

**Bylaws of
The Summit-University Planning Council**

ARTICLES

- I. Name**
- II. Purpose**
- III. Boundaries**
- IV. Membership**
- V. Powers**
- VI. Board of Directors**
- VII. Annual and Special Elections**
- VIII. Officers and Duties of Officers**
- IX. Executive Committee**
- X. Committees**
- XI. Board Vacancies**
- XII. Executive Director**
- XIII. Conflict of Interest**
- XIV. Amendments**
- XV. Parliamentary Authorization**
- XVI. Miscellaneous**

Article I.

Name

The name of this organization shall be: *The Summit-University Planning Council.*

Article II.

Purpose

The Summit-University Planning Council, Inc., organized under the laws of the State of Minnesota, and tax-exempt under the provisions IRS code 501 (c) (3) as a private non-profit corporation, assists the Summit-University neighborhood in organizing itself to constructively resolve community concerns and creates an environment encouraging diverse people to live, work and grow harmoniously together. The organization shall reflect the preferences, needs, and interests of the residents of the Summit-University area. The Summit-University Planning Council shall be the officially recognized policy-making body for the Summit-University area.

The primary purpose of the Summit-University Planning Council is to develop and promote a broad-based vehicle for citizen participation at the district level, (in association with the City of Saint Paul Council Resolution File Number 266179, approved on October 9, 1975, and published on October 18, 1975.)

Article III.

Boundaries

The Summit-University community consists of the area within University Avenue to the north; Summit Avenue and Irvine Ave. to the south; Lexington Parkway to the west; and John Ireland Boulevard to the east.

Article IV.

Membership

The constituents of the Summit-University Planning Council shall be the residents and organizations within the areas outlined in *Article III.*

Article V.

Powers

The power necessary to complete the purpose of the organization shall be vested in the elected Board of Directors.

Article VI.

Board of Directors

Section I:

The Board shall consist of twenty-five (25) elected Directors.

1. There shall be three (3) sets for each of the following six (6) sub-districts:

Sub-district A:	Lexington-Dale: University I-94
Sub-district B:	Dale-John Ireland; University I-94
Sub-district C:	Lexington-Dale: I-94 Selby
Sub-district D:	Dale-John Ireland: I-94 Selby
Sub-district E:	Lexington-Dale; Selby-Summit
Sub-district F:	Dale-John Ireland; Selby-Summit/Irvine

2. There shall be two (2) Directors elected at-large from the entire district.
3. There shall be five (5) seats for elected organizations. Elected organizations shall appoint a representative to serve as a Director; said Director may change from time to time at the discretion of the organization.
4. If an organizational representative has been elected an Officer of the Board or the Chair of a Standing or Special Committee, the position is held by the person elected, not the organization.
5. Officers or committee chairmanships held by representatives of organizations will become vacant if an organization makes a permanent change in its representative.

Section 2:

1. Sub-district and at-large Directors will serve a term of two (2) years, the end of the term occurring when the new members are seated at the first Board meeting following the elections. Terms shall be staggered within sub-districts and among the at-large Directors. The term of one Director from sub-districts A, B, and C; two Directors from sub-districts D, E, and F; and one at-large Director shall expire in the even numbered years. The term of two Directors from sub-districts A, B, and C; and one Director from sub-districts D, E, and F; and one at-large Director shall expire in odd numbered years.
2. Organizations that wish to be elected to a seat on the Summit-University Planning Council must be based with the boundaries of Summit-University and must serve residents of Summit-University. The terms for these organizations will be one (1)

year, the end to coincide with the seating of new members at the first Board meeting following the elections.

3. All Directors who have filled a vacancy will serve only until the seating of new members at the first Board meeting following the next annual election.

Section 3:

The duties of the Board of Directors shall be to administer the affairs of the organization. Its powers shall include, but not be limited to, the following:

1. Establish and appoint all special committees;
2. Adopt the operating budget of the organization;
3. Receive progress reports and approve recommendations from officers, committees and the Executive Director;
4. Assure that programs and policies are initiated and carried out;
5. Any hiring and or required termination of an Executive Director; and;
6. Approve the ballot for each annual election.

Section 4:

1. The duties of each Director shall include attendance at monthly Board meetings and regular attendance at and participation in at least one Committee or Task Force.
2. A Director who has unexcused absences from four regularly scheduled Board of Directors meetings during a Council year shall be automatically removed from the Board and the position declared vacant.
3. A Director may be excused from attendance at a regularly scheduled Board of Directors meeting by notifying the Executive Director or the Secretary in advance of the meeting, preferably in writing. No more than two consecutive excused absences shall be granted in a row. Consecutive absences subsequent to two consecutive excused absences shall be considered to be unexcused absences.
4. A Director who expects to be absent from several consecutive meetings may apply for a leave of absence by notifying the Executive Director or the Secretary in writing at least fourteen days in advance of the first missed meeting and stating the anticipated date of return. Board members on leave of absence shall not be counted as absent and shall not be counted in determining a quorum to conduct business; the seat of a Board member on leave of absence continues to be considered filled during the duration of the leave of absence.

5. When a Director has accumulated three unexcused absences, a best effort shall be made to notify the Director that a fourth absence will result in his/her automatic removal from the Board of Directors. This notification should be made after the third missed meeting and at least ten days in advance of the next Board meeting. In the case of an Organization Director, notification shall also be made to the organization.

Section 5:

The Board exercises its responsibilities as a body. Individual Board members represent the organization only as delegated and authorized by the Board. This includes, but is not limited to, incurring debt, participating in political or religious activities, and supporting or opposing issues within the purview of the council.

Section 6:

A Director may resign from the Board of Directors by submitting a letter of resignation to the Chair.

Section 7:

Directors may be removed for cause by majority of the Board. Cause includes acting in violation of the Bylaws or board policies or engaging in illegal activities.

Any Director whose removal has been proposed shall be notified by certified mail no less than 30 days prior to this meeting. The Director shall be given the opportunity to be heard at this meeting.

Any Director who is removed for cause must wait two years from the next regular election before again seeking election to the Board.

Section 8:

The Board shall typically meet monthly, although meetings may be combined at the discretion of the Board. Special meetings may be called through the Secretary, at the request of five (5) or more Directors.

When a special meeting is called specifically to take action on an item that has previously been discussed by the Board, except for personnel items, the vote may be taken by telephone, email or fax.

Section 9:

A majority of the seated Directors shall constitute a quorum for all actions taken at meetings of the board.

Section 10:

The Board Chair or his/her designees are the official spokespersons for the communicating official positions of the Board.

Article VII.

Annual and Special Elections

Section 1:

The Summit-University Planning Council shall hold an annual election in September or October, on a date to be determined by the Board of Directors, to fill all seats that are either vacant or set for expiration, or that are temporarily filled with a year remaining before the expiration of the term for that seat. The actual date of the annual election shall be determined by the Board of Directors no later than July 31 each year.

Section 2:

The Board of Directors may place on the ballot matters for consideration by the public.

Section 3:

The annual election shall be the responsibility of the Election/Leadership Development Committee.

Section 4:

Candidate eligibility shall be:

1. Any person 18 years of age or older who lives within the boundaries identified in Article VI, Section I.
2. Organizations, which are legally registered with the Secretary of State as a for-profit or not-for-profit organization, based within the boundaries of Summit-University and serving the residents of Summit-University.

Section 5:

Any person who lives within the Council boundaries and is 18 years of age or older is an eligible voter. An eligible voter shall only vote in the sub-district in which he/she lives.

Section 6:

Filing as a Director:

1. Persons may file for election by providing proof of eligibility and signing a statement that they will fulfill the duties of a Director if elected.
2. Organizations shall provide a brief statement of their purpose, which shall be included on the ballot by their name, and a signed statement that their representative will fulfill the duties of a Director.

Section 7:

To be seated as a Director or ranked as an alternate, a candidate must receive at least five (5) votes in the annual election.

Section 8:

Available two-year terms shall be filled by those regular or write-in candidates with the highest number of votes. One-year terms shall be filled by candidates with the next highest number of votes. After those positions have been filled, all remaining candidates meeting the requirement outlined in Section 7 above will be ranked as alternates in order of their vote totals. The candidate with the highest number of votes will become the first alternate. In the case of a tie for any of the seats or alternate positions, the order will be determined by lottery.

Section 9:

The newly elected members of the Board of Directors shall be seated at the first Board Meeting following the annual election.

Article VIII.

Officers & Duties of Officers

Section 1:

The officers of the Board of Directors shall consist of a Chair, Vice-Chair, Secretary, and Treasurer.

Section 2:

The Chair shall preside at meetings of the Board, be the Chairperson of the Executive Committee and insure board policy is followed.

Section 3:

The Vice-Chair shall assist the Chair in his/her duties and act for the Chair in his/her absence. The Vice-Chair shall serve as the Chair of the Election/Leadership Committee. He/she will also carry out other duties as assigned by the Board.

Section 4:

The Treasurer will be the Chair of the Finance Committee. The Treasurer shall be responsible for monitoring all financial issues, including but not limited to the budget, cash flow and fund raising. If required by the Directors, he/she shall execute and deliver to the corporation a bond in the amount, with such sureties and upon such conditions as shall be approved by the Directors, provided, however, that the corporation shall pay the costs of such a bond.

Section 5:

The Secretary shall perform such official correspondence as may be directed, maintain official records of the organization, update written policies, prepare statements of the Board and the Executive Committee, take roll call at each meeting, and record and certify minutes of the Board meetings.

Section 6:

The election of officers shall be held annually at the second Board of Directors meeting following the Board Elections.

Article IX.

Executive Committee

Section 1:

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary, Treasurer, and the Chairs of the following committees: Community Outreach/Communications, Community Improvement and Safety, and Neighborhood Development.

Section 2:

Standing Committee Chairs shall be elected annually at the second Board of Directors meeting following the Board election.

Section 3:

No more than two (2) representatives from the same sub-district shall serve on the Executive Committee. No more than two (2) representatives from organizations shall serve on the Executive Committee.

Section 4:

Any vacancy on the Executive Committee shall be filled by the Board of Directors through an election for that specific position—no later than the 2nd regular meeting after the vacancy occurs

Section 5:

The Executive Committee shall oversee planning and administration, and shall be responsible for the ongoing review of the annual plan and monitoring the progress and execution under that plan. The Executive Committee shall review and recommend action on personnel matters. It will also recommend the agenda for the monthly Board meetings, and shall maintain a liaison with the Committees.

Section 6:

A majority of the seated members of the Executive Committee shall constitute a quorum for all actions taken at any meeting by the committee. All members must be informed in advance of Executive Committee meetings.

Section 7:

The Executive Committee shall have the power to make decisions that are needed in responding to an emergency or crisis. Such action will require the unanimous vote of the members in attendance at a regular or special Executive Board meeting. Any action so taken shall be reported, in writing, to the Board at its next meeting.

Section 8:

The Executive Committee shall meet monthly. Special meetings of the Executive Committee may be called by the Chair. If an Executive Committee member misses three meetings, they are automatically removed from the Executive Committee. Following two absences, a best effort should be made to notify the member advising him/her that a third absence will result in his/her automatic removal from the Executive Committee and, in the case of officers or committee chairs, from those positions.

Article X.

Committees

Section 1:

The organization shall accomplish its purpose through committees.

Section 2:

Standing committees shall be:

1. Finance;
2. Community Outreach/Communications;
3. Election/Leadership Development;

4. Community Improvement & Safety; and
5. Neighborhood Development

The duties of these committees may change from time to time as directed by the Board, with their ongoing responsibilities defined herein.

Section 3:

The Finance Committee shall:

1. Prepare and recommend an operating budget;
2. Monitor the budget;
3. Monitor a fund-raising program; and
4. Work with the Board and committees on funding proposals.

Section 4:

The Community Outreach/Communications Committee shall:

1. Develop and monitor publicity and public relations projects;
2. Maintain ongoing communication with the community;
3. Create and implement an inclusive Board election process; and
4. Establish reciprocal relationships with other organizations within the Summit-University neighborhood, and recommend persons to be appointed as representatives from Summit-University to other City and neighborhood organizations.

Section 5:

The duties of the Election/Leadership Development Committee shall include:

1. Overseeing the annual election.
 - a. Establish the date, times and polling sites for voters;
 - b. Create and implement an inclusive Board election process;
 - c. Qualifying and orienting all candidates to the process
 - d. Making provisions for the write-in candidates and absentee voting;
 - e. Preparing an election ballot; and
 - f. Preparing and presenting an election report to the Board at its May meeting
2. Undertake Board leadership development.

Section 6:

The Neighborhood Development Committee Shall:

1. Solicit constituent input & recommend action on land use within the district
2. Review, monitor, and ensure neighborhood representation regarding major development projects within the Summit-University community and the City.

Section 7

The Community Improvement and Safety Committee shall:

1. Review and recommend crime prevention strategies to the Board
2. Promote collaboration on crime and safety efforts within the community.

Section 8

The Board will establish committees or task forces and may open these to non-board members. Such ad-hoc committees /task forces shall be chaired by Board members.

Ad-hoc committees/task forces shall submit to the Executive Committee within sixty (60) days an action plan that shall include but is not limited to the committee/task force's priorities for the year.

Article XI.

Board Vacancies

Section 1:

A Board vacancy is created whenever a Board seat becomes open between elections. A Board vacancy shall be first offered to alternates for the seat that the vacancy makes available, including at-large and organizational seats. An alternate is a person or organization identified as such in the most recent annual election report. Alternates shall be offered the vacancy in order of their ranking in this report.

Section 2:

In the event that there are no alternates or alternates do not accept the vacancy, a best effort shall be made to provide notice of the vacancy to the residents or organizations eligible for that seat.

Section 3:

To fill a vacancy, candidates will have 45 days from the date of the vacancy to submit a petition with the signatures of at least ten (10) eligible voters residing within the boundaries of the seat he/she is seeking. Nominations will remain open for the full 45-day period.

Section 4:

If only one qualified candidate emerges, the candidate will be seated at the next regularly scheduled Board meeting. If there is more than one qualified candidate for the vacancy, the selection shall be made by lottery at the next regularly scheduled Board meeting, at which time the winner will be seated.

Section 5:

In the event that no qualified candidate emerges within the 45-day period, notice will again be provided, 30 days will be allotted for the receipt of petitions and the same seating procedures outlined herein will apply. This process will be repeated until the seat is filled or until the next annual election, whichever is earlier.

Section 6:

If a Director moves from the sub-district in which he/she was elected, but retains residency within the Summit-University boundaries, he/she shall serve until the next annual election, at which time his/her seat will be declared vacant.

Section 7:

A recall petition will be valid if it satisfies one of the following two conditions: (1) it is signed by at least 25 persons eligible to vote for that seat and which number must also include at least 50% of those persons recorded as voting in the last election for that seat, or (2) it is signed by any 50 persons eligible to vote for that seat. Thereafter, a special election in the affected sub-district must be called by the Summit-University Planning Council within thirty (30) days after the first Saturday on which the Summit-University Planning Council has in its possession the recall petition. If at the special election at least a two-thirds (2/3) simple majority of the votes cast are in favor of the member's recall, he/she shall be recalled from the Summit-University Planning Council and his/her seat shall be declared vacant.

Article XII.

Executive Director

Section 1:

The Executive Director shall work under the direction of the Executive Committee through the Chair, and shall perform the duties stated in the job description. The Executive Director will hire and supervise all other staff members. All personnel policy matters shall be referred to the Personnel and Administration Committee.

Article XIII.

Conflict of Interest

Section 1:

The organization shall not purchase or lease any goods, services, or space from any business which is owned and/or operated by any Board Member, staff member, or closely-related persons,

unless competitively bid and unless approved by two-thirds (2/3) of the seated members of the Board of Directors.

Section 2:

A Board Member must give full disclosure to the Board of any financial interest he/she or closely-related persons have in matters before the Board. No Board Member shall engage in making motions or voting on any matter in which he/she or closely-related persons have any financial interest, but may participate in the discussion after disclosing the nature of the potential conflict of interest.

Section 3

At no time will any Board or staff member engage in any external activity or relationship that either constitutes an actual conflict of interest or has the appearance of a conflict of interest with the mission of the Planning Council, or with their duties and responsibilities as Directors or employees of the Summit-University Planning Council, without the prior review and approval of the Executive Committee or the full Board.

Section 4.

A Director who becomes a candidate for any public elective office shall be required to take a leave of absence for the duration of the campaign, effective on the date of filing.

Article XIV.

Amendments To The Bylaws

Section 1:

The Board of Directors shall have the authority to make or alter the Bylaws of the corporation. Notice of the proposed amendment(s) of the Bylaws must be given at a regular meeting one month prior to the meeting when the amendments(s) will be voted on or by not less than fourteen (14) days written notice before this meeting. A two-thirds (2/3) affirmative vote of those Directors voting at the meeting is necessary to approve the amendment(s).

Article XV.

Parliamentary Authority

Section 1:

Robert's Rule of Order, newly revised, is the parliamentary authority for any matters not covered by Minnesota Laws, the Articles of Incorporation and the Bylaws.

Article XVI.

Miscellaneous

Section 1: Contracts

The Board of Directors shall not make or enter into on behalf of the corporation, any contract, transaction or act, or carry on any activity not permitted by any organization exempt from tax under the IRS Code Section 501 (c)(3), as not constituted or hereafter amended. In addition, Directors shall not make, enter into or carry on any activity which would cause the corporation to be deemed a private foundation or public charity within the meaning of IRS Code Section 509, as now constituted or hereafter amended.

Section 2: Execution of Instruments

Execution of Instruments All deeds, mortgages, notes, contracts and other instruments shall be signed on behalf of the corporation by the Chair and Executive Director. All checks shall be signed by two officers of the Board of Directors.

Section 3: Fiscal Year

The fiscal year for the corporation shall be January 1 to December 31 of each year.

Section 4: Dissolution

In the event that this organization should for any reason discontinue its operation and become dissolved, the Board of Directors shall, after payment or the provisions of payment for all the liabilities of the Summit-University Planning Council, expend the assets exclusively for the general purposes of the Summit-University Planning Council or to organizations that are qualified as tax-exempt organizations under Section 501 (c)(3) of the Internal Revenue Code.

Section 5: Indemnification

The Summit-University Planning Council shall indemnify and hold harmless any director, officer, or employee from suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a director, officer, or employee, provided the director, officer, or employee (1) has not been indemnified by another organization for the same liability with respect to the same acts or omission; (2) acted in good faith; (3) received no improper personal benefit; (4) in the case of criminal proceeding, did not have reasonable cause to believe the conduct was unlawful; and (5) reasonably believed the conduct was in the best interest of the organization.

**(Revised and Approved May 25, 1993)
(Amended March 22, 1994; May 24, 1994; September 22, 1998; November 26, 2002; April 22, 2003; March 22, 2005; February 23, 2010; April 27, 2010)**