

**AMENDED AND RESTATED BY-LAWS OF
LOWRY HILL COMMUNITY CORPORATION**

ARTICLE ONE – CORPORATION NAME(S) AND PURPOSES

Section 1. Name. The name of the corporation is Lowry Hill Community Corporation and hereafter referred to as LHCC. LHCC shall operate under the assumed name of Lowry Hill Neighborhood Association, as filed with the office of the Secretary of State of the State of Minnesota.

Section 2. Purposes. LHCC is a neighborhood based community organization that encourages resident and business involvement to heighten awareness of issues that impact the neighborhood and to empower its residents and resident businesses to build and maintain a stronger community. LHCC is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). No part of the net earnings, income or profit of LHCC shall inure to the benefit of or be distributable to its directors, officers, or other private individuals.

LHCC shall: (a) evaluate and implement a course of action to improve the area’s quality of life, and to rectify problems that negatively impact the Lowry Hill neighborhood; (b) act as a representative for the Lowry Hill neighborhood before city boards, commissions, etc., and as otherwise needed; (c) seek to preserve the and enhance the character of the area within LHCC boundaries; and (d) work to improve the safety and well-being of Lowry Hill residents and resident businesses.

Section 3. LHCC Boundaries. All that area bounded on the north by Interstate 394, on the west by the easterly side of Kenwood Park and East Lake of the Isles Parkway and on the south by West 22nd Street; thence on the east side by Hennepin Avenue then Lyndale Avenue as it passes Interstate 394.

ARTICLE TWO – MEMBERSHIP

Section 1. Qualifications. Membership in LHCC shall be composed of persons sixteen (16) years of age or older, who reside within the boundaries of the Lowry Hill neighborhood, LHCC membership ceases whenever a person no longer resides within the boundaries of the neighborhood.

The following procedures outline the verification process for persons eligible for membership to vote at a meeting of LHCC. An individual in attendance must produce:

- (a) a Minnesota driver’s license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the Lowry Hill neighborhood; or

- (b) An individual who resides within the geographic boundaries of the Lowry Hill neighborhood may vote at a meeting of LHCC if a member who has the required documentation vouches for the individual.

Section 2. Annual Dues. There are no annual dues for membership in this corporation.

Section 3. Term. The term of membership for any member of this corporation shall begin on the date on which such member satisfies all of the requirements for membership, and shall continue for as long as such member continues to be located in the Lowry Hill Neighborhood. The term of membership for any member which ceases to be located in the Lowry Hill neighborhood shall terminate immediately.

Section 4. Voting Rights. Each member shall be entitled to a single vote when present at any meeting of LHCC members.

Section 5. Membership Not Transferable. Membership in this corporation shall not be transferable, by operation of law or otherwise.

Section 6. No Membership List Required. Subdivision 6 of section 317A.439 of the 2017 Minnesota Statutes applies to LHCC. LHCC need not maintain a membership list.

ARTICLE THREE – MEETINGS OF MEMBERS

Section 1. Annual Meeting. The annual meeting of the members shall be held in the month of May each year at such time and at such location in Minneapolis, Minnesota as the Board of Directors shall designate. If any annual meeting cannot be held in May due to scheduling conflicts or any other reason, then such annual meeting shall be held as soon thereafter as reasonably possible, and shall not in any event be held later than August 1 of such year. At the annual meeting, the members shall elect successors for directors whose terms have expired as of the date of the meeting, and shall consider and act upon such other matters as may be properly brought before the members. The members shall also be given a report on the activities and current financial condition of the corporation.

Section 2. Special Meetings. A special meeting of the membership shall be held on the call of the Board or the President, or on the written demand of at least fifty (50) members or ten percent (10%) of the membership, whichever is less. Any such written demand must be signed, dated and delivered to the President or the Treasurer, and must state the purpose for which such special meeting is to be held. The Board shall call a special meeting within thirty (30) days after the receipt of a written demand from the required number of members, and shall hold the special meeting no later than ninety (90) days after the receipt of such written demand. All special meetings shall be held at such locations in Minneapolis, Minnesota, as the Board shall designate. The business transacted at a special meeting shall be limited to the business stated in the notice for such meeting.

Section 3. Notice and Waiver. At least seven (7) days, but not more than sixty (60) days prior to any general meeting of LHCC members, the Secretary shall place a notice of the meeting in a publication of a local community newspaper. To the extent permitted by newspaper deadlines

and other time constraints, this shall also be done in advance of any special meeting. All notices of special meetings must also state the purpose for which such special meeting is to be held.

A member may waive notice of any meeting orally, in writing or by attendance at any time before, during or after such meeting. Attendance by a member at a meeting shall be deemed a waiver of notice of that meeting, unless the member objects at the beginning of the meeting to the transaction of business because the meeting is not lawfully called or convened, or the member objects before a vote on an item of business because the item may not lawfully be considered at that meeting and such member does not participate in the consideration of the item at that meeting.

Section 4. Action of Membership. Unless otherwise required by law, the affirmative vote of a majority of the members present at a meeting at which a quorum is present, or, if a quorum was present at the beginning of the meeting but no longer remains, the affirmative vote of a majority of the quorum required under Section 5 of this Article, shall be the act of the members.

Section 5. Quorum. A quorum for all membership meetings shall fifty (50) members or ten percent (10%) of the total membership. If a quorum is not present, no action other than adjournment may be taken, except that if a quorum was present at the beginning of a meeting and members have withdrawn so that less than a quorum remains, the members still present may continue to transact business until adjournment.

Section 6. Proxies Not Permitted. The use of proxies shall not be permitted.

Section 7. Voting Agreements Not Permitted. Voting agreements shall not be permitted.

ARTICLE FOUR – BOARD OF DIRECTORS

Section 1. Duties and Voting Rights. The Board of Directors shall manage the business and affairs of the corporation. Each director shall be entitled to one (1) vote in all matters brought before the Board. Any director attending via video conferencing will be recognized as being in attendance at the meeting and will be able to participate in the voting.

Section 2. Number and Eligibility. The number of directors shall be fifteen (15), or such other number not less than three (3) as the Board shall determine from time to time; provided, however, that the Board may not reduce the number of directors without the approval of the members as required under Article Eight of these by-laws; Only individuals who reside in the Lowry Hill neighborhood, which is a member of the corporation, shall be eligible for election as directors.

Section 3. Term. Except as otherwise provided, in these By-Laws, the directors of this corporation shall be elected by the members at the annual meeting. The term of each director shall be two (2) years, commencing on the date of the annual meeting at which such director is elected and ending on the date of the second annual meeting thereafter. Each director shall hold office until the expiration of the term for which such director was elected or appointed, and until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. The terms of directors shall be staggered so that no more than two-thirds (2/3rds) of the directors shall be elected at any annual meeting. No director shall serve for more than three (3) consecutive terms.

Section 4. Nominations. Prior to each annual meeting of the members, the Board shall appoint a Nominating Committee to prepare a list of candidates for all director positions to be filled at that annual meeting. The list prepared by the Nominating Committee, together with any additional nominations submitted by any member, either prior to or during the annual meeting, shall be presented to the membership for election at the annual meeting.

Section 5. Resignation. A director may resign at any time by giving written notice to the corporation. The resignation is effective when given, unless a later effective time is specified in the notice. The resignation is effective without acceptance by the Board.

Section 6. Removal -- Automatic Removal: A director may be removed at any time, with or without cause, by a majority of all the directors then holding office, at a special meeting called for that purpose. Any director who is absent from three (3) consecutive Board meetings shall automatically be removed without any action by the Board, and shall immediately cease to serve as a director, unless a majority of the directors has approved such absences in advance. Any director who has been automatically removed may be reinstated by a majority of the remaining directors for the unexpired portion of his or her term.

Section 7. Vacancies. Any vacancy on the Board shall be filled by the remaining directors, though less than a quorum, for the unexpired portion of the term.

Section 8. Meetings. The Board shall hold a meeting within one (1) month after each annual membership meeting, and shall hold such other meetings as may be called by the Board or any director. Meetings shall be held at such times and places, as the Board of Directors shall designate. Any director may call a meeting of the Board by giving notice to all of the other directors in the manner provided in these by-laws.

Section 9. Notice and Waiver. Unless the date, time and place of a Board meeting was announced at a previous meeting of the Board, each director shall be given at least five (5) days' notice of the date, time and place of such meeting: Notice may be given orally or in writing, and, except for notice of a meeting to remove a director, need not state the purpose of the meeting. A waiver of notice by director is effective whether given before, at or after the meeting, and whether given orally, in writing or by attendance. Attendance by a director at a meeting shall be deemed 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 is not lawfully called or convened and the director does not participate in the meeting.

Section 10. Action by Board. Unless otherwise required by law or by these by-laws, the affirmative vote of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board. If a quorum was present at the beginning of a meeting and directors have withdrawn so that less than a quorum remains; the affirmative vote of a majority of the directors remaining shall be the act of the Board.

Section 11. Quorum. A quorum for all meetings of the Board of Directors shall be one-half of all directors then holding office. If a quorum is not present, no action other than adjournment may be taken, except that if a quorum was present at the beginning of a meeting and directors

have withdrawn so that less than a quorum remains, the directors still present may continue to transact business until adjournment.

Section 12. Proxies Not Permitted. The use of proxies shall not be permitted.

Section 13. Written Action. Any action that may be taken by the Board of Directors may be taken without a meeting by written action signed, or consented to by authenticated electronic communication (e.g., email), by the number of directors that would be required to take the same action at a meeting of the Board at which all directors were present. All directors entitled to vote shall be notified of the proposed action's text and the date and time by which votes must be cast, which shall be no earlier than noon of the fifth day following the date of notice. So long as notice was provided through the same delivery method as prior communications to a director, lack of actual notice does not invalidate the written action.

Section 14. Committees. From time to time, the Board may establish committees for purposes to be determined by the Board. All committees shall at all times be subject to the direction and control of the Board. Absent a resolution approved by a majority of the Board, no committee shall have any authority to act for or on behalf of the Board in the conduct and management of the business and affairs of the corporation.

ARTICLE FIVE – OFFICERS

Section 1. Officers and Eligibility. The officers of this corporation shall be a President, a Vice-President, a Secretary and a Treasurer. No person may hold more than one office. The Secretary and Treasurer must be directors of the Corporation.

Section 2. Term. The Board of Directors shall elect the officers at the first Board meeting after each annual meeting of the members. Each officer shall be elected for a term of one (1) year, and shall hold office until his or her successor is elected and qualified, or until his or her earlier death, resignation or removal. No person shall hold the office of President for more than two (2) consecutive terms.

Section 3. Resignation. An officer may resign at any time by giving written notice to the corporation. The resignation is effective when given, unless a later effective time is specified in the notice. The resignation is effective without acceptance by the Board.

Section 4. Removal. An officer may be removed at any time, with or without cause, by a majority of all the directors then holding office, at a special meeting called for that purpose.

Section 5. Vacancies. The Board of Directors shall fill any vacancy in any office for the remaining portion of the term.

Section 6. Compensation. Officers shall not receive compensation for their services as officers, but they may receive reimbursement of actual expenses incurred in the performance of their duties as determined and approved by the Board of Directors.

Section 7. President. The President shall preside at all meetings of the Board of Directors and shall see that all orders and resolutions of the Board are carried into effect. The President shall

perform such other duties as may from time to time be prescribed by the Board of Directors, and, in general, shall perform all duties usually incident to the office of president in similar non-profit corporations.

Section 8. Vice-President. The Vice-President shall act in the absence of the President, including presiding at all meetings of the Board of Directors and seeing that all orders and resolutions of the Board are carried into effect. In the event of the death, resignation, or removal of the President, the Vice-President shall assume the duties of the President until the Board elects a new President. The Vice-President shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of vice-president in similar non-profit corporations.

Section 9. Secretary. The Secretary shall record the proceedings of all meetings of the membership and the Board of Directors, shall keep a register of the names and addresses of all members and the names, addresses and phone numbers of all directors, and shall keep on file a complete copy of the Articles of Incorporation and a complete copy of the by-laws of this corporation. The Secretary shall also give proper notice of all membership and Board meetings as required under these by-laws or applicable law. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of secretary in similar non-profit corporations.

Section 10. Treasurer. The Treasurer shall have custody of the corporate funds, shall keep accurate accounts of all receipts and disbursements and shall deposit all monies and other valuable effects in the name of, and to the credit of, this corporation in such depositories as shall be designated by the Board of Directors. The Treasurer shall have the power to endorse for deposit all notes, checks, and drafts received by this corporation, shall disburse the funds of this corporation as may be ordered by the Board of Directors and shall render to the President and the Board whenever requested an account of all transactions of the corporation and of the financial condition of the corporation. The Treasurer shall also perform such other duties as may from time to time be prescribed by the Board of Directors or the President, and, in general, shall perform all duties usually incident to the office of treasurer in similar non-profit corporations.

ARTICLE SIX – FINANCIAL MATTERS

Section 1. Fiscal Year. The fiscal year of this corporation shall begin on May 1 and end on the following April 30.

Section 2. Checks and Notes. All checks or demands for money and all notes or other evidences of indebtedness issued in the name of this corporation shall be signed by such officer or officers and in such manner as the Board of Directors shall from time to time designate.

ARTICLE SEVEN – DISTRIBUTION ON DISSOLUTION.

Section 1. Plan of Dissolution. Any plan for the voluntary dissolution of this corporation must be approved by a majority of all of the Directors then in office, and must be approved by a majority of the members present at a membership meeting at which a quorum is present.

Section 2. Distribution on Dissolution. In the event of the dissolution of this corporation, the assets and other property remaining after the payment of all liabilities shall be distributed to a nonprofit corporation organized under the Minnesota Nonprofit Corporations Act, which, in the discretion of a majority of the directors, will best carry out the objectives and purposes for which this corporation was formed.

ARTICLE EIGHT – AMENDMENT OF BY-LAWS

Section 1. Amendment by Board. The Board of Directors may amend these by-laws or repeal these by-laws and adopt new by-laws at any time, except that the Board may not adopt, amend or repeal any provision of these by-laws which fixes a quorum for meetings of members, prescribes procedures for removing directors or filling vacancies in the Board, reduces the number of directors or changes their classifications, qualifications or terms of office or increases or decreases the vote required for action by the membership. Any proposal to adopt, amend or repeal any such provision must be approved by a majority of the members present at a meeting at which a quorum is present.

Section 2. Amendment by Membership. At least fifty (50) members or ten percent (10%) of the membership, whichever is less, may propose a resolution for action by the members to adopt, amend or repeal by-laws adopted, amended or repealed by the Board. The resolution must contain the provisions proposed for adoption, amendment or repeal. Any such proposal must be approved by a majority of the members present at a meeting at which a quorum is present.

Nonprofit/LHCC
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