

BYLAWS
OF THE
EAST PHILLIPS NEIGHBORHOOD INSTITUTE

ARTICLE I – NAME

These are the Bylaws of the East Phillips Neighborhood Institute, a nonprofit corporation (the “Corporation”) organized under the Minnesota Statutes chapter 317A (the “Act”)

ARTICLE II – MISSION

The purpose of the Corporation shall be to create, develop, own and operate the East Phillips Indoor Urban Farm project at the former Roof Depot site located at 1860 E 28th St, Minneapolis, Minnesota, in order to promote the personal, social, environmental and economic health of the people of East Phillips and in doing so promote environmental justice.

The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes as specified in Section 501(c)(3) of the Internal Revenue Code, including for such purposes, the making of distributions to Corporations that qualify as exempt Corporations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE III — MEMBERSHIP

The membership of the Corporation shall consist solely of the Board of Directors (the “Board”).

ARTICLE IV - BOARD OF DIRECTORS

Section 1: Board Role. The Board is responsible for overall policy and direction of the Corporation. The Board manages the business of the Corporation by delegating day-to-day operation to members and committees of the Board and to any staff of the Corporation.

Section 2: Board Size and Qualification for Membership. The Board shall consist of no fewer than three (3) and no more than nine (9) Directors, a majority of who must reside within the boundaries of the East Phillips Neighborhood. The East Phillips Neighborhood Boundaries are:

- South: Lake Street
- East: Highway 55 (Hiawatha Avenue)
- West: Bloomington Avenue
- North: East 24th Street with the exception of the inclusion of East Phillips Park which takes the north boundary north on 17th Avenue to East 22nd Street and along East 22nd Street to Hiawatha Avenue

Section 3: Compensation. No Board member shall be compensated for serving as a member of the Board or as an officer of the Corporation. A Board member may be reimbursed for expenses incurred on behalf of the Corporation if such expenses are approved by the Board.

Section 4: Board of Directors' Meetings: The Board of Directors shall normally meet monthly at an agreed upon time and place. The Annual Meeting of the directors shall be the regularly scheduled meeting in September of each year.

Section 5: Notification: Each Board member shall be notified at least two (2) days in advance of a regularly scheduled or special Board meeting, excluding the day of the meeting. Notice of any changes in the place or time of holding any regular meeting, or of any adjournment of a regular meeting to reconvene at a different place, shall be at least two (2) days before the meeting, excluding the day of the meeting. However, in case of emergency, as determined by the Chair, notice shall be given at least twenty-four (24) hours in advance of the meeting. For purposes of these Bylaws notice may be made personally, by regular mail or email, telephonically or by facsimile.

Section 6: Special Meetings: A special meeting may be called by three members of the Executive Committee or by a majority of the members of the Board of Directors.

Section 7: Board Elections: Election of new Directors or election of then- current Directors to another term shall occur at the Annual Meeting of the Corporation. The Board may create a nominating committee from its members to manage the election.

Section 8: Terms: The initial term of the first three initial members of the Board shall be one, two and three years, respectively. The initial term of the next three initial members of the Board shall be one, two and three years respectively and the initial term of the last three initial members of the Board shall be one, two and three years respectively. Thereafter, the term of each member of the Board of Directors shall be two (2) year staggered terms, and each member shall be eligible for re-election. There are no term limits.

Section 9: Quorum: A quorum at a Board of Directors meeting shall consist of a majority of the current members of the Board of Directors. If a majority of the current members of the Board of Directors is not present at a monthly Board meeting, any decisions made shall not be official.

Section 10: Written Action Without a Meeting: Any action permitted to be taken at a meeting of the Board may be taken by written action signed and approved by a majority of the directors entitled to vote on the action.

Section 11: Powers and Responsibilities of the Board of Directors: The Board shall elect a President, Vice President, Secretary, and Treasurer at the first Board meeting following the Annual Election Meeting. The officers must be chosen from the current members of the Board

of Directors. At least two (2) members of the executive committee must reside in the East Phillips Neighborhood.

Section 12 Officers and Duties: The Executive Officers shall consist of a President, Vice President, Secretary and Treasurer. Officers shall preside in the following order: President, Vice President, Secretary and Treasurer.

a. The President The President, with the assistance of the Board members, sets the agenda for Board meetings as well as special meetings called by the Board. The President shall have general active management of the business of the Corporation; when present, preside at meetings of the Board; see that orders and resolutions of the Board are carried into effect; sign and deliver in the name of this Corporation's deeds, mortgages, bonds, contracts, or other instruments pertaining to the business of the Corporation, except in cases in which the authority to sign and deliver is required by law to be exercised by another person or is expressly delegated by this Corporation's organizational documents or by the Board to another officer or agent of the Corporation; maintain records of and, when necessary, certify proceedings of the Board; and perform other duties prescribed by the Board. The President shall be a member ex officio of all committees. From time to time the President may delegate his or her responsibilities to other members of the Board or Executive Committee, except those required of the President by law.

b. The Vice President In the event of absence or disability of the President, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers and restrictions of the President. The Vice President will chair committees on special subjects as designated by the Board.

c. The Secretary shall, keep the Corporation's records and minutes, fulfill the usual duties required by such office, and perform such other duties and exercise such other powers as may from time to time be imposed upon that position by resolution of the Board.

d. The Treasurer shall keep accurate financial records for the Corporation; deposit money, drafts and checks in the name of and to the credit of the Corporation in the bank and depositories designated by the Board; endorse for deposit notes, checks and drafts received by the Corporation as ordered by the Board; and upon request, provide the Board at its monthly meeting an account of transactions by the Treasurer and of the financial condition of the Corporation. The Treasurer shall assist in the preparation of the budget and help develop fundraising plans.

e. Shared Duties. By mutual consent the members of the Executive Committee may share the duties and obligations of the various official Executive Offices of the Board.

Section 13: Vacancies: When a vacancy on the Board occurs between Annual Meetings, nominations for new members may be received from present Board members by the Secretary two weeks in advance of a Board meeting. The Executive Committee is responsible for verifying eligibility. Nominations shall be sent out to Board members with the regular Board meeting announcement, to be voted on at the next Board meeting where a quorum is present. If this process is unsuccessful, it shall be repeated until an acceptable Director is elected. All vacancies filled in this manner expire at the next Annual Meeting.

Section 14: Resignation, Termination, and Absences: A Board member may resign by delivering written notice of resignation to the Secretary of the Corporation. A Board member may be removed from the Board if such Board member has three consecutive unexcused

absences or four nonconsecutive unexcused absences from monthly meetings of the Board of Directors in a calendar year. The President shall have the power to excuse absences either before or after the occurrence of a Board meeting.

Section 15: Removal of Director: A director may be removed at any time, with or without cause, by a two-thirds (2/3) majority of the Board of Directors

ARTICLE V –COMMITTEES

Section 1: Authority: In addition to the Executive Committee, the Board of Directors may act by and through such committees as the Board may create from time to time. Such committees may be standing committees or temporary in nature. Each such committee shall have such duties and responsibilities as are granted to it from time to time by the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors. Unless otherwise authorized by the Board, committees are advisory only and bring actions forward to the Board of Directors for Board action.

ARTICLE VI -- CONFIDENTIALITY

Directors shall not discuss or disclose information about the Corporation or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the Corporations' purposes, or can reasonably be expected to benefit the Corporation. Directors shall use discretion and good business judgment in discussing the affairs of the Corporation with third parties.

ARTICLE VII. – CONFLICT OF INTEREST

Section 1- Purpose. The purpose of the conflict of interest policy is to protect the Corporation's tax-exempt interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable Corporations.

Section 2 - Definitions.

- a. Interested Person: Any Director, officer, or member of a committee with Board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.
- b. Financial Interest:
A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
 1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
3. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board or a committee thereof decides that a conflict of interest exists. It is specifically acknowledged that, based on the purpose of the Corporation, a Board member may propose to enter into business transactions with the Corporation and engage in such business operations after full disclosure to the Board. Such transactions are not prohibited but no Board member may participate in any discussions or vote on any actions that directly affects the personal interest of the Board member.

Section 3- Procedures.

- a. Duty to Disclose. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with Board delegated powers considering the proposed transaction or arrangement.
- b. Determining Whether a Conflict of Interest Exists. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.
- c. Procedures for Addressing the Conflict of Interest.
 1. An interested person may make a presentation at the Board or designated committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
 2. The Chair of the Board or the designated committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
 3. After exercising due diligence, the Board or designated committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board or designated committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

d. Violations of the Conflicts of Interest Policy

1. If the Board or designated committee has reasonable cause to believe a Board member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

ARTICLE VIII. -- IDEMNIFICATION

Section 1 - General. To the full extent authorized under the laws of the State of Minnesota, the Corporation shall indemnify any Director, officer, employee, or agent, or former member, Director, officer, employee, or agent of the Corporation, or any person who may have served at the Corporation's request as a Director or officer of another Corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an "indemnitee"), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, Director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

Section 2 - Expenses. Expenses (including reasonable attorneys' fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

Section 3 - Insurance. The Corporation may purchase and maintain insurance on behalf of any person who is or was a member, Director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or

arising out of such person's status as such, whether or not the Corporation would have the power or obligation to indemnify such person against such liability under this Article.

ARTICLE IX -AMENDMENTS

Section 1: Submission: Proposed amendments to these Bylaws must be submitted to the Secretary to be sent out with regular meeting announcements and shall be reviewed and discussed at the monthly meeting prior to the voting meeting.

Section 2: Notification: Notification of Bylaw amendments, both for the reviewing meeting and the Board Meeting at which the amending vote will take place, shall occur not less than twenty-one (21) days prior to each of these meetings. The notification shall include the changes that are proposed.

Section 3: Amending: These Bylaws may be amended by a two-thirds majority of the current Board of Directors at a meeting duly called for that purpose.

ARTICLE X – OTHER PROVISIONS

To the extent not inconsistent with the specific terms and condition of the Bylaws, the provisions of the Act pertaining to the governance and operation of the Corporation are incorporated herein by reference.

Certification

These Bylaws were approved at a meeting of the Board of Directors by a two-thirds majority vote on August 30 2018.

Secretary 

Date 8-30-18