

**BYLAWS
OF THE
PAYNE-PHALEN DISTRICT 5 PLANNING COUNCIL**
[Last revision 12/17/01]

ARTICLE I

NAME AND LOCATION

Section 1: NAME: The name of this organization shall be the Payne-Phalen District 5 Planning Council, hereinafter in these Bylaws referred to as the Council.

Section 2 LOCATION: District 5 shall comprise the area in Saint Paul, Minnesota, that is bounded by Larpenteur Avenue on the north, Highway 35E on the west, the line upon which Grove Street is platted on the south and the former Burlington Northern Right of Way on the east.

ARTICLE II

PURPOSE

Section 1 PURPOSE: The purpose of this Council shall be to unite, in common cause, the residential and business communities, to meet the physical, economic and social needs of the area so described in Article I, Section 2, of these Bylaws.

ARTICLE III

MEMBERSHIP

Section 1 ELIGIBILITY: All residents sixteen (16) or older, residing within the boundaries as stated in Article I, section 2 of these bylaws, and owners of businesses within the same stated boundaries, or the designated representatives for whom the business owner has submitted to the secretary a signed authorization. A business, whether represented by an owner or designated representative, shall have one vote.

ARTICLE IV

BOARD OF DIRECTORS

Section 1 PURPOSE AND NUMBER: The Board of Directors shall be the governing body of the Council and consist of twenty (20) members. Voting is limited to the elected Board members. At least two-thirds (2/3) shall be residents at large.

Section 2 NOMINATION OF DIRECTORS: At the regular Board meeting, held in the third week of January, the Board of Directors shall appoint a Nominating Committee of no less than five (5) members. It shall be the duty of this committee to nominate candidates for the Board and prepare ballots for the annual meeting. Additional nominations for the Board of Directors may be made from the floor prior to the voting at the Annual meeting and includes the general membership.

Section 3 VOTING: Voting shall be by ballot and no cumulative voting shall be allowed. A plurality of votes cast shall elect such candidates.

Section 4 TERM OF OFFICE: One-half of the required number of Directors shall be elected each year to serve for a term of two (2) years, or until their successors are elected, or until removed in the manner herein provided in these Bylaws. Their terms shall begin the third Tuesday in May. Directors may stand for re-election.

Section 5 DUTIES: The duties of these Directors shall be as follows:

- A. Directors shall be present at all regularly scheduled meetings of the Board of Directors. Requests for excused absences shall be given to the District Office and entered into the minutes of the relevant meeting. Exception shall be made for extraordinary circumstances such as personal injury or lengthy illness.
- B. Directors must serve on at least one committee during any consecutive twelve (12) month period.
- C. Directors shall discharge their duties in good faith, in a manner the Directors reasonably believe to be in the best interests of the Council, and with the care an ordinarily prudent person, in a like position, would exercise under similar circumstances.
- D. Directors shall perform the duties prescribed by these Bylaws and by the Council.

Section 6 RESIGNATION FROM OFFICE: Any Director desiring to resign from the Board of Directors may do so by submitting a written resignation to the Board of Directors for action.

Section 7 REMOVAL FROM OFFICE: Any Director may be removed from office for cause by a majority vote of the Board of Directors. Cause shall include, but not be limited to, unexcused absence from three (3) consecutive Board meetings, or from six (6) Board meetings during any consecutive twelve (12) month period.

The President must notify the Board of Directors when just cause has been determined and call a meeting for a vote on removal. If the vote is affirmative, the President must provide the Director to be terminated, written notice of the impending termination, stating the reason, and allow at least fifteen (15) days for response. The respondent must have an opportunity to be heard by the Board of Directors not less than five (5) days before the effective date of termination. The Board has the power to reverse the termination by a majority vote.

Section 8 VACANCIES: Vacancies on the Board of Directors shall be filled at the discretion of the Directors in such manner as shall be consistent with its originally elected Director.

ARTICLE V

OFFICERS

Section 1 OFFICERS AND THEIR NUMBER: The officers of this Council shall be a President, a Vice President, a Secretary, a Treasurer, and other such officers as may, from time to time, be required for its organizational structure.

Section 2 ELECTION OF OFFICERS: Officers shall be elected by and from the Board of Directors, at the first regular Board meeting following the Annual meeting. Voting shall be by ballot. No two (2) offices shall be held by the same person at the same time.

Section 3 TERMS OF OFFICE: Officers shall serve for one year or until their successor is elected, or until removed in the manner herein provided in these Bylaws. The President shall serve no more than two (2) consecutive terms in that office. An officer who has served more than one-half (1/2) of a term is considered to have served a full term in that office.

Section 4 DUTIES: These officers shall perform the duties prescribed by these bylaws and by the parliamentary authority adopted by the Board.

Section 5 VACANCIES: Vacancies shall be filled by and from the Board of Directors, voting by ballot, with the officer assuming the duties of the office upon election.

Section 6 RESIGNATION: Officers desiring to resign from an officer position may do so by submitting a written notice to the Board of Directors for action. Resignations from both officer and Board positions from the same individual must be sent separately.

ARTICLE VI

EXECUTIVE COMMITTEE

Section 1 OFFICERS AND THEIR NUMBERS: The Executive Committee shall consist of the four (4) officers plus three (3) members of the Board of Directors.

Section 2 ELECTION: Elections shall be conducted pursuant to Article V, Section 2, of these Bylaws.

Section 3 DUTIES: The duties of the Executive Committee shall be as follows:

- A. The Executive Committee shall meet as needed for the purpose of assisting the President in conducting the affairs of the Council as set forth in these Bylaws.
- B. The President shall serve as the presiding officer.
- C. Accurate reports of all Executive meetings shall be presented to the next regularly scheduled meeting of the Board of Directors for approval.
- D. When matters requiring immediate action are called to the attention of the Officers, and the calling of a Special Board of Directors meeting is impossible, the President or any three (3) members of the Executive Committee may call a meeting of the Executive Committee.

Section 4 QUORUM: A majority of the Executive Committee shall constitute a quorum.

ARTICLE VII

MEETINGS

Section 1 ANNUAL MEETING: The purpose of the Annual meeting shall be to elect all eligible persons to the Council Board of Directors, pursuant to Article IV, Sections 2 and 3, of these Bylaws, and to present to the General Membership a report from the President and the Treasurer.

The Council shall hold its Annual Meeting the fourth Tuesday in April, except when the date has been changed by the Board of Directors, at least one month prior.

The date, time, place, and other matters to be addressed at the Annual Meeting shall be determined by the Board of Directors and announced to the General Membership no less than fourteen (14) days, nor more than forty-five (45) days prior to the Annual Meeting.

The Annual Meeting shall be public, and General Members as defined in Article III of these Bylaws may participate by signing in upon arrival, and showing proof of residency in District 5 as the district is defined in Article I, Section 2, of these Bylaws.

Section 2 REGULAR MEETING: The regular meetings of the Board of Directors shall be public, and held the third week of each month, except when another date has been chosen and announced the previous month. The date of the regular meeting shall be announced at least seven (7) days prior to the scheduled meeting. Official notification to the Board of Directors, for regular meetings will be by mailing from the District Office.

Section 3 SPECIAL MEETINGS:

- A. Special meetings of the Board of Directors may be called by the President on matters of urgency. Notice shall be given to members of the Board of Directors at least three (3) days in advance, specifying the time, place, and reason for the special meeting.
- B. Also, the President shall be required to call a special meeting at the request of five (5) members of the Board of Directors, who have stated, in writing, a reason for their request. The President must give the members of the Board of Directors no less than seven (7) days notice of any special meeting, specifying the time, place, and reason for the special meeting.
- C. Only the matter for which any special meeting is called shall be discussed.

Section 4 QUORUM: A majority of the Board of Directors shall constitute a quorum at any duly convened meeting. A majority vote, of said quorum, is required for passage of all Council actions, except as where noted within these Bylaws.

ARTICLE VIII

COMMITTEES

Section 1 APPOINTMENT: The Board of Directors shall establish committees and task forces as deemed necessary for its purposes, with at least one (1) member of the Board of Directors required on each committee. The President shall be, Ex Officio, a member of all committees, except the Nominating Committee. The President shall appoint all conveners.

Section 2 DUTIES: Committees shall perform their duties prescribed by these Bylaws and by the Parliamentary Authority adopted by the Board. The Board of Directors' standard of conduct applies to committee actions, although the committee members need not be members of the Board of Directors.

Section 3 MINORITY REPORT: When a minority of members on the Board of Directors have an opinion on a particular issue and wish to prepare a minority report, they shall notify the President, and this minority report shall be forwarded to the appropriate parties.

ARTICLE IX

FINANCE

Section 1 DEPOSITORY: The Board of Directors shall have the power to receive and expend funds and to open and close banking accounts, subject to an adopted annual budget, funding guidelines, and generally accepted accounting practices, and shall designate persons authorized to sign checks on the Council's accounts. All checks shall require two (2) signatures.

Section 2 AUDIT: The Council's books of accounts shall be audited at least once each year.

Section 3 FISCAL YEAR: The fiscal year shall begin on the first day of January and end on the last day of December each year.

ARTICLE X

STAFF

Section 1 EMPLOYED STAFF: The Board of Directors may employ staff at its discretion; and establish procedures for hiring, evaluating and terminating such staff.

Section 2 VOLUNTEER STAFF: The Board of Directors may utilize volunteers. Providing funds are available, expenses incurred by volunteers in the performance of Board assignments may be reimbursed pursuant to adopted fiscal policies.

ARTICLE XI

PARLIAMENTARY AUTHORITY

Section 1 PARLIAMENTARY AUTHORITY: The rules contained in the current edition of Roberts Rules of Order Newly Revised shall govern the Council in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Council may adopt.

ARTICLE XII

AMENDMENT OF BYLAWS

Section 1 These Bylaws, or any that may hereafter be adopted by the Board of Directors, may be changed or amended by introduction, in writing, of the amendment(s) at a regular Board meeting and voted on at a subsequent general district meeting.

Section 2 These Bylaws may be amended or changed by a two-thirds (2/3) vote of those present at a general district meeting, following their introduction.

Section 3 The Board shall provide notice, in advance, of impending votes on Bylaw changes to the District at large.

ARTICLE XIII

NONPROFIT STATUS

Section 1 No substantial part of the activities of the Council shall be the carrying on of propaganda or otherwise attempting to influence legislation and the Council shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.

Section 2 Notwithstanding any other provision of these Articles, the Council shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by an organization, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law.)

Section 3 Upon the dissolution of the Council, the Executive Committee shall, after paying or making provision for the payment of all of the liabilities of the Organization, dispose of all of the assets of the Council exclusively for the purposes of the Council in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious or scientific purpose as shall at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Executive Committee shall determine. Any such assets not so disposed of shall be disposed of by the District Court of the County in which the principal office of the Council is then located, exclusively for such purposes or such organization or organizations, as such court shall determine, which are organized and operated exclusively for such purposes.

Section 4 No part of the net earnings or funds of the Council shall inure to the benefit of, or be distributable to, its members, officers, or other private persons except that the Council shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Article II hereof.