

This printing of the Articles of Incorporation and Bylaws includes the amendments voted on at the June 19, 1996 membership meeting.

**Articles of Incorporation and  
Bylaws  
of the  
Jordan Area Community  
Council  
{ JACC }**

A non-profit corporation registered under Mn. State Law, Chapter 317 and the United States Internal Revenue Code, Section 501 (c)(3).

# **Articles of Incorporation**

**Preamble** We, The residents living within the limits of West Broadway, Golden Valley Road and Dowling Ave. N., bounded by the Mississippi River and the West City Limits, being desirous of combining our efforts of : promoting a greater sense of individual obligation to the area in which we reside, do ordain an establish this constitution.

## **Article I Name**

The name of this organization shall be the Jordan Area Community Council. The abbreviated title of the organization shall be JACC.

## **Article II Boundaries**

The territorial Boundaries of this organization shall be West Broadway/Golden Valley Road and Dowling Ave North between the Mississippi River and the West City Limits.

## **Article III Principles**

### **Section 1 Mission**

The mission of the Jordan Area Community Council shall be to organize people, knowledge and capital for the collective empowerment of Jordan residents.

### **Section 3 Restrictions**

The organization shall be non- (profit, commercial, sectarian, partisan, or discriminatory). All such powers of the corporation shall be exercised only so that the corporation's operations shall be exclusively within the contemplation of both 501c3 of the IRS as now enacted or as here-after amended, and of section 290.05, subdivision 9 and 10, of the Statutes of the State of Mn., as now enacted or as here-after amended.

### **Section 4 Safeguards**

This organization may cooperate with other organizations and agencies active in community improvement and planning provided no commitments are made without the approval of the Board.

or organizations under 501 c 3 of the Internal Revenue Code of 1954 or the corresponding provisions of any future United States Internal Revenue Law or to the federal government or to the state or local government for a public purpose that the board of directors may determine.

### **Amendments**

Constitution Adapted	08-24-1964
Constitution Amended	10-23-1964
Constitution Amended	09-27-1965
Articles of Incorporation granted by the secretary of state	10-22-1965
Articles of Incorporation Amended	09-27-1968
Articles of Incorporation Amended	11-24-1969
Articles of Incorporation Amended	07-27-1970
Articles of Incorporation Amended	03-20-1985
Articles of Incorporation Amended	09-28-1987

# **Bylaws**

## **Article I Membership**

### **Section 1 Residents**

All people living or working in the Jordan neighborhood and who have attended at least one JACC-sponsored meeting in the past year shall be considered members in good standing.

### **Section 2 Resident Privileges**

The privilege of making motions, debating, and voting shall be open to all resident and nonresident members in good standing as defined by the Bylaws Article I Sections 1 and 3. The privilege of holding office shall be governed by Article V, Section 1.

### **Section 3 Nonresidents**

All nonresidents, residing outside the stated boundaries, who subscribe to the purposes of the organization as stated in the Preamble and Policies, shall be eligible to become members of the organization upon written application to the Board of Directors. The application shall be sponsored by a member in good standing. The applicant shall be accepted into the organization by a majority vote of the Board of Directors as convened.

### **Section 4 Nonresident Privileges**

All nonresident members shall have the same privileges as residents living within the Jordan boundaries as defined in Article I of the Bylaws.

## **Article II Board of Directors**

### **Section 1 Membership**

There shall be a minimum of three and a maximum of fifteen members of the Board of Directors.

### **Section 2 Officers**

The officers shall be Chair, Vice Chair, Secretary, and Treasurer. The officers shall draw no salary.

### **Section 3 Duties**

The Board of Directors shall be responsible for appointing officers of the organization, overseeing day-to-day business, setting and reviewing policies, preparing meeting agendas, approving expenditures within the limits of the budget, approving plans of work for standing and special committees, and other duties

which normally fall to boards of directors.

#### **Section 4 Authority**

The Board of Directors shall be representative of the organization and therefore its actions shall be binding on the organization.

#### **Section 5 Quorum**

A simple majority of the members of the Board of Directors shall constitute a quorum.

#### **Section 6 Meetings**

Meetings of the Board of Directors may be called by the Chair alone or by the Chair upon the request of two members of the Board of Directors. The Board of Directors meetings shall be held the second Monday of each month.

#### **Section 7 Removal**

No officer shall be granted any contractual right to office. Any director may be removed from office with cause provided however that the following steps are taken in succession:

1. A resolution detailing the member's misconduct "with cause" is passed, at a regularly scheduled board meeting, by a simple majority vote of those present.
2. All board members are notified by mail of the resolution and impending action.
3. Two thirds of the total board membership vote at a regularly scheduled board meeting to remove the member in question.
4. At least one month passes between steps one and three.

#### **Section 8 Failure to Attend**

The seat of any board member who fails to attend three consecutive Board of Directors meetings, without satisfactory excuse to the Chair, or fails to attend five meetings within a twelve-month period, shall automatically become vacant.

#### **Section 9 Executive Committee**

There shall be an Executive Committee which shall consist of the officers of the organization (Chair, Vice Chair, Treasurer, and Secretary).

#### **Section 10 Executive Committee Duties**

The Executive Committee shall set the agenda for the monthly board meetings, act in place of the full Board of Directors when deemed necessary for time-specific decisions, and other duties which normally fall to executive committees.

**Section 11 Directors Tenure in Office**

Directors shall serve a period of two years and will be elected annually at the general membership meeting in October.

**Article III Duties of Officers**

**Section 1 Chair**

The Chair shall preside at all meetings of this organization, have power to appoint all necessary committees upon approval of a simple majority of the Board of Directors, define the duties thereof, and perform other duties as may pertain to his/her office. S/he shall be an ex officio member of all other committees except the Nominating Committee. If any office is vacated for any reason and not filled by succession, the Chair shall appoint any member in good standing to occupy such office for the balance of the term upon approval of a simple majority of the Board of Directors.

**Section 2 Vice Chair**

The Vice Chair shall perform the duties of the Chair in the absence of the Chair and shall otherwise act as an aid to the Chair. If the office of the Chair should become vacant, the Vice Chair shall succeed to the office. If the offices of the Chair and Vice Chair become vacant or if the Chair and Vice Chair are both temporarily absent, a temporary Chair may be chosen from the Board of Directors by a majority of the members at a regularly called meeting.

**Section 3 Secretary**

The Secretary shall take the minutes of the organization's meetings and the Board meetings and furnish copies thereof to the Board of Directors and shall oversee the upkeep of the organization's records.

**Section 4 Treasurer**

The Treasurer shall have charge of all funds belonging to this organization, shall oversee the depositing of funds in a bank approved by this organization and the rendering of a periodic statement showing the financial condition of the organization. S/he shall oversee the annual audit of the books of the organization and submit a written summary to the Board of Directors.

**Section 5 Administrative Officer**

In addition to the above officers, the Board of Directors may appoint an administrative officer to conduct the activities of the organization as directed by the Board of Directors. The title of such administrative officer, his/her salary if any, and general operating procedures shall be determined by the Board of Directors.

### **Section 6 Officers Tenure in Office**

All officers shall be elected annually by the Board of Directors at the January board meeting. No member of the organization shall serve more than two consecutive officer terms, two years, in the same office. The outgoing Chair shall maintain his/her full board status while serving ex officio for a period of one year.

## **Article IV Block Clubs**

The Board of Directors shall approve the forming of all boundaries and subdivisions within the neighborhood. These subdivisions shall be called block clubs.

## **Article V Committees**

### **Section 1 Appointment**

Any committees deemed necessary shall be appointed by the Chair in accordance with Article III Section I of the Bylaws. An accurate listing of all committees and their purpose and duties shall be maintained.

### **Section 2 Appointed Committees**

Any member in good standing may become a member of any committee s/he desires. Attendance at a minimum of three meetings in a twelve-month period is an expectation of an active committee member.

### **Section 3 Elected Committees**

The members of an elected committee shall be elected by the block clubs. Any member in good standing may be selected to serve on an elected committee provided that s/he resides within the block club which s/he is to represent.

### **Section 4 Operational Bylaws**

Any elected committee that wishes to adopt its own operational bylaws shall submit the bylaws in writing to the Board of Directors for approval. Following approval, the bylaws shall be attached to this document.

### **Section 5 Responsibilities**

Each committee shall appoint a Chair. The committee Chair will be responsible for the preparation of monthly committee reports to be given to the Board of Directors at their monthly meetings. This status report will include items of significance from all subcommittees as well as the main committee.

## **Article VI Elections**

### **Section 1 Eligibility**

Every candidate for any elective office must be a member in good standing, having attended at least one membership meeting during the current year. Every candidate for an officer position shall have served a minimum of six months as a member of the Board of Directors or serve a probationary period as an officer and officially be appointed after six months on the Board by a majority vote of the Board.

### **Section 2 Nominations**

The Nominating Committee will be made up of at least three members of the Board of Directors. The members and Chair of the Nominating Committee will be chosen by the Board of Directors and shall convene each year after the August Board of Directors meeting in order to research and recommend, at the October Board of Directors meeting, a slate of candidates for election to the Board. The nominating process shall be defined as any member in good standing submitting a name in writing to the Nominating Committee and that person indicating acceptance of the nomination to the Nominating Committee. The consent of each candidate must be obtained before his/her name is placed in nomination. Nominations will be accepted at the JACC office until one week before the annual business meeting. Nominations will then be closed to allow for the publication of the ballot. The Nominating Committee shall notify the membership by mail at least five days before the annual business meeting of the candidates for office. Each candidate recommended for election by the Nominating Committee will be indicated on the ballot with an asterisk by his/her name.

### **Section 3 Balloting**

If there is more than one nominee per board position, the directors shall be elected by secret ballot at the annual business meeting. A simple majority of all the votes cast at the meeting shall be necessary for election of any director. If no nominee receives a majority of the votes cast, there shall be an immediate runoff election held between the two candidates receiving the highest number of votes cast. If the two candidates receiving the most votes receive a tie vote, a runoff shall follow immediately. If the tie is not broken after the runoff, the Board of Directors shall vote by secret ballot at its next regular meeting to choose one of the two candidates.

### **Section 4 Installation**

Directors elected shall be installed at the first board meeting in January.

## **Article VII Meetings**

### **Section 1 General Membership**

General membership meetings shall be held at such time and place as necessary. Special meetings may be called by the Chair or Vice Chair with the consent of the



majority of the Board of Directors. Members in good standing may call special meetings upon presenting a petition to the Secretary signed by one fourth of the members. There shall be a minimum of six general membership meetings held throughout the year.

## **Section 2 Annual Business Meeting**

The general membership meeting in October shall be considered the annual business meeting. This meeting shall consist of reports made from the officers of the Board of Directors summarizing the year's activities and actions for which they were responsible. This shall include a financial, membership and audit statement. Appropriate awards and citations shall be made. Voting shall be held on offices up for election.

## **Section 3 Conduct of Meetings**

### *Subsection 1 Quorum*

The members present at any meeting held in accordance with procedures for calling the meeting shall constitute a quorum.

### *Subsection 2 Robert's Rules*

All meetings shall be conducted according to stated ground rules and may impose Robert's Rules of Order if it is deemed necessary.

## **Section 4 Order of Business**

The order of business ordinarily followed at the annual membership meeting is as follows:

1. Call to order
2. Reading and approval of minutes
3. Treasurers report
4. Reading of communications
5. Announcements and introductions
6. Reports and their disposals
  - a. Board
  - b. Standing committees
  - c. Special committees
7. Unfinished business
8. New business
9. Programs
10. Adjournment

The Chair shall have the authority to revise the order of business or call for a special order of business when deemed necessary.

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