

BYLAWS OF LAKE STREET COUNCIL

ARTICLE I – NAME, PURPOSE

Section 1.1 Name. The name of the organization shall be LAKE STREET COUNCIL.

Section 1.2 Purpose. LAKE STREET COUNCIL is organized exclusively for charitable and educational purposes, more specifically, to advance the general welfare and prosperity of Lake Street and its adjacent areas, so that its citizens and all areas of its business community shall prosper. .

Section 1.3 Mission. The mission of LAKE STREET COUNCIL is to ensure the vitality and prosperity of the Lake Street Corridor through business and community partnerships.

ARTICLE II – EXEMPTION REQUIREMENTS

Section 2.1 At all times the following shall operate as conditions restricting the operations and activities of LAKE STREET COUNCIL:

- a) No part of the net earnings of LAKE STREET COUNCIL shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that LAKE STREET COUNCIL shall be authorized and empowered to pay reasonable compensation for services rendered to and to make payments and distributions in furtherance of the purposes set forth in Article I.
- b) No substantial part of the activities of LAKE STREET COUNCIL shall be the carrying on of propaganda or otherwise attempting to influence legislation, or any initiative or referendum before the public, and LAKE STREET COUNCIL shall not participate in, intervene in (including the publishing or distribution of statements) any political campaign on behalf of, or in opposition to, any candidate for public office, except as otherwise permitted in accordance with federal law.
- c) Notwithstanding any other provision of these Bylaws or the Articles of Incorporation governing LAKE STREET COUNCIL, LAKE STREET COUNCIL shall not carry on any other activities not permitted to be carried on (1) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section(s) of any future federal tax code or (2) by any organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section(s) of any future federal tax code.

ARTICLE III -- MEMBERSHIP

Section 3.1: Membership shall consist of one class of Membership. Criteria for membership shall include completing an application for membership and paying annual dues.

Section 3.2: Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for by the Board. The term of Membership shall be one year.

Section 3.3: Membership shall terminate at the end of the stated term of Membership. Any member may be expelled by a majority vote of the Board of Directors at a regularly scheduled meeting for conduct unbecoming a member or prejudicial to the aims or repute of the LAKE STREET COUNCIL after notice and opportunity for hearing are offered the member involved:

- a) not less than fifteen (15) days' prior written notice of the expulsion, suspension, or termination, and the reason for the same; and
- b) an opportunity for the Member to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination by a person authorized to decide that the proposed expulsion, termination or suspension not take place.

Section 3.4: Meetings of Voting Members

Section 3.4.1: Regular meetings of voting members shall be held at least annually, at such day and time as the Board of Directors shall determine.

Section 3.4.2: Unless otherwise required by law or the Articles or Bylaws of Lake Street Council, notice of all Member meetings must be given at least five (5) and not more than sixty (60) days before the meeting. The notice must contain the date, time and place of the meeting.

Section 3.4.3: If a regular meeting of voting Members has not been held during the preceding fifteen (15) months, at least ten percent (10%) of the Members with voting rights may demand a regular meeting of the Members by written notice of demand given to the President or the Treasurer of LAKE STREET COUNCIL. Within thirty (30) days after receipt of the demand, the Board shall cause a regular meeting of Members to be called and held on notice no later than ninety (90) days after receipt of the demand, at the expense of LAKE STREET COUNCIL.

Section 3.4.4: Special Meetings. Special meetings may be called by the President, the Executive Committee, or by at least ten percent (10%) of the Members with voting rights, whichever is less.

Section 3.4.5: Quorum. A simple majority shall constitute a quorum at a meeting of the Members.

ARTICLE IV -- BOARD OF DIRECTORS

Section 4.1 Board Role, Size, Compensation. The business and charitable affairs of LAKE STREET COUNCIL shall be managed by or be under the direction of a Board of Directors. The Board shall have up to nineteen (19) and not fewer than three (3) members. The Board will determine the number of directors at each Annual Meeting. One (1) Board position must be offered to the fiscal agent, if one is appointed. Board members acting in their capacities as directors shall receive no compensation other than reimbursement of reasonable expenses. Staff whose employment ends cannot be on the Board for 2 years.

Section 4.2 Meetings. The Board shall meet at least six times per year, at an agreed upon time and place. A meeting shall be held each year in the first quarter of the fiscal year, which shall serve as the Annual Meeting.

Section 4.4 Board Elections. Election of new directors or of current directors to a new term will occur as the first item of business at the Annual Meeting. Directors will be elected by a majority vote of the current directors.

Section 4.5 Terms. Board members shall serve three year terms, but are eligible for re-election for additional terms.

Section 4.6 Quorum. A quorum shall consist of a simple majority of directors, but not less than 1/3rd of the directors currently holding office, in order to transact business at a meeting. If a quorum is present when a duly called meeting is convened, the directors present may continue to transact business until adjournment, even through the withdrawal of Directors originally present leaves less than the proportion or number otherwise required for a quorum.

Section 4.7 Notice. Written or oral notice of a board meeting shall be provided five (5) days in advance of the meeting. Notice by email is sufficient if directors agree to receive notice by this means. If the date, time and place of a board meeting have been provided in the Articles, Bylaws, or announced at a previous meeting of the Board, notice is not required.

Section 4.8 Waiver of Notice. A director may waive notice of a Board meeting. A waiver of notice by a director entitled to notice is effective whether given before, at or after the meeting, and whether given in writing, orally or by attendance. Attendance by a director at a meeting is a waiver of notice of that meeting, unless the director objects at the beginning of the meeting to the transaction of business because the meeting was not lawfully called or convened and does not thereafter participate in the meeting.

Section 4.9 Removal. A Director may be removed at any time, with or without cause, by a majority of the other Directors of the Board. Removal shall be effective upon the mailing of a written notice to the Director who is removed. A Director may be removed for excess absences from the Board if s/he has three consecutive unexcused absences or six unexcused absences from Board meetings in a year.

Section 4.10 Vacancies. Vacancies on the Board of Directors shall be filled by the remaining directors, even if the number of directors is less than a quorum. A person so elected to fill a vacancy shall serve as a Director for the remainder of the term of said vacancy. If a vacant position was held by a director appointed by an organization, entity or agency represented on the Board, that organization, entity or agency will be first offered to fill the vacancy. If not filled within three months, the seat will become vacant.

Section 4.11 Resignation, Termination and Absences. A Board member may resign at any time by providing written notice to the President. Resignation shall take effect upon receipt of the notice, unless a later date is specified in the notice.

Section 4.12 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 postmarked or emailed at least three (3) and no more than thirty (30) days in advance of the meeting.

Section 4.13 Written Actions. Any action required or permitted to be taken at a meeting of the Board may be taken by written action, signed by the number of directors required to take the same action at a meeting of the Board of Directors at which all directors were present. The written action is effective when signed by the required number of directors, unless a different effective date is provided in the written action. A response via email shall be sufficient provided the email is received from the director and states affirmatively or negatively the director's vote. All written actions shall be filed with the minutes of LAKE STREET COUNCIL.

Section 4.14 Electronic Conference Meetings. A conference among directors, or among members of any committee designated by the Board of Directors, by any means of communications through which the participants may simultaneously hear each other during the conference, constitutes a meeting of the Board or the committee, if the same notice is given of the conference as would be required for a meeting, and if the number of persons participating in the conference would be sufficient to constitute a quorum at the meeting. Participation in a meeting by such means constitutes personal presence at the meeting.

ARTICLE V – OFFICERS

Section 5.1 Officers and Duties. There shall be four (4) officers of The Board consisting of a President, Vice President/Secretary, Past President and Treasurer. Officer positions may be combined, except that the positions of President and Vice President shall not be combined. The Board may from time to time appoint other officers as it deems necessary.

Section 5.2 Election, Term and Removal. Officers shall be elected at the Annual Meeting of the Board of Directors or first meeting of the Board of Directors following Annual Meeting. Officers will be elected annually, and may be reelected for subsequent terms. Any officer may be removed with or without cause by the affirmative vote of a majority of the directors present at any duly held meeting of the Board.

Section 5.3 President. The President shall serve as the Chair of the Board of Directors and as the chief executive officer of LAKE STREET COUNCIL unless the position of chief executive officer is otherwise delegated by a vote of the majority of the Board. The President shall preside at all meetings of the Board, see that all orders and resolutions of the Board are carried into effect, and sign and deliver in the name of LAKE STREET COUNCIL any legal documents regarding transfer or conveyance of real or personal property, contracts, financial documents (including checks) or other instruments pertaining to the business of LAKE STREET COUNCIL, unless such signing authority is required by statute to be exercised by another person or the Articles, Bylaws or Board expressly delegate the authority to another person. The President shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5.4 Vice President/Secretary. The Vice President/Secretary will serve as Chair of committees on special subjects as designated by the Board, and shall serve in place of the President if the President is unable to perform his or her duties. The Vice President/Secretary shall be responsible or delegate responsibility for recording and maintaining a record of all Board actions, sending out meeting notices, making available all materials to be used in meetings or other Board actions, and maintaining a record of all corporate documents required for recognition as a non-profit, tax exempt organization operating in the state of Minnesota. The Vice President/Secretary shall also be responsible for carrying out such other duties as the Board may from time to time prescribe.

Section 5.5 Past President. The Past President shall work with appropriate committees for Director Nominations, Achievement Awards Nominations and Annual Meeting Preparation. The Past President will provide support to other Board Members as necessary. The Past President should be available for consultation should the President find it necessary to request his/her services. The Past President shall also be responsible for carrying out such other duties as the Board or President may from time to time prescribe.

Section 5.6 Treasurer. The Treasurer shall keep accurate financial records for LAKE STREET COUNCIL; assure that checks and monies are deposited correct to the credit of LAKE STREET COUNCIL and that funds are disbursed appropriately; and make a report regarding the finances of LAKE STREET COUNCIL and Treasurer's activities whenever requested by the President or Board. The Treasurer shall present an annual budget to the Board, and make financial information available to Board members and the public. The Treasurer shall also be responsible for carrying out such other duties as the Board or President may from time to time prescribe.

Section 5.7 Signing Authority; Delegation. The President and Treasurer shall be designated as signatories for contracts and financial transactions, including checks, unless otherwise delegated by the Board. Any other duties of an officer may be delegated in writing, unless otherwise prohibited by statute or the Board of Directors.

ARTICLE VI – COMMITTEES

Section 6.1 Creation. The Board may create standing and *ad hoc* committees as needed. The President shall initially appoint all Committee Chairs.

Section 6.2 Executive Committee. Unless otherwise directed by the Board, the officers shall serve as the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all of the powers and authority of the Board of Directors, subject to the direction and control of the Board of Directors.

Section 6.3. Finance Committee. The Treasurer shall be the President of the Finance Committee, which shall include at least one (1) other director. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, grant proposals and annual budgets. The Board of Directors must approve the budget, and all expenditures must be within the budget. The Board of Directors or the Executive Committee must approve any major change in the budget. If the Executive Committee makes a change to the budget, that change shall be reported and approved by the Board at its next regularly scheduled meeting. In the absence of a Finance Committee, the Executive Committee will serve this function.

ARTICLE VII – FINANCES

Section 7.1 Fiscal Year. The fiscal year shall begin on January 1 and end on December 31 of each year. The budget shall be presented at the Annual Meeting.

Section 7.2 Acceptance of Funds. Any dues, contributions, grants, bequests or gifts made to LAKE STREET COUNCIL shall be accepted or collected only as authorized by the Board of Directors.

Section 7.3 Deposits. All funds of LAKE STREET COUNCIL shall be deposited to the credit of LAKE STREET COUNCIL under such conditions and in such banks as shall be designated by the Board of Directors.

Section 7.4 Fiscal Agent.

Section 7.4.1 Agreement. The Board is authorized to enter into an agreement with a fiscal agent, for such time and under such terms as the Board may deem appropriate. The fiscal agent shall act on behalf of LAKE STREET COUNCIL and be authorized to manage and disperse funds, execute contracts and employ staff on behalf of LAKE STREET COUNCIL. The fiscal agent shall provide regular financial reports to the Treasurer, who will in turn present a full and clear statement of the financial condition and activities of the organization at the Annual Meeting and as otherwise requested by the President or Board. A fiscal agent shall operate pursuant to a written agreement with LAKE STREET COUNCIL, and shall be required to operate in accordance with generally accepted accounting and auditing principles.

Section 7.4.2 Audit. Fiscal agents who manage LAKE STREET COUNCIL funds shall provide copies of their annual financial audits, prepared by an accounting firm independent of the fiscal agent.

ARTICLE VIII -- EXECUTIVE DIRECTOR

Section 8.1 Appointment of Executive Director. The Board may appoint an Executive Director, who shall serve at the pleasure of the LAKE STREET COUNCIL Board of Directors, for such compensation as the Board may determine. The general duties and rate of compensation for the Executive Director shall be detailed in a written Agreement, signed by the Executive Director and the President of the Board of Directors.

Section 8.2 Duties of Executive Director. The Executive Director shall be responsible for directing the day-to-day operations of LAKE STREET COUNCIL and may be appointed by the Board as LAKE STREET COUNCIL's Chief Executive Officer. Additionally, the Executive Director shall be responsible for compiling and submitting to the Board and any committees of the Board any such reports, analyses, statistics, plans, and other information as may be required and/or requested from time to time.

Section 8.3 Dismissal of Executive Director. The Executive Director will be notified at least ten days in advance of any Board meeting to consider termination of his or her employment, and will have the right to address the Board at such meeting, prior to any vote on the Executive Director's dismissal. Upon notification, the Executive Director will be suspended and no longer acting on behalf of the organization pending outcome. Dismissal may be with or without cause. A majority vote of the Board members will be required for dismissal.

ARTICLE IX – INDEMNIFICATION

Section 9.1 Indemnification. The corporation shall indemnify such persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent, as permitted by Minnesota Statutes, Section 317A.521, as now enacted or hereafter amended.

Section 9.2 Conflicts of Interest. The corporation shall not enter into contracts or transactions between the corporation or a related corporation and a director of the corporation or between the corporation and an organization in which a director of the corporation is a director, officer, or legal representative or has a material financial interest, except in accordance with the provisions of Minnesota Statutes, Section 317A.255, as now enacted or hereafter amended.

Section 9.3 Standard of Conduct. Each director and officer shall discharge his or her duties as a director or officer in good faith, in a manner which the director or officer reasonably believes to be in the best interests of the corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances.

ARTICLE X - NON-DISCRIMINATION AND DIVERSITY

Section 10.1 Policy. LAKE STREET COUNCIL shall operate its programs, provide its services and provide opportunities to current and prospective employees without regard to race, color, age, religion, national origin, sex, physical or mental disability, sexual orientation, or receipt of public assistance. LAKE STREET COUNCIL shall strive to reflect the diversity of persons that comprises its constituency through the composition of its Board, committees, volunteers and staff.

ARTICLE XI -- TERMINATION OF LAKE STREET COUNCIL

Section 11.1 Process. LAKE STREET COUNCIL may be disbanded upon the affirmative vote of two-thirds of the LAKE STREET COUNCIL Board of Directors. Following such a vote, LAKE STREET COUNCIL shall conclude the business of the organization and direct the final distribution of funds belonging to LAKE STREET COUNCIL. Upon liquidation and completion of the business of LAKE STREET COUNCIL, the Board of Directors shall adopt a resolution for dissolution of LAKE STREET COUNCIL, and the termination and dissolution of LAKE STREET COUNCIL shall be effective as of the date of said resolution. The dissolution of LAKE STREET COUNCIL and the distribution of funds shall be in accordance with applicable federal tax law, Minnesota non-profit corporation law, LAKE STREET COUNCIL's Articles of Incorporation, and any other governing laws, rules and regulations in effect at the time of dissolution.

ARTICLE XII -- AMENDMENTS

Section 12.1 Process. These Bylaws may be amended by a two-thirds majority of the Board of Directors. Proposed amendments must be submitted to the Secretary, who must provide five (5) days' notice to Board members of the date of the meeting where the amendments will be acted upon. The Secretary shall also provide copies of the proposed amendments with the notice of the meeting.

These Bylaws were approved at a meeting of the Board of Directors of LAKE STREET COUNCIL on January 15, 2009.

President, Board of Directors