

## BYLAWS

THE WEST 7<sup>TH</sup>/FORT ROAD FEDERATION, INC.

Approved April 25, 2023

# Table of Contents

BYLAWS .....	1
ARTICLE I: NAME OF ORGANIZATION AND BOUNDARIES .....	1
Section 1    NAME.....	1
Section 2    BOUNDARIES .....	1
Section 3    SUB-AREAS.....	1
ARTICLE II: PURPOSES AND POWERS.....	1
Section 1    PURPOSES AND POWERS.....	1
ARTICLE III: MEMBERSHIP.....	1
Section 1    MEMBERSHIP.....	1
Section 2    DUES .....	1
Section 3    ANNUAL MEETING.....	1
Section 4    SPECIAL MEETINGS.....	1
Section 5    VOTING.....	2
ARTICLE IV: BOARD OF DIRECTORS.....	2
Section 1    COMPOSITION OF THE BOARD .....	2
Section 2    DUTIES AND RESPONSIBILITIES.....	2
Section 3    VOTE .....	2
Section 4    QUORUM.....	2
Section 5    MEETINGS.....	2
Section 6    SPECIAL MEETINGS.....	2
Section 7    RESIGNATION .....	2
Section 8    REMOVAL FROM OFFICE .....	3
Section 9    VACANCIES ON THE BOARD.....	3
ARTICLE V: OFFICERS .....	3
Section 1    OFFICERS .....	3
Section 2    ELIGIBILITY TO HOLD OFFICE .....	3
Section 3    ELECTION OF OFFICERS .....	3
Section 4    DUTIES OF OFFICERS.....	3
Section 5    TERM OF OFFICE .....	4
ARTICLE VI: AREA COORDINATORS.....	4
Section 1    ELECTION .....	4
Section 2    TERMS OF OFFICE .....	4

Section 3	DUTIES AND RESPONSIBILITIES.....	5
ARTICLE VII:	EXECUTIVE COMMITTEE.....	5
Section 1	COMPOSITION.....	5
Section 2	DUTIES AND RESPONSIBILITIES.....	5
Section 3	MEETINGS.....	5
Section 4	QUORUM.....	5
Section 5	VOTE.....	5
ARTICLE VIII:	EXECUTIVE DIRECTOR.....	5
Section 1	EXECUTIVE DIRECTOR.....	5
ARTICLE IX:	COMMITTEES.....	5
Section 1	STANDING COMMITTEES.....	5
Section 2	MEMBERSHIP AND ORGANIZATION OF STANDING COMMITTEES.....	6
Section 3	PROCEDURES FOR STANDING COMMITTEES.....	6
Section 4	OTHER COMMITTEES.....	6
Section 5	TASK FORCES (Ad Hoc Committees).....	6
ARTICLE X:	ETHICS.....	7
Section 1	CONFLICT OF INTEREST.....	7
Section 2	ELECTED OFFICIAL.....	7
ARTICLE XI:	AMENDMENT.....	7
Section 1	AMENDMENTS.....	7
ARTICLE XII:	MISCELLANEOUS.....	8
Section 1	RULES OF ORDER.....	8
Section 2	PARLIMENTARIAN.....	8
ARTICLE XIII:	INDEMNIFICATION.....	8
Section 1	INDEMNIFICATION OF DIRECTORS, AREA COORDINATORS, OFFICERS, AND EMPLOYEES....	8
Section 2	OTHER RIGHTS.....	8
Section 3	INSURANCE.....	8

**BYLAWS**

**ARTICLE I: NAME OF ORGANIZATION AND BOUNDARIES**

- Section 1 NAME: The West 7<sup>th</sup>/Fort Road Federation, Inc. (hereinafter referred to as the “Federation”).
- Section 2 BOUNDARIES: the geographic area served by the Federation (the “Federation Area”) shall be described in Section 13.0 of the Restated Articles of the Incorporation date November 25, 1986, as the same may be amended from time to time (the “Articles”).
- Section 3 SUB-AREAS: The Federation Area is divided into three Sub-Areas as further described in Exhibit A attached hereto and incorporated herein (the “Sub-Areas”).

**ARTICLE II: PURPOSES AND POWERS**

- Section 1 PURPOSES AND POWERS: The purposes of this organization shall be educational so as to unite, in common cause, residents, business persons, employees and organizations in the area described above in a continuing effort to build community relationships and improve quality of life in the Federation area. Within these purposes it is intended that this organization shall attempt to educate the community to:
  - Develop immediate and long-range plans which shall provide for the physical, economic, environmental, and community well-being of the district;
  - Communicate with residents so they may be made aware of proposals affecting the district by public agencies and officials, and may, in turn, participate in the planning;
  - Set goals for district projects and programs that may require funds from outside sources, whether public or private; and
  - Provide a forum for open discussion so that residents and business people of the district can work together toward the common goal of a safe and healthy district.

**ARTICLE III: MEMBERSHIP**

- Section 1 MEMBERSHIP: Any person ages 16 and older who lives, owns real property, or owns a business located within the Federation Area is a member of the Federation.
- Section 2 DUES: Membership dues may be established by the Board and shall take effect only after ratification by the general membership.
- Section 3 ANNUAL MEETING: There shall be at least one meeting of the general membership each year. The meeting shall take place in April at a time and in a place to be set by the Board. Notification of the meeting must be made at least 60 days in advance.
- Section 4 SPECIAL MEETINGS: A special meeting of the general membership may be called by (a) the President, (b) at the request of at least three members of the Board, (c) by petition of at least 50 members. Notice of the meeting must be provided to members at least 30 days in advance of the proposed meeting; provided, however, that the foregoing notice requirement may be reduced to not less than 10 days if the Executive Committee

determines that exigent circumstances require such notice.

Section 5 VOTING: All members of the Federation present at the annual meeting may vote. The Board may allow online or in-person voting at the Federation offices in the week preceding the annual meeting for election of officers and Board members. Notice of the online and in-person voting will be provided at least 14 days in advance of the Annual Meeting. A quorum shall consist of those members present and all online or in-person ballots received.

#### **ARTICLE IV: BOARD OF DIRECTORS**

Section 1 COMPOSITION OF THE BOARD: The Board shall consist of the five elected officers and the nine Area Coordinators. At least one of the Area Coordinator positions for each Area shall be reserved for a resident who rents in that Area at the time of their election.

Section 2 DUTIES AND RESPONSIBILITIES: The business and property of the Federation shall be managed and controlled by the Board. The Board may exercise all such powers and do all such things as may be exercised or done by the Federation, subject to the provisions of the Articles, these Bylaws, and applicable law. The Board may delegate such powers as it deems appropriate to the Executive Director.

Section 3 VOTE: Each member of the Board shall have one vote. Except as otherwise set forth in Section 8, subdivision C of Article IV or Article X, Section 2, each matter coming before the Board for decision shall require for passage the vote of a majority of the members in attendance and voting.

Section 4 QUORUM: A quorum shall consist of one-half plus of the Board seats currently occupied. Business may not be conducted in the absence of a quorum.

Section 5 MEETINGS: The Board will meet at least 9 times per year at a place to be established by the Board.

Section 6 SPECIAL MEETINGS: The President may call a special meeting of the Board at any time, and must call a special meeting within one week at the request of any member of the Board. All members of the Board must be notified at least five days before a special meeting. Notice of a special meeting may be waived or reduced upon approval of a majority of members of the Board if the Executive Committee makes a finding of exigent circumstances requiring reduced notice.

Section 7 RESIGNATION:

- A. A member of the Board may resign by notice to the Federation office. The resignation will become effective upon its acceptance by the Board unless the resigning member and the Board agree on some other date.
- B. Absences: Three consecutive unexcused absences from a regularly scheduled meetings will constitute automatic resignation, to be accepted by the Board at the fourth meeting.

- Section 8      **REMOVAL FROM OFFICE:**
- A. Any officer, Area Coordinator, or other member of the Board may be removed from office for cause. Cause is defined as willful misconduct in office, fraud, any act involving dishonesty or moral turpitude, conduct which threatens the tax exempt status of the Federation, gross failure to perform the duties of the office, or failure to adhere to ethical standards adopted by the Board from time to time.
  - B. Allegations of cause must be presented to the Federation Executive Committee. The office, Area Coordinator, or other Board member in question must be given due notice and opportunity to respond.
  - C. Unless the Executive Committee deems the allegations frivolous, the allegations shall be forwarded to the Board. A Board member may be removed from office by a vote of the greater 2/3 of all current Board members.

- Section 9      **VACANCIES ON THE BOARD**
- A. If a vacancy occurs in the office of the President, the 1<sup>st</sup> Vice President shall assume office until the end of the term or until the next Annual Meeting, whichever occurs first. If the 1<sup>st</sup> Vice President cannot serve, the 2<sup>nd</sup> Vice President will succeed. If neither the 1<sup>st</sup> Vice President or 2<sup>nd</sup> Vice President can service, the Board will elect a replacement at its next regular meeting, or to serve until the next annual meeting.
  - B. If any position on the Board or any office other than President or any position as Area Coordinator becomes vacant, the Board will elect a replacement at its next regular meeting to serve until the next annual meeting.

**ARTICLE V: OFFICERS**

- Section 1      **OFFICERS:** The officers of the Federation shall be: President, 1<sup>st</sup> Vice President, 2<sup>nd</sup> Vice President, Secretary, and Treasurer.
- Section 2      **ELIGIBILITY TO HOLD OFFICE:** Any member of the Federation, aged 18 years or older, may be elected to an officer position. A person not eligible for membership may not be elected to office.
- Section 3      **ELECTION OF OFFICERS:** Candidates for election to Federation office shall be nominated by (i) the Federation Board sitting as an Election Committee or (ii) by other members based on a written petition and submitted to the Board not less than 14 days prior to the annual meeting. The election will be held at the Federation annual meeting of the members, at the Board’s discretion, online, and in person at the Federation offices.
- Section 4      **DUTIES OF OFFICERS:** The duties and responsibilities of officers of the Federation shall include, but not be limited to, the following:

President:

- A. The President is the chief executive officer of the Federation, and they shall see that all Federation business is conducted in an efficient and timely manner.
- B. They shall be responsible for the convening, chairing, and agenda of all meetings of the Board, the Executive Committee, and the general membership.

C. They shall seek advice and consent of the Board on all matters. 1<sup>st</sup>

Vice President:

A. The 1<sup>st</sup> Vice President shall act in the absence of the President and help to carry out the duties of the President as delegated.

2<sup>nd</sup> Vice President:

A. The 2<sup>nd</sup> Vice President shall act in the absence of the President and 1<sup>st</sup> Vice President and help to carry out the duties of the President and the 1<sup>st</sup> Vice President as delegated.

Secretary:

- A. The Secretary shall be responsible for recording and reporting of minutes for meetings of the general membership, the Board, and the Executive Committee.
- B. They shall be responsible for notification of meetings.
- C. They shall act as the Federation historian and see that proper archival records are kept in a safe place.

Treasurer:

- A. The Treasurer shall participate, along with the staff, in preparation of the Federation budget.
- B. They shall oversee all financial reports, and shall see that they are accurate and made in a timely manner.

Section 5      TERM OF OFFICE: The term of office shall be two years. New officers will assume office upon the adjournment of the annual meeting and the term will end after the second annual meeting of their term. Officer terms shall be staggered with the 1<sup>st</sup> Vice President and Secretary elected in odd years and the President, 2<sup>nd</sup> Vice President, and Treasurer elected in even years. An officer may be re-elected twice for a total of four years of service. An officer who has served two consecutive terms in an office may be re-elected to that office after an elapsed two-year term.

**ARTICLE VI: AREA COORDINATORS**

Section 1      ELECTION: The members from each of the Sub-Areas shall elect three Area Coordinators for each Sub-Area at the annual meeting of the members for two-year terms each. Each Area Coordinator must be a resident of, own real property in, or own a business or other entity within the Sub-Area and at least one Area Coordinator position will be reserved for a resident who rents at the time of their election. Each member of the Federation shall be a member of one Sub-Area only. Nominations for Area Coordinator from each Sub-Area may be made by the Federation Board sitting as an Election Committee or otherwise by the members of the Sub-Area upon presentation to the Board not later than-14 days before the annual meeting of a nominating petition.

Section 2      TERMS OF OFFICE: The term of office shall be two years. Area Coordinators will assume office upon the adjournment of the annual meeting and the term will end after the

second annual meeting of their term. Board terms shall be staggered with two of the Area Coordinators for each Sub-Area elected in odd years and one elected in each Sub-Area in even years. An Area Coordinator may be re-elected three times for a total of six years of service. An Area Coordinator who has served three terms may be re-elected after an elapsed two-year term.

Section 3 DUTIES AND RESPONSIBILITIES: The Area Coordinators shall maintain contact with members of their Sub-Area and bring issues and concerns of those members to the Board. Area Coordinators must be active in one or more committees.

#### **ARTICLE VII: EXECUTIVE COMMITTEE**

Section 1 COMPOSITION: The Executive Committee shall be composed of the elected officers.

Section 2 DUTIES AND RESPONSIBILITIES: The Executive Committee shall monitor compliance with strategic plans adopted by the Federation and shall make recommendations to the Board with respect hereto. The Executive Committee shall have such other specific duties and responsibilities as expressly delegated to the Executive Committee from time to time by the Board of Directors. The performance of the Executive Direction shall be evaluated annually by the Executive Committee and reported to the Board for approval.

Section 3 MEETINGS: The Executive Committee shall meet at least annually and at such additional times as circumstances require. The President shall call such meetings. Notice requirements for any meeting of the Executive Committee shall be as set forth in Article IV, Section 6 hereof. The Secretary shall keep minutes of the meetings of the Executive Committee and report them at the next regular meeting of the Board.

Section 4 QUORUM: A quorum of the Executive Committee shall consist of one half plus one of the members of the Executive Committee then serving. Business may not be conducted in the absence of a quorum.

Section 5 VOTE: Each member of the Executive Committee shall have one vote. Each matter coming before the Executive Committee for decision shall require the vote of a majority of the members in attendance and voting.

#### **ARTICLE VIII: EXECUTIVE DIRECTOR**

Section 1 EXECUTIVE DIRECTOR: The Board may designate an Executive Director of the Federation who shall have such duties, powers, and authorities as are from time to time delegated to them by the Board or the President, including general and active day to day management authority with respect to Federation business. And, subject to the budget adopted by the Board, make personnel decisions involving Federation staff.

#### **ARTICLE IX: COMMITTEES**

Section 1 STANDING COMMITTEES: There shall be three standing committees of the Board of Directors ("Standing Committees"): the Community Engagement and Fundraising Committee, the Transportation and Land Use Committee, and the Governance Committee. The responsibilities of the Standing Committees shall be as stated herein,



plus such other responsibilities as shall be assigned from time to time by the Board of Directors.

- (a) The Community Engagement and Fundraising Committee shall be responsible for community outreach, attracting and recruiting members to participate in Federation activities, recruiting potential Board members, and ensuring participation in Federation activities is representative of all diverse members of the Federation Area. In addition, the committee shall be responsible for planning and developing organizational development campaigns and fundraising opportunities.
- (b) The Transportation and Land Use Committee shall be responsible for all transportation related matters affecting the Federation Area, including, but not limited to traffic (vehicular, bicycle, and pedestrian), parking, and transit, as well as land use, zoning, and planning.
- (c) The Governance Committee will be responsible for reviewing the by-laws and evaluating current risk to the organization four (4) times per year. This committee will be chaired by a member of the Executive Committee who is not the president and members will consist of Board members only. The Committee can consult with outside sources as needed.

Section 2 MEMBERSHIP AND ORGANIZATION OF STANDING COMMITTEES: Each Standing Committee shall have at least five members, at least two of which shall be Board members. The chair of each Standing Committee shall be a Board member. Standing Committee assignments for board of directors will be determined by board of directors preference. Each Standing Committee may appoint Community Members. The Standing Committees shall elect a chair for a two-year term. The chair may serve up to two two-year terms. The Chair may be elected for a third term after the lapse of one two-year term. Standing Committee members shall hold their appointed position until the next annual meeting or until their resignation or removal by Board action. For the purposes of removal, Standing Committee members will be held to the same provisions as Directors contained in Section 8, Article IV. A vacancy may be filled by the Standing Committee members at its next regular meeting.

Section 3 PROCEDURES FOR STANDING COMMITTEES:

- (a) Each Standing Committee shall schedule at least four regular meetings per year.
- (b) Attendance of a majority of the appointed members of a Standing Committee shall constitute a quorum.
- (c) All Standing Committees shall report in writing to the Board of Directors. Minutes of Standing Committee activities shall be available following the regularly scheduled Board of Directors meeting.
- (d) Any action recommended by a Standing Committee shall be presented to and approved by the Board of Directors prior to any commitment or allocation of Federation funds.

Section 4 OTHER COMMITTEES: The Board of Directors may create such other standing committees as it deems necessary or appropriate.

Section 5 TASK FORCES (Ad Hoc Committees): The Board may create Task Forces to perform

specific tasks or to deal with specific issues. Chairs of Task Forces shall be nominated in the first instance by the President, subject to approval by the Board. If the President's nominee is not approved by the Board, any Board member may submit a new nomination, which shall also be subject to Board approval. When the Task Force delivers its final report, or otherwise completes its work, the Board shall dissolve the Task Force by a simple majority vote.

#### **ARTICLE X: ETHICS**

Section 1 CONFLICT OF INTEREST: Any Board member who has a financial interest, or whose spouse or partner, parent, sibling, or child has a financial interest, in any matter that comes before the Board shall identify that conflict of interest to the Board at the earliest possible opportunity. The member will be seated with other non- Board members during the discussion of the matter, will not attempt to influence opinion on the matter as a Board member, will participate in discussion of the matter only to the extent the other members not on the Board are invited to participate, and will leave the meeting during the time the matter is being voted upon. Failure to identify a conflict of interest shall result in immediate and automatic removal from the Board unless the Board makes findings that the failure to do so was innocent and produced no harm or detriment either to the decision-making process or the integrity of the Board.

Section 2 ELECTED OFFICIAL: No elected public official may serve on the Board unless other members of the Board, by a 2/3 vote, make a finding that no conflict of interest is likely to result between the Federation and the public office held. Any member of the Board who becomes a candidate shall immediately resign. If they ceases to be a candidate, or fails to be elected, they is eligible for election or appointment to Federation office or the Board, as the case may be.

#### **ARTICLE XI: AMENDMENT**

Section 1 AMENDMENTS: These bylaws may be amended by a 2/3 vote including votes at the annual meeting of the general membership, online, and in-person votes. A member wishing to present a bylaw amendment should present their proposal to the Board at least 46 days before the annual meeting. The President shall then nominate a chairperson of a Bylaw Revision Task Force which shall investigate the issue and draft the proposed amendment, if the Board deems the proposed amendment to be in the best interests of the Federation. If the Board determines otherwise, the proposed amendment shall be prepared by the member proposing the same and such members shall deliver the proposed amendment in writing to the Board not less than 15 days prior to the general members meeting at which it will be considered. The proposed amendment shall be offered for the members' approval at the next membership meeting.

## **ARTICLE XII: MISCELLANEOUS**

- Section 1      **RULES OF ORDER:** Roberts Rules of Order shall govern Federation proceedings, subject to the provisions of the Articles of Incorporation, these bylaws, and all applicable laws.
- Section 2      **PARLIMENTARIAN:** A parliamentarian may be designated for any meeting at the discretion of the Chairperson of that meeting.

## **ARTICLE XIII: INDEMNIFICATION**

- Section 1      **INDEMNIFICATION OF DIRECTORS, AREA COORDINATORS, OFFICERS, AND EMPLOYEES:**
- The Federation shall indemnify each Director, Area Coordinator, Officer or employee, and the executors, administrators, or other legal representatives of any such Director, Area Coordinator, or Officer, and employees of the Federation as required by Governing Law.
- Section 2      **OTHER RIGHTS:** The foregoing rights of indemnification shall not be exclusive of any other rights to which any Director, Area Coordinator, Officer or employee may be entitled to as a matter of law or which may be lawfully grant to them.
- Section 3      **INSURANCE:** The Federation shall maintain insurance, at its expense, to protect itself and any Director, Area Coordinator, Officer or employee or agent of the Federation or other enterprise against any such expense, liability or loss, whether or not the Federation would have the power to indemnify such a person against such expense, liability, or loss under the Minnesota Non-Profit Corporation Act, or a successor statute.

### **Exhibit A: Sub-Areas**

WHEREAS, the US Census is conducted every ten years, and

WHEREAS, data from the 2010 US Census lists 11,058 residents within the boundary of the Fort Road Federation, and

WHEREAS, District Councils in Saint Paul assign sub-boundaries known as Areas, from which representatives are elected to represent neighborhoods on the District Council, and

WHEREAS, the Fort Road Federation has traditionally designated three Areas, and

WHEREAS, According to Census data, the existing three Areas of the Fort Road Federation are out of balance with respect to population, and

WHEREAS, Census data indicates each of the three Areas should have roughly 3,700 residents, and

WHEREAS, the current membership of the Fort Road Federation sought to create clear, straightforward boundaries for the three Areas,

Therefore, be it resolved that:

For ten years, the boundaries of the three Areas within the Fort Road Federation shall be as follows:

Area 1: the north side of Saint Clair Street, Interstate 35E, Kellogg Boulevard, Eagle Street, and the Mississippi River

Area 2: the south side of Saint Clair Street, Interstate 35E, the north side of Armstrong Avenue, and the Mississippi River

Area 3: the south side of Armstrong Avenue, Interstate 35E, West 7<sup>th</sup> Street, Homer Street, and the Mississippi River