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**AMENDED AND RESTATED BYLAWS
OF
WEST BANK BUSINESS ASSOCIATION**

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**ARTICLE I
OFFICES, CORPORATE SEAL**

Section 1.01. Registered Office. The registered office of this corporation located in Minnesota shall be that as set forth in the Articles of Incorporation, or in the most recent amendment of the Articles of Incorporation, or in the most recent statement filed with the Secretary of State of Minnesota changing the registered office.

Section 1.02. Other Offices. This corporation may have such other offices, within or without the State of Minnesota, as the Board of Directors may from time to time determine.

Section 1.03. Corporate Seal. This corporation shall have no corporate seal.

Section 1.04. Mission. The mission of the West Bank Business Association (“WBBA”) is to strengthen and celebrate the neighborhood by promoting the area and connections between its residents, businesses, institutions and organizations. The WBBA is dedicated to preserving the neighborhood’s strengths while identifying and helping address the neighborhood’s changing needs bringing positive improvements to all, while serving as a resource for all of the business and commercial property owners on the West Bank.

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**ARTICLE II
MEMBERS**

Section 2.01. Members. Membership shall consist of one class of Membership.

Section 2.02 Benefits. Members are entitled to vote and have equal rights and preferences in matters not otherwise provided for the by Board. The term of membership shall be one year.

Section 2.03. Qualifications. The Board of Directors may from time to time establish qualifications for members, including without limitation a requirement for payment of dues. Unless otherwise determined by the Board of Directors, members may include natural persons, corporations, limited liability companies, partnerships, nonprofit organizations or any other incorporated or unincorporated organization.

Section 2.04 Term and Dismissal. 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

Damon Runnals 8/6/13 2:47 PM
Section 1 outlines the basic mission of the WBBA and includes language on other offices, the registered office, and a seal (none).

Damon Runnals 8/6/13 2:49 PM
I have included the exact language on members from the Lake Street Council bylaws. Members can vote on matters “not otherwise provided for by the Board”. An example would be if the Executive Director wanted to poll the opinion on a program approach and could call a vote of the members to gauge support. This section also includes the qualifications for being a member, the terms and dismissal of members, and the basics around member meetings.

repute of the West Bank Business Association 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 2.05 Meetings of Voting Members.

Section 2.05.1. Regular meetings of voting members shall be held at least annually, at such day and time as the Board of Directors shall determine.

Section 2.05.2. Unless otherwise required by law or the Articles or Bylaws of the corporation, 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 2.05.3. 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 to the President or Treasurer of the corporation. 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 the corporation.

Section 2.05.4. 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 2.05.5 A simple majority shall constitute a quorum at a meeting of the Members.

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ARTICLE III
BOARD OF DIRECTORS

Section 3.01 General Powers. The property, business, and affairs of this corporation shall be managed by or under the direction of the Board of Directors.

Section 3.02. Number, Qualifications, Term of Office, and Election. The number of directors shall be determined by an affirmative vote of a majority of the total number of directors, provided that the number of directors shall not be less than seven (7). Directors must be natural persons. Each director shall hold office for a term of three (3) years and through the adjournment of the meeting at which successor directors are elected, and until a successor is

Damon Runnals 8/6/13 2:53 PM
The bulk of this section read very similar to the Lake Street Council bylaws in function. These bylaws contain more legalese but the execution of the language is the same as in Lake Street Council. This sections sets up the powers of the board, the terms and number of members (min 7), and all the functioning procedures around meetings and communication.

elected and qualified, or until the earlier death, resignation, or removal of the director. Directors are eligible for re-election for additional terms.

Section 3.03. Resignation. A director may resign at any time by giving notice to the corporation. The resignation of a director is effective without acceptance when the notice is given to the corporation, unless a later effective time is specified in the notice. Written notice or an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

Section 3.04. Removal of Directors. A director may be removed at any time, with or without cause, by the affirmative vote of a majority of the total number of directors. 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 3.05. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of directors, expiration of term, or any other cause, shall be filled by affirmative vote of a majority of the total number of remaining directors, though less than a quorum, and the term of the director filling the vacancy shall expire at the end of the next annual meeting at which directors are to be elected. 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 (3) months, the seat will become vacant.

Section 3.06. Time, Place and Manner of Meetings. The Board of Directors may hold its meetings at such time and place, and in such manner as it may from time to time determine. If the Board of Directors fails to select a place for a meeting or to specify that the meeting will be conducted solely through means of remote communication pursuant to Section 3.07, the meeting shall be held at the registered office.

Section 3.07. Meetings Conducted Solely Through Means of Remote Communication. The Board of Directors may specify that a meeting will be conducted solely through one or more means of remote communication, provided that notice is given, as specified in Section 3.12, and that the quorum requirements specified in Section 3.13 are met. Remote communication includes any communication that is accomplished by means of electronics, telephone, video, or internet conferencing, or such other means through which persons not physically present in the same location may communicate with each other on a substantially simultaneous basis. Participation in a meeting through a form of remote communication that is authorized by the Board of Directors constitutes personal presence at the meeting.

Section 3.08. Attendance and Participation in Meetings by Means of Remote Communication. The Board of Directors may authorize individual attendance and participation by Board members at meetings through one or more means of remote communication.

Participation in a meeting through a form of remote communication authorized by the Board of Directors constitutes personal presence at the meeting.

Section 3.09. Annual Meeting. The annual meeting of the Board of Directors shall be held each year at such time and place and in such manner as the Board may determine, for the purpose of electing directors and officers and for the transaction of such other business as shall come before the meeting.

Section 3.10. Regular Meetings. Regular meetings of the Board of Directors shall be held at least four (4) times per year at such times and places and in such manner as the Board may determine.

Section 3.11. Special Meetings. Special meetings of the Board of Directors shall be held whenever called by the President or by any one of the directors, and shall be held at such times and places and in such manner as the Board may determine.

Section 3.12. Notice. Notice of a meeting shall be mailed to each director, addressed to the director at his or her address according to the last available records of this corporation at least five (5) days before the day on which the meeting is to be held, or delivered personally or by telephone, facsimile transmission, or electronic communication which meets the requirements of Section 3.17, not later than two (2) days before the day on which the meeting is to be held, however, notice need not be given if the date, time and place of the meeting were announced at a previous Board meeting. The notice shall state the time, place and manner of the meeting, but need not state the purposes thereof. Notice will be deemed waived by any director who attends the meeting in person or participates in the meeting via remote communication, unless the director objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting. Notice also may be deemed waived if the director consents to such waiver of notice in writing or by electronic communication which meets the requirements of Section 3.17, before, after or during the meeting.

Section 3.13. Quorum. Except as otherwise provided by statute or by these Bylaws, one-half (1/2) of the total number of directors shall be required to constitute a quorum for the transaction of business at any meeting, and the act of a majority of the directors present at any duly-held meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of the directors present may adjourn a meeting from time to time until a quorum is present. Notice of any adjourned meeting need not be given, other than by announcement at the meeting at which adjournment is taken. If a quorum is present when a duly called or held meeting is convened, the directors present may continue to transact business until adjournment, even though the withdrawal of directors originally present leaves less than the number otherwise required for a quorum.

Section 3.14. Proxy Voting. Proxy voting shall not be permitted.

Section 3.15. Action Without Meeting. Any action that may be taken at a meeting of the Board of Directors may be taken without a meeting, when authorized in a written action signed or consented to in an electronic communication which meets the requirements of Section 3.17. If authorized in the Articles of Incorporation and if the action does not require the vote of any members, the written action must be approved, in one or more counterparts, by the number of directors that would be required to take the same action at a meeting of the Board of Directors at which all directors were present. If the Articles of Incorporation are silent regarding written action or if the action requires a vote of any members, the written action must be approved, in one or more counterparts, by all of the directors. If the Articles of Incorporation provide for a different requirement regarding the number of votes required for a written action, the Articles of Incorporation shall be followed. All written actions shall be filed with the minutes of the corporation.

Section 3.16. Conflicts of Interest. Except as permitted by law, with respect to any contract or other transaction between this corporation and any director (or an organization in which a director is a director, officer, or legal representative or has a material financial interest), the material facts as to such contract or transaction and as to the director's interest must be fully disclosed or known to the Board of Directors prior to approval of such contract or transaction, and the interested director may not be counted in determining the presence of a quorum and may not vote.

Section 3.17. Electronic Records and Signatures. This corporation recognizes that authenticated electronic communication which meets the requirements of this section may legally satisfy written record and signature requirements necessary for valid records, signatures, and contracts. Authenticated communications are those communications that set forth information from which the corporation can reasonably conclude that the communication was sent by the purported sender and are delivered to the principal place of business of the corporation, or to an officer or agent of the corporation who is authorized by the corporation to receive the communication. Electronic records are records that are created, generated, sent, communicated, received or stored by electrical, digital, magnetic, wireless, optical, electromagnetic or similar technologies. Valid electronic signatures are those that are expressed through an electronic sound, symbol or process, and that are logically associated with a record and executed or adopted by a person with intent to sign the record.

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**ARTICLE IV
OFFICERS**

Section 4.01. Number and Qualifications. The officers of this corporation shall be a President, one or more Vice Presidents if elected by the Board of Directors, a Secretary, a Treasurer, and such other officers as may be elected by the Board of Directors. Any number of offices may be held by the same person. Officers shall be natural persons.

Damon Runnals 8/6/13 2:53 PM

I have maintained the current officer structure as we have and have forgone adopting the structure of the Lake Street Council (President, VP/Secretary, Treasurer, Past President).

I have included the Executive Director language from Lake Street Council as I felt it was clearer than what was included by Dorsey and Whitney.

Section 4.02. Election and Term of Office. Officers shall be elected annually by the Board of Directors, and, except in the case of officers appointed in accordance with the provisions of Section 4.10, each shall hold office until the next annual election of officers and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the officer.

Section 4.03. Resignations. Except as otherwise provided in an employment contract, if applicable, an officer may resign by giving notice to the corporation. The resignation is effective without acceptance when the notice is given to the corporation, unless a later effective date is named in the notice. Notice provided in writing or by an electronic communication which meets the requirements of Section 3.17 may satisfy the notice requirement.

Section 4.04. Removal. An officer may be removed, with or without cause, by a resolution adopted by the Board of Directors.

Section 4.05. Vacancies. A vacancy in an office because of death, resignation, removal, or any other cause shall be filled for the unexpired part of the term in the manner prescribed in these Bylaws for election to such office.

Section 4.06. President. The President shall: (a) have general active management of the business of the corporation; (b) when present, preside at meetings of the Board of Directors; (c) see that orders and resolutions of the Board of Directors are carried into effect; (d) 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 of Incorporation or Bylaws or by the Board of Directors to another officer or agent of the corporation; and (e) perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 4.07. Vice President. In the absence of the President, or in the event of his/her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all of the restrictions upon the President. Any Vice President shall perform such other duties as shall from time to time be assigned by the Board of Directors.

Section 4.08. Secretary. The Secretary shall: (a) maintain records of and, when necessary, certify proceedings of the Board of Directors; (b) when directed to do so, give proper notice of meetings of the Board of Directors; and (c) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.09. Treasurer. The Treasurer shall: (a) keep accurate financial records for the corporation; (b) deposit money, drafts, and checks in the name of and to the credit of the

corporation in the banks and depositories designated by the Board of Directors; (c) endorse for deposit notes, checks, and drafts received by the corporation as ordered by the Board of Directors, making proper vouchers for the deposit; (d) disburse corporate funds and issue checks and drafts in the name of the corporation, as ordered by the Board of Directors; (e) upon request, provide the President and the Board of Directors an account of transactions by the Treasurer and of the financial condition of the corporation; and (f) perform such other duties as may from time to time be prescribed by the Board of Directors or by the President.

Section 4.10. Executive Director; Other Officers.

Section 4.10.1 Appointment of Executive Director. The Board may appoint an Executive Director, who shall serve at the pleasure of the corporation 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 4.10.2 Duties of Executive Director. The Executive Director shall be responsible for directing the day-to-day operations of corporation and may be appointed by the Board as corporation's President. 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 4.12.3 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.

Section 4.11. Delegation. Unless prohibited by a resolution adopted by the Board of Directors, an officer may, without the approval of the Board of Directors, delegate some or all the duties and powers of an office to other persons.

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**ARTICLE V
COMMITTEES**

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Section 5.01. Committees. The Board of Directors may act by and through such committees as may be specified in resolutions approved by a majority of the total number of directors.

Section 5.02. Procedures. The general procedures specified within Article III apply to committees and members of committees to the same extent as those sections apply to the Board

Damon Runnals 8/6/13 2:54 PM

I have included both the Executive Committee Language and Finance Committee Language from the Lake Street Council bylaws.

As you can see the executive committee can act on behalf of the board but remains "subject to the direction and control of the board of directors."

of Directors. Each committee shall prepare minutes of its meetings and shall furnish such minutes to the Board of Directors and to members of the committee.

Section 5.03 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 5.04 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.

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ARTICLE VI

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BOOKS AND RECORDS

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The corporation shall keep at its registered office correct and complete copies of:

- (a) its Articles of Incorporation and Bylaws;
- (b) accounting records; and
- (c) minutes of meetings of the Board of Directors and of committees having any of the authority of the Board of Directors.

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ARTICLE VII

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INDEMNIFICATION

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The corporation shall indemnify persons 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.

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ARTICLE VIII

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EXEMPTION REQUIREMENTS

Damon Runnals 8/6/13 2:55 PM
This section simply details what books and records we must keep on hand.

Damon Runnals 8/6/13 2:56 PM
Standard indemnification language.

Section 8.01 Requirements. At all times the following shall operate as conditions restricting the operations and activities of the corporation: a) No part of the net earning of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the corporation 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)...

%L **ARTICLE IX**
%L **TERMINATION OF CORPORATION**

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

%L **ARTICLE X**
%L **AMENDMENTS**

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Amendments to the Articles of Incorporation and these Bylaws must be approved by a majority of the total number of directors.

These Bylaws amend and restate the existing Bylaws of this corporation and have been approved and adopted by the Board of Directors of this corporation by written action dated _____, 2013.

Damon Runnals 8/6/13 2:46 PM
It is in this section that we would end up locking into the bylaws the requirements around c6 or c3 non-profit. Currently c6's have much more leeway on lobbying than c3's. We could exclude this section entirely as well.

Secretary