

BYLAWS
OF
THE JORDAN AREA COMMUNITY COUNCIL (JACC)

ARTICLE I
NAME, OFFICES, PURPOSE

SECTION 1 NAME

The name of the organization shall be the Jordan Area Community Council, also known as JACC.

SECTION 2 OFFICES

- a. The address of the registered office of this corporation is: 2507 Fremont Avenue N., Minneapolis, MN, 55411.
- b. The corporation may have such other offices at other places as the Board of Directors of the corporation from time to time may determine.

SECTION 3 PURPOSE

The Jordan Area Community Council is organized exclusively for charitable purposes, more specifically to organize people, knowledge and capital for the collective empowerment of Jordan residents.

ARTICLE II
MEMBERSHIP

SECTION 1 GENERAL MEMBERSHIP

Membership in the corporation shall be limited to people at least eighteen (18) years of age, residing or working in the Jordan Neighborhood (as defined in the Articles of Incorporation) and qualified business and institution representatives as designated by the Board of Directors. A membership will be conferred upon individuals who have filed a completed Membership Registration Form with the Jordan Area Community Council at least three (3) days before an applicant will be legally eligible to vote. Youth fifteen (15) to seventeen (17) years of age may petition the Jordan Area Community Council Board of Directors to obtain membership. Membership must be renewed annually. The membership cycle will run from October 1st through September 30th.

SECTION 2 MEMBERSHIP PRIVILEGES AND DUTIES

Any Jordan resident may speak regarding issues discussed at Jordan Area Community Council general meetings. Each member of the corporation by his or her own membership shall be:

- a. Entitled to the privilege of making motions
- b. Entitled to one (1) vote on each matter submitted to a vote of members in any corporate meeting.
- c. Eligible to serve as a Board member of the corporation upon election. They shall be eligible to serve as a chair or a member of any committee appointed or organized by the organization.
- d. Responsible for attending all duly called meetings of the Jordan Area Community Council and communicating any concerns, issues, and business of the Jordan Area Community Council to and from the community.

ARTICLE III ANNUAL MEETING

SECTION 1 ANNUAL MEETING

The general membership meeting in October shall be considered the Annual Business meeting. The date, time and location will be determined by the Board of Directors. 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 may be made. Voting shall be held on offices available for election.

ARTICLE IV GENERAL MEMBERSHIP MEETINGS

SECTION 1 GENERAL MEMBERSHIP MEETINGS

General membership meetings shall be held at such time and place as necessary. Special meetings may be called by the Chair or Vice Chair. Members in good standing may call special meetings upon presenting a petition to the Secretary signed by 25 members. There shall be a minimum of four (4) general membership meetings held throughout the year. The general membership present at any meeting held in accordance with procedures for calling the meeting shall constitute a quorum.

ARTICLE V BOARD OF DIRECTORS

SECTION 1 DUTIES

- a. **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 a Board of Directors.
- b. **AUTHORITY** The Board of Directors shall be representative of the organization and therefore its actions shall be binding on the organization.
- c. **DIRECTORS TENURE IN OFFICE** Directors shall serve a period of two years and will be elected at the General Membership meeting in October.

SECTION 2 OPERATIONS

- a. **OPERATIONS** The Board is responsible for overall policy and direction of the Council, and delegates responsibility for day-to-day operations to the Council Administration Officer and Committees. The Board shall have up to fifteen (15) and not fewer than five (5) members. The Board receives no compensation other than reasonable expenses.
- b. **QUORUM.** The next whole person over fifty percent of the members of the Board of Directors shall constitute a quorum.
- c. **ROBERT'S RULES**--All meetings shall be conducted according to stated ground rules, but the meeting facilitator may impose Robert's Rules of Order if it is deemed necessary.

- d. MEETINGS--A special meeting of the Board of Directors may be called by the Chair alone, or the Chair must call a meeting upon request of two members of the Board of Directors. The regular Board of Directors meetings shall be held at a pre-determined regular meeting time, once per month.

SECTION 3 ELECTIONS

- a. ELIGIBILITY

Every candidate for any elective office must be a member in good standing.

- b. NOMINATIONS

The Nominating Committee will be made up of at least three members of the Board of Directors and may include non board members of JACC. 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. 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. The Nominating Committee may choose to recommend a particular candidate indicated on the ballot with an asterisk by his/her name.

- c. BALLOTING

If the number of candidates is equal to or less than the number of positions open on the Board, a motion can be made for election by unanimous consent. If there is more than one nominee per Board position or if unanimous consent is not achieved, the Directors shall be elected by secret ballot. A simple majority of all 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.

- d. INSTALLATION

Directors shall be installed at the first Board meeting in November. All Board members shall serve 2 year terms, but are eligible for re-election.

SECTION 4 REMOVAL

Any member of the Board of Directors may be removed from office "with cause", provided 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 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 5 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.

ARTICLE VI BOARD OFFICERS

SECTION 1 OFFICERS

The officers shall be Chair, Vice-Chair, Secretary, and Treasurer. No officer shall be granted any contractual rights to office, nor shall they draw a salary.

- a. 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 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.
- b. 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.
- c. SECRETARY—The Secretary shall be responsible for keeping records of Board actions, including overseeing the following: taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and agenda to each Board member, and assuring that corporate records are maintained.
- d. 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 monthly statement at regular board meetings, 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. S/he shall chair the Finance Committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board members and the public.
- e. 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 2 OFFICERS TENURE IN OFFICE

All officers shall be elected annually by the Board of Directors at the October Board meeting. No member of the Board of Directors shall serve more than two consecutive 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. 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 3 REMOVAL OF OFFICER FROM OFFICE

A Board officer may be removed from office, "with cause", by a two-thirds vote of the total membership of the Board of Directors following the procedures set forth in Article V, Section 4 Removal.

SECTION 4 EXECUTIVE COMMITTEE

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

ARTICLE VII BLOCK CLUBS

SECTION 1 BLOCK CLUBS

The Board of Directors supports the forming of block clubs that conform with the values of the Jordan Area Community Council.

ARTICLE VIII COMMITTEES

SECTION 1 APPOINTMENT

Any committees deemed necessary shall be formed by the Chair in accordance with Article V, SECTION 3 of the Bylaws. An accurate listing of all committees and their purpose and duties shall be maintained.

SECTION 2 FINANCE COMMITTEE

The Treasurer is Chair of the Finance Committee, which includes three other Board members. The Finance Committee is responsible for developing and reviewing fiscal procedures, a fundraising plan, and annual budget with staff and other Board members. The Board must approve the budget, and all expenditures must be within the budget. Any major change in the budget must be approved by the Board or the Executive Committee. The fiscal year shall be June 1 - May 31. Annual reports are to be submitted to the Board showing income, expenditures and pending income. The financial records of the organization are public information and shall be made available to the membership, Board members and the public.

SECTION 3 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 4 ELECTED COMMITTEES

The members of an elected committee shall be elected by the General Membership. 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 5 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 6 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 its monthly meeting. This status report will include items of significance from all subcommittees as well as the main committee.

ARTICLE IX AMENDMENTS

SECTION 1 AMENDMENTS

These Bylaws may be amended by a vote of 2/3^{rds} of the membership present at any general membership meeting provided the amendment(s) have been submitted in writing to JACC and notice has been given to the general membership of the proposed change at least 28 days prior to the date of meeting at which the vote will be taken.

ARTICLE X PERSONAL LIABILITY

SECTION 1 PERSONAL LIABILITY

No member, officer or Director of this corporation shall be personally liable for the debts or obligations of this corporation of any nature whatsoever, nor shall the property of those parties be subject to the payment of the debts or obligations of this corporation, except to the extent that Federal or State law shall mandate individual party responsibility for tax obligations or trustee-impressed funds.

ARTICLE XI HARASSMENT

SECTION 1 TYPES OF HARASSMENT (NON-SEXUAL)

- a. "DISABILITY HARASSMENT" is hostile, derogatory, offensive or exploitive verbal or physical conduct relating to the disability of an individual or group. It includes behavior which maligns a reasonable accommodation provided by the organization to enable an individual to compete for or perform a job, or utilize services. It covers such actions as tampering or interfering with assistive devices used by the individual to overcome the effects of his/her disability.

ADA

The Americans with Disabilities Act became effective July 26, 1992. All companies with 25 or more employees are affected. As of July 26, 1994, ADA applies to all employers with 15 or more employees, including State and local governments. Basically, organizations are prohibited from discriminating against hiring any person with a disability and companies are required to make a reasonable accommodation for any qualified person (current or prospective employee) who can perform the essential portion of the job functions.

- b. "MENTAL AND PHYSICAL HARASSMENT" is defined as behavior that include, but not limited to, any derogatory remarks or activities directed toward another person regarding his/her:
 - Age, Religion, Political Affiliations/Views, Sex, National Origin, Sexual Orientation, Race, Disability, Public Assistance Status, Personal Philosophy, Marital Status
- c. "CONDUCT AND COMMUNICATION OF HARASSMENT"
Such conduct or communication as stated below constitutes harassment, and employees are prohibited from engaging in such behavior when:
 1. Submission to such conduct or communication is made either explicitly or implicitly a term or condition of another individual's employment or access to services.
 2. Submission to or rejection of such conduct or communication by an individual is used as a basis for making decisions that affect the individual's employment or access to services.
 3. Such conduct or communication has the purpose or effect of substantially interfering with an individual's employment or use of services, or of creating an intimidating, hostile or offensive work environment or atmosphere.
- d. "GENDER HARASSMENT" exists when an employee is treated unfairly simply because that employee is a woman or a man. It includes:
 1. Belittling or discrediting of either sex through jokes, remarks or other behavior which creates a hostile, intimidating or offensive work environment.
 2. The difference between gender harassment and sexual harassment is that while both create offensive working environments, gender harassment takes place without any suggestion of sexual behavior. For example: A superior assigned only certain duties to an employee because the employee was a woman or a man.
 3. Gender harassment and sexual harassment, although different in their nature, are both forms of sex discrimination. Both violate the company's anti-harassment policy, and Federal, State and local non-discrimination laws.
- e. "RACIAL/NATIONAL ORIGIN HARASSMENT" is defined as an individual's verbal or physical conduct relating to another individual or group's race or national origin that is hostile, offensive, degrading, or exploitive.

SECTION 2 SEXUAL HARASSMENT STATEMENT

Unwelcome sexual advances, requests for sexual favors, and other verbal or physical conduct of a sexual nature constitute sexual harassment when:

1. Submission to such conduct is made to either explicitly or implicitly a term or condition of an individual's employment advancement.
2. Submission to or rejection of such conduct by an individual is used as the basis for employment decisions affecting such individual.
3. Such conduct has the purpose or effect of unreasonably interfacing with an individual's work performance or creating an intimidating, hostile, or offensive working environment.

An employee is expected to talk to either the Executive Director or another neutral party in the organization regarding any actions of sexual harassment received while on the job. In the case where the Executive Director is conducting the harassment, the employee may submit a complaint to the Board Chair. Complaints shall be recorded and kept within the personnel files. The complainant shall submit a formal written complaint, including a statement of the alleged incident and the remedy desired. The respondent must reply to the written complaint within ten days of receipt of the complaint. The filing of such response shall be mandatory and the person responding shall be required to indicate denial in whole or in part, or agreement with the assertions in whole or in part. Failure to respond shall result in disciplinary action which may range from a verbal reprimand, to a letter in the personnel files, ultimately to dismissal as determined by the Executive Director.

SECTION 3 PROTECTION FOR EMPLOYEES WHO REPORT VIOLATIONS OF THE LAW
JACC complies with the legislation enacted in 1987 which states that a Minnesota employer cannot discharge, discipline, threaten, otherwise discriminate against, or penalize an employee regarding the employee's compensation, terms, conditions, location, or privileges of employment because:

1. The employee, or a person acting on behalf of an employee, in good faith, reports a violation or suspected violation of any federal or state law or rule adopted pursuant to law to an employer or to an government body of law enforcement official.
2. The employee is requested by a public body or office to participate in an investigation, hearing or inquiry; or
3. The employee refuses to participate in any activity that the employee, in good faith, believes violates any state or federal law or rule or regulation adopted pursuant to law.

ARTICLE XII DISSOLUTION

In the event of dissolution, the Corporation will follow the process defined in Article XI of the Jordan Area Community Council Articles of Incorporation.