



## **Neighbors, Inc.**

### **By-Laws**

**Last Updated and Approved on October 10, 2019**

#### **ARTICLE I - Name, Location, Purpose of Corporation**

**Section 1:** The name of this non-profit Corporation is Neighbors, Inc. Its principal office shall be located within the service area in the State of Minnesota. The Board of Directors of the Corporation shall have the authority to establish such other offices as shall from time to time be deemed necessary by the Board to carry out the purposes of the Corporation.

**Section 2:** The purpose of this non-profit Corporation shall be to establish and carry out a method to provide personal assistance, primarily through the use of volunteers, to individuals in need, whose needs are not met by any other existing organization or institution in the area to be served. The area to be served by the Corporation shall include the City of South St. Paul and adjacent area, including, but not necessarily limited to, Inver Grove Heights, West Saint Paul, Mendota, Mendota Heights, Sunfish Lake and Lilydale, plus such additional areas as may from time to time be selected by the Board of Directors of the Corporation.

#### **ARTICLE II - Membership**

**Section 1 - Membership.** Membership in this Corporation shall consist of those persons who served as volunteers to the Corporation in any given calendar year. They shall be deemed members from the time they begin their volunteer service and they shall retain their membership for one full calendar year following the end of the calendar year in which they last gave their service.

**Section 2: Resignation or Removal.** Any member may resign by submitting a written resignation either at a meeting of the membership or of the Board of Directors or by mailing to the Corporation at its principal office, and thereupon such resignation shall become effective forthwith without need of any acceptance, unless otherwise specified therein. Except as otherwise required by law, any member may be removed by a majority vote of the Board of Directors at any regular or special meeting, for conduct deemed detrimental to the Corporation.

## **ARTICLE III - Meetings of Members**

**Section 1 - Place of Meetings.** Meetings of the membership shall be held at such place convenient to the membership, as may be designated by the Board of Directors.

**Section 2 - Annual Meetings.** An annual meeting of the members shall be held each year, during the month of June, at such time, at such place and on such date as the Board of Directors shall determine. At such annual meeting there shall be elected by ballot of the members a Board of Directors in accordance with the requirements of Section 4 of Article IV of these By-Laws. The members may also transact such other business of the Corporation as may properly come before them.

**Section 3 - Special Meetings.** Special meetings of the members may be held or called for any purpose or purposes at any time by the Chair, by the Board of Directors or by a majority of the membership. The notice must contain a statement of the purpose of the meeting.

**Section 4 - Notice of Meetings.** It shall be the duty of the Secretary to cause a notice of each annual or special meeting, stating the purpose as well as the date, time and place where it is to be held, to be mailed by regular mail or electronic mail to each member of record at his or her residential or electronic address as it appears in the data base of the Corporation, or if no such address appears, at his or her last known residential or electronic address, not less than five (5) but not more than sixty (60) days prior to such meeting.

**Section 5 - Quorum.** At any meeting of the membership, those persons attending the meeting, in person, shall constitute a quorum. Voting by proxy shall not be permitted at membership meetings.

**Section 6 - Voting.** At every meeting of the total membership, each member shall have the right to cast one vote on each question and never more than one vote. The vote of the majority present shall decide any question brought before such meeting, unless the question is one for which, by law or these By-Laws, a different vote is required, in which case such express provision shall govern and control.

**Section 7 - Order of Business.** The order of business at all meetings of the membership shall be stated in the agenda.

## **ARTICLE IV - Board of Directors**

**Section 1 - Number and Qualifications.** The affairs of the Corporation shall be governed by a Board of Directors composed of not less than six (6) or more than sixteen (16) persons, with such persons to be selected from a cross-section of the

community as much as possible. The Directors shall subscribe to the stated purposes of the Corporation.

**Section 2 - Governing Powers.** The Board is responsible for the overall policy and direction of Neighbors, Inc.

**Section 3 - Election and Term of Office.** The Directors shall be elected at each annual meeting of the members. In addition to the slate of nominees submitted by the nominating committee, nominations for the position of Director may be made by any member from the floor, providing written notice is received at the Corporation's office by April 1. Election shall be by vote of the majority of the members present. Each Director's term of office shall be up to three years. The maximum length of continuous service for a Director is six years. After serving six years, the individual may be nominated again after he or she has been off the Board for at least one year.

**Section 4 - Board Attendance.** Any member who has been absent from three consecutive Board meetings or who has been absent from three regular Board meetings in a calendar year, may be terminated as a Board member. The Board reserves the right to deal with unusual circumstances should it be deemed necessary by the Board.

**Section 5 - Vacancies.** Vacancies on the Board of Directors caused by any reason other than the removal of a Director by vote of the membership shall be filled by a vote of the majority of the remaining Directors; each person so elected shall be a Director until a successor is elected by the members at the next Annual Meeting.

**Section 6 - Removal of Directors.** At any annual or special meeting of the members duly called, any one or more of the Directors may be removed by a vote of the majority of the membership of record there present. A successor Director may then and there be elected to fill the vacancy thus created. Any Director whose removal has been proposed by the members shall be given an opportunity to be heard at this meeting.

**Section 7 - Compensation.** No compensation shall be paid to Directors for their service as Directors.

**Section 8 - Annual Board Meeting.** Except as otherwise provided by law, a meeting of the Board of Directors for the purpose of election of officers and for the consideration of any other business that may be properly brought before it shall be held within ninety (90) days of the annual meeting of the membership, at such place as the Board may determine, and with at least five (5) days notice to all Directors of the date, time and place of the meeting.

**Section 9 – Officers of the Board of Directors.** A Board Chair and one or more Vice Chairs will be elected by majority vote of the members of the Board at the first meeting following the annual meeting each year.

**Section 10 - Duties of the Board Chair.** The Chair shall preside at all meetings of the Board of Directors or in his or her absence arrange for another to preside at such meetings in the following order: first Vice Chair, second Vice Chair, Secretary and Treasurer. The Chair shall oversee the long-term goals and purposes of the Corporation, shall have the power to appoint committees as he or she may deem appropriate to assist in the conduct of the affairs of the Board and shall perform other duties as may be determined from time to time by the Board of Directors.

**Section 11 - Duties of the Vice Chair(s).** The Vice Chair(s) shall perform the duties and exercise the powers of the Chair in the absence of the Chair, in the order defined in Section 10 above, and will chair committees on special subjects as designated by the Chair.

**Section 12 - Regular Board Meetings.** Regular meetings of the Board of Directors may be held at such time and place as shall be determined by a majority of the Directors but at least six (6) such meetings shall be held during the fiscal year. At least five (5) days notice shall be given to all directors of the date, time and place of the meeting.

**Section 13 - Quorum.** At all meetings of the Board of Directors, a majority of the Directors shall constitute a quorum for the transaction of business. If, at any meeting of the Board of Directors there is less than a quorum present, or if during the meeting a quorum is no longer present, the Board may not transact any business except, by majority vote of those present, to adjourn the meeting.

## **Article V - Officers of the Corporation**

**Section 1 - Designation.** The Board of Directors shall appoint the principal officers of the Corporation which shall be a Chief Executive Officer, a Secretary and a Treasurer. No two offices, except those of secretary and treasurer, may be held by the same person. The Directors may appoint an assistant secretary, an assistant treasurer, and such other officers as in their judgment may be necessary.

**Section 2 - Chief Executive Officer.** – The President shall serve as Chief Executive Officer of the Corporation. The CEO shall not serve as a member of the Board of Directors. The CEO shall be responsible for the general active management of the business of the Corporation; see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of the Corporation deeds, mortgages, bonds, contracts or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by the articles or bylaws or by the Board to another officer or agent of the Corporation; maintains records of, and when necessary, certifies proceedings of the Board and the members; and performs other duties prescribed by the Board. The CEO will attend all Board meetings, report on the

progress of the organization, answer questions of Board members and carry out the duties described in the job description. The CEO will be responsible for hiring and managing all other employees in the organization.

**Section 3 - Election of Secretary and Treasurer.** The Secretary and Treasurer of the Corporation shall be elected annually by the Board of Directors. The Secretary and Treasurer may be elected from the members of the Board and may serve as members of the Board. Unless sooner removed by the Board, the Secretary and Treasurer shall serve for a term of one year, but not limited to one term, or until their successors are elected and shall qualify. Any vacancies occurring in offices shall be filled by the Board of Directors. The Board of Directors shall appoint such temporary or acting officers as may be necessary during the temporary absence or disability of the regular officers.

**Section 4 - Secretary.** The Secretary shall keep the minutes, including the attendance record, of all meetings of the Board of Directors, and of the membership. He or she shall maintain such books and records of the Corporation as the Board of Directors may provide. He or she shall perform the duties and functions customarily performed by the secretary of a corporation, together with such other duties as the Board of Directors may prescribe.

**Section 5 - Treasurer.** The Treasurer shall work with the President to create and maintain systems for ensuring the Corporation's ongoing solvency and oversee the development of the Corporation's financial policies. The Treasurer shall work with the President in preparing a budget that will be reviewed and approved by the Board of Directors. The Treasurer should be prepared to explain and present the document to the Board of Directors. The Treasurer should keep the Board of Directors apprised of key financial events, trends, and concerns, and assessments of the Corporation's fiscal health.

**Section 6 - Removal.** Upon an affirmative vote of two thirds of all the members of the Board of Directors, any officer may be removed, and his or her successor elected at any regular meeting of the Board of Directors or at any special meeting called for such a purpose.

## **ARTICLE VI - Amendments**

**Section 1 – Notice.** Except as otherwise required by law, these By-Laws may be amended by the Board of Directors at any regular meeting of the Board of Directors or at any special meeting called for that purpose. Prior to the regular meeting or the special meeting, a written notice of the proposed amendment(s) shall have been given to the Board of Directors for their review at least ten (10) days prior to such meeting. Such amendment(s) shall require an affirmative vote of two-thirds of all of the members of the Board of Directors.

## **ARTICLE VII - Fiscal Management**

**Section 1 - Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of July of every year and shall end on the last day of June of each year.

**Section 2 - Books and Accounts.** Books and accounts of the Corporation shall be kept under the direction of the President and reviewed regularly by the Treasurer.

**Section 3 - Auditing and Reports.** The books and records of the Corporation shall be audited annually by an independent auditing firm in accordance with generally accepted accounting practices. The President shall arrange for the completed auditor's report to be presented to the Board of Directors and to be filed in the permanent records of the Corporation.

**Section 4 - Execution of Corporation Documents.** With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by the CEO. When multiple signatures are required, such notes and contracts may also be signed by any of the other Board officers and attested to by the Secretary or Treasurer, except in those instances where the signature of a specific officer or officers is required by the organization with which the note or contract is being signed.

**Section 5 - Directors' and Officers, and Employee Dishonesty, Insurance.** The CEO shall assure that both a Director's and Officer's Insurance Policy and an Employee Dishonesty Policy are in force at all times.