



This document is a summary of substantive changes being proposed to Neighbors' Articles of Incorporation and Bylaws. It does not capture every single change. Members are encouraged to compare the documents and email charlie@neighborsmn.org with questions, visit our frequently asked questions document located at www.neighborsmn.org/annualmeeting and/or attend a Member Q and A meeting June 7 from 5-6 PM on Zoom (<https://us02web.zoom.us/j/82522176670>.)

Articles of Incorporation

- The original Articles of Incorporation (hereinafter "Articles") were approved on November 14, 1974.
- The Articles were amended on October 17, 1979.
- Subsequent amendments were made for the purpose of updating the Corporation's address.
- The purpose statement has been updated and modernized. See Articles of 1979, section 2 and proposed Articles 2021, section 3.
- Remaining document has been updated to reflect current Minnesota law and statutes. Please see Articles of 1979 and proposed Articles of 2021 for direct comparison.

Proposed, Restated Bylaws

1. Purpose statement has been updated to reflect update in Articles of Incorporation.
2. Membership
 - a. Corporation will have non-voting members.
 - b. Definition of member can be broadened to include more supporters of Neighbors.
 - c. Specifically states no member will be personally responsible for any financial obligation of the Corporation.
3. Board of Directors
 - a. More expansive definition of the boards governing powers.
 - b. Minimum board size is seven. No cap on amount of directors allowed.
 - c. Election of Directors may take place at any regular meeting of the board. Directors elected by a vote of the Board of Directors.
 - d. Specifies that a meeting of the Board of Directors can take place in part or solely through remote communication.
4. Optional Advisory Board included with Proposed Bylaws.
5. Terms of Officers specified in Proposed Bylaws.
6. Defines authority and formation of committees and task forces.
7. Section on Diversity Equity and Inclusion.
8. Defines fiduciary authority of executive and board of directors.