

**WEST SIDE CITIZENS ORGANIZATION (WSCO)
AMENDED AND RESTATED BYLAWS
December, 2017**

This instrument constitutes the bylaws of West Side Citizens Organization, a Minnesota nonprofit corporation (“WSCO”), adopted for the purpose of regulating and managing the internal affairs of WSCO, and supersedes all prior Bylaws of WSCO in their entirety.

ARTICLE I. NEIGHBORHOOD ORGANIZATION

Section 1.01 Name

The name of this corporation shall be West Side Citizens Organization.

Section 1.02 Neighborhood Organization

WSCO serves as the St. Paul City Planning District 3 Planning Council. “District 3” is defined as all areas of St. Paul south of the Mississippi River. District 3 is located in the City of Saint Paul, Ramsey County, Minnesota. WSCO is a “neighborhood organization” under Minnesota Statutes, Section 317A.435, subd. 4, representing District 3 and serving as the District 3 Planning Council.

ARTICLE II. PURPOSE

Section 2.01 Purpose

The purpose of WSCO shall be charitable and educational, intended to unite in common cause residents, business persons, employees and organizations in the area known as the West Side (St. Paul City Planning District 3) in a continuing effort to promote harmonious environmental conditions and services as may be determined by its membership to be desirable to serve these purposes. It is intended to educate the community as to the necessity for maintaining community pride in matters of common interest for the preservation of a desirable, livable neighborhood. WSCO shall not engage in activities which conflict with its purpose as stated herein, or which are not permitted under any applicable provisions of Minnesota law or the Internal Revenue Code.

WSCO shall initiate and participate in actions to preserve and maintain good housing and sustainable living, to provide recreational facilities, to promote quality education, to help protect the neighborhood from crime and to participate in any other activities or issues that promote a healthy community, to the extent permitted by Minnesota law and the Internal Revenue Code.

Section 2.02 Public Meetings

All WSCO meetings are open to the public, except for Personnel, Grievance, and other internal committees which may be closed as provided for by law.

ARTICLE III. MEMBERSHIP

Section 3.01 Definitions for Membership

Membership in WSCO is open to any resident sixteen (16) years of age or older, residing, defined as maintaining a current primary address, within District 3 as defined in Section 1.02 of these Bylaws; any owner of a business establishment (for-profit or not-for-profit), located within District 3 as defined in Section 1.02 of these Bylaws, or the designated representative bearing an

authorization signed by the business owner or due representative thereof. A business, whether represented by an owner or designated representative, shall count as one member. WSCO employs a typical legal definition of a 'business establishment' should the question arise.

Section 3.02 Anti-Discrimination Policy

WSCO shall not discriminate on the basis of race, color, religion (creed), gender, gender expression, age, national origin (ancestry), disability, marital status, sexual orientation, or military status, in any of its activities or operations. These activities include, but are not limited to, hiring and firing of staff, selection of volunteers and vendors, and provision of services. WSCO is committed to providing an inclusive and welcoming environment for all members of its staff, clients, volunteers, subcontractors, vendors, and clients.

Section 3.03 Decisions

All members may remain autonomous and disassociate themselves from any specific decision of policy of WSCO and shall be free to take independent action on any issue except as otherwise designated herein or addressed by organization policy.

Section 3.04 Annual Meeting

WSCO shall hold an Annual Meeting for the election of the Board of Directors by the membership, to provide an update on its progress towards WSCO's strategic goals as provided for in the current strategic plan, and share an overview of WSCO's fiscal health.

- (a) The Annual Meeting of the members may be held at any place on the West Side as determined by the Board of Directors. The date and time of the meeting shall be determined by the Board of Directors.
- (b) Notice of the time, date and place of the Annual Meeting shall be published in the community newspaper(s) and mailed to everyone on WSCO's mailing list at least 10 but not more than 30 days before the date of the Annual Meeting.
- (c) A quorum for the transaction of business at the Annual Meeting shall be at least 50% of the Board of Directors.
- (d) All members shall have the right to vote at the Annual Meeting. There shall be no proxy votes.
- (e) No member of the Board of Directors, committees, or membership shall vote on a project or issue from which they, their relatives, or employer derive any personal or financial gain or where they otherwise have a conflict of interest as defined by the policies of WSCO.
- (f) WSCO is not required to prepare a membership list to the extent permitted by Minnesota Statutes, Section 317A.439, subd. 6. Members are not required to produce verification of current residency, business establishment ownership, or designated representation of a business establishment on the date of the Annual Meeting to the extent permitted by Minnesota Statutes, Section 317A.441, subd. (e).

Section 3.05 Voting

Each member shall have one (1) vote on matters on which members are eligible to vote. The members shall take action by the affirmative vote of a majority of the members present and entitled to vote on the action.

Section 3.06 Membership Dues

The Board of Directors may determine from time to time the amount and method of collection of membership dues, if any.

Section 3.07 Term of Membership

Subject to these Bylaws, the term of membership shall be indefinite.

Section 3.08 Transfer of Membership

A member may not transfer membership in WSCO or a right arising from it.

Section 3.09 Resignation

A member may resign at any time. The resignation of a member does not relieve the member from any obligations the member may have to WSCO for membership fees, assessments, or fees or charges for goods or services.

Section 3.10 Termination of Membership

Membership in WSCO may be revoked or suspended by the Board of Directors by a two thirds majority vote in the event a member fails to comply with the conditions of membership as established by the Board of Directors (other than the requirement to pay dues), or the member engages in conduct which the Board of Directors deems to be detrimental to WSCO, provided that the member is given (a) not less than fifteen (15) days' prior written notice of the revocation or suspension, and the reasons for it; and (b) an opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) days before the effective date of the revocation or suspension.

ARTICLE IV. BOARD OF DIRECTORS

Section 4.01 Management

The business and affairs of WSCO shall be managed by or under the direction of a Board of Directors. Without limiting the foregoing, the powers of the Board of Directors shall be those orders usually consistent with the operation of a neighborhood organization including but not limited to the filling of vacancies among its committees, management of fiscal affairs, the deliberation of issues and establishment of organization positions through communication with the membership, the dissemination and implementation of such positions, appointment of special representatives of WSCO, the hiring and evaluation of personnel, development of operational guidelines, and such other activities as it may desire which are not inconsistent with these Bylaws.

Section 4.02 Composition

The Board of Directors shall consist of thirteen (13) persons. Directors must be members. The Board of Directors shall elect officers from among its members at the first regular meeting of the Board of Directors following the Annual Meeting.

- (a) The terms of office for Directors shall be for three (3) years. Board terms will be staggered such that one third of the Board will be up for election each year. The Board of Directors or a committee appointed by the Board shall determine the mechanics of the voting process.
- (b) All unoccupied Board seats and seats held by a Board appointee (“vacated seats”) shall be up for election at the Annual Meeting. The terms of the vacated seats will be determined by their original length of term, i.e., if there was one year left of the original term then someone will be elected at the Annual Meeting to fill the remaining one year of that seat. Vacated seats will be filled by those candidates with the greatest numbers of votes after all regularly schedule three-year Board seats have been filled. Board seats that become vacant within 90 days of the Annual Meeting shall remain open and filled at the Annual Meeting.
- (c) Five (5) alternates shall be elected for a term of one (1) year, expiring at the next Annual Meeting. The alternates shall be those candidates with the greatest numbers of votes after all Board seats have been filled. The alternate shall serve until the next Annual Meeting.
- (d) In the event of resignation, removal, or incapacitation of a Director, the alternate who received the most votes will be appointed to the Board of Directors and will serve out the remainder of the term. If no alternate is available, the Board of Directors may elect a replacement from among the membership to serve for the remainder of the term until the next Annual Meeting. Individuals seeking Board appointment shall indicate their desire to serve on the Board and their reason(s) for seeking Board appointment either in person at or in writing prior to the Board meeting at which the vacancy will be filled.
- (e) No director shall serve on the Board of Directors for more than two (2) consecutive full terms without being off the Board for at least one (1) year.

Section 4.03 Restrictions

- (a) No Director shall vote on or participate in the discussion or consideration of a project or issue from which they, their relatives, or employer derive any personal or financial gain or where they otherwise have a conflict of interest as defined by the policies of WSCO.
- (b) No elected government official may serve on the Board of Directors.
- (c) All Directors must comply with the policies of WSCO.
- (d) Directors may not vote by proxy.
- (e) Directors shall attend all meetings of the Board of Directors and the Annual Meeting.
- (f) WSCO staff may not serve on the Board of Directors.

Section 4.04 Removal and Resignation

- (a) Any Director may resign at any time by delivering a written resignation to the President or Secretary of WSCO or the Board of Directors. The resignation shall be effective as of the date of receipt by such officer and shall not constitute a resignation as a member of WSCO.
- (b) Any Director who becomes ineligible for any reason but does not resign shall be removed by the full Board of Directors by vote at the next regularly scheduled meeting. A Director may become ineligible if they longer reside within District 3 as defined in Section 1.02 of these Bylaws or no longer serves as the designated representative of a business located within District 3 as defined in Section 1.02 of these Bylaws.
- (c) Any Director who misses three (3) Board of Directors regular meetings in any six (12) month period shall be notified in writing of their removal from the Board, effective immediately. There will be a verbal notification to the public at the close of the third missed meeting. The vacancy shall be filled at the next regular Board of Directors meeting by an alternate or, when not available, by a vote of the Board.
- (d) The Board of Directors may remove or suspend any Director for disregarding the fiduciary duties of loyalty, diligence, and due care, by a vote of the majority of the Board of Directors. It is the responsibility of each Director to discharge his or her duties as a Director in good faith, in a manner the person reasonably believes to be in the best interest of WSCO, and with the care of an ordinarily prudent person in a like position would exercise under similar circumstances.
- (e) A Director who is removed from the Board is ineligible for a Board of Directors seat for the period of one (1) year from the date of removal.

Section 4.05 Voting

- (a) Except as otherwise required by law, the Board of Directors shall take action by the affirmative vote of a majority of directors present at a duly held meeting. Voting by proxy is not permitted. Each Director shall have one (1) vote.
- (b) An action required or permitted to be taken at a meeting of the Board of Directors may be taken by written action signed by all of the Directors, and in the case of an action which need not be approved by the members, such action may be taken by written action signed by the number of Directors that would be required to take the same action at a meeting of the Board of Directors at which all Directors were present. The written action shall be effective when signed by the required number of Directors, unless different effective time is provided in the written action. When written action is permitted to be taken by less than all Directors, all Directors shall be notified immediately of its text and effective date. Failure to provide the notice shall not invalidate the written action. A Director who does not sign or consent to the written action shall have no liability for the action or actions taken thereby.
- (c) Any meeting among Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting, if the same notice is given of the meeting required by Section 4.06 of these Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting. A Director may participate in a board meeting by means of conference telephone or, if authorized by the Board of Directors, by such other means of remote communication, in each case through which that Director, other Directors so

participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

Section 4.06 Notice

Notice of any meeting of the Board of Directors shall be given at least five (5) days prior to the date of the meeting by written notice mailed to each Director at his or her designated address, or by notice delivered personally or by facsimile. Notice may also be given by a form of electronic communication consented to by the Director to whom the notice is given. Consent by a Director to notice given by electronic communication may be given in writing or by authenticated electronic communication. WSCO is entitled to rely on any consent so given until revoked by the Director, provided that no revocation affects the validity of any notice given before receipt by WSCO of revocation of the consent. Electronic notice is deemed given: (a) If by facsimile communication, when directed to a telephone number at which the Director has consented to receive notice; (b) If by electronic mail, when directed to an electronic mail address at which the Director has consented to receive notice; (c) If by a posting on an electronic network on which the Director has consented to receive notice, together with a separate notice to the Director of the specific posting, upon the later of: (i) the posting; and (ii) the giving of the separate notice; and (d) If by any other form of electronic communication by which the Director has consented to receive notice, when directed to the Director. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid.

ARTICLE V. OFFICERS

Section 5.01 Officers

WSCO shall have four (4) officers: President, Vice President, Secretary and Treasurer, and such other officers as the Board of Directors may, from time to time, appoint.

- (a) The President shall be the chief administrator and executive officer of WSCO. The President shall preside over all meetings of the Executive Committee, the Board of Directors, the general membership and all special meetings.
- (b) The Vice President shall, in the absence of the President, function as the presiding officer and shall carry out the duties and responsibilities of the President.
- (c) The Secretary shall be responsible for the minutes of all meetings of the Executive Committee, the Board of Directors and general membership; for all notices; and for the organization's policy manual.
- (d) The Treasurer shall be responsible for verification and review of all corporate funds and accounts of receipts and disbursements belonging to WSCO, quarterly written reports to the Board of Directors, and a written financial report to be distributed at the Annual Meeting.

Section 5.02 Election of Officers

- (a) The Board of Directors shall elect officers from among their members at the first regular meeting of the Board of Directors in the calendar year. Officers will serve a term of one (1) year.
- (b) An officer may hold the same office for a maximum of two (2) consecutive full terms or serve on the executive committee for a maximum of five (5) consecutive full terms.

Section 5.03 Ex Officio

The Ex Officio is the most recent past-president of WSCO who is not currently an officer or staff member of WSCO and serves as a non-voting member of the Executive Committee. If the Ex Officio is unable or unwilling to fulfill their duties, then the Board of Directors may elect one from the Board of Directors or membership. The individual elected should have an extensive working knowledge of WSCO and/or the West Side community. The Ex Officio will serve a term of one (1) year.

Section 5.04 Executive Committee

The officers of WSCO plus the Ex Officio shall constitute the Executive Committee, which shall be responsible for the administration of WSCO.

Section 5.05 Removal and Resignation

- (a) Any Officer may resign at any time by delivering a written resignation to the President or Secretary of WSCO or the Board of Directors. The resignation shall be effective as of the date of receipt by such Officer and shall not constitute a resignation as a Director or a member of WSCO. Any Officer who becomes ineligible for any reason shall resign immediately.
- (b) Any officer may be removed, with or without cause, by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given.
- (c) An Officer who is removed is ineligible for an Officer seat for the period of one (1) year from the date of removal.

ARTICLE VI. RULES AND PROCEDURES

Section 6.01 Conflicts of Interest

A contract or other transaction between WSCO and: (a) one or more of its Directors, or a member of the family of a Director; (b) a Director of a related organization, or a member of the family of a Director of a related organization; or (c) an organization in or of which one or more of WSCO's Directors or a member of the family of the Director are directors, officers or legal representatives or have a material financial interest, is not void or voidable because of the Director or Directors of the other individual or organization are parties or because the Director or Directors are present at the meeting of the Board of Directors or a committee at which the contract or transaction is authorized, approved or ratified, if:

- (a) the contract or transaction was, and the person asserting the validity of the contract or transaction sustains the burden of establishing that the contract or transaction was, fair and reasonable as to WSCO at the time it was authorized, approved or ratified; or

- (b) the material facts as to the contract or transaction and as to the Director's or Directors' interest are fully disclosed or known to the Board of Directors or a committee, and the Board of Directors or committee authorizes, approves or ratifies the contract or transaction in good faith by a majority of the Board of Directors of committee, but the interested Director or Directors shall not be counted in determining the presence of a quorum and shall not vote.

For the purpose of this Section: (a) a Director does not have a material financial interest in a resolution fixing the compensation of the Director or fixing the compensation of another Director as a Director, Officer, employee or agent of WSCO, even though the first Director is also receiving compensation from WSCO; and (b) a "member of the family" of the Director is the spouse, parents, children and spouses of children, brothers and sisters or spouses of brothers and sisters of the Director, or any combination of them.

Section 6.02 Meetings

Meetings shall be held and conducted in accordance with the following provisions:

- (a) The Board of Directors shall meet within thirty (30) days following the Annual Meeting at a time and place to be established by the Board of Directors.
- (b) Notice of the time, place, and purpose of all meetings of the Board of Directors except as otherwise herein provided shall be mailed or delivered either physically or electronically to each Director at least three (3) days prior to the time set for that meeting.

A quorum for the transaction of business at any meeting of the Board of Directors shall consist of 50% of the Board of Directors.

Section 6.03 Special Meetings

A special meeting is any meeting of the Board of Directors or the general membership which is not the Annual Meeting or a regularly scheduled monthly meeting of the Board.

- (a) Special meetings may be called at any time by the President or the Vice President or by a quorum of the Board of Directors or by 100 members by petition.
- (b) A quorum for the transaction of business at any special meeting of the Board of Directors shall consist of 50% of the Board of Directors.

Section 6.04 Committees

- (a) The Board of Directors may establish or dissolve standing or ad hoc committees as deemed necessary to facilitate and further the intent of WSCO.
- (b) Each member of the Board of Directors shall be an active member of at least one standing committee.
- (c) No member of the Board, committees, or membership shall vote on or participate in the discussion or consideration of a project or issue from which they, their relatives, or employer derive any financial gain or where they otherwise have a conflict of interest as defined by the policies of WSCO.

Section 6.05 Grievance Procedure

A written complaint regarding WSCO shall be given to an executive officer. The board secretary will promptly respond in writing to the complainant informing them about the grievance process. An ad hoc committee of the Board of Directors will be formed to discuss the complaint and determine a response. The committee will prepare the response and make a recommendation for board approval at the next regularly scheduled meeting of the Board of Directors, or no later than the second regular Board meeting following the receipt of the grievance. The secretary shall provide the Board of Director's written response to complainant within ten (10) business days of the meeting at which the complaint is considered.

Section 6.06 Fiscal Year

The fiscal year of WSCO shall be determined by the Board of Directors.

Section 6.07 Indemnification

To the full extent permitted by the Minnesota Nonprofit Corporation Act, as amended from time to time, or by other applicable provisions of law, each person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, wherever or by whomsoever brought, whether civil, criminal, administrative or investigative, by reason of fact that they are or were a member, Director or Officer of WSCO, or they are or were serving at the specific request of the Board of Directors of WSCO as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise, shall be indemnified by WSCO by the affirmative vote of a majority of the Directors present at a duly held meeting of the Board of Directors for which notice stating such purpose has been given against expenses, including attorneys' fees, judgments, fines and amounts paid in settlement actually and reasonably incurred by such person in connection with such action, suit or proceeding; provided, however, that the indemnification with respect to such a person who is or was serving as a Director, Officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise shall apply only to the extent such person is not indemnified by such other corporation, partnership, joint venture, trust or other enterprise. The indemnification provided by this Section 6.07 shall inure to the benefit of the heirs, executors and administrators of such person and shall apply whether or not the claim against such person arises out of matters occurring before the adoption of this provision of the Bylaws. No person shall have a right to indemnification or indemnification advances by WSCO with respect to any threatened, pending or civil, administrative, arbitration, investigative or other proceeding brought by or in the right of WSCO against such person.

Section 6.08 Amendments

These Bylaws may be amended by a majority vote of the members present at any Annual Meeting or at any special meeting called for that purpose. Any bylaw changes recommended by the Board of Directors shall be posted and available thirty (30) days prior to the Annual Meeting.