

BYLAWS

ST. ANTHONY PARK COMMUNITY COUNCIL

Adopted March 31, 1976

Revised April 17, 1977

April 9, 1980

July 8, 1981

January 11, 1984

March 9, 1988

April 8, 1992

May 11, 1994

February 7, 2001

January 9, 2003

July 10, 2003

October 13, 2005

March 8, 2007

February 14, 2008

June 14, 2012

April 11, 2013

February 2014

November 2017

**RESTATED
BYLAWS
OF THE
ST. ANTHONY PARK COMMUNITY COUNCIL**

ARTICLE 1 - AREA SERVED

- 1.1 District. The area primarily served by the Council shall be that part of the City of Saint Paul, Minnesota, described by the Saint Paul City Council as Citizen Participation District #12, and commonly referred to as St. Anthony Park (the “District”). The boundary of the district shall be as follows: Commencing at the extreme northwest corner of the city, the boundary shall extend east along the City limit on Hoyt Avenue to Cleveland Avenue, south along the city limit on Cleveland Avenue to a point near Como Avenue, east along the city limit and Como Avenue to Aldine Street, south along Aldine Street to Wynne Avenue, east along Wynne Avenue to Snelling Avenue, south along Snelling Avenue to the Burlington Northern Railroad right-of-way, west to Cleveland Avenue extended north from University Avenue, south along Cleveland Avenue extended and Cleveland Avenue to Interstate Highway 94, westerly along Interstate 94 to the western city limit, and then north along the city limit to the northwest corner of the City where the boundary line began.
- 1.2 Offices. The offices of the Council shall be located within the District, and may be changed as the Board of Directors from time to time designate.

ARTICLE 2 - OBJECTIVES

- 2.1 The primary objectives of the Council are to unite, in common cause, residents, business persons, employees, and organizations in the District in a continuing effort to promote harmonious environmental conditions and favorable community relationships and to undertake such charitable and educational actions and services as may, by its membership, be determined to be desirable to serve these objectives.
- 2.2 Specific objectives include:
- 2.2.a. To educate the community so that its members gain community pride, are well informed, and can realistically and constructively pursue their best interests while preserving a desirable, livable neighborhood.
- 2.2.b. To work with those who live, go to school, work in the District, individually and collectively, to prepare plans with lasting usefulness that provide for physical, social, and economic requirements of the District.

- 2.2.c. To set forth District position on future developments that are recognized by individuals and by city policy bodies, departments, and agencies.
 - 2.2.d. To establish an effective working relationship between this District and other planning districts and community organizations.
 - 2.2.e. To provide early two-way communication so that the District has input to city-wide plans and so that city-wide plans can be translated into effective actions acceptable to the District.
 - 2.2.f. To establish a planning and implementation approach which encourages the District members to explore and make use of all available implementation resources.
 - 2.2.g. To enable private developers to make proposals to the Council for fair and impartial consideration and determination.
- 2.3 In support of such objectives, the Council shall initiate and participate in such actions as may be determined to be desirable to enable the community to preserve and maintain good residential housing, live in a healthful environment, provide good recreational facilities, encourage appropriate economic development, protect the neighborhood from crime, and carry out other acts and things and exercise such other rights and powers which may be necessary, incidental, desirable, or expedient in the accomplishment of any of the foregoing objectives.

ARTICLE 3 - **AUTHORITY**

- 3.1 The Council shall further its purposes and objectives either directly or by making or providing funds out of the net income or the principal assets of the Council, or both (without limit as to the amount going to any one recipient or in the aggregate to all recipients), including distribution of funds to or for the use or benefit of other corporations, organizations, foundations, or institutions or governmental bodies.
- 3.2 The Council shall have the authority to pursue its purposes and objectives and carry on any and all lawful business or activities in connection therewith or incidental thereto or any part thereof, and acting through its Board of Directors and officers to do any and all acts and things and carry on and conduct all other activities consistent with the purposes and objectives of the Council as may be necessary or advisable, suitable, convenient, useful, or expedient in connection with or incidental to the accomplishment of any of such purposes and objectives, subject only to limitations provided in applicable state and federal law or in the Articles of Incorporation of the Council or these Bylaws.

ARTICLE 4 - **DIRECTORS**

4.1 General Powers. The business and affairs of the Council shall be managed by or under the direction of a Board of Directors.

4.2 Number and Areas Represented. Up to five delegates and two alternates will be selected for each of North St. Anthony Park and South St. Anthony Park. The Burlington Northern Railroad right-of-way is considered the boundary between these two areas. Up to two delegates will be appointed for the Emerging Leadership Delegation and up to five delegates and up to two alternates will be appointed for the commercial/industrial/nonprofit/self-employed (hereafter termed Organization) sector in the manner set out in Article 5.3.

4.3 Terms and Qualifications.

4.3.a. Terms of office for directors for North and South St. Anthony Park shall be two years for delegates and one year for alternates. Terms of office for delegates and alternates for the Organization sector shall be one year. Terms of office for Emerging Leadership delegates shall be one year. Each delegate and alternate shall serve until her or his successor is selected and certified.

4.3.b. Delegates and alternates for North and South St. Anthony Park must be residents of the respective area. Delegates and alternates for the Organization sector must be an officer, director, sole proprietor, partner, or employee of an organization within the District. Emerging Leadership delegates are students who live in or attend school in St. Anthony Park or nearby communities, or other individuals seeking leadership development. All delegates and alternates must be at least 16 years of age. Delegates need not be citizens of the United States.

ARTICLE 5 - **SELECTION OF DIRECTORS**

5.1 Nominating and Election Committee. With leadership from SAPCC staff, the Nominating and Election Committee shall consist of delegates representative of the Board composition, including the two residential areas and the Emerging Leadership and Organization delegates. The Board shall select a chairperson; the chairperson need not be a delegate. The chairperson is responsible for selecting additional committee members. Members of the nominating and election committee should not themselves be standing for election or re-election. The committee has the following responsibilities:

5.1.a. To establish a filing procedure and to appeal for candidates.

5.1.b. To establish the dates, times, and places of voting by paper ballot and the time period allowed for electronic voting.

- 5.1.c. To establish a procedure for absentee voting.
 - 5.1.d. To publicize the filing procedure to organizations and residents of the area.
 - 5.1.e. To review all applications for eligibility as per area or sector.
 - 5.1.f. To announce the times, places, and means of the election and the names and statements from the residential candidates and optional photographs.
 - 5.1.g. To have paper ballots printed and a digital format prepared and put online.
 - 5.1.h. To arrange for monitoring of the election and to certify the results to the Board of Directors at the first Board meeting following the election.
 - 5.1.i. To seek applicants for the position of delegate and alternate for the Organization and Emerging Leadership sectors to the Board.
 - 5.1.j. To determine qualifications for and set rules for electing write-in candidates.
- 5.2 Residential Delegates. Delegates and alternates for North and South St. Anthony Park shall be selected in annual elections. Delegations for the residential areas shall be selected as follows from the eligible slate of candidates as reviewed by the nominating and election committee or any qualified write-in candidates:
- 5.2.a. For North St. Anthony Park:
 - 5.2.a.1. The three candidates receiving the most votes in elections held in even numbered years shall each serve as a delegate.
 - 5.2.a.2. The two candidates receiving the most votes in elections held in odd numbered years shall each serve as a delegate.
 - 5.2.b. For South St. Anthony Park:
 - 5.2.b.1. The two candidates receiving the most votes in elections held in even numbered years shall each serve as a delegate.
 - 5.2.b.2. The three candidates receiving the most votes in elections held in odd numbered years shall each serve as a delegate.
 - 5.2.c. For both residential areas:
 - 5.2.c.1. The remaining candidates in each election shall be rank-ordered according to number of votes received, with the highest seated as first alternate for the area and the next seated as second alternate for the area.
 - 5.2.c.2. Ties shall be broken by a vote of the Board.

5.2.d. In order to be eligible to vote in elections to select Directors (Delegates and Alternates), voters must meet the following criteria: A voter must be a resident of the District. A resident is a person who regularly lives in St. Anthony Park within the boundaries as defined in Article 1.1 and must be 16 or older.

5.2.e. Residents who live in North St. Anthony Park may vote only for delegates who will represent North St. Anthony Park and residents who live in South St. Anthony Park may vote only for delegates who will represent South St. Anthony Park (as those districts are defined in Article 4.2).

5.3 Organization Delegates. Delegates and alternates shall be appointed by the Board. The Nominating Committee shall seek applicants for the position of Organization Delegate. The Nominating Committee shall screen all applicants to determine whether they meet the requirements for eligibility set by Article 4.3.b of these Bylaws. The Nominating Committee shall submit the names of all eligible applicants to the Board of Directors (including the outgoing Organization Delegates). The Board of Directors shall appoint up to five delegates and up to two alternates from the list of eligible applicants at the same meeting at which the slate of elected residential directors is accepted by the Board. Each delegate appointed by the Board of Directors under this paragraph shall serve for one year or until the next certification of elected Board members, and may be considered for appointment in successive years.

5.4 Emerging Leadership Delegates. Emerging Leadership delegates shall be appointed by the Board of Directors. The Board and staff shall seek applicants for these positions from high school or college students or other individuals seeking leadership development. The Executive Director shall screen all such applicants to determine whether they meet the requirements in Article 4.3.b. The Board of Directors shall appoint up to two Emerging Leadership delegates from the list of eligible applicants at the same meeting at which the slate of elected residential directors is accepted by the Board, or when suitable candidates have been identified. Each Emerging Leadership delegate appointed by the Board of Directors shall serve for one year or until the next certification of elected Board members, and may be considered for appointment in successive years.

ARTICLE 6 - REMOVAL, RESIGNATION, AND VACANCIES OF DIRECTORS

6.1 Removal. A director may be removed at any time, with or without cause, by a majority vote of the Executive Committee. Grounds for discipline or removal from office include: failure to carry out responsibilities or to adhere to the Standards of Conduct as stated in Council policies; and, behavior or conduct detrimental to the purposes of the Council. The Executive Committee shall give prior written notice of the decision at least 15 days before removal is to be effective. The affected director may appeal the decision to the full Board, whose decision is final and shall be delivered to the individual in writing. The affected director shall not participate in Board votes on this matter.

- 6.2 Resignation. Any director may resign at any time by giving written notice to the Executive Committee. Such resignation shall take effect without acceptance upon receipt of the notice, unless a later date is specified in the notice.
- 6.3 Vacancies. Vacancies among the delegates shall be filled by alternates from the represented area or sector, in order of their standing in the election. Any remaining vacancies for an area or sector shall be filled by eligible participants selected by the remaining members of the delegations for such area or sector and presented to the Board of Directors for approval. A person so selected to fill a vacancy shall serve as a delegate for the remainder of the term for that vacancy. Vacancies among the Emerging Leadership delegates shall be appointed by the Board of Directors without review by a delegation.

ARTICLE 7 - **OFFICERS**

- 7.1 Number. The officers of the Council shall be three co-chairs (who shall act as chair, co-chairs, or president and vice-chairs or vice-presidents of the Council, as provided in Article 7.6), secretary, treasurer, and other such officers as may from time to time be selected by the Board of Directors. Any of the offices or functions of the offices may be held or exercised by the same person.
- 7.2 Election, Term of Office, and Qualifications. Officers shall be elected at the first meeting of the Board of Directors after each election and certification of delegates and alternates. Each officer shall hold office until the first meeting after the next annual election and until her or his successor is selected or until he or she has resigned or been removed in the manner hereinafter provided.
- 7.3 Removal. Any officer may be removed, with or without cause, by the Board of Directors whenever in its judgment the best interest of the Council would be served thereby. Such removal shall be without prejudice to the contract rights, if any, of such officer.
- 7.4 Resignation. Any officer may resign at any time by giving written notice to the Council. The resignation is effective without acceptance when given, unless a later date is specified in the notice.
- 7.5 Vacancy. If there be a vacancy in any office of the Council for any reason, such vacancy may, or in the case of the Chair, Secretary, or Treasurer, shall, be filled for the unexpired term by the Board of Directors in the same manner as provided in these Bylaws for the initial election.
- 7.6 Chairs. Each delegation shall elect from among its delegates a chair and such other officers of the delegation as deemed necessary. The three delegation chairs shall caucus together to pick from amongst themselves a Chair and two Vice Chairs. The Chair will serve for one year. At that time, the three Vice Chairs will caucus again to choose from amongst themselves a chairperson for the second year of their term. Alternatively, the three co-chairs may determine who among

them will serve as Chair on a meeting-by-meeting basis. The Board chairperson (or other available vice or co-chair) shall:

7.6.a. Preside at all Board meetings;

7.6.b. See that all orders and resolutions of the Board are carried into effect;

7.6.c. Sign and deliver in the name of the Council any deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Council, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or expressly delegated by the Articles, these Bylaws, or the Board to some other officer, employee, or agent of the Council; and

7.6.d. Perform such other duties as from time to time may be prescribed by the Board.

7.7 Secretary. The Council secretary shall be elected by the Board and shall serve for one year. The secretary is not required to be a delegate or alternate of the Board and may be a staff member of the Council. The secretary shall:

7.7.a. Attend meetings of the Board;

7.7.b. Record the proceedings of Board meetings,

7.7.c. Handle official correspondence, and perform other matters pertinent to the functioning of the Council.

7.7.d. The Council secretary may delegate some of these functions.

7.8 Treasurer. The treasurer shall be elected by the Board and shall serve for one year. The treasurer is not required to be a delegate or alternate of the Board and may be a staff member of the Council. The treasurer shall:

7.8.a. Keep accurate financial records for the Council;

7.8.b. Deposit all monies, drafts, and checks in the name of and to the credit of the corporation in such banks and depositories as the Board of Directors shall designate from time to time;

7.8.c. Endorse for deposit all notes, checks, and drafts received by the Council, making proper vouchers therefor;

7.8.d. Disburse Council funds and issue checks and drafts in the name of the Council, as ordered by the Board;

- 7.8.e. Render to the chair and the Board of Directors, whenever requested, an account of all of his or her transactions as treasurer and financial condition of the Council; and
- 7.8.f. Perform such other duties as may be prescribed by the Board of Directors or the Board chair from time to time.
- 7.8.g. The Council treasurer may delegate some of these functions.

ARTICLE 8 - COMMITTEES

- 8.1 Executive Committee. The Board shall establish an Executive Committee and delegate specific responsibilities and authority to this committee, including, but not limited to, employment of staff, staff performance reviews, organizational negotiations, management operations, insurance concerns, and contract review. The Executive Committee shall also act as the budget committee of the Council. This committee shall consist of the officers of the Board set out in Article 7 of these Bylaws and the Board co-chairs of the standing committees. This committee shall be responsible for transacting Council business that must be accomplished between regular or special meetings. The Executive Committee shall act only in the intervals between these meeting and shall at all times be subject to the control and direction of the full Board. One-half of the members of the Executive Committee shall constitute a quorum for the transaction of business. Electronic voting may be substituted when necessary, with the same requirement for quorum in Article 10.3.
- 8.2 Standing Committees.
 - 8.2.a. The number and purposes of standing committees and sub-committees may be established by the Board of Directors at their discretion. Each committee will serve to oversee the planning and achievement of goals for its defined purpose. Each committee shall have two co-chairs, who shall be responsible for conducting committee meetings, supervising committee business, and acting as liaison to the full Board. One co-chair of each committee shall be a delegate to the Board. Co-chairs shall be elected to their positions for a one-year term by a majority of the voting members of the committee present at the meeting at which the vote is taken. Sub-committees may follow different organizational procedures, but shall have at least one member who is a delegate to the Board, and shall report to the standing committee.
 - 8.2.b. Deliberations of standing committees shall be recorded by a minute taker. All members of the committee, whether delegates, alternates or ad hoc members, shall serve with full voting rights. Ad hoc members shall be individuals other than delegates or alternates who are appointed to a committee by the Board upon recommendation from the committee. Voting privileges of ad hoc members are limited to meetings of standing

committees and shall commence after Board appointment. One-half of the committee membership shall constitute a quorum for transaction of business. Electronic voting may be substituted when necessary, with the same requirement for quorum and following the protocol in Article 10.3.

8.2.c. Each member of the Board of Directors shall serve on at least one of the standing committees, with the exception of Board members assigned special functions as outlined in Article 8.4.

8.3 Temporary Committees (Task Forces). Special ad hoc committees may be formed by the Board or any standing committee as deemed necessary to research and recommend various positions on certain projects or situations as pertain to the District. Ad hoc committees shall report to the standing committee most concerned with the subject and to the Board.

8.4 Special Positions. The Board can create special positions by resolution for Board members so that in lieu of sitting on a committee, they may fulfill special functions as determined by the Board.

ARTICLE 9 - MEETINGS

9.1 Regular meetings of the Board generally shall be held monthly at a date, time and place established by the Board. Delegates and alternates shall be notified at least three (3) days in advance of the monthly meetings and the agenda, place, and time of such a meeting. Special meetings may be called by the acting Board chair or by two of the three co-chairs, and shall be called by the co-chairs as so requested by a majority of Board delegates.

9.2 Town Meetings shall be held at least twice annually and may be held in conjunction with a regular Board meeting. The purpose of Town Meetings is to provide a public forum for discussion of community concerns and to allow Board members to report activities to the community. Advance notice of each Town Meeting and the agenda shall be communicated to the community.

9.3 Standing committees of the Council generally meet monthly. Special meetings may be called by the co-chairs of each committee or by the Board chair and shall be called by the committee co-chairs at the request of a majority of the voting members of the committee.

9.4 The Executive Committee generally shall meet monthly or more often as needed.

9.5 All meetings of the Board and its committees are open to the public, with exceptions as allowed under the Minnesota Open Meeting Law.

ARTICLE 10 - QUORUM; VOTING

10.1 Not less than one-half of the voting members of the Board shall constitute a quorum for the transaction of business. If and so long as any voting member for

an area or sector is absent, the next ranking unseated alternate member for such area or sector who is present shall be seated with power to act in his or her stead and shall be considered for all purposes of these Bylaws, including determination of a quorum, as a voting member. In the absence of a quorum, a majority of Board delegates and seated alternates present may adjourn a meeting from time to time until a quorum is present. If a quorum is present when a duly called or held meeting is convened, delegates and seated alternates present may continue to transact business until adjournment, even if too few remain to constitute a quorum.

10.2 Except as otherwise required by law, the acts of a majority of the voting members of the Board present at a duly held meeting shall be the acts of the entire Board. For meetings of delegations, all delegates and alternates in such delegation shall be entitled to vote, and quorum shall consist of not less than one-half of the delegates and alternates in such delegation.

10.3 In cases in which electronic voting is required, whenever possible all Board delegates and alternates will be contacted with sufficient time to obtain clarification on questions. At least one-half of the membership must vote in order for the outcome to be considered official. Electronic votes by alternates are included as described for regular meetings when the full membership of a delegation does not vote before the defined deadline.

ARTICLE 11 - **FISCAL YEAR**

The fiscal year of the corporation shall be established by the Board of Directors.

ARTICLE 12 - **EXECUTION OF CONTRACTS**

The Board of Directors may authorize any officer or officers, or agent or agents, to enter into contract, or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances. Except as otherwise provided in these Bylaws and except as from time to time authorized by the Board of Directors, no officer, agent, or employee shall have power or authority to bind the corporation by any contract or engagement, or to pledge its credit, or to render it liable pecuniarily for any purpose or in any amount.

ARTICLE 13 - **INDEMNIFICATION; STANDARD OF CONDUCT**

13.1 Indemnification. The corporation shall indemnify such persons for such expenses and liabilities, in such manner, under such circumstances, and to such an extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

13.2 Conflict of Interest. The Council shall not enter into contracts or transactions between the Council or a related corporation and a director of the Council or between the Council and an organization in which a director of the Council is a

director, officer, or legal representative, or has a material financial interest, except in accord with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

13.3 Standard of Conduct. Each director, committee member and officer shall discharge her or his duties as a director or officer in good faith, in a manner which the individual reasonable believes to be in the best interest of the Council, and with the care an ordinary prudent person in a like position would exercise under similar circumstances and in accordance with standards set out in Minnesota Statutes, Section 317A.251 and 317A.361 (as the case may be), as no enacted or hereafter amended.

ARTICLE 14 - AMENDMENTS

The Articles of Incorporation and bylaws of the Council may be amended by two-thirds (2/3) vote of the Board of Directors. Notice of the proposed amendments must be given to all delegates and alternates not less than five (5) days prior to any meeting at which the amendment will be considered, and must include the substance of the proposed amendments. The community will be notified in advance that changes to the Articles of Incorporation or the Bylaws will be discussed at the Board meeting.

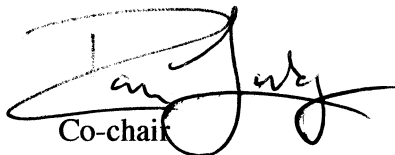
The undersigned, SUYAPA Miranda, Secretary of the St. Anthony Park Community Council, hereby certifies that the foregoing Bylaws were adopted as the complete Bylaws of the corporation by the Board of Directors of said corporation on November 9, 2017.

Secretary

ATTEST:



Co-chair
North St. Anthony Park



Co-chair
South St. Anthony Park



Co-chair
Organization