

CRNRP Bylaws

The Cedar Riverside Neighborhood Revitalization Program

MISSION

CRNRP promotes cooperation, resident involvement, leadership develop and positive community initiatives in the Cedar Riverside neighborhood of Minneapolis. All funds, whether income or principal, and whether acquired by gift or contribution or otherwise, shall be devoted to said purposes.

The Board of Directors shall plan, implement, and review all of the Cedar Riverside NRP activities. It will hire necessary staff, maintain an office, and conduct outreach in order to represent, and provide for the participation of, the interests of all segments of the community in the neighborhood's NRP process and decision making.

ARTICLE I OFFICE

The principal office of the corporation shall be at such location within the Cedar-Riverside neighborhood of Minneapolis, Minnesota as shall be determined by the Board of Directors.

ARTICLE II PURPOSE

The purpose of the corporation is to combat community deterioration and reduce neighborhood tensions by building neighborhood leadership capacity, creating effective partnerships for neighborhood planning and implementation of community development initiatives, helping to combat juvenile delinquency, promoting aid to the elderly and increasing community involvement to achieve such objectives in the Cedar Riverside Neighborhood of Minneapolis.

ARTICLE III MEMBERSHIP

The Board of Directors shall serve without pay and shall consist of fourteen (14) members plus an ex-officio member and additional directors as specified in Article III, Sec. 3, Article V, Section 2 and Article VII, Sec. 2.

Section 1. Eligibility. Natural persons are eligible for membership in the corporation who are sixteen(16) years of age or older and can demonstrate (a) residency by producing a Minnesota driver's license, Minnesota identification card or other residency verification of individual residence within the Cedar-Riverside Neighborhood ("the Neighborhood") as defined by the City of Minneapolis, or proof of enrollment at an accredited school located within the neighborhood, or (b) proof of ownership or interest in a business or lease of a business or real property, or proof of being employed by a nonprofit

organization, business, or government entity located in the Neighborhood, or (c) who resides within the geographic boundaries of a the Neighborhood or meets membership criteria but lacks the documentation required, but a member who has the required documentation identified in (a) or (b) above vouches for the individual.

Section 2. Membership. Eligible persons shall be accepted into membership by attending an Annual Meeting, by contacting the corporation in writing, by attending a meeting of the Board of Directors (the "Board") or signing in at a committee meeting or at an event or festival, or by other mechanisms established by resolution of the Board. Members shall have the right to vote as individuals at Annual Meetings in accordance with Article IV Sec. 1 and at Special Meetings of Members in accordance with Article IV Sec. 5. No dues shall be required for membership or exercise of membership rights. Only persons who are members of record as of at least fifteen (15) days prior may vote at a meeting of members. Board Members shall serve no more than 3 consecutive 2-year terms or until such time as the individual no longer meets the criteria of Section 1 of this Article, or they voluntarily resign their membership.

Section 3. Initial Board of Directors. Prior to the first Annual Meeting the Board consists of eight (8) seats for the incorporators and up to seven (7) additional seats, six of which are for individuals eligible for membership to be elected by consensus of the Board. Three (3) of the additional seats may be ex officio to represent major institutions, and the other additional seat shall be ex officio for a non-voting Executive Director described in Article VI Sections 9 and 10. The Board may appoint no more than three (3) additional Directors as provided in Article VII, Sec.2.

ARTICLE IV ANNUAL MEETING OF THE CORPORATION

Section 1. Annual Meeting. The first Annual Meeting shall take place during the six (6) months following approval of these bylaws. An Annual Meeting shall be held every year following the year in which the first Annual Meeting takes place. The date, time and place of the Annual Meeting shall be established by the Board. The annual meeting shall include election of Directors whose terms are up, and an Annual Report on the financial condition, programs and activities of the corporation. If the election of Directors shall not be held on the day designated herein for any Annual Meeting, or any adjournment thereof, the Board shall cause the election to be held at a Special Meeting as soon thereafter as conveniently may occur.

Section 2. Place of Meeting. The Board may designate any place within the Neighborhood as the location for an Annual Meeting.

Section 3. Notice of Meeting. Written or printed notice stating the place, day and hour of the Annual Meeting shall be delivered, either personally or by mail to the Board and by

similar means or publication **to the membership**, not fewer than forty five (45) days before the date of such meeting at the direction of the President or other Officer or persons calling the meeting. The specific purpose or purposes for which the Annual Meeting is called shall be stated in the notice, along with Date of Record requirement for voting and requirements for nomination. Business may only be conducted at the Annual Meeting consistent with a purpose stated in the notice.

Section 4. Quorum; Proxies; Record Date. No business can be conducted at the Annual Meeting unless a majority of the Board is present. The Board may establish a reasonable general quorum for any Annual Meeting or Special Meeting of Members, which shall be included in the notice of meeting. There shall be no voting by proxy at any Annual Meeting or Special Meeting of Members.

Section 5. Special Meetings of the Members. Members may require a Special Meeting of the Members by delivering a petition to the Board signed by fifty (50) or more members. Upon receipt of the petition, the Board shall schedule a meeting, preferably in consultation with the petitioners, to take place no sooner than twenty (20) days but no later than forty (days) following, and the Board shall provide at least fourteen (14) days advance public notice of the Special Meeting of Members to members.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. Except as otherwise provided in these bylaws, the Board shall have full power to operate and manage this corporation, and shall serve without pay

Section 2. Number and Qualifications. At the first Annual Meeting and thereafter, the Board shall have nine (9) seats for Members who represent the Neighborhood as residents and three (3) seats for members who represent businesses or corporations in the Neighborhood, one (1) seat for a member who owns a small non-homesteaded property in the Neighborhood and one (1) seat for a student enrolled in an accredited school located within the Neighborhood. In addition, there shall be an ex officio non-voting seat for the Executive Director. After each Annual Meeting, the Board may also appoint a youth ages 16-21 if no Director in the above mentioned categories meets this qualification. Further, the Board may appoint no more than three (3) additional Directors as provided in Article VII, Sec.2.

Section 3. Election of Directors. Of the nine (9) Board seats designated for residents, two (2) shall be for the Seven Corners area, one (1) for the Cedar East area, one (1) for the Riverside Park area, four (4) for the Plaza area; and one (1) for the Cedars area; these geographical areas are defined as follows:

- Seven Corners is the area bounded by Highway I-35W, the Mississippi River, and Highway 122;

- Cedar East is the area bounded by Interstate Highway 94, Cedar Avenue, Highway 122 and 25th Avenue South
- Riverside Park is the area bounded by 25th Avenue South, Interstate Highway 94 and the Mississippi River;
- Plaza Area is the area bounded by Interstate Highway I-35W, Cedar Avenue, Highway 122 and South Sixth Street.
- Cedars Area is the area bounded by South Sixth Street, Cedar Avenue and Highways I-35W and I-94.

Each Director to represent a geographical area shall be elected at the Annual Meeting by a caucus of members resident in that area. Directors to represent Neighborhood businesses or corporations in the Neighborhood shall be elected at the Annual Meeting by a caucus of members who represent Neighborhood businesses or corporations. The Director to represent small property owners, and the Director to represent students, shall be elected at the Annual Meeting each by a caucus of members similarly situated and qualified for the open seat. A member attending the Annual Meeting may not vote in an election of more than one category of Board seat.

Section 4. Tenure of Directors; Nomination. Directors elected at the Annual Meeting shall have a two (2) year term, except at the first Annual Meeting, as described in Article V Section 5 (B), and except for the Directors to represent small property owners and students who shall each have a one (1) year term. Nominations and qualifications shall be submitted in writing, to the corporate Secretary, by any person eligible for membership, not less than fifteen (15) days in advance of the Annual Meeting, and shall be prepared and made available to the Directors and the Members not less than seven (7) days prior to the Annual Meeting. The Board shall establish a Nominating Committee in accordance with Article VII, Sec. 3, and shall endeavor to present a full slate of nominees consistent with the best interests of the corporation.

Section 5. Staggered Terms.

A. Classes: For the purposes of election to office only, the directors shall be in one of two classes Even-Year Class and Odd-Year Class. Even-Year Class seats are up for election in even-numbered years and Odd-Year Class seats are up for election in odd numbered years. Each class shall have, as nearly as possible the same number of directors and the same number of directors of each category.

B. First Annual Meeting; Subsequent Terms: At the first Annual Meeting, half of each category of the categories of seats for election described in Article V, Sections 2 and 3, two members representing businesses or corporations, and/or own real property in the Neighborhood, and five members who represent the Neighborhood as residents shall be designated as having terms of one (1) year, but only for that election. Designation of such term of office shall be determined by a chance method such as a drawing, if not decided by mutual agreement of the electees. At subsequent Annual

Meetings, all elections shall be for 2 (two) year terms, except for Directors to represent small property owners and non-resident students, consistent with Article V Sections 4 and 5 (A) The directors elected to succeed those whose terms are expiring shall be identified as being of the same class as the directors they succeed and shall serve terms as set out in Article V, Section 4.

Section 6. Vacancies. Any vacancy occurring on the Board between Annual Meetings shall be filled by the Board with the recommendation of the Executive Director, upon an affirmative vote by the majority of the Directors present at any Board meeting at which a quorum is present. A Director thus selected to fill a vacancy shall serve out the unexpired term of the predecessor in office and in the same ratio as set forth in Article V Sec. 2 and according to the relevant qualifications for the seat as set forth in Article V Sec. 3.

Section 7. Removal of Directors. Any Director may be removed from office by a two-thirds (2/3) majority vote of the total Directors after three (3) consecutive, unexcused absences from regular Board meetings or for reasonable cause.

Section 8. Notice - Regular Meetings. The Board shall provide the time and place for the holding of regular meetings of the Board. Within each year, there shall be no fewer than four (4) regularly scheduled meetings.

Section 9. Special Board Meetings. Special meetings of the Board may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board may designate any place within the Neighborhood as the place for holding any special meeting of the Board called by them.

Section 10. Notice - Special **Board** Meetings. Notice of any special meeting of the Board shall be given at least three (3) days previous thereto by written notice delivered personally or sent by mail, e-mail, or telegram to each Director at his/her address as shown by the records of the corporation. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting. The purpose of any special meeting of the Board shall be specified in the notice or waiver of notice of such meeting.

Section 11. Quorum; Proxies. The majority of the total Board shall constitute a quorum for the transaction of business at any meeting of the Board, but if less than a majority of the Directors are present at said meeting, the Directors present shall adjourn the meeting. Once a quorum is established, it shall remain for the duration of the meeting. There shall be no voting by proxy at any meeting of the Board.

Section 12. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless otherwise provided by law or by these bylaws.

Section 13. Emergency Action. Any emergency action required to be taken at a meeting of

the Board may be taken without a meeting if consent in writing setting forth the action as taken is signed by a majority of the Directors.

Section 14. Conflict of Interest.

A Director or staff employee must be able to set aside any potential conflict between their personal or individual business interests to support the well-being of the organization.

A. Definition; Recusal. A Director or staff employee who a) receives any direct or indirect financial interest from, or serves on the board of directors of any organization, project or development that is being considered by the Cedar Riverside Neighborhood Revitalization Program or by any of the organization's task forces or committees, its Board, or its membership, or b) has an interest incompatible with an interest of the Cedar Riverside Neighborhood Revitalization Program, or who is associated with or affiliated with an organization, enterprise or group having an aim, activity, or objective contrary to an interest of the Cedar Riverside Neighborhood Revitalization Program, must declare such interest or affiliation in writing and shall abstain from discussion and 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, parent, brother or sister or has a similar or comparably close relationship with) of the beneficiary of any action of the Cedar Riverside Neighborhood Revitalization Program.

B. Meetings. Any Director having a conflict of interest shall not be counted in determining a quorum for that portion of the meeting where the conflict of interest is declared. The minutes of the meeting shall reflect such disclosure, abstention from voting and the quorum situation. The foregoing shall not be construed to prevent a Director from briefly stating his/her position in the matter, nor from answering pertinent questions of other Directors, although the conflicted Director must continue to otherwise recuse himself/herself from discussion regarding the matter and from voting on it.

C. Acceptance of Directorship; Other Service. When the position of Director is accepted and held, the new office holder shall be expected to make written declaration of any material interests, and any obligations or loyalties that may result in conflict with the duties and obligations of Director or the best interests of the corporation. A Director who is forced to recuse himself/herself on a regular basis should resign from the Board. Any person with expertise who has conflicts of interest but is willing to offer personal services as a volunteer may serve in a capacity other than Director, such as an advisor to the Board or to individuals on the Board.

D. Overlapping Organizations. i. An overlapping organization is an organization that purports to (a) be a citizen participation or representation organization for or within the neighborhood or (b) represent a special interest association of the Neighborhood.
ii. Not the President of the Corporation, not more than two Directors, and no person appointed as Chair of a Standing Committee, can also (1) be of a particular overlapping organization (2) or be a member of the same immediate family (spouse, son, daughter, parent, brother or sister) of, or in a similar or comparable relationship with a particular

overlapping organization. The Executive Director and chairpersons of Standing Committees elected by those committees are not subject to this restriction.

iii. The Board shall make and publish any rules necessary for clear, reasonable and uniform application of this provision concerning overlapping organizations.

E. Diffuse Interests. If a substantial number of members or persons eligible to be members have a small shared interest, direct or indirect, in a matter before the Board, the Board may deem that no conflict exists for a Director having such a small shared interest, or for other such members.

F. Determinations. The Board shall determine whether a conflict of interest exists. The Board should consider the impact of perceived conflicts as well as actual conflicts and treat all such cases as actual conflicts of interest, and should consider relevant past and recent interests, obligations and loyalties as well as those current. A disputed determination of conflict of interest can be appealed to the Minneapolis Neighborhood Revitalization Program.

Section 15. Confidentiality. It is the intent of the corporation to conduct its business in open sessions whenever possible. However, in those circumstances where the Board is discussing or acting upon strategy with respect to litigation, implementation of security systems, purchase of property, consideration of loan applications, interviews with prospective employees, discussion of personnel matters or any other matter which the Board feels must be dealt with in a confidential manner, the Board may close its meeting to the general public. An affirmative vote by a majority of the Directors attending the meeting is necessary to close the meeting.

Section 16. Compensation. The Officers and Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the corporation and approved by the Board of Directors.

ARTICLE VI OFFICERS AND STAFF

Section 1. Numbers and Title. The Officers of the corporation shall be a President, Vice President, Secretary and Treasurer, and such other Officers as may be elected in accordance with the provisions of this article. No Director shall hold more than one (1) office concurrently.

Section 2. Election and Term of Office. The Officers of the corporation shall be elected annually by the Board at the first meeting held following the Annual Meeting. If the election of Officers shall not be held at such meeting such election shall be held as soon thereafter as conveniently may be. Each Officer shall hold office until their successor

shall be duly elected and qualified.

Section 3. Vacancies. Vacancies may be filled, or new offices created and filled, at any meeting of the Board.

Section 4. Removal. Any Officers elected or appointed by the Board may be removed by an affirmative vote of two-thirds (2/3) of the total Board whenever, in its judgment, the best interest of the corporation would be served thereby.

Section 5. The President. The President shall preside at all meetings of the Board or of the Executive Committee. The President shall see that all orders and resolutions of the Board of Directors are carried into effect. The President shall have general superintendence of all other Officers of the corporation and shall see that their duties are properly performed. Such guidelines and direction as the Executive Director may require shall be provided by the President. The President shall, from time to time, report to the Board all matters within his/her knowledge that the interests of the corporation may require to be brought to the Board's notice.

Section 6. The Vice President. In the absence of the President or in the event of the President's inability or refusal to act, the Vice President (or in the event there shall be more than one Vice President, the Vice Presidents in order of their election) shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform other duties as from time to time may be assigned by the President or by the Board.

Section 7. The Secretary. The Secretary shall keep the permanent minutes of the meetings of the Board in one or more books provided for that purpose; shall send out copies of minutes to Board Members; shall see that all notices are duly given in accordance with the provisions of these bylaws, or as required by law; shall be custodian of the corporate records, and in general, shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the President or the Board.

Section 8. The Treasurer. The Treasurer shall perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer and Executive Director shall, with the appropriate standing committee, prepare an Annual Operating Budget showing income and expenses to be presented to the Board for approval.

Section 9. Employees. The Board shall authorize the employment of the Executive Director and shall authorize the employment of other employees as are needed to carry out the program of the corporation. The Executive Director shall select and hire the other employees. The salary or wages and other terms of employment shall be set by the Board who may enter into contracts of employment with such employees on behalf

of the corporation, or alternatively, through arrangements with a fiscal agent.

Section 10. Executive Director. The Executive Director shall serve at the pleasure of the Board for such compensation as the Board may determine. She/he shall have general direction over the operations of the corporation and shall be its official representative. She/he shall comply with Board policies and shall submit to the Board such reports, analyses, statistics, plans and other information as may be required from time to time, and shall assist the Board in the preparation of the Annual Budget. She/he shall be a non-voting ex-officio member of the Board and all committees of the organization.

The Executive Director gives staff support to the Board and to the Executive Committee. She/he is the only staff person who has line responsibility to the Board. That authority shall be exercised only by and through the President of the Board.

Section 11. Other Staff. All other staff is retained by the Executive Director and is accountable to him/her. The Board shall maintain a high level of concern for all employees, and shall review and monitor the application of the corporation's personnel policy.

ARTICLE VII COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the Officers of the corporation. The committee is commissioned by and responsible to the Board in matters of emergency and in interim periods between regularly scheduled Board meetings. The Executive Committee shall have and exercise the authority of the Board in the management of the corporation, provided that such authority shall not operate to circumvent the responsibility and authority vested in the Board by these Bylaws.

The Executive Committee is also commissioned to assume the primary responsibility for all matters pertaining to personnel administration and staffing of the corporation. It shall recommend to the Board a yearly budget and make recommendations in regard to general financial policy. It shall establish and maintain an accounting system, maintain proper insurance, and maintain adequate offices and equipment. The Executive Committee shall review investments and make recommendations to the Board.

Section 2. Standing Committees.

The Board may appoint or recognize such other committees and delegate to these committees such powers and responsibilities as it may from time to time deem appropriate. Any persons eligible to be Members are eligible to serve on and participate in these committees. All actions taken by a committee shall be forwarded to the Board which shall have the right to alter, accept or reject these actions. The Board may from time to time delegate to 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, identify the major purposes and tasks of that committee, and appoint or recognize a chairperson of the committee.

The Board may appoint the chair of any committee to serve as a Director, as set forth in Article V, Section 2, with a term to expire at the end of the calendar year. A person acting as Chair of a Standing Committee, whether a Director of the Corporation or not, shall be subject to the requirements for Directors under Article V, Sec.14, regarding conflicts of interest (in addition to the applicable restrictions of Article V, Sec.14 Subsection D).

Section 3. Nominating Committee. This committee shall consist of three (3) or more Directors and shall be appointed no later than thirty days prior to the annual meeting. The Nominating Committee shall prepare a single slate of candidates consisting of all eligible persons who wish to serve on the Board for seats with expiring terms and for all Officers. This slate shall be submitted in writing to the corporate Secretary by filing in the office of the Executive Director no later than seven (7) days prior to the date of the Annual Meeting.

ARTICLE VIII CONDUCT OF THE BUSINESS OF THE CORPORATION

Section 1. Raising of Funds. The Board shall be responsible for the presentation of budgets, requests and performance reports and for the solicitation and collection of funds to finance the operations of this corporation.

Section 2. Distribution of Funds. The Board shall prepare written operating budgets for each fiscal year and a certified account of the expenditure of all funds received by the corporation in the preceding year. The Board shall determine and approve the allocation of all funds, subject to applicable rules and regulations.

Section 3. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the corporation shall be signed by such persons, at least two in number, and in such manner as shall from time to time be determined by resolution of the Board. In the absence of such determination by the Board, such instrument shall be signed by the Treasurer and countersigned by the President or Vice President of the corporation.

Section 4. Deposits. All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, savings and loan associations, or other depositories as the Board may elect.

Section 5. Gifts. The Board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purposes of the

corporation.

Section 6. Annual Audit. The Executive Director or fiscal agent shall provide an annual report for the Board of the financial books and records of the corporation.

Section 7. Fiduciary Agent. The Board may enter into a contract with a fiduciary agent to carry out any of the activities set forth in Sections 1 through 6 of this Article VIII.

Section 8. Dissolution. In the event of dissolution of the corporation, the Board shall, after payment of all liabilities of the corporation, dispose of the assets of the corporation, exclusively for the purposes of the corporation in such manner, or to such organizations organized and operating exclusively for charitable, educational or scientific purposes 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) and which is organized for purposes substantially similar to that of the corporation.

Section 9. Parliamentary Procedure. All Board meetings shall be governed by Roberts Rules of Order (Current Edition), unless contrary procedure is established by the Articles of Incorporation or these bylaws, or by resolution of the Board.

Section 10. Use of NRP Funds. Decisions regarding the allocation and purpose of NRP funds will be open to all persons eligible to be Members, in accordance with NRP Policy. The Board will have oversight of the management and use of NRP funds.

ARTICLE IX BOOKS AND RECORDS

The corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of meetings of its Board and committees having any of the authority of the Board. All books and records of the corporation, except confidential loan, grant and personnel files may be inspected by any Director or his agent or attorney or the general public for any proper purpose at any reasonable time.

ARTICLE X MISCELLANEOUS

Section 1. Fiscal Year. The fiscal year of the corporation will begin on the first day of January and end on the last day of December in each year.

Section 2. Non-discrimination. This corporation is an Equal Opportunity Employer and shall make available its services without regard to race, creed, age, sex, color, handicap, ancestry or national origin.

Section 3. Grievance Procedure.

The Board shall adopt a non-binding internal grievance procedure for employees, Board Members and Committee Members. The Executive Director shall recommend and the Board of Directors approve at its earliest convenience, a formal two or three-step grievance procedure, with a review committee comprised of various Board and staff members. The grievance process shall have a referral of a dispute to an impartial party, who may or may not be connected to the CRNRP, to serve as the arbiter of disputes.

Any grievance against the CRNRP, its programs, members, directors, officers, or employees shall be declared in writing and transmitted to the board of directors at least 10 working days prior to a regularly scheduled meeting of the board. The board shall respond in writing within 14 calendar days of that meeting. If the complainant remains unsatisfied, a mutually agreed upon third party will hear the complaint, and will attempt to mediate a settlement. The results of the mediation will be presented as a recommendation to the board for final action. Failure to participate in mediation shall immediately result in dismissal of the submitted grievance. Grievances involving NRP related activities may, after the board has informed the complainant of its decision be appealed to the NRP Policy Board for processing in accordance with the NRP Grievance Policy.

Section 4. Political Activity. The corporation shall not use corporate funds or engage in political activity in any way that is inconsistent with federal or state law. However, this bylaw shall not be constructed to limit the right of any official or Director of this corporation to appear before any legislative committee, at his/her own expense, to testify as to matters involving the corporation.

ARTICLE XI AMENDMENTS TO BYLAWS

These bylaws and the Articles of Incorporation may be altered, amended or repealed and new bylaws may be adopted by two-thirds majority vote of the Directors prior to the first Annual Meeting, or by two thirds of the members present at an Annual Meeting or thereafter at a Special Meeting of the Members.

ARTICLE XII INDEMNIFICATION

The corporation may, to the extent legally permissible, indemnify each of its Directors and Officers against all liabilities and expenses including legal fees, reasonably incurred by them in connection with the defense or disposition of any action, suit or other

proceeding in which she/he may be involved or with which she/he may be threatened, while in office or thereafter, by reason of his/her being or having been such a Director or Officer. The right of indemnification hereby provided shall not be exclusive of or affect any other rights which any Officer or Director may be entitled to. As used in this paragraph, the terms Director and Officer include their respective heirs, executors and administrators. Nothing contained in this section shall affect any rights to indemnification to which corporate personnel other than Directors and Officers may be entitled by contract or other wise under law.

ARTICLE XIII
CONSTRUCTION

In the event there arises any question, challenge or dispute regarding the construction or interpretation of these bylaws, the matter shall be immediately submitted for determination by the Board and its decision shall be final in all respects.

SECRETARY’S CERTIFICATION

This is to certify that the foregoing bylaws of the Cedar Riverside Neighborhood Revitalization Program have been duly adopted by the Board of Directors at a meeting held on _____.

Secretary

Signed on (date)