

SAINT PAUL NEIGHBORHOOD NETWORK
~~AMENDED BY LAWS, APRIL 10, 2007~~

ARTICLE I. - NAME AND OFFICES

- Section 1. **Name.** The name of this corporation shall be Saint Paul Neighborhood Network unless and until changed by amendment of the Articles of Incorporation.
- Section 2. **Offices.** The registered office of this corporation shall be in the City of Saint Paul, County of Ramsey, State of Minnesota.

ARTICLE II. - PURPOSE

- Section 1. **Purpose.** This corporation has been established to perform all activities which may be necessary or appropriate to provide, promote and facilitate open and non-discriminatory institutional and community access to Saint Paul's cable resources on a not-for-profit basis.
- Section 2. **Scope of Operation.** The corporation may engage in any lawful activity in pursuit of this purpose which is permitted by Minnesota Statutes Chapter 317A.

The corporation shall act exclusively as a non-profit corporation and no part of its revenue or earnings may inure to the direct or indirect pecuniary benefit of its members, directors or officers. All corporate funds shall be used exclusively to further the corporate purpose describe in Article II.

ARTICLE III. - MEMBERSHIP

- Section 1. **Membership Qualifications.** Any individual, institution, or organization that meets the criteria of one of the classes of membership shall become a member upon application ~~to the corporation and acceptance by the Board~~ and payment of dues as established by the ~~Board of Directors~~ **Board of Directors** corporation. Membership shall be without regard to age, sex, race, creed, or national origin and consistent with law, except as provided in Article III, Section 2.
- Section 2. **Categories of Membership.** Applicants for membership shall apply under one of the following categories:

Institutions - any eligible organization exempt from federal income taxation under 501(c) of the Internal Revenue Code which opts to join this category, or any other institution which receives approval of the Board.

"Eligible" means meeting the following criteria: (a) non-profit, or not-for-profit organization; (b) established for at least 7 years; (c) the entity must be at least cable-system wide, or city-wide, in scope, either by clientele or authority; and (d) payment of the institutional dues set by the Board of Directors.

"Established" means meeting at least 2 of the following criteria: (a) the entity has on staff salaried full-time professionals or administrative personnel; (b) the entity operates and maintains a substantial physical plant; or (c) the entity has a substantial operating budget.

Upon payment of dues set by the Board of Directors, sub-groups, agencies, departments, or sections, etc. of Institutional Voting Members, or non-municipal governmental agencies may join as Institutional Non-Voting Members.

Community Organizations - any organization exempt from federal income taxation under section 501(c) of the Internal Revenue Code, or any group of three or more persons who are engaged in non-profit activity, with a common name and purpose.

Individuals - any person who is at least 14 years of age.

The Board may establish other categories of membership as required from time to time.

Any membership **changes** must be approved by an affirmative vote of two-thirds of the Board.

Section 3. **Voting Rights.**

- a. Each member in good standing shall have one vote on each matter submitted to a vote of the members.
- b. Each Organizational and Institutional member shall designate by letter to the Secretary the name of the individual who shall be authorized to cast its vote and to represent it to the corporation in any matter submitted to a vote of the members. If a person is representing more than one membership category, the person shall be limited to voting in one membership category, which the person shall designate in writing at the effective date of membership or thereafter upon annual renewal of membership.

Section 4. **Standing.** A member in good standing is one who has paid annual dues and who complies with the provision of the Articles and By-laws of the corporation.

- Section 5. **Termination of Membership.** A member may be suspended or expelled only for cause after at least 30 days written notice and an opportunity to be heard by the Board. The Board will hear motions for removal of members on the motion of the President or any two members of the Board. Two-thirds of the members of the Board must approve any motion to terminate a member.
- Section 6. **Appeal and Reinstatement.** Any member who has been removed by action of the Board of Directors may appeal that decision to the full membership of the corporation at the next annual meeting or a special meeting duly convened for that purpose. Individuals who seek such reinstatement shall be afforded a reasonable opportunity to be heard. The corporation shall not be obliged to bear the cost of dissemination of any written materials from the aggrieved member to the membership, but shall make the corporate rolls available to any member at least twenty days prior to the annual meeting, or special meeting called for the purpose of hearing a petition for reinstatement. A majority of those persons in the category to which the individual is applying for reinstatement must approve any petition for reinstatement.
- Section 7. **Dues.** The Board shall have the authority to establish a schedule of dues for all classes of members.

ARTICLE IV. - MEETINGS OF MEMBERS

- Section 1. **Regular Meetings.** Regular meetings of the membership shall be held at least once a year, at such time and place as may be determined by the Board of Directors. The annual meeting shall be held in May.
- Section 2. **Special Meetings.** Special meetings of the members may be called by the President, the Board of Directors, or not less than ten percent (10%) of the individual members or twenty percent (20%) of the organizational members or thirty percent (30%) of the institutional members.
- Section 3. **Notice of Meeting.** Written notice, stating the place, day, and hour of any meeting of the members shall be delivered personally or by mail to each member not less than 10 nor more than 30 days prior to the meeting. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member as his/her address appears on the records of the corporation, with postage thereon prepaid.
- Section 4. **Quorum.** The presence of ten percent (10%) of the members shall constitute a quorum at the annual meeting and other membership meetings.
- Section 5. **Proxies.** At any meeting of the members, a member entitled to vote may vote by

proxy, properly issued and validated by the corporation, executed in writing by the member and filed with the Secretary at or before the meeting. Proxies shall be valid only for the meeting at which they are to be voted.

ARTICLE V. - BOARD OF DIRECTORS

Section 1. **General Powers.** The power and the authority to conduct the business and affairs of the corporation is vested in the Board of Directors. The Board may delegate authority except the authority to conduct elections and to fill vacancies on the Board may not be delegated.

Section 2. **Number.** The Board shall have up to fifteen (15) voting Directors.

Section 3. **Selection of Directors.** Directors shall be selected in the following proportions:

~~The full membership of CASP shall elect up to three (3) Directors in staggered terms. Candidates for directors' seats must be bona fide members of SPNN. (At the May 1995 Annual Membership meeting, and each year thereafter, the members shall elect one (1) Director to a three (3) year term.~~

The Community, **which includes members and users of SPNN programs and services,** shall be represented by up to **twelve (12)** ~~nine (9)~~ Directors, elected to staggered terms by the Board of Directors.

All Directors representing the Community shall be elected ~~by the full Board after nomination by the Chair of the Nominating Committee.~~ **by the affirmative vote of a majority of Directors present and entitled to vote at a duly held meeting.**

In addition, the St. Paul City Council and the Mayor, acting through the Open Appointments Process, may appoint up to three (3) Directors to the Board.

Section 4. **Term of Office.** The term of office for elected and appointed Directors shall be three (3) years, once renewable, for a maximum of six (6) years of service.

Section 5. **Vacancies.** In the event of resignation or death of a member of the Board, the Board shall elect a replacement to serve the unexpired term of the replaced Director.

Section 6. **Regular Meetings.** The Board shall meet at least quarterly.

Section 7. **Special Meetings.** Special meetings of the Board may be called on written request of any three (3) Directors, or at the call of the President.

- Section 8. **Notice.** Members of the Board shall be notified of each meeting ~~in writing by mail~~ at least ~~five (5) ten (10)~~ and not long than thirty (30) days prior to the meeting. Notice may be waived by unanimous consent of the Directors.
- Section 9. **Quorum.** A quorum shall be the presence of greater than fifty percent (50%) of the seated Board members.
- Section 10. **Removal of Directors.** Directors are automatically removed from office after missing three (3) meetings within a six (6) month period. Board members may be removed by a two-thirds (2/3) vote of sitting Directors for cause, including, but not limited to, violation of the statement of ethics and deportment.
- Section 11. **Statement of Ethics and Deportment.** Each Board member shall sign the corporation's Statement of Ethics and Deportment. Any Director who has business dealings with the corporation must fully disclose the nature of those dealings or potential conflicts of interest to the corporation before any such dealings or potential conflicts of interest may be approved by the corporation. Directors shall not vote on issues directly related to any disclosure of conflicts of interest.
- Section 12. **Compensation.** Directors shall not be compensated for their service to the corporation as Directors. Board service is voluntary. Directors may be reimbursed for out-of-pocket expenses incurred in their duties as Directors.
- Section 13. **Executive Committee.** The officers of the corporation and one (1) other Director elected by the Board of Directors shall comprise the Executive Committee. The Executive Committee may act on behalf of the Board and may authorize obligations up to Ten Thousand (\$10,000) Dollars, unless otherwise limited by the Board. The Secretary shall record all transactions of the Executive Committee and report them to the Board at the next scheduled meeting.

ARTICLE VI. - OFFICERS

- Section 1. **Officers.** The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.
- Section 2. **Election and Term.** The officers shall be elected by the Board from among its Directors annually, at the first regular meeting of the Board following the annual meeting.
- Section 3. **Vacancies.** A vacancy in any office shall be filled by the Board within sixty (60) days of receipt of the notice of such vacancy.

Section 4. **Duties.**

President. The President shall direct and supervise the business of the corporation subject to the policies of the Board and the membership; preside at meetings of the membership, the Board, and the Executive Committee. The President shall delegate administrative responsibility; sign official documents on behalf of the corporation; represent the corporation; and carry out other duties as directed by the Board.

Vice President. The Vice President shall, in the absence of or inability of the President to serve, perform the duties of the President, and perform such other duties as may be delegated by the President or assigned by the Board.

Secretary. The Secretary shall keep the rolls of membership and the minutes of meetings and serve as their custodian. The Secretary shall also be responsible for providing official notice of meetings to the membership and the Board.

Treasurer. The Treasurer, who shall be bounded in such sum as the Board may determine, shall receive, deposit, disburse, and account for funds of the corporation, and shall invest portions of these funds as directed by the Board; provided, however, that no portion of the corporate funds shall be invested in any corporation which operates a cable communications system in Saint Paul, or its parent or subsidiary corporations. The Treasurer is authorized to execute checks, notes, drafts, and other financial documents and shall make quarterly financial reports to the Board, and provide a financial report to the membership at the annual meeting.

ARTICLE VII. - COMMITTEES

Section 1. **Establishment.** The President shall appoint such standing committees, other committees, and committee chairs as deemed necessary, subject to approval of the Board. These committees may be open to the inclusion of representatives of the general membership in addition to Directors. The Directors shall take all appropriate measures to encourage participation by the membership in the various committees.

Section 2. **Terms and Duties.** Such committees shall have such names, powers, duties, and existence as may be determined by the Board.

Section 3. **Budget and Strategic Planning Committee.** A permanent standing committee shall be selected by the Board which is comprised of four (4) Directors. This committee is charged with reviewing and approving strategic goals, the annual operating budget, and capital budgets of the organization prior to their presentation to the full Board of Directors.

- Section 4. **President is Ex-Officio Member of All Committees.** The President shall be an ex-officio member of all committees.

ARTICLE VIII. - STAFF

- Section 1. **Executive Director.** The Executive Director shall be appointed by the Board for a term to be fixed by the Board. The Executive Director shall report to the President and perform such duties as specified by the President and the Board. The Executive Director shall be bonded in such sum as the Board may determine. The Executive Director shall have authority to hire and dismiss all other corporation employees, and to supervise their work.
- Section 2. **Other Staff.** The Board of Directors shall authorize such other staff positions as may be necessary in the conduct of the business of the corporation.

~~ARTICLE IX. - ELECTIONS~~

- ~~Section 1. **Corporation Nominations.** At least two (2) months prior to any election of Directors, the President shall appoint a Nominating Committee, with Board approval, to present a slate of candidates to the Board. The Nominating Committee shall consist of Board members.~~
- ~~Section 2. **Elections.** Directors shall be elected by the affirmative vote of a majority of Directors present and entitled to vote at a duly held meeting.~~

ARTICLE IX. - AMENDMENTS

- Section 1. **Authority to Amend.** The By-Laws of this corporation may be altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors provided that at least thirty (30) days written notice of such proposed amendments be sent to each member of the corporation. This Section is not intended to override any rights of members to amend the By-Laws pursuant to Minnesota Statutes 317A.
- Section 2. **Notice of Amendments.** All voting members shall receive copies of the proposed amendments or changes in writing at least thirty (30) days prior to the meeting at which the amendments are to be voted on.
- Section 3. **Approval of Amendments.** Any amendments shall not become effective until they are approved by the St. Paul City Council.

ARTICLE XI. - MISCELLANEOUS

- Section 1. **Fiscal Year.** The fiscal year of the corporation shall be from May 1 to April 30.

- Section 2. **Conduct of Meetings.** Roberts Rules of Order, Revised shall govern the conduct of all meetings of the members of the corporation, its Board of Directors, and its committees, except where same shall be in conflict with law of these By-Laws.
- Section 3. **Indemnification.** The incorporators, Directors and officers of the corporation shall be indemnified by the corporation for all acts and omissions which are reasonable in the course of good faith service to the corporation. Further, members, Directors, and incorporators shall not be personally liable for the actions or inactions of the corporation.
- Section 4. **Books and Records.** The corporation shall keep correct and complete book sand records of account and shall also keep written minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors, and shall keep at the principal office record giving the names and addresses of the members. Audio tape recordings of any corporation meeting shall be made and kept at the request of any Director.

Amended April 10, 2007
Amended March 8, 2011