Below are sample bylaws to be used by neighborhood associations considering recognition with the City of Edina. The creation and submission of bylaws to the City of Edina is only one portion of the City's Neighborhood Association recognition process. For more information and to ensure compliance please contact the City's staff liaison at KAaker@EdinaMN.gov or (952)826-0461.

The following is an example of bylaws for a typical neighborhood association. Certain clauses and phrases may or may not be applicable to all associations. This sample should be adjusted to suit the needs of each individual association. Please feel free to edit this word document as a template. The areas in red text require a decision from the neighborhood association; the green text provides guidance and should be removed or replaced before printing and signing the document.

There are certain requirements that bylaws must meet in order for a neighborhood association to be recognized by the City of Edina. This sample meets those requirements. If you make changes to this document, please see the most recent version of Edina's Neighborhood Association Policy to confirm compliance.

Filling in the [NAME] spot below, will update the text throughout with the name of your association.

[Name] Neighborhood Association

SAMPLE BYLAWS

ARTICLE I. STATEMENT OF PURPOSE

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

The [Name] Neighborhood Association is organized to:

A. Enhance the livability of the neighborhood and Edina by establishing and maintaining an open line of communication and liaison among the neighborhood, government agencies and other neighborhoods.
B. Provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood.
C. Do and perform all of the activities related to said purposes, to have and enjoy all of the powers granted, and engage in any lawful activity.
D. Perform such other objectives as are approved by Leadership or membership.

ARTICLE II. NEIGHBORHOOD BOUNDARY

Neighborhood Associations seeking recognition are required to comply with the outline of Neighborhood boundaries as defined by the City. Please visit the City of Edina's website at ____ or contact the City's staff liaison for for further information about the boundary requirements.

A. The boundaries of the [Name]Neighborhood Association are as follows: (insert description)

ARTICLE III. MEMBERSHIP

All of these requirements are required for City Recognition. Although, additional requirements may be made they cannot conflict with the requirements provided above.

A. Membership in the Association is open to all neighbors. Neighbors are defined as residents or other legal entities that own or occupy property within a neighborhood.
B. Membership in the Association is strictly voluntary. No neighbor will be required to participate.
C. A Voting Member shall be an 18 year old Neighbor in attendance at an association meeting. Each resident, property owner or business within the neighborhood shall be entitled to one vote.
D. Membership fees, when established by the bylaws of a neighborhood organization, shall be voluntary and shall not bar any neighbor from Association membership or voting privileges.

ARTICLE IV. LEADERSHIP

Neighborhood Associations are required to provide procedures for election and removal of leadership. Leadership is a broad term and may be met with a multitude of organizational options (for example an executive board).

Leadership

A. Leadership consists of the positions of [a President or Chairperson, Vice President or Chairperson, Secretary, and Treasurer] and ____ (insert number) Directors.]
B. Leadership may not use their position for personal benefit. The interests of the Association must be the first priority in all decisions and actions. Any member who has a financial interest in, or who may receive a financial benefit as a result of, any Association action or decision must disclose this fact as a conflict of interest. A Leadership member who has disclosed a conflict of interest should abstain from discussion and voting on the matter.

Leadership Nomination and Terms

A. Election of Leadership shall be held at the annual meeting on the same day as the nominations.
B. The Voting Members of the neighborhood association shall nominate and elect Leadership of the association. Nominations of Leadership shall be made from the floor at the annual meeting or by a slate presented from a nominating committee.
C. The Leadership of the Association shall serve for a term of one (1) year or until successors are elected.
D. Any vacancy occurring during the term of any Officer can be filled by appointment by Leadership.
E. The term of office shall begin at the close of the Annual Meeting or upon appointment. All documents, records, and any materials pertaining to the duties of the office as designated in the bylaws which are in the possession of the outgoing Leadership shall be submitted to the newly elected counterpart within ___ days of their election or appointment.
F. Any Leadership member can be removed from office by a two-thirds majority vote of the Voting Members after a special meeting has been requested.
G. Any Leadership member failing to attend three consecutive Leadership meetings may be terminated from leadership upon written notice.

Duties of Leadership

A. The President (or Chairperson) shall coordinate and supervise the business and activities of Leadership and the organization. He/she shall preside at all meetings of Leadership and general

membership, serves as an ex officio member of all committees, and as the primary contact person for and liaison with the City of Edina and other government entities, unless otherwise indicated in the annual minutes.

B. The Vice President (or Vice Chairperson) shall be responsible for publicity and notifications of meetings of the association. Shall assist the President in his/her official duties upon request. In the Presidents absence, inability or refusal to act the Vice President shall assume all of the executive duties and powers of the President.
C. The Secretary shall keep a permanent record of all formal executive and general meetings and maintain all legal documents and legal transactions of the association. The Secretary shall record and maintain the minutes of each meeting, and all correspondence, membership lists, attendance lists and other records of the association.
D. The Treasurer shall receive all association funds; deposit them in a bank approved by the executive board and pay out funds only on notice signed by him/her and by one other officer. The Treasurer shall keep all financial receipts and a permanent record of all financial business of the association. A current financial report shall be submitted at each meeting.

ARTICLE V. COMMITTEES

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

A. Leadership shall have the power to appoint committees as necessary to implement the purposes of the association.
B. The President (or Chairperson) shall be an ex-officio member of all committees.

ARTICLE VI. MEETINGS

Neighborhood Associations are required to:

■ Hold an annual meeting with notice to all addresses within the geographic boundaries.

■ Provide a method of determining quorum and how votes are taken and recorded at annual meetings.

■ Changes or Amendments to bylaws shall be provided to the City staff liaison.

General

A. At least a ____ day(s) notice shall be provided in advance of any Association meeting.
B. Every effort will be made to notify all interested parties and members of the Association of upcoming time, place and purpose of meetings either by direct mailing, emailing, pamphlets, newsletters, or announcements at regularly scheduled meetings.
C. All meetings shall be public and open to any interested persons, to the extent feasible.
D. No votes on Association business will be taken without a quorum of the Leadership. A quorum consists of ____ or more Leadership members (must be a fixed number or number that can be calculated from a clear formula).

Regular Meetings of Membership

A. Regular meetings of the Association will be at _____ (insert time) on the _____ (insert date) at _____ (insert location).

Regular Meetings of Leadership

A. Regular meetings of the Association will be at _____ (insert time) on the _____ (insert date) at _____ (insert location).

Annual Meetings of Membership

A. An annual meeting shall be held during the month of _____ at a time and place designated by the Leadership.
B. No votes on Association business will be taken without a quorum of the Leadership. A quorum consists of ___ or more Leadership members (must be a fixed number or number that can be calculated from a clear formula).
C. The City of Edina will be notified twenty-one (21) days in advance of the annual meeting.
D. Leadership nominations and elections shall take place during the annual meeting. The Association Bylaws shall also be reviewed and approved.
E. A copy of the annual meeting minutes and if amended, bylaws will be forwarded to the City of Edina.

ARTICLE VII. COMMUNICATION

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

A. (Describe the system of communication adopted by the Association. Tools could include email lists, flyer drops, press releases, newsletters, website or social media sites such as Facebook or NextDoor.)
B. Volunteer Neighborhood Advocates (or Block Captains) will be recruited and appointed by Leadership for the purpose of gathering and disseminating information related to the Association. Every effort will be made to insure that neighborhood advocates serve specific blocks or streets within the association boundaries.

ARTICLE VIII. FISCAL RESPONSIBILITY

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

A. Expenditure of funds of the association may not be made without the signatures of at least one of the Officers and the Treasurer.
B. Financial records and funds of the association shall be reviewed at least once a year by a committee of at least two (2) Voting Members of the Association appointed by Leadership prior to a new Treasurer taking office.
C. Voluntary contributions will be accepted and fund raising may be authorized by Leadership.
D. Special Social Events, where no voting occurs may charge a fee for participation.
E. There shall be no membership fee or dues for participating in the association.

ARTICLE IX. ADVISORY CAPACITY

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

A. The City may request or the association on its own accord may seek to act in an advisory capacity to the City.
B. Procedures for noticing meetings and recording minutes when the association acts in an advisory capacity to the City are determined by the City Manager.
C. When the association acts in an advisory capacity, meeting minutes shall record minority opinions, a voting summary and the sign-in sheet shall be attached to the minutes.

ARTICLE X. AMENDMENT OF BYLAWS

Neighborhood Associations are required to provide changes or amendments to bylaws to the City staff liaison.

A. These bylaws may be amended by a two-thirds (2/3) vote by the neighbors present at a general meeting or meeting called for that purpose.
B. All proposed amendments to these bylaws shall be submitted in writing to Leadership. Leadership will then distribute copies of the proposed amendment(s) to neighbors active in the association at least (21) days before voting on their adoption.
C. Any changes to these bylaws shall be reported to all members and the City of Edina along with an updated copy of the newly valid set of bylaws.

ARTICLE XI. GENERAL

This section may be edited, altered or removed by your association. These are only suggestions not requirements for recognition.

A. The rules in the current edition of Robert's Rules of Order shall govern the meetings of the association, Leadership, and all committees in all cases to which they apply and do not conflict with the specific provisions of these Bylaws or any special rules that the Association may adopt.
B. If any part of the Bylaws or the application thereof is hereafter held invalid or unenforceable, the remainder shall not be affected, and only the affected portions are declared eliminated.
C. No member of leadership, representative, spokesperson or member shall have any financial liability of the association for action taken by Leadership or Membership.
D. The Neighborhood Association name may not be used in connection with a solicitation for a donation or to promote another group/organization/event without prior approval of Leadership.
E. The [Name] Neighborhood Association shall not discriminate against any person on the basis of race, color, religion, gender, sexual orientation, gender expression, citizenship, marital status, age, national origin, ancestry, or physical or mental handicap.

DATE ADOPTED:_____

_____
SIGNATURE/TITLE

_____
SIGNATURE/TITLE

POSSIBLE ADDITIONAL BYLAW SECTIONS

PROCEDURES FOR CONSIDERATION OF PROPOSALS

A. Submission of Proposals: Any person or group, inside or outside the boundaries of the Neighborhood Association may propose written items for consideration and/or recommendation to the Board. The Board shall decide whether proposed items will appear on the agenda of the Board, standing or special committees, or general or special meetings.
B. Notification: The proponent and members directly affected by such proposal shall be notified in writing of the place, day, and hour the proposal shall be reviewed not less than 24 hours in advance.
C. Attendance: The proponent may attend this meeting to make a presentation and answer questions concerning the proposals.
D. Documentation: The Neighborhood Association shall record recommendations and dissenting views in the meeting minutes.

(Detailed) CONFLICT OF INTEREST PROCEDURES

A. An Executive Board Member of the Neighborhood Association has a conflict of interest if the Executive Board Member has existing or potential business, financial or personal interest or holds an elected or appointed position could impair or might reasonably appear to impair the exercise of independent, unbiased judgment in the discharge of his or her responsibilities to the Neighborhood Association.
    - A conflict will be deemed to exist if the business, financial or personal interest or elected or appointed position is held by the Executive Board Member or by a family member (spouse, parent, siblings, children or other close relative), or any organization in which the Executive Board Member; or family member as defined, is an officer, director, employee, Trustee or material stockholder.
    - If the Executive Board Member in question disputes as to whether a conflict of interest is present, the matter shall be decided by a majority vote of the Executive Board.
B. Failure to Disclose Conflict Shall Not Affect Validity of Action Taken:
    - The fact that a Board Member with a conflict of interest fails to disclose the conflict, as required by this policy, and participates in a vote on an issue in which he or she has a conflict of interest shall not affect the validity of the action taken by the Board of Directors on the issue.
    - The Board of Directors may choose to revisit an issue, if conflict of interest has been found.
C. Appropriate Action
    - Board Members and others will immediately disclose to the Board of Directors any known conflicts of interest or any that may arise in the future. Such disclosure shall be included in the minutes of the current or next meeting of the Board of Directors
    - The Board will vote on whether the Board Member disclosing a conflict of interest will or will not be allowed to be present for discussion of the issue
    - If the Board votes to exclude the Board Member from the room during the discussion, the Board Member will be permitted to make a statement on the issue prior to leaving the room.
    - No Board Member will be permitted to vote on any specific issue in which he or she has a conflict of interest

- A Board Member may be removed from the Board of Directors for failure to comply with this policy.

Appeals and Grievance Procedure

Parties are asked to follow the following steps towards resolving differences.

A. One-on-one dialogue: Individuals or groups are encouraged to first seek resolution of differences through one-on-one dialogue. Consider contacting a Neighborhood Association Executive Board member for advice.
B. Mediation: Seek a neutral party individual to facilitate the discussion with the affected partied of the grievance.
C. Appeal or Grievance Procedure
    - Appeals or a grievance must contain an alleged violation of the bylaws.
    - An appeal must be submitted by the grievant within 14 business days of the grievance. The appeal will be reviewed and responded to by the executive board within 60 calendar days from the date the appeal was received.
    - An appeal must be submitted in writing. A committee of at least three executive board officers shall be convened to hear the appeal, deliberate and recommend a response. The Executive Board will adopt, or amend and adopt the recommended response at their next meeting.
    - The grievant, and any other interested parties, will be notified at least seven days in advance of the appeal hearing of the grievance. The hearing will be an open public meeting, and the findings of the appeal shall be recorded and kept in the association's minutes.

(Simple) DISTRIBUTION LISTS

A. General mailings to the Association membership or the neighborhood will be sent by blind copy so that individual email addresses are not shared.
B. Mailings to executive board and committee members will include the email addresses of all Committee and subcommittee members to facilitate communication.
C. Requests to opt out of broadcast email messages will be recorded and honored.

(Detailed) DISTRIBUTION LISTS

A. Only the Association members as defined in these Bylaws and these policies may be added to the email distribution list.
B. Neighbors requesting to be on the email distribution list must provide their name and address to verify they live in and/or own property in neighborhood.
C. A broadcast email may be sent by the Association email administrator to the Association email distribution list If the email is regarding:
    - An event sponsored or cosponsored by the Association;
    - An event held in, sponsored by a nonprofit organization, and open to all neighborhood residents;
    - Notice of an event, action or information regarding an issue related to the interests of the neighborhood and civic in nature;
    - Public safety information sent to the Association by the City of Edina or Edina Public Schools;
    - News or information related to steering committee/subcommittee activities, including invitations to participate in surveys and survey reports.

D. General guidelines applying to broadcast emails:
- Content should be timely; time-sensitive content should be emailed well enough in advance of the event/meeting to give recipients reasonable notice;
- Content should not state an opinion or imply an endorsement that has not been expressly agreed to by the Executive Board;
- Sending multiple emails over a short time span will be avoided; as much as possible content for emails will be collected and sent in a single email;
- Broadcast emails will be sent BCC to protect recipient privacy.

E. Obligations of email administrator:
- Check Neighborhood Association email account at least once per week;
- Respond to email inquiries and/or forward to appropriate person for response;
- Maintain email lists (master list in Excel and Gmail list);
- Write, compile or otherwise prepare content for broadcast emails;
- Distribute broadcast emails in accordance with all relevant Neighborhood Association policies/guidelines:
- Seek steering committee approval for any email content about which the email administrator is uncertain;
- Record and honor requests to opt out of receiving broadcast emails.

F. General guidelines applying to email system and administration:
- The email address is [Email].
- A change of email address or email system requires executive board approval;
- The email administrator and at least one designated member of the executive board shall have a current copy of the master email list;
- The email administrator and at least one designated member of the executive board shall have the password to the email system;
- The email list will be not be published, shared, or distributed, except in accordance with this policy.

PHOTOGRAPHY

Photographs used in publicity materials or on the Association website shall not identify the subjects by name. Photographs of children shall not be used unless the subjects cannot be identified (e.g., too distant or backs to camera) or signed releases of the Association are obtained from the subject's parents or guardians.