



# Morningside

## Neighborhood Association

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### ABOUT THE MNA

Serving approximately 720 households in the Morningside neighborhood of Edina, the Morningside Neighborhood Association (MNA) was incorporated in 2005 as a non-profit, organized for the purpose of promoting social welfare. The purpose of the MNA and its governing structure are defined in the organization's Bylaws.

### MORNINGSIDE NEIGHBORHOOD ASSOCIATION BYLAWS

The following Bylaws were adopted at an organizing meeting held on November 9, 2003. Sections Four and Seven were amended at the Annual Meeting in October, 2008. Section Three was amended and Section Eight added at a special meeting in May, 2013.

#### SECTION ONE—NAME

The name of the Association is the Morningside Neighborhood Association (MNA).

#### SECTION TWO—PURPOSE

The purpose of the MNA is to promote a better community through group action, to promote involvement in decisions made by local government, and to represent the interests of all residents and property owners in the Morningside Neighborhood of the City of Edina, Minnesota.

#### SECTION THREE—MEMBERSHIP

Meetings of the MNA are open to all residents and friends of the Morningside Neighborhood. Voting membership in the MNA is open to all residents and property owners in the Morningside Neighborhood, who are at least 18 years of age. The geographic boundaries of the neighborhood are the geographic boundaries of the former village of Morningside: on the east, France Avenue; on the North, West 40th Street; on the West, Natchez Avenue to West 41st Street, and west of Oakdale Avenue from West 42nd Street to West 44th Street; on the South, south of Sunnyside Road from France Avenue to Grimes Avenue, and south of West 45th Street from Grimes Avenue to Wooddale Avenue. The City of Edina formal description of these boundaries is: Commencing at the intersection of Wooddale Ave and northern Edina City Limits, thence north, east, south along Edina City limits to the north line of Lot 8 Block 1 Edina Mills Townhomes, thence west along the north line of Lot 8 Block 1 Edina Mills Townhomes to the east line of Lot 3 White Oaks 7th Addition, thence north and southwesterly along Lots 1-3 of White Oaks 7th Addition to north line of Lot 52 Auditor's Subdivision No. 161, thence northwest, west, southeast along Lot 52 Auditor's Subdivision No. 161 to the south line of Lot 50 Auditor's Subdivision No. 161, thence west along the south line of Lot 50 Auditor's Subdivision No. 161 to the west line of Lot 44 Auditor's Subdivision No. 161, thence north along the west line of Lot 44 Auditor's Subdivision No. 161 to the centerline of Sunnyside Rd, thence southwest along the centerline of Sunnyside Rd

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to the centerline of Grimes Ave, thence north along the centerline of Grimes Ave to the north line of Lot 7 Block 15 Country Club District, Fairway Section, thence west along said line to point of beginning.

#### **SECTION FOUR—STEERING COMMITTEE**

Members of the MNA shall elect a Steering Committee of not less than five active members of the MNA. The Steering Committee shall plan and conduct all MNA meetings, take action between meetings on issues identified at the Annual Meeting, and act on time-sensitive matters with the agreement of a majority of its members. The term of office shall run from Annual Meeting to Annual Meeting, and a member of the Steering Committee may be re-elected to additional terms.

The Steering Committee may appoint subcommittees as it deems necessary to accomplish neighborhood business.

The Steering Committee shall appoint one of its members to keep minutes of its meetings and all meetings of the MNA, and shall make such minutes available to MNA members at the Annual Meeting or upon request.

#### **SECTION FIVE—MEETINGS**

An Annual Meeting of the MNA shall be held once a year in October, on a date and at a time and place to be determined by the Steering Committee. Notice of the date, time, and place of the meeting shall be delivered or mailed to each residence and business in the Morningside neighborhood not less than fourteen days before the meeting.

The business of the Annual Meeting shall be the election of a Steering Committee, discussion of neighborhood issues, and planning of neighborhood events.

General or special meetings of the MNA may be called by the Steering Committee, with notice given in writing, by e-mail, or by telephone to all members of the MNA.

Minutes of Annual, general and special meetings shall be kept by a member of the Steering Committee or another member of the MNA, and shall be made available to MNA members at the next Annual Meeting or upon request.

Steering Committee meetings and meetings of any subcommittees may be held on dates and at times and places determined by committee members, with notice given to all committee members in writing, by e-mail, or by telephone.

#### **SECTION SIX—MAJORITY VOTE**

All actions of the MNA and the Steering Committee shall be decided by a majority vote of those members present and voting.

In the case of a predefined issue, a member's vote may be submitted by a written and signed proxy that is brought to an annual, special or general meeting by another member of the MNA.

#### **SECTION SEVEN—REMOVAL FROM OFFICE/AMENDMENT OF BYLAWS**

All actions of the MNA and the Steering Committee shall be decided by a majority vote of those members present and voting.

Any Steering Committee member may be removed from office for conduct detrimental to the MNA, at a general or special meeting of the MNA, by a two-thirds vote of those MNA members present and voting.

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Any Steering Committee member who does not attend three consecutive Steering Committee meetings will be deemed to have resigned from the Steering Committee. In the event a vacancy arises on the Steering Committee due to removal, resignation, or death, the Steering Committee shall may appoint another active member of the MNA to fill the position for the remainder of the vacated term.

These Bylaws may be amended at an Annual Meeting of the MNA by a two-thirds vote of those MNA members present and voting.

### **SECTION EIGHT—NONDISCRIMINATION**

The Morningside Neighborhood Association, with regard to MNA membership and participation in MNA activities, will not discriminate against any person based on the person's race, color, creed, religion, age, gender, sexual orientation, gender expression, marital status, disability, status with regard to public assistance, familial status, or national origin.

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## **MORNINGSIDE NEIGHBORHOOD ASSOCIATION POLICIES**

The following policies were developed and approved by the MNA steering committee.

### **MEETING MINUTES**

1. Steering Committee meeting minutes shall be available for review at the Annual Meeting and to MNA members upon request.

### **MNA EMAIL DISTRIBUTION LIST**

1. Only MNA members as defined in the MNA Bylaws and these Policies may be added to the email distribution list.
2. People requesting to be on the email distribution list must provide their name and address to verify they live in and/or own property in Morningside.

### **BROADCAST EMAILS UPDATED 2010**

1. A broadcast email may be sent by the MNA email administrator to the MNA email distribution list If the email is regarding:
    - An event sponsored or cosponsored by the MNA;
    - An event held in Morningside, 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 MNA 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.
  2. 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 steering committee;
    - 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.
  3. Obligations of email administrator:
    - Check MNA 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 MNA 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.
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4. General guidelines applying to email system and administration:
    - The email address is edina.morningside@gmail.com.
    - A change of email address or email system requires steering committee approval;
    - The email administrator and at least one designated member of the steering committee shall have a current copy of the master email list;
    - The email administrator and at least one designated member of the steering committee 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.

### **PRIVACY, EMAIL MESSAGES**

1. General mailings to the MNA membership or the neighborhood will be sent by blind copy so that individual email addresses are not shared.
2. Mailings to Steering Committee and subcommittee members will include the email addresses of all Committee and subcommittee members to facilitate communication.
3. Requests to opt out of broadcast email messages will be recorded and honored.

### **MNA WEBSITE CALENDAR**

1. The following classes or events are eligible for inclusion on the MNA website calendar:
  - Events sponsored or cosponsored by the MNA.
  - Events held in Morningside and open to the community, even if not sponsored by the MNA.
  - Events related to the interests of the neighborhood (as defined in the Bylaws), such as government or other public meetings.

### **PRIVACY, PHOTOGRAPHS ON MNA WEBSITE**

1. Photographs of adults shall not identify the subjects by name.
2. Photographs of children shall not be posted unless the subjects cannot be identified (e.g., too distant or backs to camera) or signed releases of the MNA are obtained from the subject's parents or guardians. Captions shall not identify subjects by name.
3. The privacy policy shall be posted.

### **PRIVACY, MEMBERSHIP LIST/DIRECTOR**

1. The MNA will maintain a list of members who have opted in to the email distribution list and/or membership list.
2. The membership list may be published in printed form with the consent of those listed, for distribution to MNA members.
3. The membership will be not distributed in electronic form.
4. The MNA will not give, trade, or sell its membership to other organizations.
5. If distributed in printed form, the membership list will include a privacy policy limiting its distribution to MNA members and prohibiting its use for commercial or non-MNA political purposes.

### **MEMBERSHIP CLARIFICATION**

MNA Bylaws state that membership is open to all Morningside residents and property owners and that those age 18 and over may vote. After consideration, the Membership Subcommittee recommended that all Morningside residents and property owners age 18 and over be considered members of the Association, whether or not their names appear on a membership list.

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## USE OF THE MNA NAME

The MNA name may not be used in connection with a solicitation for a donation—whether financial or in-kind—or be used in connection with another group/organization/event without prior approval of the MNA Steering Committee.

## MNA FLYER DELIVERY

1. MNA flyers may be distributed with the approval of the Steering Committee to publicize
2. MNA meetings, events, or other activities supported by the MNA.
3. Flyers will be hand-delivered by MNA volunteers to every\* household in the Morningside neighborhood.
4. Flyers will be printed on one or both sides of an 8.5” x 5.5” sheet of light green (“Morningside Green”) paper, except as approved by the Steering Committee.
5. Flyers are not intended to be mailed. Flyers will not be addressed to recipients or otherwise be in mailable condition.
6. Flyers are not intended to be mailed. Flyers will not be addressed to recipients or otherwise be in mailable condition.
7. Volunteers may not place flyers in mailboxes.
8. If volunteer determines there is no place to leave a flyer at a household that household may be skipped.

## STEERING COMMITTEE FIDUCIARY DUTIES AND CONFLICT OF INTEREST NEW 2010

Members of the MNA Steering Committee should be personally committed to the mission of the organization, willing to volunteer sufficient time and resources to help achieve the organization’s mission and to fulfill their fiduciary responsibilities.

The **Fiduciary Responsibilities** of Steering Committee members are generally as follows:

### Duty of Care

Steering Committee members will discharge their duties in good faith, in a manner one would reasonably believe to be in the best interests of the organization, and with the care an ordinary prudent person in a like position would exercise under similar circumstances. Steering Committee members must devote the time, attention and resources necessary to understand and prudently oversee the affairs of the MNA.

### Duty of Loyalty

Steering Committee members, when making a decision or acting on behalf of the MNA, must set aside personal or conflicting interests and act solely in the best interest of the MNA. Steering Committee members will abide by the Conflict of Interest policy below.

### Duty of Obedience

Steering Committee members shall abide by the MNA Bylaws and obey all laws pertaining to Minnesota nonprofit corporations and the organization’s 501(c)(4) status.

*(The above was adapted from MN Council on Foundations website.)*

## CONFLICT OF INTEREST POLICY

### SECTION 1. GENERAL STATEMENT OF RESPONSIBILITIES:

Steering Committee members are responsible for administering the affairs of the Morningside Neighborhood Association (MNA) prudently and honestly and for exercising their best care, skill, and judgment for the sole benefit of the MNA. Steering Committee members shall not use their positions with the MNA for personal benefit. The interests of the organization must be the first priority in all decisions and actions.

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## **SECTION 2. PERSONS CONCERNED:**

This policy applies to Steering Committee members, officers of the MNA, and members of MNA subcommittees.

## **SECTION 3. AREAS IN WHICH CONFLICT MAY ARISE:**

Conflicts of interest may arise in the relations of Steering Committee members with any of the following parties:

1. Persons and firms supplying goods and services to the MNA;
2. Persons and firms with whom MNA is dealing or planning to deal in connection with the gift, purchase or sale of property;
3. Competing or affinity organizations;
4. Donors and others supporting the MNA;
5. Agencies, organizations, and associations which affect the operations of MNA;
6. Family members, friends and other employees.

## **SECTION 4. NATURE OF CONFLICTING INTEREST:**

A conflicting interest may be defined as an interest, direct or indirect, with any persons or firms mentioned in Section 3. Such an interest might arise through:

1. Owning stock or holding debt or other proprietary interests in any third party dealing with the MNA;
2. Holding office, serving on the board, participating in management, or being otherwise employed (or formerly employed) with any third party dealing with MNA;
3. Receiving remuneration for services with respect to individual transactions involving the MNA;
4. Using the MNA's time, personnel, equipment, supplies, or good will for other than MNA-approved activities, programs, and purposes;
5. Receiving personal gifts or loans from third parties dealing or competing with the MNA. Receipt of any gift is disapproved except gifts of a value less than \$50 that could not be refused without discourtesy. No personal gifts of money should ever be accepted.

## **SECTION 5. INTERPRETATION OF THIS STATEMENT OF POLICY:**

The areas of conflicting interest listed in Section 3 and the relations in those areas which may give rise to conflict as listed in Section 4 are not exhaustive. Conflicts might arise in other areas or through other relations. It is assumed that persons covered by this policy will recognize such areas and relations by analogy.

The fact that one of the interests described in Section 4 exists does not necessarily mean that a conflict exists, or that the conflict, if it exists, is material enough to be of practical importance, or if material, that upon full disclosure of all relevant facts and circumstances it is necessarily adverse to the interests of the MNA.

It shall be the continuing responsibility of persons covered by this policy to scrutinize their transactions and outside interests and relationships for potential conflicts and to immediately make appropriate disclosures.

## **SECTION 6. DISCLOSURE POLICY AND PROCEDURE:**

Transactions with parties with whom a conflicting interest exists may be undertaken only if all of the following are observed:

1. The conflicting interest is fully disclosed;

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3. The Steering Committee has determined that the transaction is in the best interest of the organization.

Disclosure in the organization should be made to the Steering Committee via email to all members or at a

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