

**BYLAWS
OF
WILLARD-HOMEWOOD ORGANIZATION**

**ARTICLE I
OFFICES, CORPORATE SEAL, BOUNDARIES**

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. Boundaries. This corporation shall operate within the Willard-Homewood neighborhood of North Minneapolis, Minnesota (also known as the Willard-Hay neighborhood) (the “Neighborhood”). The Neighborhood as defined by the City of Minneapolis is bounded on the south by Olson Memorial Highway, the north by West Broadway, and the west by Xerxes Avenue North. The eastern boundary follows Penn Avenue North northward from Olson Memorial Highway to Plymouth Avenue North, then eastward along Plymouth to Knox Avenue North, then northward along Knox to 16th Avenue North, then eastward along 16th to James Avenue North, then northward along James to 18th Avenue North, then eastward along 18th to Irving Avenue North, then northward along Irving to West Broadway.

**ARTICLE II
MEMBERS**

Section 2.01. Qualifications of Members; Term. Any person who has reached the age of 16 years and is a resident of the Neighborhood shall be eligible for membership and may become a member (a “Member”) by submitting a membership form, in which the member attests to meeting the membership qualifications and provides contact information including mailing address. A Member’s membership shall cease if such Member (a) is no longer a resident of the Neighborhood or (b) has not participated in at least one corporation meeting, such as the annual meeting of the members or a monthly committee meeting, for three (3) consecutive years.

Section 2.02. Member Dues. There shall be no membership dues.

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Section 2.03. Admission of New Members. The Secretary or a person designated by the Secretary shall approve the admission of any new Member and shall notify the Board of Directors when a member's membership ceases pursuant to Section 2.01.

Section 2.04. Membership Roster. This corporation shall maintain a membership roster with the name and contact information of each individual Member. Each Member is required to notify the Secretary of any change in such Member's contact information.

Section 2.05. Member Voting Rights. The voting rights of the Members include electing or removing the directors of this corporation. The Members will also be invited to participate in regular activities of this corporation, to serve on committees, and to provide guidance to the Board of Directors of this corporation. The Members will assist the Board of Directors in conducting the activities of the corporation through review and approval of proposed activities at monthly meetings..

Section 2.06. Annual Meeting. The regular annual meeting of the Members shall be held at such time and place as the Directors may determine, for the purpose of electing directors, receiving a report on the activities and financial condition of this corporation, and for the transaction of such other business as shall come before the meeting.

Section 2.07. Special Meetings. Special meetings of the Members shall be held whenever called by the Board of Directors, the President, or a majority of the Members. If at least ten percent of the Members, or fifty (50) Members, whichever is less, sign, date and deliver to the President or the Secretary one or more written demands or demands sent through an electronic communication that meets the requirements of Section 3.17 for a meeting describing the purpose for which it is to be held, the Board of Directors shall cause a special meeting to be called and held on notice no later than ninety (90) days after the receipt of the demand.

Section 2.08. Notice. Notice of a meeting of the Members shall be mailed to each Member, addressed to the Member at his or her residence or usual place of business, or delivered personally or by telephone, facsimile transmission, or electronic communication that meets the requirements of Section 3.17 to the Member, at least ten (10) days, but not more than sixty (60) days, before the day on which the meeting is to be held. The notice shall state the time and place of the meeting, and a statement of the purposes thereof. If a special meeting is demanded by the Members, the meeting must be held in the county where this corporation's registered office is located. The business transacted at a special meeting is limited to the purposes stated within the notice of the meeting. A Member may waive notice of a meeting of Members. A waiver of notice by a Member entitled to notice is effective whether given before, at, or after the meeting, and whether given in writing, by electronic communication, orally, or by attendance. Attendance by a Member at a meeting is 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 objects before a vote on an item of business because the item may not lawfully be considered at that meeting and does not participate in the consideration of the item at that meeting.

Section 2.09. Meetings Conducted Solely Through Electronic Communication. The Members may specify that a meeting will be conducted solely through one or more means of Remote Communication, provided that proper notice is given and that the quorum requirements 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 (“Remote Communication”). Participation in a meeting through a form of Remote Communication that is authorized by the Members constitutes a personal presence at a meeting.

Section 2.10. Attendance and Participation in Meetings by Means of Remote Communication. The Members may authorize attendance and participation by Members at meetings through one or more means of Remote Communication.

Section 2.11. Quorum. Except as otherwise provided by statute or by these Bylaws, at least ten percent of the Members shall be required to constitute a quorum for the transaction of business at any meeting of the Members. The act of a majority of the Members present at any duly held meeting at which a quorum is present, shall be the act of the Members. In the absence of a quorum, a majority of the Members present may adjourn a meeting from time to time until a quorum is present. Except as required by law, 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 Members present may continue to transact business until adjournment, even though the withdrawal of Members originally present leaves less than the number otherwise required for a quorum; provided, however, that the affirmative vote of a majority of the required quorum is required to take any action other than adjournment.

Section 2.12. Proxy Voting. Proxy voting shall not be permitted.

Section 2.13. Action Without Meeting. Any action that may be taken at a meeting of the Members may be taken without a meeting, as authorized under the Articles of Incorporation. The action is effective when the written action has been signed or consented to in an authenticated electronic communication that meets the requirements of Section 3.17, in one or more counterparts, by all of the Members.

Section 2.14. Electronic Communications. One or more Members may participate in a meeting by any means of communication through which all Members participating in the meeting may simultaneously hear each other during the meeting

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. There shall be three classes of directors, based upon WHO's three geographical areas: "Lower" being from Olson Memorial Highway to Plymouth Avenue, "Central" being from Plymouth Avenue to Golden Valley Road, and "Upper" being from Golden Valley Road to 30th Avenue North. The number of directors shall be determined by the Members, provided that the number of directors shall not be less than three (3), shall be an odd number, and shall include an equal number of directors from each of the three geographical areas. The initial number of directors shall be nine (9), which shall include three (3) directors from each of the three geographical areas. The directors shall be appointed by the Members at the annual meeting of the Members. Each director shall serve for a term of three years and through the adjournment of the meeting at which successor directors are elected, and until a successor is elected and qualified, or until the earlier death, resignation, or removal of the director, except that the initial terms of two or more directors who are appointed at the same time may be limited to one or two years to avoid having their terms end at the same time. Additional three year terms for the directors may be approved by the affirmative vote of the Members.

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 over two-thirds (2/3) of the total number of Members.

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 the Members, 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.

Section 3.06. Time, Place and Manner of Meetings. The Board shall meet monthly, within the boundaries of the Willard-Hay neighborhood. The Board of Directors may hold its monthly meetings and other 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 proper notice is given and that the quorum requirements 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 from time to time, 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 residence or usual place of business 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, a majority 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, pursuant to the approval required under this corporation's Articles of Incorporation.

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.

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.

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, 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. Other Officers. This corporation may have such other officers and agents as the Board of Directors considers necessary for the operation and management of the corporation, each of whom shall have the powers, rights, duties, responsibilities, and terms in office as may be determined by resolution of the Board of Directors.

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.

ARTICLE V COMMITTEES

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 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.

ARTICLE VI BOOKS OF RECORD

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.

ARTICLE VII INDEMNIFICATION

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.

ARTICLE VIII AMENDMENTS

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

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These initial Bylaws have been approved and adopted by the initial Board of Directors of this corporation by written action dated _____, 200_.

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Secretary