE), East Hennepin Avenue on the south, and Fillmore Street NE on the west.
- Block 13** Those blocks bordered by Winter Street on the north, Interstate 35W on the east, and East Hennepin Avenue on the south, and the alley between Buchanan Street NE and Pierce Street NE on the west (includes property on both East and West sides of Buchanan Street NE).

One (1) of the Directors shall be a non-resident owner of residential property located within the Beltrami Neighborhood. One (1) Director shall be representative of a business located within the Beltrami Neighborhood. For these purposes a business is defined as: zones as business, industrial or commercial; taxed as a commercial property; a sign is on the property as an ongoing business; and traffic is generated to the business.

Section 6: Selection All Directors shall be elected at the Beltrami Neighborhood Council annual membership meeting. The candidate receiving the highest number of votes within each category (i.e. block group, non-resident property owners or business representatives) shall be elected to that seat on the Board. The person receiving the second highest vote total within each category shall be the Alternate for that position. The candidates must reside in the block group within which they are running to be a delegate. Only the residents of a block group may vote for the candidates for that block group. Only business people may vote for the business representative and only absentee landlords may vote for the absentee landlord representative to the Board.

Section 7: At-large Representatives Any persons within the general membership interested in filling any seats left vacant at the annual election in an 'at-large' capacity should indicate their interest to the current President at the close of the annual election. These representatives would create a pool from which any vacant seats, whether delegate or alternate would be filled at the first meeting of the newly elected board. The purpose of this is to have people who are interested and committed to being on the Council involved with a voice and a vote.

Section 8: Alternates Alternates to the Board of Directors shall have no powers except for at such time as they are empowered under the provisions of these By-laws to assume the duties of a Director. Upon being upgraded, an Alternate assumes all rights and responsibilities normally afforded a Director under these By-laws.

Section 9: Vacancies Any seat left vacant due to lack of a candidate at the annual election shall be filled by appointment of the Board of Directors. The board shall seek a candidate for the vacant position(s) who meets the qualifications of Section 5 of this Article. Any remaining vacancies shall be filled by vote of the Board of Directors from the pool of 'at-large' members as indicated in section 7 with priority given to current Alternates. The Board shall vote to fill any vacant position, whether delegate or alternate from the pool of 'at-large' representatives. If there are no 'at-large' representatives, or not enough to cover the vacant seats, the Board shall seek a candidate for the vacant position from the general membership.

Any vacancies, either permanent or temporary, that occur after the annual election shall be filled in accordance with Sections 10 and 11 of this Article.

Section 10: Temporary Upgrading of Alternates If there is no Delegate, or the duly elected Alternate is not present, the Alternates present shall be upgraded to fill all delegate positions by appointment of the Chair. If there are no Alternates present, the seat(s) shall remain vacant, and shall count as such for purposes of a quorum.

Section 11: Permanent Upgrading of Alternates Any Director position that becomes vacant through resignation, removal or death shall be filled by the person elected as Alternate to that position. If there is no Alternate for that position then the position shall be filled by appointment by the Board of Directors in accordance with Section 9 of this Article.

Section 12: Removal of a Director Three (3) consecutive unexcused absences from duly called Board meetings shall be cause for removal by majority vote 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 of the Board called for that purpose, but with due notification of such action and the right to be heard thereon.

Section 13: Removal of an Alternate Any Alternate may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire membership of the Board of Directors at a regular or special meeting of the Board called for that purpose, but with due notification of such action and the right to be heard thereon.

Section 14: Resignation of a Director or Alternate Any Director or Alternate may resign at any time by giving written notice to the Board or to the Chair. The resignation shall take effect when it is delivered, unless the written notice states otherwise.

ARTICLE VI

MEETINGS OF THE BOARD OF DIRECTORS

Section 1: Regular Meeting The Board of Directors shall hold monthly meetings. These meetings shall be held in the Beltrami Neighborhood at such time and place as may be fixed by resolution of the Board.

Section 2: Special Meetings Special meetings may be called by the Chairperson or by twenty-five percent (25%) of the Directors then in office. Notice of special meetings shall be given at least twenty-four (24) hours in advance of the meeting either by mail, telephone or personal contacts. Special meetings shall be held in the Beltrami Neighborhood and notice shall include time, place and agenda.

Section 3: Notice Written notice of regular meetings, including a written agenda shall be distributed at least three (3) days prior to the meeting to all Directors and Alternates. Required notice of any meeting of the Board may be waived by any member in writing before, at or after a meeting. Appearance at any meeting by any Director or Alternate shall be deemed a waiver of such required notice.

If notice is given by mail for either a regular or special meeting, such notice shall be mailed at least two (2) additional days prior to the meeting and shall be deemed delivered when deposited in the United States mail, properly addressed with postage thereupon prepaid. No notice shall be given more than thirty (30) days before any meeting.

Section 4: Open Meetings All meetings of the Board of Directors and any Committee shall be open to any member of the Board and to the public. Only seated Directors and upgraded Alternates shall be allowed to vote at Board meetings.

Section 5: Quorum Except as otherwise provided for by these By-laws, a quorum for the transaction of business shall consist of one-half (1/2) of the members of the Board. No member of the Board may give a proxy for himself/herself or vote by proxy. If a quorum is not present, a majority of the Directors may adjourn the meeting from time to time without further notice. *Robert's Rules of Order, Newly Revised* shall apply at all times during meetings.

Section 6: Voting Passage of a motion or resolution shall require a vote of a majority of the Board members present at the meeting, unless otherwise provided for in *Robert's Rules of Order, Newly Revised* or these By-laws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of Board members.

ARTICLE VII

OFFICERS OF THE BOARD

Section 1: Officers of The Board and Their Duties The officers of the corporation shall consist of the Chairperson of the Board, the Vice-Chairperson, the Secretary, the Treasurer, and such other officers as may from time to time be elected by the Board. No person shall hold two (2) offices at one time; however, the offices of Secretary and Treasurer may be combined if the Board so desires. Except as provided in these By-laws, the Board of Directors shall fix the powers and duties of all officers.

Section 2: Election, Term of Office and Qualifications The officers shall be elected by the Board from among its members at the first meeting following the yearly election of Board members. The officers shall serve for one (1) year or until their successors shall have been elected or until their earlier resignation, removal from office or death.

Section 3: Removal and Vacancies Any officer may be removed from office at any time by a vote of two-thirds (2/3) of the entire membership of the Board, with or without cause, but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the corporation by reason of death, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board at a regular meeting or a special meeting called for that purpose.

Section 4: Chairperson The Chairperson shall have the power of general management of the business of the organization. He/She shall preside or delegate such authority at all meetings of the Board of Directors. He/She shall be the chief executive officer of the corporation and shall see that all orders and resolutions of the Board are carried into effect. He/She shall be a member ex-officio of all committees. He/She shall be considered "President" of the organization for the sole purpose of carrying out duties of signatory agent and may execute documents on behalf of the organization under that title. The Chairperson shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, the Chairperson shall perform all duties usually incident to that office and such other duties as the Board may prescribe.

Section 5: Vice-Chairperson The Vice-Chairperson shall have such powers and perform such duties as may be specified in these By-laws or prescribed by the Board of Directors or by the Chairperson. In the event of absence or disability of the Chairperson, the Vice-Chairperson shall succeed to his/her power and duties. The Vice-Chairperson shall maintain a list of current members and receive and certify all applications for membership.

Section 6: Secretary The Secretary shall be secretary of the meetings of the Board of Directors and shall record all proceedings of the meetings in the appropriate minute book of the organization. He/She shall give proper notice of meetings to Directors. He/She shall sign and execute such documents as may be necessary to the transaction of business by the corporation. He/She shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson.

Section 7: Treasurer The Treasurer shall cause to be kept accurate accounts of all moneys of the organization received or disbursed and shall render to the Board of Directors or the Chairperson, whenever required, an account of the financial condition of the corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chairperson. He/She shall be responsible for supervising the receipt, deposit and disbursement of the funds of the corporation in accordance with the policies established by the Board of Directors.

Section 8: Responsibilities No officer shall in any way bind the organization to do or not do any certain things unless expressly authorized to do so; and no such action shall in any way be recognized by the organization unless expressly ratified or approved by the Board of Directors.

ARTICLE VIII

COMMITTEES

The Board of Directors may appoint such other committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any member of the organization is eligible to serve on and participate in these committees. All actions taken by a committee

shall be forwarded to the Board of Directors, which shall have the right to alter, accept or reject these actions. The Board may from time to time delegate a committee the authority to act on behalf of the organization.

At the time that a committee is formed, the Board will identify the committee as either standing or temporary and shall identify the major purpose and tasks of that committee.

ARTICLE IX

STAFF

The Board of Directors shall have the power to employ and dismiss the staff persons that it deems necessary and prudent to run the day-to-day operations of the organization. At such time that the Board should create a position it shall also prepare a description of the major duties and responsibilities associated with that position. All employees shall be paid in a manner to be determined by the Board. No employee shall have the power to act on behalf of the Board unless expressly authorized by the Board to do so.

The Board may dismiss any staff person by a two-thirds (2/3) votes of the members present at a meeting duly called for that purpose. Notice for such a hearing shall be in accordance with Article VI, Section 3 of these By-laws. A vote on the dismissal of a staff person shall serve as a grievance procedure.

ARTICLE X

SEAL, BOOKS AND RECORDS, AUDIT, FISCAL YEAR, OFFICES

Section 1: Seal The corporation shall have no seal.

Section 2: Books and Records The Board shall keep or cause to be kept complete books of account and minutes of meetings of the Board of Directors and all committees, including such additional records and books of account as the Board deems necessary for the conduct of the activities of the organization.

Section 3: Audit The Board shall cause the records and books of account of the organization to be audited at least once in each fiscal year and at such other times as the Board deems appropriate.

Section 4: Fiscal Year The fiscal year of the corporation shall be from June 1 to May 31.

Section 5: Principal Office The principal office of the organization shall be in the Beltrami Neighborhood of the City of Minneapolis, Minnesota.

ARTICLE XI

CONTRACTS, LOANS, CHECKS, AND DEPOSITS

Section 1: 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 Beltrami Neighborhood Council, and such authority may be general or confined to specific instances.

Section 2: Loans No loans shall be contracted on behalf of the Beltrami Neighborhood 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 vote of the Board.

Section 3: 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 Beltrami Neighborhood 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 resolution of the Board of Directors.

Section 4: Deposits All funds of the organization not otherwise employed shall be deposited from time to time to the credit of the Beltrami Neighborhood Council in such banks, trust companies, other depositories or investments as the Board of Directors may select.

ARTICLE XII

INDEMNIFICATION

The organization, acting through its Board of Directors, or as otherwise provided in this By-law, 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 was or is party or is threatened to be made a party thereof by reason of the fact that 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 XIII

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 the offense is not validly related to the job, service or corporation business.

Affirmative action is not mere passive non-discrimination. It is action, including procedures, methods and practices which 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 XIV

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 Beltrami Neighborhood 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 Beltrami Neighborhood Council.

ARTICLE XV

COMPLAINTS

Any complaint against the Beltrami Neighborhood 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 of their meeting.

ARTICLE XVI

AMENDMENTS TO BY-LAWS

Section 1: Amendment by Membership These By-laws may be amended by the members of the organization as follows:

- A. The Board of Directors may propose an amendment to the By-laws by resolution setting forth the proposed amendment and directing that it be submitted for adoption at a meeting of members; or
- B. Any five (5) members may set forth a proposed amendment by petition by then subscribed, which petition shall be filed with the Secretary of the corporation.

Notice of the meeting of the members stating the purpose including the proposed amendment shall be given to each member entitled to vote on the proposed amendment, and to each officer and Director regardless of his/her voting rights. If notice required by this clause has been given and quorum present, the proposed amendment may be adopted at any meeting the members by a two-thirds (2/3) vote of those present and voting.

Section 2: Amendment by the Board of Directors These By-laws may be amended by the Board of Directors of the corporation as follows:

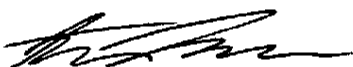
- A. The members of the corporation may, by majority vote of the members voting at a meeting duly called for the purpose, authorize the Board of Directors, subject to clause (c), to exercise from time to time the power of amendment of these By-laws in the manner prescribed in clause (b).
- B. When members have authorized the Board of Directors under clause (a) to amend these By-laws, the Board of Directors, by a two-thirds (2/3) vote of the Directors who are present and entitled to vote on the proposed amendment, may amend these By-laws at any meeting of the Board. Notice of the meeting and of the proposed amendment shall be given five (5) days in advance of such meeting.
- C. The members, by a majority vote of the members present and voting at a meeting duly called for the purpose, may prospectively revoke the authority of the Board to exercise the power of the members to amend these By-laws.

ARTICLE I.
PURPOSE

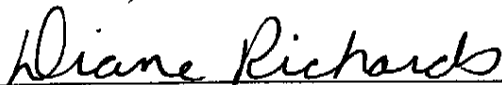
The purpose of this corporation shall be exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code; and to undertake charitable, educational and rehabilitative activities in the community for its residents; and to initiate programs that will combat community deterioration, promote community development, increase communication within the community, and lessen community tensions. The purpose of Beltrami Neighborhood Council shall also be to promote citizen participation in the decision making process in so far as it impacts upon the Beltrami Neighborhood; arranging and conducting neighborhood meetings to review Governmental programs as they affect the Beltrami Neighborhood; studying and reviewing all proposals of a commercial, residential or housing development nature and making recommendations to the responsible agency.



Diane Coan, Chair



Storm Lefelar, Vice Chair



Diane Richard, Secretary/Treasurer

Dated November 22, 1999