

EIRA Annual Membership Meeting

Tuesday, April 13, 2021, 7 pm

Online via Zoom

MINUTES

Board members present:

Emma Erdahl (President), Eirk Anderson (Vice President), Andrew Degerstrom (Treasurer), Laney Barhaugh (Secretary), Becky Accettura, John Erlandson, Rod Lauture

Staff Present:

Jenna Egan, Coordinator

Guests present:

Lisa Goodman, Minneapolis City Council, Ward 7
Jono Cowgill, Minneapolis Park Board, District 4 Commissioner
Meg Forney, Minneapolis Park Board, at-large Commissioner
Marion Greene, Hennepin County Board of Commissioners, District 3
Frank Hornstein, Minnesota House of Representatives, District 61A
Mike Erlandson, NRP Committee Chair
Debbie Gold, Farmers Market Committee Co-Chair
Steve Havig, Farmers Market Committee Co-Chair
Ellen van Iwaarden, Green Team Committee Chair
Other East Isles Residents

1) Welcome

President Emma Erdahl called the meeting to order at 7:03 p.m.

2) Lisa Goodman, Minneapolis City Council, Ward 7

Council Member Goodman gave the following announcements:

- Lunch with Lisa will resume on April 28 at 12 p.m. via Zoom. Special guests are Kelly Matter and Emily Bastian from Avivo. They will be sharing an inside peek into the innovative and newly created Avivo Village, an indoor community of 100 secure, private dwellings, or "tiny houses," created to provide shelter to individuals experiencing unsheltered homelessness.

- South Hennepin reconstruction public comment period is ending Friday, April 17. Reconstruction to start in 2024 and utility work to start in 2023.
- Franklin Ave to Kenwood School construction starts in Summer 2021.
- The Metropolitan Council will begin the East Isles Sewer Improvement Project in 2021. New sewer and storm pipes will be installed on The Mall and Humboldt Ave. They will present at the next BET Committee meeting.
- Spring sweeping starts Tuesday, April 20, 2021. No parking signs to be placed on Monday, April 19.
- The Office of Violence Prevention is in the process of transforming community safety. Learn more about the Transforming Community Safety Engagement Process Phase I at <https://lims.minneapolismn.gov/Download/File/4864/Transforming%20Community%20Safety%20Engagement%20Process%20Presentation.pdf>. Sign up for their Learning Lab at <http://news.minneapolismn.gov/2021/04/30/sign-up-now-for-transforming-community-safety-learning-lab-may-6/>.
- The City has awarded roughly \$1 million to seven community organizations to provide positive outreach and support services during and after the trials of the former police officers involved in the murder of George Floyd. These community organizations will support two-way communication between the community and the City, provide informal de-escalation, mediation, and conflict resolution if needed, and share information about existing City and community resources. Contracts will run through December 31, 2021 and work can begin once the contracts are fully executed.
- Nine City boards and commissions have openings for appointments this spring. The City seeks applicants with a diversity of backgrounds and experiences representing the demographics of Minneapolis to strengthen the work of the City. Translation and interpreting services are available so all residents can participate. City boards and commissions have brought forward recommendations that resulted in renter protections, wage protections and a ban on a hazardous chemical in dry cleaning. Board and commission members in the City of Minneapolis help shape key policy decisions, give community-based input into the City's administration of services and supply valuable insights. People can apply through the open position pages linked below and stay up to date on vacancies, position descriptions and timelines at minneapolismn.gov/boards/openings. Applications are open now.
- Sign up for the Ward 7 newsletter at <https://www.minneapolismn.gov/government/city-council/ward-7/newsletters/>.
- City has new gap funding to help renters, families, workers, and small business owners. More information at minneapolismn.gov/coronavirus/gap-funding.

3) Frank Hornstein, Minnesota House of Representatives, District 61A

Representative Hornstein gave the following announcements:

- Senator Dibble was unable to attend tonight.
- People of Color and Indigenous Caucus have police accountability measure bills at the Legislature that Representative Hornstein and Senator Dibble are supporting. The bills have been heard in the House, but not in the Senate.
- Representative Hornstein is the Chair of the Transportation Committee in the House and Senator Dibble is the ranking member on the Transportation Committee in the Senate. The House transportation bill includes economic opportunity, racial and climate justice, funding for public transit, biking, roads, and bridges. An example of transportation that includes racial justice is ReConnect Rondo (www.reconnectrondo.com).
- METRO E Line bus rapid transit coming to Hennepin Ave, replacing local bus route #6 as the primary transit service in the corridor.
- Representative Hornstein is a member of the House Climate and Energy Committee. He has a few initiatives including working on the Hennepin Energy Recovery Center (garbage burning facility in the North Loop).
- Representative Hornstein has an interest in human rights and is working with Representative Samantha Vang (District 40B - Brooklyn Center) on addressing hate crimes and underreporting.
- Contact information: rep.frank.hornstein@house.mn or call at (651) 296-9281

4) Marion Greene, Hennepin County Board of Commissioners, District 3

Commissioner Greene's aide, Laura Hoffman, gave the following announcements as Commissioner Greene arrived late due to a family emergency:

- Hennepin County has many mental health resources for residents (<https://www.hennepin.us/residents/health-medical/mental-health-substance-use>).
- Chauvin trial is taking place at the Hennepin County Government Center, which is currently only functioning as a courthouse. All staff and offices are working other buildings and at home to make it easier and safer. Commissioner Greene's two biggest priorities right now are protecting freedom of speech and right to assembly for those gathering to mourn George Floyd and Daunte Wright.
- As the service center has moved out of Hennepin County Government Center, find alternative locations at <https://www.hennepin.us/your-government/facilities/service-center-info>.
- Housing assistance and assistance for those experiencing homelessness in response to COVID-19 include renting hotels for those experiencing homelessness, increased access to shelters, increasing access to rental assistance, and increasing funding for

shelters. County is continuing to look for temporary housing solutions for those that do not need intensive services.

- Contact information: laura.hoffman@hennepin.us, marion.greene@hennepin.us, or call the District 3 office at (612) 348-7883.

5) Jono Cowgill and Meg Forney, Minneapolis Park Board, District 4 and At-Large

Commissioners Cowgill and Forney gave the following announcements:

- Park Board focus is investing in young people and youth programming. Serving underserved youth during COVID through enhanced programs in North Minneapolis and Phillips.
- Cedar Isles Master Plan (planning process), learn more at https://www.minneapolisparcs.org/park_care_improvements/park_projects/current_projects/cedar-lake-lake-of-the-isles-cedar-isles-master-plan/.
- The Park Board has voted to close some of the parkways to vehicle traffic this spring, including portions of Lake Harriet and East River Parkways.
- Reduced speed limit to 20 mph around parkways and parks.
- Earth Day is coming up and a variety of DIY activities are planned. Clean-ups planned around the lakes including Bde Maka Ska and Lake of the Isles.
- Regarding encampments, the resolution that was adopted last year has expired and is no longer active. Staff is currently putting together protocols if needs arise. Housing is not part of the Park Board's mission. Commissioner Forney was involved in the Lake Harriet encampment, was able to get the people at that encampment into resourced housing.

6) President's Report

President Emma Erdahl gave the following announcements:

- The Board of Directors received training from its attorney, Jess Birken, in 2020. Training included topics ranging from fiduciary responsibilities, conflicts of interest, and running efficient meetings.
- Board member and Vice President Erik Anderson updated the EIRA website, moving it from Wordpress to Squarespace, creating a new look and design.
- Board of Directors has decided to undergo a strategic planning process this spring/summer due to new funding sources and requirements from the City. EIRA requested and reviewed proposals to hire a strategic planning consultant and selected INspiring SIGHT.
- EIRA is looking for feedback from East Isles residents to help in the strategic planning process to participate in one of its focus groups. For more information visit <https://>

www.eastisles.org/neighborhood-news/your-input-requested-east-isles-strategic-planning-focus-group.

- Brand refresh is planned for the current EIRA logo and style.

7) Treasurer's Report

Treasurer Andrew Degerstrom gave a presentation (attached as Exhibit A) to provide members with a general overview of EIRA's finances.

8) Neighborhood Revitalization Program (NRP) Committee

NRP Committee Chair Mike Erlandson gave the following report:

- The Committee held two meetings to review how to best leverage NRP funding for the neighborhood.
- Erlandson and committee member Erik Anderson both testified before the Minneapolis Park Board regarding improvements for Levin Triangle Park, including the placement of a shade structure that has been supported by the NRP Committee. The Park Board has yet to advance this project despite strong neighborhood support and support from EIRA.
- NRP funds, made available by the City, are designed to improve the quality of life in neighborhoods. Examples of past EIRA NRP projects include park benches, trees, repairs and refresh of the Isles Warming House, public safety cameras along Hennepin Ave (completed this past year), park clean-up, and support for local institutions such as the Grace Neighborhood Nursery School and the Bridge for Youth.
- Neighbors interested in joining the committee can email info@eastisles.org or Chair Mike Erlandson at mikeerlandson@gmail.com.

9) Outreach and Nominations Committee

Outreach and Nominations Committee member Becky Accettura gave the following report:

- Held a series of 4 neighborhood listening sessions. Topics included public safety, housing and homelessness, and local businesses. There was 188 total registrations, 111 unique registrations, and 11 guest speakers. Received generally positive feedback with some ideas for changes if the series continues.
- Other projects included coordinating a fundraising mailing and organizing the 2021 Annual Meeting.
- If neighbors have ideas for events or other ways to reach out to folks in the neighborhood, please join the committee. Contact info@eastisles.org for more information.

10) Built Environment and Transportation (BET) Committee

BET Committee Chair Andrew Degerstrom gave the following report:

- The BET Committee has jurisdiction over all land use (new development, zoning applications, etc.) and transportation (street reconstruction, transit, bike/ped infrastructure, etc.) issues in the East Isles neighborhood.
- Committee meets the 3rd Tuesday of every month at 7 p.m.
- Zoning items taken up over the past year:
 - 2208 Irving Ave S - new two-family dwelling and associated land use applications
 - 2841 Hennepin Ave S - new mixed-use development and associated land use applications
 - 1647 W 26th St - application for Demolition of Historic Resource for single family dwelling
 - 2833 E Lake of the Isles Pkwy - variance for construction of a new front porch for a two-family dwelling
- Hennepin South Reconstruction Project - EIRA believes it can best serve its residents by partnering with the City on engagement and disseminating information and as such, does not plan to take a position during the engagement phase of the project. Comment period for this round of engagement ends Friday, April 16. Visit the project website to watch a video recording of the virtual open house, view the design options including a summary document, and provide input using the interactive map and/or filling out a survey. Project website: <https://www.minneapolis.gov/government/projects/hennepin-ave-s/>. Project contact: hennepin.south@minneapolis.gov.
- Greenway to Hennepin Ave trail connection, adopted as part of the Southwest Service Area Master Plan plans for The Mall, planned for Summer 2021. Details include:
 - Replace sidewalk (Humboldt to Hennepin) with multi-use trail (pedestrian and bike)
 - Add drinking water fountain
 - Add map/directional signage
- Improvements to the existing regional sanitary sewer system will be made along The Mall between E Bde Maka Ska Pkwy and Humboldt Ave; new sewer pipe will be installed along Humboldt Ave between 27th St and The Mall. Construction to begin late summer/early fall of 2021, end in December 2022.

11) Farmers Market Committee

Farmers Market Committee Co-Chairs Debbie Gold and Steve Havig gave the following report:

- Finished 3rd season in 2020.

- Revenue in 2020 was \$24,265.
- Budget for 2021 is approximately \$42,000.
- The Farmers Market generates the most revenue of any EIRA sponsored event.
- Revenue comes from 25% CPP and NRP funds, 35% vendor fees, and 35% from sponsorships.
- Implementing market tokens in 2021 for those who do not have cash or want to use EBT.
- Music will be back at the Market this year.
- Looking for sponsorships for the 2021 season.

12) Green Team

Green Team Chair Ellen van Iwaarden gave the following report:

- The EIRA Ice Cream Social in 2020 was streamlined with the Super Sale this year due to COVID.
- The Super Sale had over 50 neighbors participate this year.
- Adopt-a-Greenway Clean-Up had over 14 neighbors attend and pick-up trash.
- Earth Day Clean-Up is scheduled for April 24 - <https://www.eastisles.org/events/earth-day-clean-up>.

13) Explanation of Recommended Changes to the Bylaws and Board Elections

a. Bylaws Amendment

Board member and Treasurer Andrew Degerstrom presented an amendment to EIRA's Bylaws (attached as Exhibit B), required for continued funding from the City of Minneapolis.

b. Board Elections

Voting via online ballot will remain open for 24 hours. Candidates for the Board were given 30 seconds each to introduce themselves.

14) Adjournment

The meeting was adjourned at 8:34 p.m.

Minutes submitted by Jenna Egan

Treasurer's Report - Andrew Degerstrom

Neighborhoods 2020 and City funding:

The Community Participation Program will be ending at the end of 2021, and will be replaced by two new programs; the Neighborhood Network Fund and the Equitable Engagement Fund.

Treasurer's Report - Statement of Financial Position

Assets

Wells Fargo Checking	
City Restricted Funds	\$9,210.00
Unrestricted Funds	\$23,388.87
Farmers Market Funds	\$24,345.96
Farmers Market Safety Resources Grant	\$1,000.00
Wells Fargo Checking Total	\$57,944.83
Wells Fargo Savings	\$10,066.89
Petty Cash	\$0.00
Stripe Balance	\$0.00
PayPal Balance	\$0.00
Undeposited Funds	\$0.00
Total Assets	\$68,011.72

Liabilities

EIRA Visa Balance	\$16.18
C-42485 Advance	\$7,500.00
C-35167 Advance	\$1,650.00
Total Liabilities	\$9,166.18
Net Assets	\$58,845.54

Treasurer's Report - 2020 Revenue & Expenses

Revenue

Direct Contributions	\$974.05
Revenue from Government Grants	\$66,714.76
Revenue from Non-Government Grants	\$2,000.00
Program Service Revenue	
Ice Cream Social	\$0.00
Super Sale	\$628.48
Farmers Market	\$16,398.00
Program Service Revenue Total	\$17,026.48
Interest Revenue	\$1.46
Other Revenue	\$209.93
Total Revenue	\$86,926.68

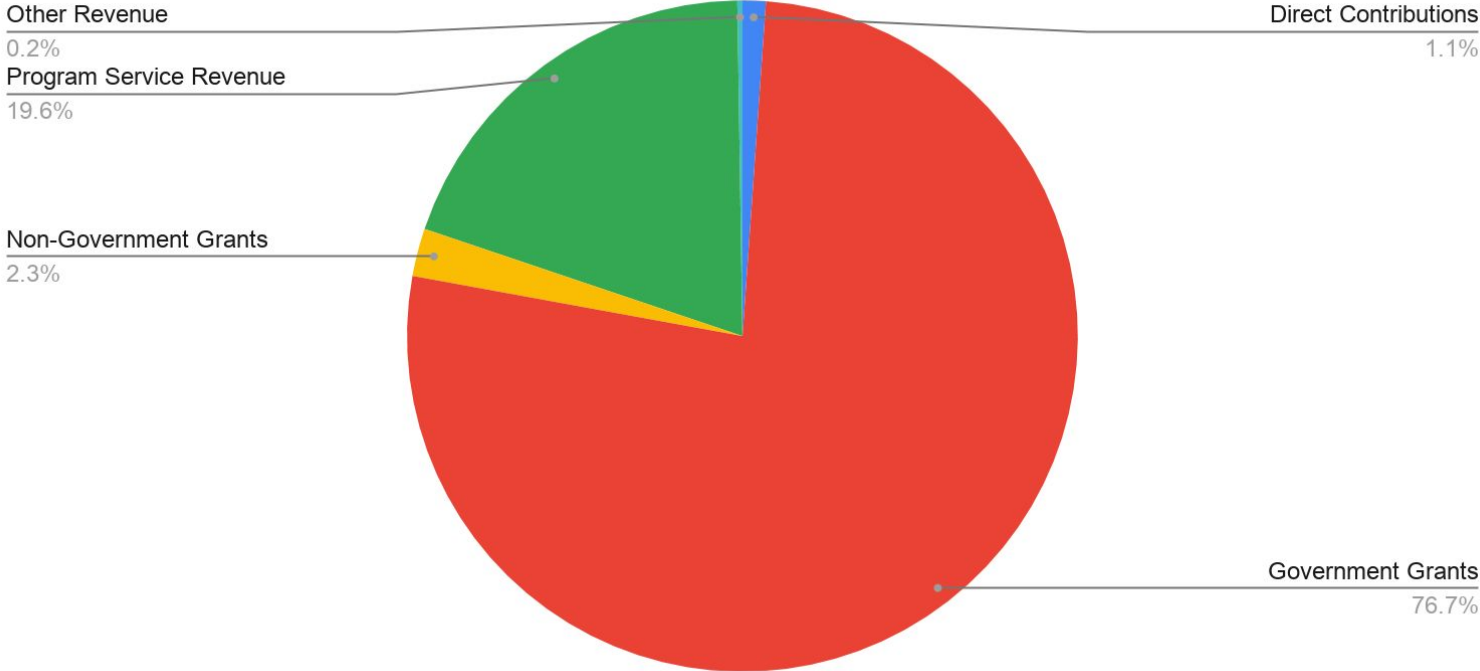
Expenses

Management	\$19,199.30
Program	
BET Committee	\$0.00
Outreach & Nominations Committee	\$1,620.43
Social Committee	\$750.00
Green Team	\$1,060.12
Farmers Market	\$19,320.01
Program Total	\$22,750.56
Fundraising	\$1,420.83
Grants Paid to Individuals	\$449.93
Grants Paid to Other Organizations	\$44,408.05
Total Expenses	\$88,228.67

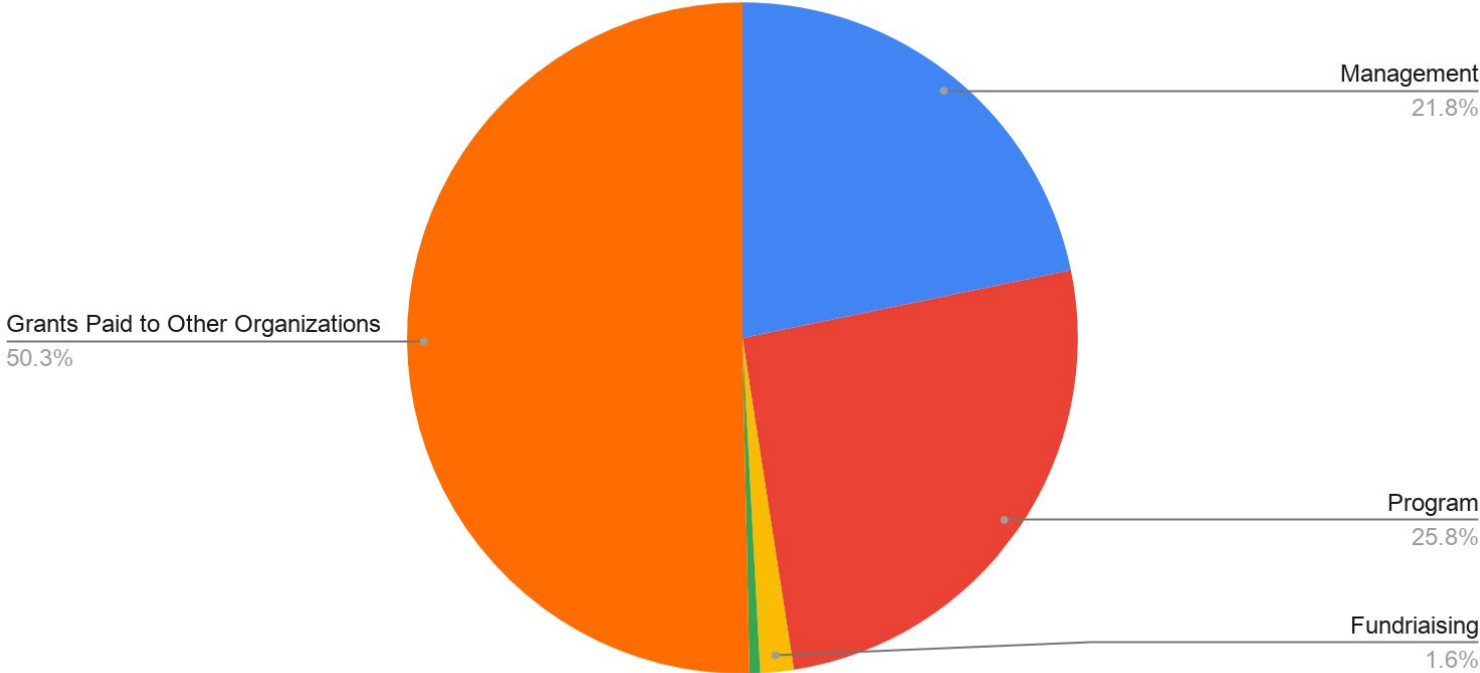
Net Revenue

(\$1,301.99)

Treasurer's Report - 2020 Revenue Breakdown



Treasurer's Report - 2020 Expense Breakdown



Treasurer's Report - 2021 Revenue & Expenses YTD

Revenue

Direct Contributions	\$1,605.00
Revenue from Government Grants	\$22,312.83
Program Service Revenue	
Ice Cream Social	\$0.00
Super Sale	\$0.00
Farmers Market	\$8,770.00
Program Service Revenue Total	\$8,770.00
Interest Revenue	\$0.24
Other Revenue	\$62.93
Total Revenue	\$32,751.00

Expenses

Management	\$12,229.93
Program	
BET Committee	\$0.00
Outreach & Nominations Committee	\$1,680.53
Social Committee	\$650.00
Green Team	\$0.00
Farmers Market	\$1,347.91
Program Total	\$3,678.44
Fundraising	\$5.73
Total Expenses	\$15,914.10
Net Revenue	\$16,836.90

**AMENDED AND RESTATED. BYLAWS OF
THE EAST ISLES RESIDENTS' ASSOCIATION, INC.**

**ARTICLE I
CORPORATION NAME, PURPOSES AND BOUNDARIES**

Section 1. Name. The name of the corporation shall be the THE EAST ISLES RESIDENTS' ASSOCIATION, INC. ("EIRA").

Section 2. Purposes. EIRA is a neighborhood-based community organization that encourages resident involvement to heighten awareness of issues that impact the neighborhood and to empower its residents to build and maintain a stronger community.

EIRA is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding provision of any future federal tax code. No part of the net earnings, income, or profit of EIRA shall inure to the benefit of or be distributable to its directors, officers, trustees, members, or committee members, or business owner or other private individual, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

EIRA shall: (a) evaluate and implement a course of action to improve the area's quality of life, and to rectify problems that negatively impact the East Isles neighborhood; (b) act as a representative for the East Isles neighborhood before city boards, commissions, etc., and as otherwise needed; (c) seek to preserve and enhance the residential character of the area within the EIRA boundaries; and (d) work to improve the safety and well-being of East Isles neighborhood residents.

Section 3. EIRA Boundaries. The boundaries of EIRA shall be West 22nd Street on the north, Hennepin Avenue South on the east, West Lake Street on the south, and East Lake of the Isles Parkway and Knox Avenue South on the west, all of these streets being found within the City of Minneapolis, Minnesota.

ARTICLE II MEMBERSHIP

Section 1. Members. Any individual sixteen (16) years of age or older who resides or maintains a domicile within the boundaries of EIRA, as well as any individual who owns a business within the boundaries of EIRA, is eligible for membership in EIRA.

Section 2. Voting Rights. Each individual who is eligible to become an EIRA member who attends a member meeting and provides EIRA with their name, address, and email address shall be entitled to a single vote when present at that meeting of EIRA members.

ARTICLE III MEETINGS OF MEMBERS

Section 1. Annual Member Meeting in April. There shall be a general meeting of the EIRA membership during the month of April. Efforts will be made to set the date to avoid conflict with other events or holidays to maximize member attendance. At such time, an annual report of EIRA's activities shall be delivered by the President, and elections shall be held for directors and alternates to the EIRA Board of Directors.

Section 2. Semi-Annual Member Meeting in October. There may be a general meeting of EIRA membership during the month of October, and a report of EIRA's activities since the last membership meeting may be delivered by the President.

Section 3. Special Meetings of EIRA Members. Special meetings of EIRA members may be called at any time (a) by the President or, in their his/her absence, the Vice-President, (b) by the Board of Directors, or (c) upon written request of twenty (20) members of EIRA to the President.

Business conducted at any special meeting is limited to the purposes stated in the notice of the meeting.

Section 4. Notice of EIRA Membership Meetings. At least ten (10) days, but not more than thirty (30) days before any general meeting of EIRA members, the Secretary or a director acting in the Secretary's capacity, shall place a notice of the meeting in a publication of a local community newspaper. To the extent permitted by newspaper deadlines and other time constraints, this shall also be done in advance of any special meeting.

At least ten (10) days but not more than 30 days before any general meeting of EIRA members, notice of the meeting and an agenda, shall be made available to all residents of EIRA in a manner designed to notify all residents to the extent practical. The notice shall be put on the EIRA website and EIRA social media and specify the date, time, place, and purpose of the meeting. Notice of the April annual meeting or any meeting where elections shall be held shall specify that elections of directors and alternates shall occur, that any EIRA resident is eligible to become a member and may run for a director position, and that all EIRA members present at the meeting are eligible to vote for Board positions.

Section 5. Remote Meetings of EIRA Members. The board of directors may determine that an annual meeting or other meeting of the EIRA members may be held solely by remote communication.

Section 6. Open Meetings. All general or special EIRA membership meetings shall be open to the public.

Section 7. Waiver of Notice. Notice shall be deemed waived by any member who attends the meeting in person or who participates in the meeting, (a) unless the member objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting, or (b) an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. Notice may also be deemed waived if the member consents to such waiver of notice in writing or by electronic communication, before, after, or during the meeting.

Section 8. Quorum and Voting. A quorum for a general meeting of members shall be 30 members.

All members are entitled to vote; no member may vote by proxy or cumulatively. Voting passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by law or these Bylaws.

Section 9. Dissolution. The quorum for a membership meeting to consider the dissolution of EIRA shall be 75 members. The motion for Dissolution of EIRA shall require a two-thirds (2/3) majority vote of the members present at a member meeting, (30) day notice of such action must be posted in a publication of a local community newspaper, and all other notification provisions for a general member meeting apply.

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE IV BOARD OF DIRECTORS

Section 1. Number and Description. The Board of Directors of EIRA (hereinafter referred to as the "Board"), shall consist of the eleven (11) EIRA members elected at the April general meeting of the EIRA membership. A majority of the board members must be adults.

Section 2. Alternate Board Members. A first and a second alternate to the Board may also be elected at the April meeting of the EIRA membership. The first and second alternate shall become directors and are entitled to vote at Board meetings only as set forth in Section 6 of this Article below.

Section 3. Method of Election, Nomination, and Terms of Office. Each director and alternate director shall be elected for a period of one (1) year and subject to the term limits set forth in Article V, Section 5 of this article.

Members of EIRA may seek election to the Board whether nominated by themselves or another; shall register their name, address, and phone number with the President or Vice-President of the organization (or with a duly appointed nominating committee); their registrations shall be available to the public at least five (5) days and no more than thirty (30) days prior to a meeting scheduled for such elections. Nominations may also be made from the floor the day of a general meeting of members scheduled for electing directors and alternates. The board shall follow its Election Procedures in conducting elections.

Any director or alternate may resign at any time by giving written notice to the Board or to the President. The resignation shall be effective when delivered unless the notice states otherwise.

Section 4. Term Limits. Directors may be elected for up to four (4) consecutive one-year periods. No director, may continue serving beyond one (1) year as a director, without standing for re-election at each April general meeting, and receiving an affirmative majority vote from EIRA members present at the meeting to serve as a director for a subsequent year.

Any alternate to the Board or any EIRA member appointed to fill a director vacancy in accordance with Section 7 of this Article below, and any director elected at an annual meeting of members to fill a Board seat of a resigning director, shall accept the annual re-election requirements, and limitations on director service.

All Board seats are eligible for election for up to four (4) consecutive one-year periods, and ,if at any time thereafter an EIRA member has served on the Board for four (4) consecutive one-year periods, they must relinquish their Board seat for one (1) year before being eligible to again stand for election or appointment to the Board.

Section 5. Board Quorum and Board Voting. A quorum shall consist of at least one-half (1/2) of the directors currently serving on the Board. 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. 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 proportion or number otherwise required for a quorum.

Passage of a motion for a resolution shall require a vote of a majority of the directors present at the meeting or electronically as outlined in this Section below unless otherwise provided for in these Bylaws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of directors at a

duly held meeting of the Board for which notice stating such purpose has been given to all EIRA members.

All corporation minutes may be voted on electronically by a reply-all response, and approval will require a majority of affirmative votes from all current directors. Other matters that arise after a regularly scheduled Board meeting and that require a simple majority vote by the directors before the next Board meeting may be voted on electronically.

Section 6. Vacancies. Any first vacancy on the Board shall be filled by the first alternate. Any second vacancy on the Board shall be filled by the second alternate. If there are no alternates or if there are additional vacancies on the Board, a vacancy shall be filled by a two-thirds (2/3) vote of the remaining directors for the remaining annual term of the vacating directors.

Section 7. Qualifications. Each director and alternate to the Board must be a member of EIRA.

Section 8. Duties and Powers. The Board shall be charged with the general management of EIRA. The business and any property of the organization shall be managed and controlled by its Board of Directors. The directors may exercise all such powers and do all such things as may be exercised or done by the organization, these Bylaws, and all applicable laws. The Board may retain such clerical, professional, and/or consultative assistance as it deems necessary to carry out the purposes and functions of EIRA in accordance with EIRA's financial capacity and/or annual budget.

Section 9. Absenteeism. Any director may be removed from the Board if they have missed three (3) meetings of the Board during a one-year period from the first Board meeting after the annual member meeting. An absence will be recorded if a director misses one-third (1/3) of the Board meeting. A director so removed may appeal in writing to the Secretary. This appeal must be received by the Secretary ten (10) days before the next regular Board meeting after the director's removal; the Board may reinstate the director by a majority vote. After a reinstatement, the reinstated director may be allowed one (1) additional absence until the next annual meeting or they may be removed from office. The vacancy shall be filled in accordance with Section 6 of this Article.

Section 10. Removal. Any director may be removed from office by the affirmative vote of two thirds (2/3) of the current Board members, or upon failure by that director to secure a majority vote of EIRA members to continue as a director at a membership meeting involving the election of directors and alternates to the Board with due notification and a right to be heard before a vote on their removal.

Section 11. Public Relations. No position statement or solicitations shall be made in the name of EIRA unless authorized by the Board.

Section 12. Regular Board Meetings. In addition to the April EIRA general membership meeting, there shall be at least nine (9) regularly scheduled monthly meetings of the Board each year, called by the President or another officer or director to whom the responsibility to

call or convene such meeting(s) was delegated. At least seven (7) days prior to any Board meeting, notice of the meeting shall be made in a publication of a local community newspaper specifying the date, time, place and purpose of the meeting along with a written agenda whenever possible. In advance of a regular Board meeting, the agenda for the meeting will be posted at the meeting site.

At each regular meeting of the Board, a segment of the meeting will be set aside for membership comments and discussion.

At the first board meeting after the April Annual Meeting, the board shall discuss and decide what rules of order to utilize in conducting board business.

Section 13. Special Board Meetings. Special meetings of the Board may be called by the President. Notice of special meetings shall be given to all directors at least twenty-four (24) hours in advance either by mail, telephone, or personal contact, and notice shall include time, place, purpose, and agenda. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane to those subjects

Section 14. Open Meetings. All meetings involving EIRA business of the Board, its Board members, Committees, task forces, and any subcommittees, shall include reasonable notice and be open to anyone expressing an interest in the subject or involvement with the group. The only circumstances when such meetings can be closed are when addressing a personnel matter, paid or volunteer, or a legal matter. Only current directors shall be allowed to vote at Board meetings.

ARTICLE V OFFICERS

Section 1. Number and Description. There may be up to four (4) officers of EIRA as follows: (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer. No person shall hold more than two (2) offices concurrently, and the person serving as President of EIRA shall not hold any other officer position.

Section 2. Election of Officers by Board. The new EIRA Board at its first meeting, led by the prior year's president or other EIRA officer, shall elect the officers of the organization, who shall begin their duties upon election. Only directors may be officers.

Section 3. Term of Office and Officer Vacancies. Each of the officers shall be elected for one-year terms by the Board or shall hold office until the next annual election of officers. Any vacancies in any office, due to death, resignation, or otherwise, shall be filled for the unexpired term thereof by a majority vote of the Board from among persons serving on the Board.

Section 4. Qualifications. Each officer of EIRA shall be elected from among the adult members of the Board.

Section 5. Duties.

- a. President. The President shall serve on the Board and preside at meetings of the Board and meetings of the EIRA membership. They shall serve as Chairperson of the Board, and have the power of general management of the business of the organization. As chief executive officer of the organization, they shall see that all orders and resolutions of the Board are carried into effect. They shall be a member ex-officio of all committees. They shall be considered "President" of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. They shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. Their duties shall include setting the agenda and presiding at meetings of EIRA, and they shall have the power to appoint committee chairs and to act as official spokesperson of the organization. In general, they may perform all duties usually incident to that office and such other duties as the Board may request.
- b. Vice President. The Vice President shall serve on the Board and shall exercise the function and duties of the President in the absence or disability of the President. The Vice President may perform such other duties as requested by the Board.
- c. Secretary. The Secretary shall serve on the Board and maintain and record or arrange for the recording of all minutes of membership and Board meetings, and shall arrange for notification of EIRA meetings. During their term of office, the Secretary shall cause the records of EIRA generated during that period to be kept in an appropriate manner. The Secretary shall keep or cause to be kept official records of EIRA including the operating policies. Long-term retention, storage, and organization of records are the responsibility of the organization as a whole, dependent on its resources, storage facilities, and document retention policies and practices. The Secretary may perform such other duties as requested by the Board.
- d. Treasurer. The Treasurer shall serve on the Board and shall maintain and disburse all funds of EIRA, as determined by the Board. The Treasurer shall cause to be kept accurate accounts of moneys of the organization, rendering an account of the financial condition of the organization on a quarterly basis and as determined by the Board, to all EIRA members. The Treasurer shall ensure that Employees and Directors insurance and Liability insurance (or comparable insurance policies) are renewed annually. The Treasurer may perform such other duties as requested by the Board.
- e. Outgoing Officers. Outgoing officers of the Board shall turn over to their successors or, if yet unelected, another officer of the Board all documents in their possession and relevant instructions.

ARTICLE VI EXECUTIVE COMMITTEE AND OTHER COMMITTEES

Section 1. Executive Committee. The four (4) officers serve as the members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, Executive Committee shall have all of the powers and authority of the Board of Directors in the intervals between meetings of the Board of Directors, subject to the direction and control of the Board of Directors. Any decisions made by the Executive Committee between meetings of the Board shall be reported to the Board for ratification of the action at the next Board of Directors meeting. Three (3) members shall constitute a quorum of the Executive Committee for the transaction of business. Executive Committee meetings may be called by the President or by two (2) members.

Section 2. Other Committees. The Board may establish other Committees of EIRA. Each Committee's title, purpose, and goal(s) will be designated by the Board. All actions taken by a Committee shall be forwarded to the Board, which shall have the right to alter, accept, or reject the actions. The Board may delegate a Committee limited authority to act on behalf of the organization consistent with the Committee's purpose and goals. Committees are subject at all times to the direction and control of the Board.

Section 3. Qualifications. Any person who is eligible to be a member of EIRA is eligible to serve on its Committees, and is eligible to serve as a Chairperson. A person who is not eligible to be a member of EIRA may serve on a Committee, and, with the approval of the Executive Committee, may have the right to vote on Committee actions. Committees must be made up of at least three (3) members of EIRA.

Section 4. Committee Meetings. The Committee Chairperson shall call Committee meetings at their discretion, unless otherwise directed by the Board. All Committees must hold at least one (1) meeting annually. The Board shall select Committee Chairpersons, but it may also allow a particular Committee to select its Chairperson.

Section 5. Terms. There shall be no term limits on members of Committees unless specified by the Board.

Section 6. Resignation and Removal. The Chairperson of any Committee may be removed from service as the Chairperson, without cause, at any time, by the affirmative vote of two-thirds (2/3) of the current members of the Board. Even if removed from service, the member may still attend and participate in Committee meetings.

Section 7. Notice of Committee Meetings and Reports From Committees. A Committee Chairperson shall provide or arrange for adequate notice of time, date, place, and subject of each upcoming Committee meeting so that any EIRA member may attend a Committee meeting, consistent with Article IV Section 14. A Committee Chairperson shall provide a brief written summary of recent Committee activities, which may highlight actions taken at

Committee meetings, deliberations, recommendations, etc. in order to keep EIRA members informed.

ARTICLE VII COMPENSATION, REIMBURSEMENT, AND CONTRACTS, LOANS, CHECKS AND DEPOSITS

Section 1. Compensation. The officers and directors of EIRA shall not be compensated.

Section 2. Reimbursement. Every EIRA member, whether member, officer, director, alternate, Committee Chairperson or Committee member, or general member may be reimbursed for any sum which they expend in the discharge of their duties, upon the prior approval of the Board.

Section 3. Contracts, Loans, Checks, and Deposits and Financial Oversight. All contracts, loans, checks, and deposits may be handled according to a financial policy adopted and periodically reviewed and, as deemed necessary, updated by the Board.

The Board may authorize any officer(s) or agent(s) to enter any contract or execute and deliver any instrument in the name of and on behalf of EIRA, and such authority may be general or confined to specific instances.

No loans shall be contracted on behalf of EIRA, and no evidence of indebtedness shall be issued, unless authorized by a resolution approved by two-thirds (2/3) of the Board.

All checks, drafts, or orders for the payment of money, notes, or other evidence of indebtedness issued in the name of EIRA shall be signed by such officer(s) and/or agent(s) of EIRA and in such manner as shall from time to time be determined by resolution of the Board.

All funds of EIRA not otherwise employed shall be deposited from time to time to the credit of EIRA in such bank(s), trust company(ies), other depository(ies), or investment(s) as the Board may select.

ARTICLE VIII AMENDMENT OF BYLAWS

These Bylaws of EIRA may be amended only at a general membership meeting by an affirmative vote of two-thirds (2/3) of the members present, PROVIDED, HOWEVER, that notice of the proposed amendment shall be submitted to the Board not less than ten (10) nor more than thirty (30) days prior to the date of the meeting at which such amendment is contemplated.

At least ten (10) days prior notice must be made available to all EIRA members in a manner designed to notify all residents to the extent practical. The notice must include the date, time, and place of the general meeting involving bylaws changes. The notice must indicate that a purpose of the meeting is to alter these Bylaws, and include a brief description of the

proposed changes. In addition, EIRA members must be informed that they are entitled to vote on the matter, and that upon request, an advance full text copy of the proposed change(s) will be made available to any member at least five (5) days prior to the meeting for their review at either no cost if it can be electronically conveyed, or at "cost" to the member if a hard copy must be printed and delivered or mailed to the member. Further, several full text copies of the change(s) must be available for review by EIRA members at the time and place of the general meeting.

ARTICLE IX INDEMNIFICATION

EIRA shall indemnify each director, officer, agent, or committee member, and other persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

ARTICLE X CONFLICTS OF INTEREST

An EIRA member who receives any direct or indirect financial benefit, gift or gratuity from, or serves on the board of directors of any organization, project or development that is being considered either by EIRA members, the EIRA Board, or any EIRA Committee must declare known affiliations and shall abstain from discussion and voting on all related issues or transactions.

A conflict of interest includes, but may not be limited to, financial benefits, gifts, or gratuities that inure to the immediate family of any EIRA member, an EIRA officer or director or alternate, or any Committee member. Immediate family includes, but may not be limited to, spouse, domestic-partners-in-fact, others connected to an EIRA member through biology, marriage, adoption or domicile such as a son, daughter, mother, father, sibling, and any domestic-partner-in fact of siblings, children's spouses or children's domestic-partners-in-fact.

The Board shall adopt a Conflict of Interest Policy. Annually, the Board shall review its Conflict of Interest Policy, appropriately update it, make it available to all EIRA members for their review, and to EIRA directors for certification that they have read the Policy and agree to abide by it.

ARTICLE XI CONSTRUCTION

Section 1. Choice of Law. The Bylaws of EIRA shall be construed in accordance with the laws of the State of Minnesota. EIRA is organized within the context of the Minnesota Statutes, Section 317A Nonprofit Corporations, and complies with the notice provisions in Section 317A.435, Subd. 4(c).

Section 2. Invalidation. If any part of the Bylaws of EIRA shall be adjudged invalid, the remainder thereof shall not be invalidated.

**ARTICLE XII
MISCELLANEOUS**

Section 1. No Political Endorsement or Alliance. Neither EIRA, nor the Board, shall form any alliance on behalf of EIRA with any political party. EIRA may not endorse any candidate for public office. Elected representatives may be permitted to appear before EIRA meetings.

Section 2. Member, Board, and Committee Meetings. No meetings of the EIRA members, the Board, or any EIRA Committee may be held on a state or federal Election Day or on the evening of a Minnesota precinct caucus.

Bylaws amended:

October 3, 2006 (Amended and Restated)

April 6, 2010

April 5, 2011

October 23, 2012

October 13, 2015

April 12, 2016

April 9, 2019

June 16, 2020

President, The East Isles Residents' Association

Date