



BYLAWS

ARTICLE I — NAME AND PURPOSE

Section 1 — Name: The name of the organization shall be Rochester Neighborhood Resource Center. Hereafter referred to as RNeighbors. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2 — Address: RNeighbors shall be located at the following address:
125 Elton Hills Drive NW #240
Rochester, MN 55901

Section 3 — Purpose: RNeighbors is organized exclusively to provide tools for great neighborhoods to grow.

The purpose of this organization is:

- To provide support and organizational development assistance to Neighborhood Associations throughout the Rochester community.
- To develop and implement programs, resources, and activities that build the capacity of existing Neighborhood Associations, benefiting neighborhoods in general throughout the city of Rochester.

Section 4 — Mission: RNeighbors empowers citizen leaders to create sustainable neighborhood networks that promote a vibrant, healthy, and livable community.

Section 5 — Vision: RNeighbors works toward a future when Rochester community life is rooted in neighborhoods that nurture citizen involvement for positive community change.

ARTICLE II — MEMBERSHIP

Section 1 — Membership: Membership shall consist of the board of directors.

ARTICLE III — BOARD OF DIRECTORS

Section 1 — Board Role, Size, and Compensation: The board is responsible for overall policy and direction of RNeighbors, and delegates responsibility of day-to-day operations to the staff and committees. The board shall have at least 9, but not more than 16 members. The board receives no compensation other than reasonable expenses.

Section 2 — Eligibility: Application for voting membership shall be open to any current resident, property owner, business operator, or employee of the city of Rochester or Olmsted County that supports the purpose statement in Article 1, Section 3.

The board shall have at least three members which are representatives from 3 different registered Rochester Neighborhood Associations; but no more than two board representatives from a single Rochester Neighborhood Association is permitted. Board members must complete an application and be approved by a majority vote of the board. Members must sign the Board Commitment Letter (Attachment A) and the Conflict of Interest Policy (Attachment B) annually during the November board meeting to remain a voting member of the board.

Section 3 — Terms: Board members shall serve three-year terms, but are eligible for re-election for up to three consecutive terms. Rochester City Council or Olmsted County Commissioner representatives on the board may serve more than three consecutive terms.

Section 4 — Meetings and Notice: The board shall meet monthly, skipping July and December, unless outside circumstances dictate otherwise. The board shall meet at an agreed upon time and place. An official board meeting requires that each board member have written and/or electronic notice at least two weeks in advance. Robert's Rules of Order shall not supersede these bylaws, but shall be utilized as the governing rules regarding all questions of parliamentary procedure not detailed herein.

Section 5 — Board Elections: During the month of November of each calendar year, the board of directors shall elect directors to replace those whose terms will expire at the end of that calendar year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws. Executive Board members shall take office in January and each Executive Board member may serve up to two consecutive two year terms, if they choose.

Section 6 — Election Procedures: New directors shall be elected by a majority of directors present at the November meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the following year.

Section 7 — Quorum: A quorum must be attended by at least a majority of the elected board members in order for business transactions to take place and motions to pass.

If there is not a majority of members at a board of directors meeting, a unanimous agreement of those members in attendance (provided they number at least six) will suspend from the board those members who have missed the two meetings immediately previous and are not currently attending. If this action results in a quorum of the reduced number being present, the meetings may be held in the usual way. The suspension will expire at the end of the meeting. The issue of permanent expulsion of board members for non-attendance is dealt with in another section of these by-laws.

Section 8 — Officers and Duties: There shall be five officers of the board, consisting of a president, past president, vice-president, secretary, and treasurer. With the exception of the past president, the officers shall be elected annually for two year terms (if they choose) by affirmative majority vote of the board members present at the December meeting. All officers shall be members of the board. The officer's duties are as follows:

- **The president** shall preside at all meetings of the board. He/she may sign any deed, mortgage, bonds, contracts or other instruments that the board has authorized to be executed. The president shall sign such documents with the secretary or any other proper officer of RNeighbors as authorized by the board, except in cases where signing of an execution thereof shall be expressly delegated to some other officer or agent of the RNeighbors. The president will also perform all duties incident to the office of the president and such other duties that shall be prescribed by the board and/or staff. The president shall appoint all committees as may be deemed necessary. The president shall be an ex-officio member of all

committees except the nominating committee and shall have check signing authority for the organization.

- **The vice-president** shall perform the duties of the president in the event of the president's inability or refusal to act and when so acting shall have all of the restrictions as the president. On occasion, the vice-president shall perform other duties as may be assigned by the president, the board, and/or the staff.
- **The past president** shall assist the president with all duties of the office of president. The past president shall be assigned duties by the president as needed.
- **The scribe/secretary** shall record the minutes of the board meetings and see that all notices are duly given in accordance with the provisions of these bylaws. The secretary shall perform all duties incident to the office of secretary and such other duties that may be assigned by the president, the board, and/or the staff.
- **The treasurer** shall ensure a quarterly report is presented at board meetings with information from accountant. The treasurer shall oversee the financial work of the staff and board authorized accountant. The treasurer or designated agent shall have charge and custody and responsibility for all funds and securities of RNeighbors; receive and give receipts for due payments on behalf of RNeighbors and deposit funds in the name of RNeighbors in such bank, trust, corporation and other depositories as shall be selected in accordance with the bylaws; and in general perform all of the duties incident to the office of treasurer and such other duties as from time to time may be assigned by the president, the board, and/or staff. This board position shall have check signing authority for the organization.

Each year the treasurer shall work with the Executive Director and Executive Board to assemble an annual budget, a draft of which is to be approved by the board at the June meeting. All expenditures must be within budget. Any major change in the budget must be approved by the board or the executive committee. The fiscal year shall be the calendar year.

Annual reports are completed by the accountant and will be submitted to the board and the State of MN showing income, expenditures, and pending income. Financial records of the organization are public information and shall be made available to board members and the public.

Section 9 — Vacancies: When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members and/or staff two weeks in advance of a board meeting. These nominations shall be sent out to board members with the board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 10 — Resignation, Termination, and Absences: Resignation from the board must be in writing and received by the president of the board. The board may elect a new member to serve for the duration of the term.

A member may be removed by a two-thirds vote of the remaining board members. A board member may be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. Grounds for termination shall include, but not be limited to, a failure to disclose a conflict of interest, infringement upon the letter of commitment or other unethical conduct.

Section 11 — Special Meetings: Special meetings of the board shall be called upon the request of the president, or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least two weeks in advance.

Section 12 — Ex-Officio Members: The board may appoint ex-officio members to be non-voting members of the board.

Section 13 — Online Voting: Voting may take place electronically on items that need immediate action.

ARTICLE IV — COMMITTEES

Section 1 — Committee Formation: The board may create committees as needed for fundraising, neighborhood programming, policy review, nomination, etc.

Committees for external programs and partnerships shall be supported in order to develop and implement programs and activities that build the capacity of existing Neighborhood Associations and benefit neighborhoods in general.

The board president appoints all committee chairs. The task of all committees and their starting and ending dates shall be clearly indicated by the board.

Section 2 — Executive Committee: The executive committee is responsible for setting the overall direction of the board, providing support, fostering leadership, communication direction, and nominating the proposed slate of officers in September. Activities include developing meeting agendas and monitoring/coordinating the activities of the designated committees. The committee, often through the president, will recommend actions for consideration by the full board and often act on behalf of the RNeighbors within guidelines established by the board of directors, membership and RNeighbors bylaws. It is the primary objective of the committee to assure the ongoing viability and effectiveness of the RNeighbors. The five officers serve as the members of the executive committee as well as the human resources representative of the board. Except for the power to amend the articles of incorporation and bylaws, the executive committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors, and is subject to the direction and control of the full board.

ARTICLE V — DIRECTOR AND STAFF

Section 1 — Executive Director: The executive director is hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary. The Executive Director has check signing authority for the organization up to \$500.

ARTICLE VI — INDEMNIFICATION

Section 1 — Reimbursement: RNeighbors shall indemnify persons, including but not limited to, its directors, officers, and committee members, for such expenses and liabilities, to the extent required by the Minnesota Nonprofit Corporation Act and shall have the power otherwise to indemnify persons for such expenses and liabilities in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE VII — AMENDMENTS

Section 1 — Amendments: These bylaws may be amended when necessary by a majority of the board of directors. No such amendment shall infringe upon the mission and purpose of RNeighbors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements two weeks prior to a regularly scheduled board meeting.

ARTICLE VIII — NON DISCRIMINATION

Section 1 —Statement of Non Discrimination: RNeighbors shall provide equal opportunity to all people without regard to race, color, creed, sex, age, disability, sexual orientation or national origin in regard to membership on the board of directors, employment by RNeighbors or any other action or activity of the Rochester Neighborhood Resource Center.

CERTIFICATION

These bylaws were revised and approved at a meeting of the RNeighbors board of directors by a majority vote on June 19, 2019.

Taryn Edens, President

June 19, 2019
Date

Kelly Corbin, Scribe

June 19, 2019
Date

Attachment A



RNeighbors Board Member Commitment Letter

As approved by the RNeighbors Board of Directors on 10.17.2013

I _____ agree to serve as a member of the RNeighbors Board of Directors. I understand that my term of office, according to the Board Bylaws, is for a period of three years from my start date. I also understand that as a member of the Board of Directors of RNeighbors, I have a legal and ethical responsibility to ensure that the organization does the best work possible to be a valuable resource for Rochester neighborhoods. I believe in the purpose and the mission of the organization, and I will act responsibly and prudently as a steward of RNeighbors.

As a member of the Board of Directors, I agree to:

- Abide by the Bylaws of the RNeighbors Board
- Attend at least 75% of RNeighbors board meetings, committee meetings, and special events during the calendar year, unless previously excused
- Avoid any Conflict of Interest or appearance of a conflict
- Participate in assigned RNeighbors Committees
- Work in good faith with staff and board members as partners toward achievement of our goals
- Participate in short and long range planning activities for RNeighbors
- Ensure effective fiscal controls and accountability
- Approve the annual budget
- Promote RNeighbors in the community

I agree that if at any time I am unable to fulfill the commitments of a member of the Board of Directors of RNeighbors, I will give appropriate notice of resignation to the President of the Board.

I also agree that if an issue regarding my performance on any of the above arises, the Executive Committee has the right to bring a vote before the entire Board on any further disciplinary action up to and including a request for my resignation.

In turn, RNeighbors Board members and staff will respond in a straightforward fashion to questions that I feel are necessary to carry out my fiscal, legal, and moral responsibilities to this organization. Board members and staff will work in good faith with me toward our goals, strengthening Rochester neighborhoods.

Attachment B

**Policy on Discontinuing Contact Upon Request
FOR**



1. **Policy:** It is the policy of Rochester Neighborhood Resource Center ("RNeighbors") to discontinue contacting any person upon that person's oral or written request directed to the organization, its professional fundraiser, or other agent.

RNeighbors shall maintain a record of all requests by persons who indicate to RNeighbors, its professional fundraiser, and other agents, that they do not wish to be contacted by or on behalf of RNeighbors.

2. **Limitation:** This policy does not prohibit contact by RNeighbors that is solicited by a person or a person's representative, even if the person or his/her representative have requested to be placed on the "do not contact list." Contact by RNeighbors that is solicited by a person whose name appears on "do not contact" list shall be limited to providing a direct response to the person's inquiry and shall not cause the person's name to be removed from the "do not contact" list.
3. **Procedure:** Upon a person's (or a person's authorized representative's) request that RNeighbors discontinue further contacts, the person's name and address will be promptly removed from RNeighbors' database or modified to insure that no further contact is made with the person. RNeighbors will also take steps to insure that the person's name is removed from any external databases or records under RNeighbors' control.
4. **Permanent Record:** RNeighbors will maintain a record of all requests for discontinuance of contacts, effective with the adoption of this policy by RNeighbors' Board of Directors. Oral requests will be recorded in writing by the staff of RNeighbors and maintained with the written requests. The records of persons who have made such a request will be maintained by RNeighbors to the extent necessary for legal or liability purposes.

Upon a motion duly made and seconded, the Conflict of Interest Policy was reviewed and approved by the Board on the 7th day of December, 2011.

RNeighbors Board President

This document was modeled after a template provided by the MN Charities Review Council. www.smartgivers.org.