



Irene Gomez-Bethke Papers.

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BYLAWS
OF THE
URBAN COALITION OF MINNEAPOLIS

APPROVED
MAY 17, 1979

BYLAWS
OF THE
URBAN COALITION OF MINNEAPOLIS

ARTICLE I. NAME.

THE NAME OF THE CORPORATION IS THE URBAN COALITION OF MINNEAPOLIS, HEREINAFTER REFERRED TO AS "THE CORPORATION."

ARTICLE II. THE PURPOSES OF THE CORPORATION.

THE CORPORATION HAS BEEN ORGANIZED TO OPERATE EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, INCLUDING BUT NOT LIMITED TO THE FOLLOWING:

- (1) THE ALLEVIATION OF, AND WHEREVER POSSIBLE THE ELIMINATION OF, THE CAUSES AND INCIDENTS OF POVERTY AND RACIAL DISCRIMINATION IN THE MINNEAPOLIS AND SURROUNDING COMMUNITIES;
- (2) SECURING MEANINGFUL EMPLOYMENT OPPORTUNITIES FOR THE POOR AND THE DISADVANTAGED MEMBERS OF THE COMMUNITY;
- (3) IMPROVING ALL TYPES OF EDUCATIONAL OPPORTUNITIES FOR THE COMMUNITY AS A MEANS OF EFFECTIVELY DEALING WITH PROBLEMS OF RACISM AND POVERTY;
- (4) THE PROMOTION OF SOCIAL WELFARE THROUGH THE PURSUIT OF LAW AND EQUAL JUSTICE FOR ALL CITIZENS;
- (5) SEEKING, THROUGH A CONCERTED EFFORT AT COMMUNITY OUTREACH, THE OPINIONS AND EXPRESSIONS OF NEED OF THE POOR; AND
- (6) ENCOURAGING, AND SERVING AS A FORUM FOR, THE EXCHANGE OF INFORMATION BETWEEN THE COMMUNITY'S LOW INCOME AND RACIAL MINORITY GROUPS, RESIDENTS AND CITIZENS AND THE COMMUNITY'S BUSINESS, LABOR, RELIGIOUS AND SOCIAL SERVICE ORGANIZATIONS AND BETWEEN THEM AND PUBLIC BODIES AND OFFICIALS REGARDING ALL SUCH COMMUNITY PROBLEMS.

5 THE ACTIVITIES OF THE CORPORATION ARE TO BE DIRECTED
10 PRIMARILY AT THE SOLUTION OF PROBLEMS WITHIN THE GEOGRAPHICAL
AREA OF THE CITY OF MINNEAPOLIS AND, WHERE APPROPRIATE,
WITHIN THE ADJOINING SUBURBAN AREAS.

ARTICLE III. OFFICE AND REGISTERED AGENT.

15 SECTION A. PRINCIPAL OFFICE.

THE PRINCIPAL OFFICE OF THE CORPORATION AND SUCH OTHER
OFFICES AS IT MAY ESTABLISH SHALL BE LOCATED WITHIN THE CITY
OF MINNEAPOLIS, MINNESOTA AT A PLACE DESIGNATED BY ITS BOARD
OF DIRECTORS.

20 SECTION B. REGISTERED AGENT.

THE CORPORATION SHALL CONTINUOUSLY MAINTAIN WITHIN THE
CITY OF MINNEAPOLIS, MINNESOTA A REGISTERED AGENT WHICH AGENT
25 SHALL BE DESIGNATED BY THE BOARD OF DIRECTORS.

ANY CHANGE IN THE REGISTERED OFFICE OR THE REGISTERED
AGENT SHALL BE ACCOMPLISHED IN COMPLIANCE WITH THE PROVISIONS
OF CHAPTER 317, MINNESOTA STATUTES, KNOWN AS THE MINNESOTA
30 NON-PROFIT CORPORATION ACT.

ARTICLE IV. BOARD OF DIRECTORS.

35 SECTION A. GENERAL POWERS AND DUTIES.

THE BOARD OF DIRECTORS SHALL BE THE GOVERNING BODY OF
THE CORPORATION AND SHALL MANAGE, CONTROL, AND DIRECT THE
AFFAIRS AND PROPERTY OF THE CORPORATION. THE BOARD OF
DIRECTORS SHALL HAVE, AND MAY EXERCISE, ALL POWERS SPECIFIED
40 IN ITS ARTICLES OF INCORPORATION AND CONTAINED IN CHAPTERS 317,
MINNESOTA STATUTES, WHICH MAY BE NECESSARY TO CARRY OUT THE
PURPOSES OF THE CORPORATION. SPECIFICALLY, THE BOARD OF
DIRECTORS SHALL HAVE FULL AUTHORITY FOR SETTING PRIORITIES
FOR THE CORPORATION, FOR HIRING THE CORPORATION'S CHIEF
45 EXECUTIVE OFFICER AND FOR EVALUATING THE CORPORATION'S PERFOR-
MANCE. THE BOARD OF DIRECTORS SHALL HAVE SOLE AUTHORITY TO
COMMIT THE CORPORATION'S RESOURCES TO ACTION IN PURSUIT OF
ITS CORPORATE PURPOSES.

50 SECTION B. THE COMPOSITION OF
THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS SHALL CONSIST OF AT LEAST
55 TWENTY THREE (23) BUT NOT MORE THAN THIRTY THREE (33) MEMBERS
TO BE ELECTED AT THE ANNUAL MEETING OF THE CORPORATION. AT
LEAST FOUR (4) MEMBERS EACH SHALL BE FROM THE AMERICAN INDIAN,
BLACK AND LATINO COMMUNITIES IN MINNEAPOLIS AND AT LEAST
SIX (6) MEMBERS SHALL BE FROM THE MINNEAPOLIS BUSINESS
COMMUNITY. THE FOLLOWING GROUPS SHALL ALSO BE REPRESENTED ON
60 THE BOARD OF DIRECTORS: ORGANIZED LABOR, SOCIAL SERVICE
ORGANIZATIONS, EDUCATORS, RELIGIOUS ORGANIZATIONS AND PUBLIC
OFFICIALS. DIRECTORS SHALL SERVE ONE YEAR TERMS. THE TERM

5
10 OF ANY MEMBER OF THE BOARD SHALL EXPIRE BY HIS/HER DEATH,
BY HIS/HER RESIGNATION, OR BY HIS/HER REMOVAL IN ACCORDANCE
WITH THESE BYLAWS.

15 SECTION C. DURATION OF DIRECTORS' TERMS OF OFFICE.

THE DURATION OF THE TERM OF OFFICE FOR EACH MEMBER OF
THE BOARD SHALL BE ONE YEAR. THERE SHALL BE NO PROHIBITION
AGAINST SERVING ADDITIONAL OR CONSECUTIVE TERMS EXCEPTS THAT
NO DIRECTORS SHALL SERVE MORE THAN FOUR (4) CONSECUTIVE
FULL TERMS.

20 SECTION D. VACANCIES.

ANY VACANCY OCCURING ON THE BOARD OF DIRECTORS ARISING
FROM ANY CAUSE, INCLUDING THE EXPIRATION OF A MEMBER'S TERM
BY HIS/HER DEATH OR RESIGNATION OR BY HIS/HER REMOVAL IN
ACCORDANCE WITH THESE BYLAWS, SHALL BE FILLED BY THE BOARD OF
DIRECTORS. ANY DIRECTOR ELECTED TO A FILL A VACANCY IN AN
UNEXPIRED TERM SHALL BE ENTITLED TO HOLD OFFICE FOR THE
DURATION OF THE UNEXPIRED TERM OF HIS/HER PREDECESSOR IN
OFFICE.

25 SECTION E. REMOVAL OF DIRECTORS.

A MEMBER OF THE BOARD OF DIRECTORS MAY BE REMOVED FROM
OFFICE AT ANY MEETING OF THE BOARD BY THE VOTE OF A MAJORITY
OF A QUORUM OF THE MEMBERS OF THE BOARD, WITH CAUSE. THE
UNEXCUSED ABSENCE OF ANY DIRECTOR FROM THREE (3) CONSECUTIVE
REGULAR MEETINGS OF THE BOARD SHALL CONSTITUTE GOOD CAUSE
FOR HIS/HER REMOVAL.

30 SECTION F. RESIGNATION.

A MEMBER OF THE BOARD MAY RESIGN FROM THE BOARD AT ANY
TIME BY GIVING NOTICE IN WRITING THEREOF TO THE CHAIRPERSON.
SUCH RESIGNATION SHALL TAKE EFFECT ON THE DATE OF ITS RECEIPT
OR ANY LATER TIME SPECIFIED THEREIN. ACCEPTANCE OF SUCH
RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

35 SECTION G. ELECTION OF THE CHAIRPERSON AND VICE
PERSONS OF THE BOARD.

THE BOARD OF DIRECTORS, AT ITS FIRST REGULAR MEETING
AFTER HAVING BEEN ELECTED AND ORGANIZED UNDER THE PROVISIONS
OF THESE BYLAWS, SHALL ELECT ITS CHAIRPERSON AND ITS VICE
CHAIRPERSONS EACH TO SERVE ONE YEAR OR UNTIL HIS/HER SUCCESSOR
IS ELECTED AND QUALIFIED. THE CHAIRPERSON OF THE BOARD SHALL
PRESIDE AT ALL MEETINGS OF THE BOARD AND SHALL PERFORM SUCH
OTHER DUTIES AS MAY BE REQUIRED OF HIM/HER BY THE BOARD. THE
VICE CHAIRPERSON SHALL BE ELECTED FROM AMONG THE THEN-MEMBERS
OF THE BOARD.

5 SECTION H. ALTERNATE MEMBERS PROHIBITED.

10 MEMBERS OF THE BOARD SHALL NOT BE PERMITTED TO APPOINT
ALTERNATES. VOTING BY PROXY SHALL BE PROHIBITED.

ARTICLE V. MEETINGS OF THE BOARD.

15 SECTION A. REGULAR MEETINGS.

 REGULAR MEETINGS OF THE BOARD SHALL BE HELD MONTHLY UPON
PROPER NOTICE AND AT SUCH TIME AND PLACE AS SHALL BE DESIGNATED BY THE CHAIRPERSON.

20 SECTION B. SPECIAL MEETINGS.

25 SPECIAL MEETINGS OF THE BOARD MAY BE CALLED BY THE CHAIRPERSON
AT ANY TIME UPON PROPER NOTICE AS REQUIRED THEREIN AND SHALL BE CALLED BY THE CHAIRPERSON
WHENEVER REQUESTED TO DO SO IN WRITING BY ANY FIVE (5) MEMBERS OF THE BOARD. NOTICE
OF SPECIAL MEETINGS SHALL BE GIVEN TO EACH DIRECTOR PERSONALLY OR BY MAIL
OR BY TELEGRAM AT LEAST THREE (3) DAYS PRIOR TO SUCH MEETING.

30 SECTION C. NOTICE AND WAIVER THEREOF.

35 NOTICE OF EVERY REGULAR MEETING OF THE BOARD OF DIRECTORS
SHALL BE GIVEN OR CAUSED TO BE GIVEN BY THE SECRETARY TO EACH MEMBER AT LEAST FIVE (5)
BUT NOT MORE THAN THIRTY (30) DAYS PRIOR TO THE DAY NAMED FOR SUCH MEETING.
A MEMBER MAY MAKE WRITTEN WAIVER OF THE NOTICE BEFORE, AT, OR AFTER A MEETING.
THE WAIVER SHALL BE FILED WITH THE SECRETARY AND ENTERED UPON THE RECORDS
OF THE MEETING. APPEARANCE AT A MEETING SHALL BE DEEMED A WAIVER OF NOTICE
UNLESS SUCH APPEARANCE IS SOLELY FOR THE PURPOSE OF THE ASSERTING OF THE
ILLEGALITY OF THE MEETING.

40 SECTION D. ANNUAL MEETING.

45 THE ANNUAL MEETING, FOR THE QUALIFICATION AND ELECTION OF VOTING
MEMBERS AND THE TRANSACTION OF ANY OTHER BUSINESS WHICH MAY BE BROUGHT
BEFORE THE MEETING, SHALL BE HELD ON SUCH DATE IN JULY OR AS OTHERWISE
SPECIFIED BY THE BOARD OF DIRECTORS.

50 SECTION E. QUORUM.

55 THE PRESENCE IN PERSON OF AT LEAST ONE-THIRD OF THE VOTING
MEMBERS OF THE BOARD SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF
BUSINESS. THE MEMBERS PRESENT, ALTHOUGH LESS THAN A QUORUM, MAY ADJOURN
A MEETING FROM TIME TO TIME.

SECTION F. DECISIONS BY MAJORITY.

60 EXCEPT AS OTHERWISE PROVIDED BY STATUTE, BY THE ARTICLES OF
INCORPORATION, OR BY THESE BYLAWS, ALL MATTERS UNDER CONSIDERATION
SHALL BE DECIDED BY A SIMPLE MAJORITY OF THE MEMBERS PRESENT AT ANY
MEETING AT WHICH A QUORUM EXISTS.

5
ARTICLE VI. COMMITTEES AND TASK FORCES.

SECTION A. EXECUTIVE COMMITTEE.

10
1. POWERS OF THE EXECUTIVE COMMITTEE.

15
THE EXECUTIVE COMMITTEE SHALL HAVE THE POWER TO ACT IN THE STEAD OF THE BOARD OF DIRECTORS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE SUBMITTED TO THE BOARD OF DIRECTORS FOR RATIFICATION AT THE NEXT MEETING OF THE BOARD OF DIRECTORS AFTER SUCH ACTIONS.

20
2. MEMBERSHIP OF THE EXECUTIVE COMMITTEE.

25
THE CHAIRPERSON, VICE CHAIRPERSONS, PRESIDENT, TREASURER AND FINANCE COMMITTEE CHAIRPERSON SHALL BE MEMBERS OF THE EXECUTIVE COMMITTEE. IF THE SECRETARY IS A MEMBER OF THE BOARD OF DIRECTORS, HE/SHE SHALL ALSO BE A MEMBER OF THE EXECUTIVE COMMITTEE. THE BOARD OF DIRECTORS MAY ELECT ADDITIONAL BOARD MEMBERS TO THE EXECUTIVE COMMITTEE. HOWEVER, THE TOTAL MEMBERSHIP OF THE EXECUTIVE COMMITTEE SHALL NOT EXCEED (11) PERSONS.

30
3. QUORUM.

35
THE PRESENCE IN PERSON OF AT LEAST FIFTY PERCENT (50%) OF THE EXECUTIVE COMMITTEE SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. THE MEMBERS PRESENT, ALTHOUGH LESS THAN A QUORUM, MAY ADJOURN A MEETING FROM TIME TO TIME.

40
SECTION B. NOMINATING COMMITTEE.

45
THE CHAIRPERSON SHALL EACH YEAR APPOINT A NOMINATING COMMITTEE WHICH SHALL PLACE IN NOMINATION AT THE ANNUAL MEETING OF THE CORPORATION PERSONS TO BE MEMBERS OF THE BOARD OF DIRECTORS AND DIRECTORS TO BE OFFICERS OF THE BOARD AND MEMBERS OF THE EXECUTIVE COMMITTEE.

SECTION C. FINANCE COMMITTEE.

50
THE CHAIRPERSON SHALL APPOINT EACH YEAR A FINANCE COMMITTEE WHICH SHALL REGULARLY REVIEW THE FINANCIAL CONDITION OF THE CORPORATION AND REPORT ON SUCH TO THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS.

55
SECTION D. AUDIT COMMITTEE.

60
THE CHAIRPERSON SHALL APPOINT EACH YEAR AN AUDIT COMMITTEE WHICH SHALL RECOMMEND TO THE BOARD OF DIRECTORS THE PERSON OR CORPORATION WHICH SHOULD PERFORM THE ANNUAL AUDIT OF THE CORPORATION, REVIEW THE AUDIT, MAKE APPROPRIATE RECOMMENDATIONS TO THE PRESIDENT AND/OR THE BOARD OF DIRECTORS AND PERFORM ALL OTHER SUCH DUTIES CONSISTENT WITH THE TRADITIONAL DUTIES OF SUCH A COMMITTEE.

5 SECTION E. OTHER COMMITTEES.

10 THE BOARD OF DIRECTORS MAY CREATE OTHER COMMITTEES OF
ITS MEMBERS OR OF OTHER PERSONS, WHICH COMMITTEES SHALL HAVE
SUCH AUTHORITY AS THE BOARD OF DIRECTORS MAY BY LAW OR BY
THESE BYLAWS DIRECT.

15 SECTION F. TASK FORCES.

20 THE CHAIRPERSON, WITH THE APPROVAL OF THE BOARD OF
DIRECTORS, MAY APPOINT TASK FORCES, CONSISTING OF DIRECTORS
AND/OR OTHERS, TO PERFORM SUCH DUTIES AND TO MAKE SUCH
INVESTIGATIONS AND REPORTS AS THE BOARD SHALL BY RESOLUTION
DIRECT. THE CHAIRPERSON OF THE BOARD MAY APPOINT THE CHAIR-
PERSON FOR EACH TASK FORCE CREATED UNDER THIS SECTION.

25 SECTION G. CONSULTANTS.

THE CHAIRPERSON AND THE PRESIDENT SHALL HAVE THE POWER
TO NAME CONSULTANTS TO THE BOARD OR TO ANY COMMITTEE.
CONSULTANTS NEED NOT BE MEMBERS OF THE CORPORATION.

30 ARTICLE VII. CORPORATE OFFICERS.

SECTION A. TITLES AND QUALIFICATIONS.

35 THE OFFICERS OF THE CORPORATION SHALL BE A CHAIRPERSON,
ONE OR MORE VICE-CHAIRPERSONS, INCLUDING THE FIRST VICE-
CHAIRPERSON, A SECRETARY, A TREASURER, A PRESIDENT AND SUCH
OTHER OFFICERS AS THE BOARD OF DIRECTORS MAY FROM TIME TO
TIME DETERMINE. ANY TWO OR MORE OFFICES MAY BE HELD BY THE
SAME PERSON EXCEPT THE OFFICES OF CHAIRPERSON AND VICE CHAIR-
PERSON, CHAIRPERSON AND SECRETARY OR CHAIRPERSON AND PRESIDENT.
40 OTHER THAN THE VICE-CHAIRPERSONS AND TREASURER, THE OFFICERS
OF THE CORPORATION NEED NOT BE SELECTED FROM AMONG THE
MEMBERS OF THE BOARD.

45 SECTION B. ELECTION AND TERMS OF OFFICE.

THE OFFICERS OF THE CORPORATION SHALL BE ELECTED BY THE
VOTE OF A MAJORITY OF THE THEN-MEMBERS OF THE BOARD AT ITS
ANNUAL MEETING, BUT THE BOARD MAY SELECT OFFICERS OR FILL
ANY VACANCIES AMONG THE OFFICERS AT ANY OTHER MEETING.
50 SUBJECT TO EARLIER TERMINATION OF OFFICE, EACH OFFICER SHALL
HOLD OFFICE FOR ONE YEAR OR UNTIL HIS/HER SUCCESSOR SHALL
HAVE BEEN DULY ELECTED AND QUALIFIED. THERE SHALL BE NO
PROHIBITION AGAINST ANY OFFICER HOLDING OFFICE FOR ADDITIONAL
OR CONSECUTIVE TERMS.

55 SECTION C. RESIGNATIONS.

60 ANY OFFICER MAY RESIGN AT ANY TIME BY GIVING WRITTEN
NOTICE TO THE BOARD OF DIRECTORS OR TO THE CHAIRPERSON. SUCH
RESIGNATION SHALL TAKE EFFECT AT THE DATE OF ITS RECEIPT OR
AT ANY LATER TIME SPECIFIED THEREIN, AND, UNLESS OTHERWISE
SPECIFIED THEREIN, THE ACCEPTANCE OF SUCH RESIGNATION SHALL
NOT BE NECESSARY TO MAKE IT EFFECTIVE.

5
SECTION D. THE CHAIRPERSON.

10 IN ADDITION TO THE POWERS AND DUTIES ENUMERATED IN
SECTION IV. G. ABOVE, THE CHAIRPERSON SHALL BE THE CHIEF
PRESIDING OFFICER OF THE CORPORATION. THE CHAIRPERSON SHALL
PRESIDE AT ALL MEETINGS OF THE BOARD. THE CHAIRPERSON SHALL
15 ALSO CARRY OUT ANY OTHER DUTIES ASSIGNED TO HIM/HER BY THE
BOARD OF DIRECTORS. HE/SHE SHALL BE AUTHORIZED TO SIGN,
EXECUTE AND ACKNOWLEDGE, IN THE NAME OF THE CORPORATION;
INSTRUMENTS AUTHORIZED BY THE BOARD EXCEPT IN CASES WHERE
THE SIGNING AND EXECUTION THEREOF SHALL BE EXPRESSLY DELEGATED
BY THE BOARD TO SOME OTHER OFFICER OR AGENT OF THE CORPORATION.

20 SECTION E. THE FIRST VICE-CHAIRPERSON.

THE VICE-CHAIRPERSON SHALL BE ELECTED FROM AMONG THE THEN-
MEMBERS OF THE BOARD OF DIRECTORS.

25 IN THE ABSENCE OR DISABILITY OF THE CHAIRPERSON, THE
FIRST VICE-CHAIRPERSON SHALL PERFORM ALL OF THE DUTIES OF THE
CHAIRPERSON. WHEN SO ACTING, THE FIRST VICE-CHAIRPERSON
SHALL HAVE ALL OF THE POWERS OF, AND BE SUBJECT TO ALL OF THE
30 RESTRICTIONS UPON, THE CHAIRPERSON. IN THE EVENT THAT THE
OFFICE OF CHAIRPERSON SHALL BECOME VACANT DUE TO THE CHAIR-
PERSON'S DEATH, RESIGNATION, INABILITY TO SERVE OR REMOVAL
FROM OFFICE, THE FIRST VICE-CHAIRPERSON SHALL SUCCEED TO THE
OFFICE OF CHAIRPERSON, FOR THE REMAINDER OF THE CHAIRPERSON'S
35 TERM OR UNTIL SUCH TIME AS A NEW CHAIRPERSON IS ELECTED AND
QUALIFIED. THE FIRST VICE-CHAIRPERSONSHIP SHALL ROTATE
ANNUALLY AMONG THE AMERICAN INDIAN, BLACK AND LATINO
COMMUNITY REPRESENTATIVES.

40 SECTION F. THE PRESIDENT.

THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE AND ADMINISTRA-
TIVE OFFICER OF THE CORPORATION AND, SUBJECT TO THE CONTROL
OF THE BOARD OF DIRECTORS, SHALL PERFORM ALL DUTIES CUSTOMARY
TO THAT OFFICE. HE/SHE SHALL SUPERVISE, CARRY OUT AND
45 ADMINISTER ALL OF THE AFFAIRS OF THE CORPORATION IN ACCORDANCE
WITH THE POLICIES AND DIRECTIVES APPROVED BY THE BOARD OF
DIRECTORS. THE PRESIDENT SHALL BE SELECTED AND HIRED BY THE
BOARD OF DIRECTORS AND SHALL MAKE ALL APPOINTMENTS TO THE
STAFF OF THE CORPORATION EXCEPT SUCH APPOINTMENTS AS ARE
50 OTHERWISE RESERVED BY THESE BYLAWS OR BY RESOLUTION OF THE
BOARD. THE PRESIDENT SHALL REPORT TO THE BOARD OR TO THE
EXECUTIVE COMMITTEE ALL STAFF APPOINTMENTS MADE BY HIM/HER.
THE PRESIDENT SHALL BE AN EX-OFFICIO MEMBER, WITH VOTING
PRIVILEGES, OF THE BOARD OF DIRECTORS AND EXECUTIVE COMMITTEE.

55 SECTION G. THE SECRETARY.

60 THE SECRETARY SHALL BE RESPONSIBLE FOR THE KEEPING OF
OF AN ACCURATE RECORD OF THE PROCEEDINGS OF ALL MEETINGS OF
THE BOARD. THE SECRETARY SHALL GIVE OR CAUSE TO BE GIVEN
ALL NOTICES IN ACCORDANCE WITH THESE BYLAWS OR AS REQUIRED
BY LAW AND IN GENERAL, PERFORM ALL THE DUTIES CUSTOMARY TO
THE OFFICE OF SECRETARY.

SECTION H. THE TREASURER.

1. GENERAL.

THE TREASURER SHALL PERFORM ALL DUTIES CUSTOMARY TO THAT OFFICE, SHALL HAVE CUSTODY OF AND BE RESPONSIBLE FOR CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS IN THE BOOKS OF THE CORPORATION. HE/SHE SHALL DEPOSIT OR CAUSE TO BE DEPOSITED ALL MONIES OR OTHER VALUABLE EFFECTS IN THE NAME OF THE CORPORATION AND IN SUCH DESPOSITORIES AS SHALL BE SELECTED BY THE BOARD.

2. DISBURSAL OF FUNDS AND REPORTS.

THE TREASURER SHALL DISBURSE OR CAUSE OR BE DISBURSED THE FUNDS OF THE CORPORATION AS MAY BE ORDERED BY THE BOARD, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS AND SHALL RENDER TO THE CHAIRPERSON AND THE BOARD OF DIRECTORS AT ITS REGULAR MEETINGS OR WHEN THE BOARD SO REQUIRES AN ACCOUNT OF ALL HIS/HER TRANSACTIONS AS TREASURER AND OF THE FINANCIAL CONDITION OF THE CORPORATION.

3. BOND.

IF REQUIRED BY THE BOARD OF DIRECTORS, HE/SHE WILL GIVE THE CORPORATION A BOND (WHICH SHALL BE RENEWED WHEN REQUIRED) IN SUCH SUM AND WITH SUCH SURETY OR SURETIES AS SHALL BE SATISFACTORY TO THE BOARD FOR FAITHFUL PERFORMANCE OF DUTIES OF HIS/HER OFFICE AND FOR THE RESTORATION TO THE CORPORATION IN THE CASE OF HIS/HER DEATH, RESIGNATION, RETIREMENT OR REMOVAL FROM OFFICE OF ALL BOOKS, PAPERS, VOUCHERS, MONEY AND OTHER PROPERTY OF ANY KIND IN HIS/HER POSSESSION OR UNDER HIS/HER CONTROL BELONGING TO THE CORPORATION.

SECTION I. REMOVAL.

ANY OFFICER, AGENT, OR MEMBER OF THE STAFF OF THE CORPORATION MAY BE REMOVED BY THE BOARD OF DIRECTORS WHENEVER IN ITS JUDGMENT THE BEST INTERESTS OF THE CORPORATION WILL BE SERVED THEREBY.

SECTION J. COMPENSATION OF OFFICERS.

OTHER THAN FULL TIME STAFF OR ADMINISTRATIVE OFFICERS, NO OFFICER, DIRECTOR OF THE CORPORATION SHALL RECEIVE A SALARY, FEE, OR OTHER COMPENSATION FOR SERVICES FROM THE CORPORATION. REASONABLE OUT-OF-THE POCKET EXPENSES AND COSTS, HOWEVER, SHALL BE REIMBURSABLE TO SUCH OFFICERS, DIRECTORS WHERE THEY HAVE BEEN INCURRED IN THE COURSE OF CARRYING OUT THE OFFICIAL BUSINESS OF THE CORPORATION.

5
ARTICLE VIII. BORROWING AND DEPOSITS.

10
SECTION A. BORROWING MONEY.

15
NO OFFICER, AGENT OR EMPLOYEE OF THE CORPORATION SHALL HAVE ANY POWER OR AUTHORITY TO BORROW MONEY ON ITS BEHALF, TO PLEDGE IT CREDIT, OR TO MORTGAGE OR PLEDGE ITS REAL OR PERSONAL PROPERTY, EXCEPT WITHIN THE SCOPE AND TO THE EXTENT OF THE AUTHORITY DELEGATED BY RESOLUTION OF THE BOARD OF DIRECTORS. AUTHORITY MAY BE GIVEN BY THE BOARD FOR ANY OF THE ABOVE PURPOSES AND MAY BE GENERAL OR LIMITED TO SPECIFIC INSTANCES.

20
SECTION B. DEPOSITS.

25
ALL FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES. AS THE BOARD OF DIRECTORS MAY APPROVE OR DESIGNATE, AND ALL SUCH FUNDS SHALL BE WITHDRAWN ONLY UPON CHECKS SIGNED BY ONE OR MORE OFFICERS, AGENTS OR EMPLOYEES AS THE BOARD SHALL FROM TIME TO TIME DETERMINE.

30
ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

35
EACH DIRECTOR AND OFFICER, WHETHER OR NOT THEN IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED BY OR IMPOSED UPON HIM/HER IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDINGS IN WHICH HE/SHE MAY BE INVOLVED BY REASON OF HIS/HER BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, SUCH EXPENSES TO INCLUDE THE COST OF REASONABLE SETTLEMENTS (OTHER THAN AMOUNTS PAID TO THE CORPORATION ITSELF) MADE WITH A VIEW OF CURTAILMENT OF COSTS OF LITIGATION. THE CORPORATION SHALL NOT, HOWEVER, INDEMNIFY ANY DIRECTOR OR OFFICER WITH RESPECT TO MATTERS AS TO WHICH HE/SHE SHALL BE FINALLY ADJUDGED IN ANY SUCH ACTION, SUIT OR PROCEEDING TO HAVING BEEN DERELICT IN THE PERFORMANCE OF HIS/HER DUTY AS SUCH DIRECTOR OR OFFICER, NOR IN RESPECT TO ANY MATTER ON WHICH ANY SETTLEMENT OR COMPROMISE IS EFFECTED. IF THE TOTAL EXPENSE, INCLUDING THE COST OF SUCH SETTLEMENT, SHALL SUBSTANTIALLY EXCEED THE EXPENSE WHICH MIGHT REASONABLY BE INCURRED BY SUCH DIRECTOR OR OFFICER IN CONDUCTING SUCH LITIGATION TO A FINAL CONCLUSION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW.

55
ARTICLE X. FISCAL YEAR.

60
THE FISCAL YEAR OF THE CORPORATION SHALL BE FROM JULY 1 TO JUNE 30.

5 ARTICLE XI. CORPORATE SEAL.

10 THE BOARD OF DIRECTORS SHALL HAVE AUTHORITY TO ADOPT A
CORPORATE SEAL, WHICH IF ADOPTED SHALL BE A CIRCULAR EMBOSSED
SEAL HAVING INSCRIBED THEREON THE NAME OF THE CORPORATION AND
THE WORDS "CORPORATE SEAL" AND "MINNESOTA."

15 ARTICLE XII. AMENDMENTS TO BYLAWS.

20 THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED, OR NEW
BYLAWS MAY BE ADOPTED AT ANY MEETING OF THE BOARD OF DIRECTORS
BY A VOTE OF A MAJORITY OF A QUORUM IF AT LEAST TEN (10) AND
NOT MORE THAN (30) DAYS WRITTEN NOTICE IS GIVEN OF THE
INTENTION TO ALTER, AMEND OR REPEAL OR TO ADOPT NEW BYLAWS
AT SUCH MEETING.

25 ARTICLE XIII. RULES OF PROCEDURE.

30 THE RULES OF PROCEDURE AT MEETINGS OF THE MEMBERS OF THE
BOARD, AND ALL COMMITTEES CREATED UNDER THESE BYLAWS SHALL
BE ACCORDING TO ROBERTS RULES OF ORDER AT CURRENTLY AMENDED,
SO FAR AS APPLICABLE AND WHEN NOT INCONSISTENT WITH THESE
BYLAWS.

35 THE RULES OF PROCEDURE MAY BE SUSPENDED BY MAJORITY VOTE
OF THOSE PRESENT AND VOTING AT ANY MEETING.

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PROPOSED BYLAW CHANGE

The following change is being proposed in the UCM Bylaws:

Articel V, Section A:

REGULAR MEETINGS OF THE BOARD SHALL BE HELD
BIMONTHLY* UPON PROPER NOTICE AND AT SUCH TIME
AND PLACE AS SHALL BE DESIGNATED BY THE
CHAIRPERSON.

*Changed from monthly.



MEMORANDUM:

TO: Urban Coalition of Minneapolis
Board of Directors

FROM: Earl Rogers *ER*

RE: By-Law Change

DATE: April 18, 1978

Enclosed please find a copy of a proposed By-Law change, which will be voted on at the May 18th Board of Director's meeting.



EARL D. CRAIG, JR.

President

June 11, 1979

MEMORANDUM

TO: UCM Board of Directors

FROM: Earl D. Craig, Jr. *EDC*

Enclosed please find the new Bylaws for the Urban Coalition of Minneapolis, as approved at the May 17th meeting of the Board.

The next meeting of the Board is scheduled for Thursday, June 21st, 7:30 p.m., in the lower level auditorium of the Northern States Power Company, 414 Nicollet Mall. The major agenda item will be a presentation by the Education Task Force.

I strongly urge each Board member to be present at this meeting.

/cda

Enclosure

*Enclosed is a copy of
a Tribune editorial about the
Education Task Force report.*

BYLAWS
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- (2) SECURING MEANINGFUL EMPLOYMENT OPPORTUNITIES FOR THE POOR AND THE DISADVANTAGED MEMBERS OF THE COMMUNITY;
- (3) IMPROVING ALL TYPES OF EDUCATIONAL OPPORTUNITIES FOR THE COMMUNITY AS A MEANS OF EFFECTIVELY DEALING WITH PROBLEMS OF RACISM AND POVERTY;
- (4) THE PROMOTION OF SOCIAL WELFARE THROUGH THE PURSUIT OF LAW AND EQUAL JUSTICE FOR ALL CITIZENS;
- (5) SEEKING, THROUGH A CONCERTED EFFORT AT COMMUNITY OUTREACH, THE OPINIONS AND EXPRESSIONS OF NEED OF THE POOR; AND
- (6) ENCOURAGING, AND SERVING AS A FORUM FOR, THE EXCHANGE OF INFORMATION BETWEEN THE COMMUNITY'S LOW INCOME AND RACIAL MINORITY GROUPS, RESIDENTS AND CITIZENS AND THE COMMUNITY'S BUSINESS, LABOR, RELIGIOUS AND SOCIAL SERVICE ORGANIZATIONS AND BETWEEN THEM AND PUBLIC BODIES AND OFFICIALS REGARDING ALL SUCH COMMUNITY PROBLEMS.

THE ACTIVITIES OF THE CORPORATION ARE TO BE DIRECTED
PRIMARILY AT THE SOLUTION OF PROBLEMS WITHIN THE GEOGRAPHICAL AREA
OF THE CITY OF MINNEAPOLIS AND, WHERE APPROPRIATE, WITHIN THE
ADJOINING SUBURBAN AREAS.

ARTICLE III. OFFICE AND REGISTERED AGENT.

SECTION A. PRINCIPAL OFFICE.

THE PRINCIPAL OFFICE OF THE CORPORATION AND SUCH OTHER
OFFICES AS IT MAY ESTABLISH SHALL BE LOCATED WITHIN THE CITY OF
MINNEAPOLIS, MINNESOTA AT A PLACE DESIGNATED BY ITS BOARD OF DIRECTORS.

SECTION B. REGISTERED AGENT.

THE CORPORATION SHALL CONTINUOUSLY MAINTAIN WITHIN THE CITY
OF MINNEAPOLIS, MINNESOTA A REGISTERED AGENT WHICH AGENT SHALL BE
DESIGNATED BY THE BOARD OF DIRECTORS.

ANY CHANGE IN THE REGISTERED OFFICE OR THE REGISTERED AGENT
SHALL BE ACCOMPLISHED IN COMPLIANCE WITH THE PROVISIONS OF CHAPTER 317,
MINNESOTA STATUTES, KNOWN AS THE MINNESOTA NON-PROFIT CORPORATION ACT.

ARTICLE IV. BOARD OF DIRECTORS.

SECTION A. GENERAL POWERS AND DUTIES.

THE BOARD OF DIRECTORS SHALL BE THE GOVERNING BODY OF THE
CORPORATION AND SHALL MANAGE, CONTROL, AND DIRECT THE AFFAIRS AND
PROPERTY OF THE CORPORATION. THE BOARD OF DIRECTORS SHALL HAVE, AND
MAY EXERCISE, ALL POWERS SPECIFIED IN ITS ARTICLES OF INCORPORATION AND
CONTAINED IN CHAPTERS 317, MINNESOTA STATUTES WHICH MAY BE NECESSARY TO
CARRY OUT THE PURPOSES OF THE CORPORATION. SPECIFICALLY, THE BOARD OF
DIRECTORS SHALL HAVE FULL AUTHORITY FOR SETTING PRIORITIES FOR THE
CORPORATION, FOR HIRING THE CORPORATION'S CHIEF EXECUTIVE OFFICER AND
FOR EVALUATING THE CORPORATION'S PERFORMANCE. THE BOARD OF DIRECTORS
SHALL HAVE SOLE AUTHORITY TO COMMIT THE CORPORATION'S RESOURCES TO
ACTION IN PURSUIT OF ITS CORPORATE PURPOSES.

SECTION B. THE COMPOSITION OF
THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS SHALL CONSIST OF AT LEAST THIRTY-FIVE (35)
BUT NOT MORE THAN FIFTY (50) MEMBERS TO BE ELECTED AT THE ANNUAL MEETING
OF THE CORPORATION. AT LEAST SIX (6) MEMBERS EACH SHALL BE FROM THE
AMERICAN INDIAN, BLACK AND LATINO COMMUNITIES IN MINNEAPOLIS AND AT
LEAST TEN (10) MEMBERS SHALL BE FROM THE MINNEAPOLIS BUSINESS COMMUNITY.
THE FOLLOWING GROUPS SHALL ALSO BE REPRESENTED ON THE BOARD OF DIRECTORS:
ORGANIZED LABOR, SOCIAL SERVICE ORGANIZATIONS, EDUCATORS, RELIGIOUS
ORGANIZATIONS AND PUBLIC OFFICIALS. DIRECTORS SHALL SERVE TWO YEAR TERMS.
THE TERM OF ANY MEMBER OF THE BOARD SHALL EXPIRE BY HIS/HER DEATH, BY
HIS/HER RESIGNATION, OR BY HIS/HER REMOVAL IN ACCORDANCE WITH THESE BYLAWS.

SECTION C. DURATION OF DIRECTORS' TERMS OF OFFICE.

THE DURATION OF THE TERM OF OFFICE FOR EACH MEMBER OF THE BOARD SHALL BE TWO YEARS, EXCEPT AT THE FIRST ANNUAL MEETING AFTER THE ADOPTION OF THESE BYLAWS, AT WHICH TIME ONE-HALF OF THE DIRECTORS WILL BE ELECTED FOR ONE YEAR TERMS. THERE SHALL BE NO PROHIBITION AGAINST SERVING ADDITIONAL OR CONSECUTIVE TERMS EXCEPT THAT NO DIRECTORS SHALL SERVE MORE THAN TWO (2) CONSECUTIVE FULL TERMS.

SECTION D. VACANCIES.

ANY VACANCY OCCURRING ON THE BOARD OF DIRECTORS ARISING FROM ANY CAUSE, INCLUDING THE EXPIRATION OF A MEMBER'S TERM BY HIS/HER DEATH OR RESIGNATION OR BY HIS/HER REMOVAL IN ACCORDANCE WITH THESE BYLAWS, SHALL BE FILLED BY THE BOARD OF DIRECTORS. ANY DIRECTOR ELECTED TO FILL A VACANCY IN AN UNEXPIRED TERM SHALL BE ENTITLED TO HOLD OFFICE FOR THE DURATION OF THE UNEXPIRED TERM OF HIS/HER PREDECESSOR IN OFFICE.

SECTION E. REMOVAL OF DIRECTORS.

A MEMBER OF THE BOARD OF DIRECTORS MAY BE REMOVED FROM OFFICE AT ANY MEETING OF THE BOARD BY THE VOTE OF A MAJORITY OF A QUORUM OF THE MEMBERS OF THE BOARD, WITH CAUSE. THE UNEXCUSED ABSENCE OF ANY DIRECTOR FROM THREE (3) CONSECUTIVE REGULAR MEETINGS OF THE BOARD SHALL CONSTITUTE GOOD CAUSE FOR HIS/HER REMOVAL.

SECTION F. RESIGNATION.

A MEMBER OF THE BOARD MAY RESIGN FROM THE BOARD AT ANY TIME BY GIVING NOTICE IN WRITING THEREOF TO THE CHAIRMAN. SUCH RESIGNATION SHALL TAKE EFFECT ON THE DATE OF ITS RECEIPT OR ANY LATER TIME SPECIFIED THEREIN. ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

SECTION G. ELECTION OF THE CHAIRMAN AND VICE CHAIRMEN OF THE BOARD.

THE BOARD OF DIRECTORS, AT ITS FIRST REGULAR MEETING AFTER HAVING BEEN ELECTED AND ORGANIZED UNDER THE PROVISIONS OF THESE BYLAWS, SHALL ELECT ITS CHAIRMAN AND ITS VICE CHAIRMEN, EACH TO SERVE FOR ONE YEAR OR UNTIL HIS/HER SUCCESSOR IS ELECTED AND QUALIFIED. THE CHAIRMAN OF THE BOARD SHALL PRESIDE AT ALL MEETINGS OF THE BOARD AND SHALL PERFORM SUCH OTHER DUTIES AS MAY BE REQUIRED OF HIM/HER BY THE BOARD. THE VICE CHAIRMEN SHALL BE ELECTED FROM AMONG THE THEN-MEMBERS OF THE BOARD. THE CHAIRMAN NEED NOT BE SELECTED FROM AMONG THE MEMBERS OF THE BOARD.

SECTION H. ALTERNATE MEMBERS PROHIBITED.

MEMBERS OF THE BOARD SHALL NOT BE PERMITTED TO APPOINT ALTERNATES. VOTING BY PROXY SHALL BE PROHIBITED.

ARTICLE V. MEETINGS OF THE BOARD.

SECTION A. REGULAR MEETINGS.

REGULAR MEETINGS OF THE BOARD SHALL BE HELD MONTHLY UPON PROPER NOTICE AND AT SUCH TIME AND PLACE AS SHALL BE DESIGNATED BY THE CHAIRMAN.

SECTION B. SPECIAL MEETINGS.

SPECIAL MEETINGS OF THE BOARD MAY BE CALLED BY THE CHAIRMAN AT ANY TIME UPON PROPER NOTICE AS REQUIRED HEREIN AND SHALL BE CALLED BY THE CHAIRMAN WHENEVER REQUESTED TO DO SO IN WRITING BY ANY FIVE (5) MEMBERS OF THE BOARD. NOTICE OF SPECIAL MEETINGS SHALL BE GIVEN TO EACH DIRECTOR PERSONALLY OR BY MAIL OR BY TELEGRAM AT LEAST THREE (3) DAYS PRIOR TO SUCH MEETING.

SECTION C. NOTICE AND WAIVER THEREOF.

NOTICE OF EVERY REGULAR MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN OR CAUSED TO BE GIVEN BY THE SECRETARY TO EACH MEMBER AT LEAST FIVE (5) BUT NOT MORE THAN THIRTY (30) DAYS PRIOR TO THE DAY NAMED FOR SUCH MEETING. A MEMBER MAY MAKE WRITTEN WAIVER OF THE NOTICE BEFORE, AT, OR AFTER A MEETING. THE WAIVER SHALL BE FILED WITH THE SECRETARY AND ENTERED UPON THE RECORDS OF THE MEETING. APPEARANCE AT A MEETING SHALL BE DEEMED A WAIVER OF NOTICE UNLESS SUCH APPEARANCE IS SOLELY FOR THE PURPOSE OF THE ASSERTING OF THE ILLEGALITY OF THE MEETING.

SECTION D. ANNUAL MEETING.

THE ANNUAL MEETING, FOR THE QUALIFICATION AND ELECTION OF VOTING MEMBERS AND THE TRANSACTION OF ANY OTHER BUSINESS WHICH MAY BE BROUGHT BEFORE THE MEETING, SHALL BE HELD ON SUCH DATE IN JULY OR AS OTHERWISE SPECIFIED BY THE BOARD OF DIRECTORS.

SECTION E. QUORUM.

THE PRESENCE IN PERSON OF AT LEAST ONE-THIRD OF THE VOTING MEMBERS OF THE BOARD SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. THE MEMBERS PRESENT, ALTHOUGH LESS THAN A QUORUM, MAY ADJOURN A MEETING FROM TIME TO TIME.

SECTION F. DECISIONS BY MAJORITY.

EXCEPT AS OTHERWISE PROVIDED BY STATUTE, BY THE ARTICLES OF INCORPORATION, OR BY THESE BYLAWS, ALL MATTERS UNDER CONSIDERATION SHALL BE DECIDED BY A SIMPLE MAJORITY OF THE MEMBERS PRESENT AT ANY MEETING AT WHICH A QUORUM EXISTS.

ARTICLE VI. COMMITTEES AND TASK FORCES.

SECTION A. EXECUTIVE COMMITTEE.

1. POWERS OF THE EXECUTIVE COMMITTEE.

THE EXECUTIVE COMMITTEE SHALL HAVE THE POWER TO ACT IN THE STEAD OF THE BOARD OF DIRECTORS BETWEEN MEETINGS OF THE BOARD OF DIRECTORS. ALL ACTIONS OF THE EXECUTIVE COMMITTEE SHALL BE SUBMITTED TO THE BOARD OF DIRECTORS FOR RATIFICATION AT THE NEXT MEETING OF THE BOARD OF DIRECTORS AFTER SUCH ACTIONS.

2. MEMBERSHIP OF THE EXECUTIVE COMMITTEE.

THE CHAIRMAN, VICE-CHAIRMAN, TREASURER AND FINANCE COMMITTEE CHAIRMAN SHALL BE MEMBERS OF THE EXECUTIVE COMMITTEE. IF THE SECRETARY IS A MEMBER OF THE BOARD OF DIRECTORS, HE/SHE SHALL ALSO BE A MEMBER OF THE EXECUTIVE COMMITTEE. THE BOARD OF DIRECTORS MAY ELECT ADDITIONAL BOARD MEMBERS TO THE EXECUTIVE COMMITTEE. HOWEVER, THE TOTAL MEMBERSHIP OF THE EXECUTIVE COMMITTEE SHALL NOT EXCEED ELEVEN (11) PERSONS.

3. QUORUM.

THE PRESENCE IN PERSON OF AT LEAST FIFTY PERCENT (50%) OF THE EXECUTIVE COMMITTEE SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. THE MEMBERS PRESENT, ALTHOUGH LESS THAN A QUORUM, MAY ADJOURN A MEETING FROM TIME TO TIME.

SECTION B. NOMINATING COMMITTEE.

THE CHAIRMAN SHALL EACH YEAR APPOINT A NOMINATING COMMITTEE WHICH SHALL PLACE IN NOMINATION AT THE ANNUAL MEETING OF THE CORPORATION PERSONS TO BE MEMBERS OF THE BOARD OF DIRECTORS AND DIRECTORS TO BE OFFICERS OF THE BOARD AND MEMBERS OF THE EXECUTIVE COMMITTEE.

SECTION C. FINANCE COMMITTEE.

THE CHAIRMAN SHALL APPOINT EACH YEAR A FINANCE COMMITTEE WHICH SHALL REGULARLY REVIEW THE FINANCIAL CONDITION OF THE CORPORATION AND REPORT ON SUCH TO THE EXECUTIVE COMMITTEE AND THE BOARD OF DIRECTORS.

SECTION D. AUDIT COMMITTEE.

THE CHAIRMAN SHALL APPOINT EACH YEAR AN AUDIT COMMITTEE WHICH SHALL RECOMMEND TO THE BOARD OF DIRECTORS THE PERSON OR CORPORATION WHICH SHOULD PERFORM THE ANNUAL AUDIT ON THE CORPORATION, REVIEW THE AUDIT, MAKE APPROPRIATE RECOMMENDATIONS TO THE PRESIDENT AND/OR THE BOARD OF DIRECTORS AND PERFORM ALL OTHER SUCH DUTIES CONSISTENT WITH THE TRADITIONAL DUTIES OF SUCH A COMMITTEE.

SECTION E. OTHER COMMITTEES.

THE BOARD OF DIRECTORS MAY CREATE OTHER COMMITTEES OF ITS MEMBERS OR OF OTHER PERSONS, WHICH COMMITTEES SHALL HAVE SUCH AUTHORITY AS THE BOARD OF DIRECTORS MAY BY LAW OR BY THESE BYLAWS DIRECT.

SECTION F. TASK FORCES.

THE CHAIRMAN, WITH THE APPROVAL OF THE BOARD OF DIRECTORS, MAY APPOINT TASK FORCES, CONSISTING OF DIRECTORS AND/OR OTHERS, TO PERFORM SUCH DUTIES AND TO MAKE SUCH INVESTIGATIONS AND REPORTS AS THE BOARD SHALL BY RESOLUTION DIRECT. THE CHAIRMAN OF THE BOARD MAY APPOINT THE CHAIRMAN FOR EACH TASK FORCE CREATED UNDER THIS SECTION.

SECTION G. CONSULTANTS.

THE CHAIRMAN AND THE PRESIDENT SHALL HAVE THE POWER TO NAME CONSULTANTS TO THE BOARD OR TO ANY COMMITTEE. CONSULTANTS NEED NOT BE MEMBERS OF THE CORPORATION.

SECTION H. VOTING RIGHTS OF THE CHAIRMAN AND THE PRESIDENT.

THE PRESIDENT AND THE CHAIRMAN SHALL BE ENTITLED TO PARTICIPATE IN MEETINGS OF THE BOARD OF DIRECTORS, THE TASK FORCES AND ALL COMMITTEES. NEITHER THE CHAIRMAN NOR THE PRESIDENT SHALL BE ENTITLED TO A VOTE EXCEPT THAT THE CHAIRMAN, OR THE FIRST VICE CHAIRMAN WHEN ACTING IN THE STEAD OF THE CHAIRMAN, SHALL HAVE THE POWER TO BREAK TIE VOTES AT MEETINGS OF THE BOARD AND EXECUTIVE COMMITTEE.

ARTICLE VII. CORPORATE OFFICERS.

SECTION A. TITLES AND QUALIFICATIONS.

THE OFFICERS OF THE CORPORATION SHALL BE A CHAIRMAN, ONE OR MORE VICE-CHAIRMAN, INCLUDING THE FIRST VICE-CHAIRMAN, A SECRETARY, A TREASURER, A PRESIDENT AND SUCH OTHER OFFICERS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON EXCEPT THE OFFICES OF CHAIRMAN AND VICE-CHAIRMAN, CHAIRMAN AND SECRETARY OR CHAIRMAN AND PRESIDENT. OTHER THAN THE VICE-CHAIRMEN, AND TREASURER, THE OFFICERS OF THE CORPORATION NEED NOT BE SELECTED FROM AMONG THE MEMBERS OF THE BOARD.

SECTION B. ELECTION AND TERMS OF OFFICE.

THE OFFICERS OF THE CORPORATION SHALL BE ELECTED BY THE VOTE OF A MAJORITY OF THE THEN-MEMBERS OF THE BOARD AT ITS ANNUAL MEETING, BUT THE BOARD MAY SELECT OFFICERS OR FILL ANY VACANCIES AMONG THE OFFICERS AT ANY OTHER MEETING. SUBJECT TO EARLIER TERMINATION OF OFFICE, EACH OFFICER SHALL HOLD OFFICE FOR ONE YEAR OR UNTIL HIS/HER SUCCESSOR SHALL HAVE BEEN DULY ELECTED AND QUALIFIED. THERE SHALL BE NO PROHIBITION AGAINST ANY OFFICER HOLDING OFFICE FOR ADDITIONAL OR CONSECUTIVE TERMS.

SECTION C. RESIGNATIONS.

ANY OFFICER MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE BOARD OF DIRECTORS OR TO THE CHAIRMAN. SUCH RESIGNATION SHALL TAKE EFFECT AT THE DATE OF ITS RECEIPTS OR AT ANY LATER TIME SPECIFIED THEREIN, AND, UNLESS OTHERWISE SPECIFIED THEREIN, THE ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

SECTION D. THE CHAIRMAN.

IN ADDITION TO THE POWERS AND DUTIES ENUMERATED IN SECTION IV. G. ABOVE THE CHAIRMAN SHALL BE THE CHIEF PRESIDING OFFICER OF THE CORPORATION. THE CHAIRMAN SHALL PRESIDE AT ALL MEETINGS OF THE BOARD. THE CHAIRMAN SHALL ALSO CARRY OUT ANY OTHER DUTIES ASSIGNED TO HIM/HER BY THE BOARD OF DIRECTORS. HE/SHE SHALL BE AUTHORIZED TO SIGN, EXECUTE AND ACKNOWLEDGE, IN THE NAME OF THE CORPORATION, INSTRUMENTS AUTHORIZED BY THE BOARD EXCEPT IN CASES WHERE THE SIGNING AND EXECUTION THEREOF SHALL BE EXPRESSLY DELEGATED BY THE BOARD TO SOME OTHER OFFICER OR AGENT OF THE CORPORATION.

SECTION E. THE FIRST VICE-CHAIRMAN.

THE VICE-CHAIRMAN SHALL BE ELECTED FROM AMONG THE THEN-MEMBERS OF THE BOARD OF DIRECTORS.

IN THE ABSENCE OR DISABILITY OF THE CHAIRMAN, THE FIRST VICE-CHAIRMAN SHALL PERFORM ALL OF THE DUTIES OF THE CHAIRMAN. WHEN SO ACTING, THE FIRST VICE-CHAIRMAN SHALL HAVE ALL OF THE POWERS OF, AND BE SUBJECT TO ALL OF THE RESTRICTIONS UPON, THE CHAIRMAN. IN THE EVENT THAT THE OFFICE OF CHAIRMAN SHALL BECOME VACANT DUE TO THE CHAIRMAN'S DEATH, RESIGNATION, INABILITY TO SERVE OR REMOVAL FROM OFFICE, THE FIRST VICE-CHAIRMAN SHALL SUCCEED TO THE OFFICE OF CHAIRMAN, FOR THE REMAINDER OF THE CHAIRMAN'S TERM OR UNTIL SUCH TIME AS A NEW CHAIRMAN IS ELECTED AND QUALIFIED. THE FIRST VICE-CHAIRMANSHIP SHALL ROTATE ANNUALLY AMONG THE AMERICAN INDIAN, BLACK, AND LATINO COMMUNITY REPRESENTATIVES.

SECTION F. THE PRESIDENT.

THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE AND ADMINISTRATIVE OFFICER OF THE CORPORATION AND, SUBJECT TO THE CONTROL OF THE BOARD OF DIRECTORS, SHALL PERFORM ALL DUTIES CUSTOMARY TO THAT OFFICE. HE/SHE SHALL SUPERVISE, CARRY OUT AND ADMINISTER ALL OF THE AFFAIRS OF THE CORPORATION IN ACCORDANCE WITH THE POLICIES AND DIRECTIVES APPROVED BY THE BOARD OF DIRECTORS. THE PRESIDENT SHALL BE SELECTED AND HIRED BY THE BOARD OF DIRECTORS AND SHALL MAKE ALL APPOINTMENTS TO THE STAFF OF THE CORPORATION EXCEPT SUCH APPOINTMENTS AS ARE OTHERWISE RESERVED BY THESE BYLAWS OR BY RESOLUTION OF THE BOARD. THE PRESIDENT SHALL REPORT TO THE BOARD OR TO THE EXECUTIVE COMMITTEE ALL STAFF APPOINTMENTS MADE BY HIM/HER. THE PRESIDENT SHALL BE ENTITLED TO PARTICIPATE IN THE MEETINGS OF THE BOARD, AND ALL OTHER COMMITTEES OF THE CORPORATION, BUT HE/SHE SHALL NOT BE ENTITLED TO A VOTE.

SECTION G. THE SECRETARY.

THE SECRETARY SHALL BE RESPONSIBLE FOR THE KEEPING OF AN ACCURATE RECORD OF THE PROCEEDINGS OF ALL MEETINGS OF THE BOARD. THE SECRETARY SHALL GIVE OR CAUSE TO BE GIVEN ALL NOTICE IN ACCORDANCE WITH THESE BYLAWS OR AS REQUIRED BY LAW AND IN GENERAL, PERFORM ALL THE DUTIES CUSTOMARY TO THE OFFICE OF SECRETARY.

SECTION H. THE TREASURER.

1. GENERAL.

THE TREASURER SHALL PERFORM ALL DUTIES CUSTOMARY TO THAT OFFICE, SHALL HAVE CUSTODY OF AND BE RESPONSIBLE FOR ALL CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS IN THE BOOKS OF THE CORPORATION. HE/SHE SHALL DEPOSIT OR CAUSE TO BE DEPOSITED ALL MONIES OR OTHER VALUABLE EFFECTS IN THE NAME OF THE CORPORATION AND IN SUCH DEPOSITORIES AS SHALL BE SELECTED BY THE BOARD.

2. DISBURSAL OF FUNDS AND REPORTS.

THE TREASURER SHALL DISBURSE OR CAUSE TO BE DISBURSED THE FUNDS OF THE CORPORATION AS MAY BE ORDERED BY THE BOARD, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS AND SHALL RENDER TO THE CHAIRMAN AND THE BOARD OF DIRECTORS AT ITS REGULAR MEETINGS OR WHEN THE BOARD SO REQUIRES AN ACCOUNT OF ALL HIS/HER TRANSACTIONS AS TREASURER AND OF THE FINANCIAL CONDITIONS OF THE CORPORATION.

3. BOND.

IF REQUIRED BY THE BOARD OF DIRECTORS, HE/SHE SHALL GIVE THE CORPORATION A BOND (WHICH SHALL BE RENEWED WHEN REQUIRED) IN SUCH SUM AND WITH SUCH SURETY OR SURITIES AS SHALL BE SATISFACTORY TO THE BOARD FOR FAITHFUL PERFORMANCE OF DUTIES OF HIS/HER OFFICE AND FOR THE RESTORATION TO THE CORPORATION IN THE CASE OF HIS/HER DEATH, RESIGNATION, RETIREMENT OR REMOVAL FROM OFFICE OF ALL BOOKS, PAPERS, VOUCHERS, MONEY AND OTHER PROPERTY OF ANY KIND IN HIS/HER POSSESSION OR UNDER HIS/HER CONTROL BELONGING TO THE CORPORATION.

SECTION I. REMOVAL.

ANY OFFICER, AGENT, OR MEMBER OF THE STAFF OF THE CORPORATION MAY BE REMOVED BY THE BOARD OF DIRECTORS WHENEVER IN ITS JUDGMENT THE BEST INTERESTS OF THE CORPORATION WILL BE SERVED THEREBY.

SECTION J. COMPENSATION OF OFFICERS.

OTHER THAN FULL TIME STAFF OR ADMINISTRATIVE OFFICERS, NO OFFICER, DIRECTOR OF THE CORPORATION SHALL RECEIVE A SALARY, FEE, OR OTHER COMPENSATION FOR SERVICES FROM THE CORPORATION. REASONABLE OUT-OF-POCKET EXPENSES AND COSTS, HOWEVER, SHALL BE REIMBURSABLE TO SUCH OFFICERS, DIRECTORS WHERE THEY HAVE BEEN INCURRED IN THE COURSE OF CARRYING OUT THE OFFICIAL BUSINESS OF THE CORPORATION.

ARTICLE VIII. BORROWING AND DEPOSITS.

SECTION A. BORROWING MONEY.

NO OFFICER, AGENT OR EMPLOYEE OF THE CORPORATION SHALL HAVE ANY POWER OR AUTHORITY TO BORROW MONEY ON ITS BEHALF, TO PLEDGE ITS CREDIT, OR TO MORTGAGE OR PLEDGE ITS REAL OR PERSONAL PROPERTY, EXCEPT WITHIN THE SCOPE AND TO THE EXTENT OF THE AUTHORITY DELEGATED BY RESOLUTION OF THE BOARD OF DIRECTORS. AUTHORITY MAY BE GIVEN BY THE BOARD FOR ANY OF THE ABOVE PURPOSES AND MAY BE GENERAL OR LIMITED TO SPECIFIC INSTANCES.

SECTION B. DEPOSITS.

ALL FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES. AS THE BOARD OF DIRECTORS MAY APPROVE OR DESIGNATE, AND ALL SUCH FUNDS SHALL BE WITHDRAWN ONLY UPON CHECKS SIGNED BY SUCH ONE OR MORE OFFICERS, AGENTS OR EMPLOYEES AS THE BOARD SHALL FROM TIME TO TIME DETERMINE.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

EACH DIRECTOR AND OFFICER, WHETHER OR NOT THEN IN OFFICE, SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS AND EXPENSES REASONABLY INCURRED BY OR IMPOSED UPON HIM/HER IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR PROCEEDING IN WHICH HE/SHE MAY BE INVOLVED BY REASON OF HIS/HER BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPORATION, SUCH EXPENSES TO INCLUDE THE COST OF REASONABLE SETTLEMENTS (OTHER THAN AMOUNTS PAID TO THE CORPORATION ITSELF) MADE WITH A VIEW TO CURTAILMENT OF COSTS OF LITIGATION. THE CORPORATION SHALL NOT, HOWEVER, INDEMNIFY ANY DIRECTOR OR OFFICER WITH RESPECT TO MATTERS AS TO WHICH HE/SHE SHALL BE FINALLY ADJUDGED IN ANY SUCH ACTION, SUIT OR PROCEEDING TO HAVING BEEN DERELICT IN THE PERFORMANCE OF HIS/HER DUTY AS SUCH DIRECTOR OR OFFICER, NOR IN RESPECT OF ANY MATTER ON WHICH ANY SETTLEMENT OR COMPROMISE IS EFFECTED. IF THE TOTAL EXPENSE, INCLUDING THE COST OF SUCH SETTLEMENT, SHALL SUBSTANTIALLY EXCEED THE EXPENSE WHICH MIGHT REASONABLY BE INCURRED BY SUCH DIRECTOR OR OFFICER IN CONDUCTING SUCH LITIGATION TO A FINAL CONCLUSION. THE FOREGOING RIGHT OF INDEMNIFICATION SHALL NOT BE EXCLUSIVE OF OTHER RIGHTS TO WHICH ANY DIRECTOR OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE X. FISCAL YEAR.

THE FISCAL YEAR OF THE CORPORATION SHALL BE FROM
JULY 1 TO JUNE 30.

ARTICLE XI. CORPORATE SEAL.

THE BOARD OF DIRECTORS SHALL HAVE AUTHORITY TO
ADOPT A CORPORATE SEAL, WHICH IF ADOPTED SHALL BE A CIRCULAR
EMBOSSSED SEAL HAVING INSCRIBED THEREON THE NAME OF THE
CORPORATION AND THE WORDS "CORPORATE SEAL" AND "MINNESOTA".

ARTICLE XII. AMENDMENTS TO BYLAWS.

THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED,
OR NEW BYLAWS MAY BE ADOPTED AT ANY MEETING OF THE BOARD
OF DIRECTORS BY A VOTE OF A MAJORITY OF A QUORUM IF AT LEAST
TEN (10) AND NOT MORE THAN THIRTY (30) DAYS WRITTEN NOTICE
IS GIVEN OF THE INTENTION TO ALTER, AMEND OR REPEAL OR TO
ADOPT NEW BYLAWS AT SUCH MEETING.

ARTICLE XIII. RULES OF PROCEDURE.

THE RULES OF PROCEDURE AT MEETINGS OF THE MEMBERS OF
THE BOARD, AND ALL COMMITTEES CREATED UNDER THESE BYLAWS
SHALL BE ACCORDING TO ROBERTS RULES OF ORDER AS CURRENTLY
AMENDED, SO FAR AS APPLICABLE AND WHEN NOT INCONSISTENT
WITH THESE BYLAWS.

THE RULES OF PROCEDURE MAY BE SUSPENDED BY MAJORITY
VOTE OF THOSE PRESENT AND VOTING AT ANY MEETING.

BYLAWS
OF THE
URBAN COALITION OF MINNEAPOLIS

ARTICLE I. NAME.

THE NAME OF THE CORPORATION IS THE URBAN COALITION OF MINNEAPOLIS, HEREINAFTER REFERRED TO AS "THE CORPORATION".

ARTICLE II. THE PURPOSES OF THE CORPORATION.

THE CORPORATION HAS BEEN ORGANIZED TO OPERATE EXCLUSIVELY FOR CHARITABLE AND EDUCATIONAL PURPOSES, INCLUDING BUT NOT LIMITED TO THE FOLLOWING:

- (1) THE ALLEVIATION OF, AND WHEREVER POSSIBLE THE ELIMINATION OF, THE CAUSES AND INCIDENTS OF POVERTY AND RACIAL DISCRIMINATION IN THE MINNEAPOLIS AND SURROUNDING COMMUNITIES;
- (2) SECURING MEANINGFUL EMPLOYMENT OPPORTUNITIES FOR THE POOR AND THE DISADVANTAGED MEMBERS OF THE COMMUNITY;
- (3) IMPROVING ALL TYPES OF EDUCATIONAL OPPORTUNITIES FOR THE COMMUNITY AS A MEANS OF EFFECTIVELY DEALING WITH PROBLEMS OF RACISM AND POVERTY;
- (4) THE PROMOTION OF SOCIAL WELFARE THROUGH THE PURSUIT OF LAW AND EQUAL JUSTICE FOR ALL CITIZENS;
- (5) SEEKING, THROUGH A CONCERTED EFFORT AT COMMUNITY OUTREACH, THE OPINIONS AND EXPRESSIONS OF NEED OF THE POOR; AND
- (6) ENCOURAGING, AND SERVING AS A FORUM FOR, THE EXCHANGE OF INFORMATION BETWEEN THE COMMUNITY'S LOW INCOME AND RACIAL MINORITY GROUPS, RESIDENTS AND CITIZENS AND THE COMMUNITY'S BUSINESS, LABOR, RELIGIOUS AND SOCIAL SERVICE ORGANIZATIONS AND BETWEEN THEM AND PUBLIC BODIES AND OFFICIALS REGARDING ALL SUCH COMMUNITY PROBLEMS.

THE ACTIVITIES OF THE CORPORATION ARE TO BE DIRECTED
PRIMARILY AT THE SOLUTION OF PROBLEMS WITHIN THE GEOGRAPHICAL
AREA OF THE CITY OF MINNEAPOLIS AND, WHERE APPROPRIATE, WITHIN THE
ADJOINING SUBURBAN AREAS.

ARTICLE III. OFFICE AND REGISTERED AGENT.

SECTION III. A. PRINCIPAL OFFICE.

THE PRINCIPAL OFFICE OF THE CORPORATION AND SUCH OTHER
OFFICES AS IT MAY ESTABLISH SHALL BE LOCATED WITHIN THE CITY
OF MINNEAPOLIS, MINNESOTA AT A PLACE DESIGNATED BY ITS
BOARD OF DIRECTORS.

SECTION III. B. REGISTERED AGENT.

THE CORPORATION SHALL CONTINUOUSLY MAINTAIN WITHIN THE
CITY OF MINNEAPOLIS, MINNESOTA A REGISTERED AGENT WHICH AGENT
SHALL BE DESIGNATED BY THE BOARD OF DIRECTORS.

ANY CHANGE IN THE REGISTERED OFFICE OR THE REGISTERED
AGENT SHALL BE ACCOMPLISHED IN COMPLIANCE WITH THE PROVISIONS
OF CHAPTER 317, MINNESOTA STATUTES, KNOWN AS THE MINNESOTA
NON-PROFIT CORPORATION ACT.

ARTICLE IV. BOARD OF DIRECTORS.

SECTION IV. A. GENERAL POWERS AND DUTIES.

THE BOARD OF DIRECTORS SHALL BE THE GOVERNING BODY OF
THE CORPORATION AND SHALL MANAGE, CONTROL, AND DIRECT THE
AFFAIRS AND PROPERTY OF THE CORPORATION. THE BOARD OF DIRECTORS
SHALL HAVE, AND MAY EXERCISE, ALL POWERS SPECIFIED IN ITS
ARTICLES OF INCORPORATION AND CONTAINED IN CHAPTERS 317,
MINNESOTA STATUTES WHICH MAY BE NECESSARY TO CARRY OUT THE
PURPOSES OF THE CORPORATION. SPECIFICALLY, THE BOARD OF
DIRECTORS SHALL HAVE FULL AUTHORITY FOR SETTING PRIORITIES
FOR THE CORPORATION, FOR SELECTING THE CORPORATION'S CHIEF
EXECUTIVE OFFICER AND FOR EVALUATING THE CORPORATION'S PER-
FORMANCE. THE BOARD OF DIRECTORS SHALL HAVE SOLE AUTHORITY
TO COMMIT THE CORPORATION'S RESOURCES TO ACTION IN PURSUIT OF
ITS CORPORATE PURPOSES.

SECTION IV. B. THE COMPOSITION OF
THE BOARD OF DIRECTORS.

THE BOARD OF DIRECTORS SHALL CONSIST OF AT LEAST TWENTY
(20) BUT NOT MORE THAN THIRTY-FIVE (35) MEMBERS (NOT COUNTING THE
CHAIRMAN OF THE BOARD) TO BE ELECTED OR APPOINTED BY THE
URBAN COALITION ASSEMBLY, AS DESCRIBED HEREINAFTER. DIRECTORS
SHALL SERVE ONE YEAR TERMS. THE TERM OF ANY MEMBER OF THE
BOARD SHALL EXPIRE BY HIS/HER DEATH, BY HIS/HER RESIGNATION,
OR BY HIS/HER REMOVAL IN ACCORDANCE WITH THESE BYLAWS.

SECTION IV. C. THE PROCEDURE FOR SELECTING MEMBERS OF THE BOARD.

IV. C. 1. THE SEVEN CAUCUSES ESTABLISHED AND ORGANIZED BY ACTION OF THE BOARD OF DIRECTORS OF THE URBAN COALITION OF MINNEAPOLIS ON JUNE 18, 1973 AND AS HEREAFTER ORGANIZED BY ACTION OF THE URBAN COALITION ASSEMBLY SHALL BE AUTHORIZED TO ELECT TWENTY-ONE (21) MEMBERS OF THE BOARD OF DIRECTORS IN THE FOLLOWING PROPORTIONS: ,

- a. TWO (2) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE NEIGHBORHOOD SERVICE AGENCY CAUCUS.
- b. TWO (2) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE COMMUNITY-WIDE SERVICE AGENCY CAUCUS.
- c. TWO (2) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE RELIGIOUS ORGANIZATIONS CAUCUS.
- d. FOUR (4) DIRECTORS SHALL BE ELECTED BY THE GREATER MINNEAPOLIS CHAMBER OF COMMERCE TO REPRESENT THE GREATER MINNEAPOLIS BUSINESS COMMUNITY CAUCUS.
- e. THREE (3) DIRECTORS SHALL BE ELECTED BY THE MINNEAPOLIS CENTRAL LABOR UNION TO REPRESENT ORGANIZED LABOR IN MINNEAPOLIS.
- f. THREE (3) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE BLACK ORGANIZATIONS CAUCUS.
- g. THREE (3) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE AMERICAN INDIAN ORGANIZATIONS CAUCUS.
- h. TWO (2) DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE CHICANO ORGANIZATIONS CAUCUS.

DIRECTORS NEED NOT BE SELECTED FROM AMONG THE THEN-MEMBERS OF THE ASSEMBLY.

IV. C. 2 FOUR (4) DIRECTORS SHALL BE ENTITLED TO MEMBERSHIP ON THE BOARD ON THE BASIS OF THE OFFICES THEY HOLD; THEY ARE AS FOLLOWS:

- a. THE MAYOR OF THE CITY OF MINNEAPOLIS;
- b. THE PRESIDENT OF THE MINNEAPOLIS CITY COUNCIL;
- c. THE CHAIRMAN OF THE HENNEPIN COUNTY BOARD OF COMMISSIONERS;
- d. THE SUPERINTENDENT OF SCHOOLS OF THE MINNEAPOLIS SPECIAL SCHOOL DISTRICT # 1.

IV. C. 3. EIGHT (8) DIRECTORS SHALL BE ELECTED AT LARGE BY A MAJORITY OF THE TOTAL ELIGIBLE VOTING MEMBERSHIP OF THE URBAN COALITION ASSEMBLY FOLLOWING ~~THE~~ REPORT OF A NOMINATING COMMITTEE AND AFTER RECEIPT OF FURTHER NOMINATIONS FROM THE FLOOR. AT LEAST FIVE (5) OF THESE EIGHT (8) DIRECTORS MUST RESIDE WITHIN THE CITY OF MINNEAPOLIS. THE ELECTION OF DIRECTORS AT ARGE SHALL BE HELD SUBSEQUENT TO THE ELECTION OF DIRECTORS BY THE CAUCUSES AS DESCRIBED ABOVE IN SECTION IV. C. 1.

IV. C. 4. THE ELECTION OF DIRECTORS TO REPRESENT THE SEVERAL ASSEMBLY CAUCUSES AS WELL AS THOSE DIRECTORS ELECTED TO REPRESENT THE ENTIRE ASSEMBLY AT LARGE SHALL BE CARRIED OUT BY SECRET BALLOTING IN PERSON AT THE TIME OF NOMINATIONS OR SUBSEQUENTLY BY MAIL. PRIOR TO THE MAIL BALLOTING THE SEVERAL CAUCUSES SHALL CONVENE FOR THE PURPOSE OF NOMINATING CANDIDATES TO REPRESENT THE ASSEMBLY AT LARGE. UPON COMPLETION OF NOMINATIONS BY EACH CAUCUS OR BY THE FULL ASSEMBLY, AS APPLICABLE, THE SECRETARY SHALL, AS SOON AS IS PRACTICABLE, CAUSE THE APPROPRIATE ELECTION PROCEDURES AS REQUIRED BY THESE BYLAWS TO COMMENCE.

IV. C. 5. IF THE CHAIRMAN OF THE BOARD SHALL HAVE BEEN ELECTED FROM AMONG MEMBERS OF THE BOARD, THAT GROUP OR CAUCUS WITHIN THE URBAN COALITION ASSEMBLY WHOM THE CHAIRMAN ORIGINALLY REPRESENTED ON THE BOARD -- OR THE ENTIRE ASSEMBLY IF THE CHAIRMAN ORIGINALLY HELD HIS SEAT AT LARGE -- SHALL BE ENTITLED TO SELECT AN ADDITIONAL DIRECTOR TO OCCUPY THE VOTING SEAT ON THE BOARD FORMERLY OCCUPIED BY THE CHAIRMAN. THE CHAIRMAN SHALL NOT HAVE A VOTE ON THE BOARD EXCEPT TO BREAK A TIE VOTE.

IV. C. 6. EACH OF THE EIGHT (8) CAUCUSES SHALL ELECT, AT THE SAME TIME AS THE ELECTION OF DIRECTORS, ONE ALTERNATE DIRECTOR WHO MAY VOTE IN THE ABSENCE OF ANY DIRECTOR REPRESENTING HIS/HER CAUCUS. SIMILARLY, THE DIRECTORS WHO HOLD MEMBERSHIP BY VIRTUE OF THEIR OFFICE MAY DESIGNATE A REPRESENTATIVE.

SECTION IV. D. DURATION OF DIRECTORS' TERMS OF OFFICE.

THE DURATION OF THE TERM OF OFFICE FOR EACH MEMBER OF THE BOARD SHALL BE ONE YEAR. THERE SHALL BE NO PROHIBITION AGAINST SERVING ADDITIONAL OR CONSECUTIVE TERMS.

SECTION IV. E. VACANCIES.

ANY VACANCY OCCURRING ON THE BOARD OF DIRECTORS ARISING FROM ANY CAUSE, INCLUDING THE EXPIRATION OF A MEMBER'S TERM BY HIS/HER DEATH OR RESIGNATION OR BY HIS/HER REMOVAL IN ACCORDANCE WITH THESE BYLAWS, MAY BE FILLED BY THE VOTE OF THE GROUP OR CAUCUS OF THE URBAN COALITION ASSEMBLY, WHICH INITIALLY SELECTED THE MEMBER WHOSE SEAT HAS BEEN VACATED. ANY DIRECTOR ELECTED OR APPOINTED TO FILL A VACANCY IN AN UNEXPIRED TERM OF HIS/HER PREDECESSOR IN OFFICE. A VACANCY SHALL BE DEEMED PERMANENT SO AS TO REQUIRE ACTION BY THE ASSEMBLY AT THE DISCRETION OF THE BOARD.

SECTION IV. F. REMOVAL OF DIRECTORS.

A MEMBER OF THE BOARD OF DIRECTORS MAY BE REMOVED FROM OFFICE AT ANY MEETING OF THE BOARD BY THE VOTE OF A MAJORITY OF A QUORUM OF THE MEMBERS OF THE BOARD, WITH CAUSE. THE UNEXCUSED ABSENCE OF ANY DIRECTOR FROM THREE (3) CONSECUTIVE REGULAR MEETINGS OF THE BOARD SHALL CONSTITUTE GOOD CAUSE FOR HIS/HER REMOVAL.

SECTION IV. G. RESIGNATION.

A MEMBER OF THE BOARD MAY RESIGN FROM THE BOARD AT ANY TIME BY GIVING NOTICE IN WRITING THEREOF TO THE CHAIRMAN. SUCH RESIGNATION SHALL TAKE EFFECT ON THE DATE OF ITS RECEIPT OR AT ANY LATER TIME SPECIFIED THEREIN. ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

SECTION IV. H. ELECTION OF THE CHAIRMAN AND FIRST VICE CHAIRMAN OF THE BOARD.

THE BOARD OF DIRECTORS, AT ITS FIRST REGULAR MEETING AFTER HAVING BEEN ELECTED AND ORGANIZED UNDER THE PROVISIONS OF THESE BYLAWS, SHALL ELECT ITS CHAIRMAN AND ITS FIRST VICE CHAIRMAN, EACH TO SERVE FOR ONE YEAR OR UNTIL HIS/HER SUCCESSOR IS ELECTED AND QUALIFIED. THE CHAIRMAN OF THE BOARD SHALL PRESIDE AT ALL MEETINGS OF THE BOARD AND OF THE ASSEMBLY, AND SHALL PERFORM SUCH OTHER DUTIES AS MAY BE REQUIRED OF HIM/HER BY THE BOARD. THE FIRST VICE CHAIRMAN OF THE BOARD SHALL, IN THE ABSENCE OF THE CHAIRMAN, PRESIDE AT THE MEETINGS OF THE BOARD AND OF THE ASSEMBLY, AND SHALL PERFORM SUCH OTHER DUTIES AS MAY BE REQUIRED OF HIM BY THE BOARD. THE FIRST VICE CHAIRMAN SHALL BE ELECTED FROM AMONG THE THEN-MEMBERS OF THE BOARD. THE CHAIRMAN NEED NOT BE SELECTED FROM AMONG THE MEMBERS OF THE BOARD OR FROM THE MEMBERS OF THE ASSEMBLY.

SECTION IV. I. ALTERNATE MEMBERS PROHIBITED.

MEMBERS OF THE BOARD SHALL NOT BE PERMITTED TO APPOINT ALTERNATES. VOTING BY PROXY SHALL BE PROHIBITED.

ARTICLE V. MEETINGS OF THE BOARD.

SECTION V. A. REGULAR MEETINGS.

REGULAR MEETINGS OF THE BOARD SHALL BE HELD MONTHLY UPON PROPER NOTICE AND AT SUCH TIME AND PLACE AS SHALL BE DESIGNATED BY THE CHAIRMAN.

SECTION V. B. SPECIAL MEETINGS.

SPECIAL MEETINGS OF THE BOARD MAY BE CALLED BY THE CHAIRMAN AT ANY TIME UPON PROPER NOTICE AS REQUIRED HEREIN AND SHALL BE CALLED BY THE CHAIRMAN WHENEVER REQUESTED TO DO SO IN WRITING BY ANY FIVE (5) MEMBERS OF THE BOARD. NOTICE OF SPECIAL MEETINGS SHALL BE GIVEN TO EACH DIRECTOR PERSONALLY OR BY MAIL OR BY TELEGRAM AT LEAST THREE (3) DAYS PRIOR TO SUCH MEETING.

SECTION V. C. NOTICE AND WAIVER THEREOF.

NOTICE OF EVERY REGULAR MEETING OF THE BOARD OF DIRECTORS SHALL BE GIVEN OR CAUSED TO BE GIVEN BY THE SECRETARY TO EACH MEMBER AT LEAST FIVE (5) BUT NOT MORE THIRTY (30) DAYS PRIOR TO THE DAY NAMED FOR SUCH MEETING. A MEMBER MAY MAKE WRITTEN WAIVER OF THE NOTICE BEFORE, AT, OR AFTER A MEETING. THE WAIVER SHALL BE FILED WITH THE SECRETARY AND ENTERED UPON THE RECORDS OF THE MEETING. APPEARANCE AT A MEETING SHALL BE DEEMED A WAIVER OF NOTICE UNLESS SUCH APPEARANCE IS SOLELY FOR THE PURPOSE OF THE ASSERTING OF THE ILLEGALITY OF THE MEETING.

SECTION V. D. ANNUAL MEETING.

THE ANNUAL MEETING, FOR THE QUALIFICATION AND ELECTION OF VOTING MEMBERS AND THE TRANSACTION OF ANY OTHER BUSINESS WHICH MAY BE BROUGHT BEFORE THE MEETING, SHALL BE HELD ON SUCH DATE IN JULY OR AS OTHERWISE SPECIFIED BY THE BOARD OF DIRECTORS.

SECTION V. E. QUORUM.

(ONE-FOURTH)

THE PRESENCE IN PERSON OF AT LEAST $\frac{1}{4}$ OF THE VOTING MEMBERS OF THE BOARD SHALL CONSTITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS. THE MEMBERS PRESENT, ALTHOUGH LESS THAN A QUORUM MAY ADJOURN A MEETING OF THE BOARD OF DIRECTORS.

SECTION V. F. DECISIONS BY MAJORITY.

EXCEPT AS OTHERWISE PROVIDED BY STATUTE, BY THE ARTICLES OF INCORPORATION, OR BY THESE BYLAWS, ALL MATTERS UNDER CONSIDERATION BY THE BOARD SHALL BE DECIDED BY A SIMPLE MAJORITY OF THE MEMBERS OF THE BOARD PRESENT AT ANY MEETING AT WHICH A QUORUM EXISTS.

ARTICLE VI. TASK FORCES AND COMMITTEES.

SECTION VI. A. TASK FORCES.

THE CHAIRMAN, WITH THE APPROVAL OF THE BOARD OF DIRECTORS, MAY APPOINT TASK FORCES, CONSISTING OF DIRECTORS AND/OR OTHERS, TO PERFORM SUCH DUTIES AND TO MAKE SUCH INVESTIGATIONS AND REPORTS AS THE BOARD SHALL BY RESOLUTION DIRECT. THE CHAIRMAN OF THE BOARD MAY APPOINT THE CHAIRMAN FOR EACH TASK FORCE CREATED UNDER THIS SECTION.

SECTION VI. B. NOMINATING COMMITTEE.

THE CHAIRMAN SHALL EACH YEAR APPOINT A NOMINATING COMMITTEE WHICH SHALL PLACE IN NOMINATION AT THE ANNUAL MEETING OF THE BOARD OF DIRECTORS AT LEAST ONE QUALIFIED CANDIDATE FOR EACH OFFICE TO BE FILLED BY THE BOARD OF DIRECTORS.

SECTION VI. C. OTHER COMMITTEES.

THE BOARD OF DIRECTORS MAY CREATE OTHER COMMITTEES OF ITS MEMBERS OR OF OTHER PERSONS, WHICH COMMITTEES SHALL HAVE SUCH AUTHORITY AS THE BOARD OF DIRECTORS MAY BY LAW OR BY THESE BYLAWS DIRECT.

SECTION VI. D. CONSULTANTS.

THE CHAIRMAN AND THE PRESIDENT SHALL HAVE THE POWER TO NAME CONSULTANTS TO THE BOARD OR TO ANY COMMITTEE. CONSULTANTS NEED NOT BE MEMBERS OF THE CORPORATION.

SECTION VI. E. VOTING RIGHTS OF THE CHAIRMAN AND THE PRESIDENT.

THE PRESIDENT AND THE CHAIRMAN SHALL BE ENTITLED TO PARTICIPATE IN MEETINGS OF THE BOARD OF DIRECTORS, THE ASSEMBLY AND ALL OTHER COMMITTEES. NEITHER THE CHAIRMAN NOR THE PRESIDENT SHALL BE ENTITLED TO A VOTE EXCEPT THAT THE CHAIRMAN, OR THE FIRST VICE CHAIRMAN WHEN ACTING IN THE STEAD OF THE CHAIRMAN, SHALL HAVE THE POWER TO BREAK TIE VOTES AT MEETINGS OF THE BOARD.

ARTICLE VII. CORPORATE OFFICERS.

SECTION VII. A. TITLES AND QUALIFICATIONS.

THE OFFICERS OF THE CORPORATION SHALL BE A CHAIRMAN, ONE OR MORE VICE-CHAIRMAN, INCLUDING THE FIRST VICE-CHAIRMAN, A SECRETARY, A TREASURER, A PRESIDENT AND SUCH OTHER OFFICERS AS THE BOARD OF DIRECTORS MAY FROM TIME TO TIME DETERMINE. ANY TWO OR MORE OFFICES MAY BE HELD BY THE SAME PERSON EXCEPT THE OFFICES OF CHAIRMAN AND VICE-CHAIRMAN, CHAIRMAN AND SECRETARY OR CHAIRMAN AND PRESIDENT. OTHER THAN THE FIRST VICE-CHAIRMAN, THE OFFICERS OF THE CORPORATION NEED NOT BE SELECTED FROM AMONG THE MEMBERS OF THE BOARD.

SECTION VII. B. ELECTION AND TERMS OF OFFICE.

THE OFFICERS OF THE CORPORATION SHALL BE ELECTED BY THE VOTE OF A MAJORITY OF THE THEN-MEMBERS OF THE BOARD AT ITS ANNUAL MEETING, BUT THE BOARD MAY SELECT OFFICERS OR FILL ANY VACANCIES AMONG THE OFFICERS AT ANY OTHER MEETING. SUBJECT TO EARLIER TERMINATION OF OFFICE, EACH OFFICER SHALL HOLD OFFICE FOR ONE YEAR OR UNTIL HIS/HER SUCCESSOR SHALL HAVE BEEN DULY ELECTED AND QUALIFIED. THERE SHALL BE NO PROHIBITION AGAINST ANY OFFICER HOLDING OFFICE FOR ADDITIONAL OR CONSECUTIVE TERMS.

SECTION VII. C. RESIGNATIONS

ANY OFFICER MAY RESIGN AT ANY TIME BY GIVING WRITTEN NOTICE TO THE BOARD OF DIRECTORS OR TO THE CHAIRMAN. SUCH RESIGNATION SHALL TAKE EFFECT AT THE DATE OF ITS RECEIPT OR AT ANY LATER TIME SPECIFIED THEREIN, AND, UNLESS OTHERWISE SPECIFIED THEREIN, THE ACCEPTANCE OF SUCH RESIGNATION SHALL NOT BE NECESSARY TO MAKE IT EFFECTIVE.

SECTION VII. D. THE CHAIRMAN.

IN ADDITION TO THE POWERS AND DUTIES ENUMERATED IN SECTION IV. H. ABOVE THE CHAIRMAN SHALL BE THE CHIEF PRESIDING OFFICER OF THE CORPORATION. THE CHAIRMAN SHALL PRESIDE AT ALL MEETINGS OF THE BOARD AND OF THE ASSEMBLY. THE CHAIRMAN SHALL ALSO CARRY OUT ANY OTHER DUTIES ASSIGNED TO HIM/HER BY THE BOARD OF DIRECTORS. HE/SHE SHALL BE AUTHORIZED TO SIGN, EXECUTE AND ACKNOWLEDGE, IN THE NAME OF THE CORPORATION, INSTRUMENTS AUTHORIZED BY THE BOARD EXCEPT IN CASES WHERE THE SIGNING AND EXECUTION THEREOF SHALL BE EXPRESSLY DELEGATED BY THE BOARD TO SOME OTHER OFFICER OR AGENT OF THE CORPORATION.

SECTION VII. E. THE FIRST VICE-CHAIRMAN.

THE FIRST VICE-CHAIRMAN SHALL BE ELECTED FROM AMONG THE THEN-MEMBERS OF THE BOARD OF DIRECTORS:

IN THE ABSENCE OR DISABILITY OF THE CHAIRMAN, THE FIRST VICE-CHAIRMAN SHALL PERFORM ALL OF THE DUTIES OF THE CHAIRMAN. WHEN SO ACTING, THE FIRST VICE-CHAIRMAN SHALL HAVE ALL OF THE POWERS OF, AND BE SUBJECT TO ALL OF THE RESTRICTIONS UPON, THE CHAIRMAN. IN THE EVENT THAT THE OFFICE OF CHAIRMAN SHALL BECOME VACANT DUE TO THE CHAIRMAN'S DEATH, RESIGNATION, INABILITY TO SERVE OR REMOVAL FROM OFFICE, THE FIRST VICE-CHAIRMAN SHALL SUCCEED TO THE OFFICE OF CHAIRMAN, FOR THE REMAINDER OF THE CHAIRMAN'S TERM OR UNTIL SUCH TIME AS A NEW CHAIRMAN IS ELECTED AND QUALIFIED.

SECTION VII. F. THE PRESIDENT.

THE PRESIDENT SHALL BE THE CHIEF EXECUTIVE AND ADMINISTRATIVE OFFICER OF THE CORPORATION AND, SUBJECT TO THE CONTROL OF THE BOARD OF DIRECTORS, SHALL PERFORM ALL DUTIES CUSTOMARY TO THAT OFFICE. HE/SHE SHALL SUPERVISE, CARRY OUT AND ADMINISTER ALL OF THE AFFAIRS OF THE CORPORATION IN ACCORDANCE WITH THE POLICIES AND DIRECTIVES APPROVED BY THE BOARD OF DIRECTORS. THE PRESIDENT SHALL BE SELECTED AND HIRED BY THE BOARD OF DIRECTORS AND SHALL MAKE ALL APPOINTMENTS TO THE STAFF OF THE CORPORATION EXCEPT SUCH APPOINTMENTS AS ARE OTHERWISE RESERVED BY THESE BYLAWS OR BY RESOLUTION OF THE BOARD. THE PRESIDENT SHALL REPORT TO THE BOARD OR TO THE EXECUTIVE COMMITTEE ALL STAFF APPOINTMENTS MADE BY HIM/HER. THE PRESIDENT SHALL BE ENTITLED TO PARTICIPATE IN THE MEETINGS OF THE BOARD, THE ASSEMBLY AND ALL OTHER COMMITTEES OF THE CORPORATION, BUT HE/SHE SHALL NOT BE ENTITLED TO A VOTE.

SECTION VII. G. THE SECRETARY.

THE SECRETARY SHALL BE RESPONSIBLE FOR THE KEEPING OF AN ACCURATE RECORD OF THE PROCEEDINGS OF ALL MEETINGS OF THE BOARD AND OF THE ASSEMBLY. THE SECRETARY SHALL GIVE OR CAUSE TO BE GIVEN ALL NOTICE IN ACCORDANCE WITH THESE BYLAWS OR AS REQUIRED BY LAW AND IN GENERAL, PERFORM ALL THE DUTIES CUSTOMARY TO THE OFFICE OF SECRETARY. FURTHER, THE SECRETARY SHALL INSURE THAT AN ACCURATE AND UP TO DATE OFFICIAL MEMBERSHIP ROSTER OF THE URBAN COALITION ASSEMBLY IS MAINTAINED. THE SECRETARY SHALL ALSO BE RESPONSIBLE FOR MAINTAINING UP TO DATE MEMBERSHIP ROSTERS OF THE VARIOUS CAUCUSES ESTABLISHED AND MAINTAINED BY THE URBAN COALITION ASSEMBLY. THE SECRETARY SHALL TAKE PARTICULAR CARE TO INSURE THAT ANY NEW MEMBERS OF THE ASSEMBLY ARE PROPERLY ENROLLED ON THE MEMBERSHIP ROSTER AND THAT A RECORD BE MADE OF ANY CAUCUS ASSIGNMENT GIVEN TO NEWLY ADMITTED MEMBERS BY THE ASSEMBLY.

SECTION VII. H. THE TREASURER.

VII. H. 1. GENERAL.

THE TREASURER SHALL PERFORM ALL DUTIES CUSTOMARY TO THAT OFFICE, SHALL HAVE CUSTODY OF AND BE RESPONSIBLE FOR ALL CORPORATE FUNDS AND SECURITIES AND SHALL KEEP FULL AND ACCURATE ACCOUNTS OF RECEIPTS AND DISBURSEMENTS IN THE BOOKS OF THE CORPORATION. HE SHALL DEPOSIT OR CAUSE TO BE DEPOSITED ALL MONIES OR OTHER VALUABLE EFFECTS IN THE NAME OF THE CORPORATION AND IN SUCH DEPOSITORIES AS SHALL BE SELECTED BY THE BOARD.

VII. H. 2. DISBURSAL OF FUNDS AND REPORTS.

THE TREASURER SHALL DISBURSE OR CAUSE TO BE DISBURSED THE FUNDS OF THE CORPORATION AS MAY BE ORDERED BY THE BOARD, TAKING PROPER VOUCHERS FOR SUCH DISBURSEMENTS AND SHALL RENDER TO THE CHAIRMAN AND THE BOARD OF DIRECTORS AT ITS REGULAR MEETINGS OR WHEN THE BOARD SO REQUIRES AN ACCOUNT OF ALL HIS/HER TRANSACTIONS AS TREASURER AND OF THE FINANCIAL CONDITIONS OF THE CORPORATION.

VII. H. 3. BOND.

IF REQUIRED BY THE BOARD OF DIRECTORS, HE SHALL GIVE THE CORPORATION A BOND (WHICH SHALL BE RENEWED WHEN REQUIRED) IN SUCH SUM AND WITH SUCH SURETY OR SURITIES AS SHALL BE SATISFACTORY TO THE BOARD FOR FAITHFUL PERFORMANCE OF DUTIES OF HIS/HER OFFICE AND FOR THE RESTORATION TO THE CORPORATION IN THE CASE OF HIS/HER DEATH, RESIGNATION, RETIREMENT OR REMOVAL FROM OFFICE OF ALL BOOKS, PAPERS, VOUCHERS, MONEY AND OTHER PROPERTY OF ANY KIND IN HIS/HER POSSESSION OR UNDER HIS/HER CONTROL BELONGING TO THE CORPORATION.

SECTION VII. I. REMOVAL.

ANY OFFICER, AGENT, OR MEMBER OF THE STAFF OF THE CORPORATION MAY BE REMOVED BY THE BOARD OF DIRECTORS WHENEVER IN ITS JUDGMENT THE BEST INTERESTS OF THE CORPORATION WILL BE SERVED THEREBY.

SECTION VII. J. COMPENSATION OF OFFICERS.

OTHER THAN FULL TIME STAFF OR ADMINISTRATIVE OFFICERS, NO OFFICER, DIRECTOR OR MEMBER OF THE ASSEMBLY OF THE CORPORATION SHALL RECEIVE A SALARY, FEE, OR OTHER COMPENSATION FOR SERVICES FROM THE CORPORATION. REASONABLE OUT-OF-POCKET EXPENSES AND COSTS, HOWEVER, SHALL BE REIMBURSABLE TO SUCH OFFICERS, DIRECTORS AND MEMBERS OF THE ASSEMBLY WHERE THEY HAVE BEEN INCURRED IN THE COURSE OF CARRYING OUT THE OFFICIAL BUSINESS OF THE CORPORATION.

ARTICLE VIII. THE ASSEMBLY.

SECTION VIII. A. DELEGATES TO THE ASSEMBLY.

DELEGATES TO THE ASSEMBLY SHALL COMPRISE ALL OF THE MEMBERS IN GOOD STANDING OF THE BOARD OF DIRECTORS OF THE URBAN COALITION OF MINNEAPOLIS AS OF AUGUST 1, 1973. THE ASSEMBLY SHALL ALSO INCLUDE ALL PAST CHAIRMAN OF THE BOARD OF DIRECTORS OF THE URBAN COALITION OF MINNEAPOLIS AS WELL AS ANY OTHER INDIVIDUALS OR GROUPS WHOM THE ASSEMBLY SHALL INVITE TO SEND A REPRESENTATIVE AND THOSE GROUPS OR INDIVIDUALS WHICH, UPON APPLICATION TO AND APPROVAL BY THE ASSEMBLY, SHALL BE ADMITTED THERETO. DELEGATES TO THE ASSEMBLY SHALL BE SELECTED FROM AND REPRESENT THE FOLLOWING GROUPS.

- 1) POVERTY AREA RESIDENTS AND MINORITY RACIAL GROUPS.
- 2) PUBLIC AND PRIVATE SERVICE AGENCIES.
- 3) BUSINESS, CIVIC, ORGANIZED LABOR, CHURCH AND GOVERNMENT.

THE INTENT OF THIS SECTION IS THAT, WITHIN THE DICTATES OF THE PURPOSES OF THE CORPORATION AND OF THESE BYLAWS, THE ASSEMBLY SHALL BE THE JUDGE OF ITS OWN MEMBERSHIP. IT SHALL HAVE THE RIGHT TO INCLUDE NEW MEMBERS OR REMOVE MEMBERS AT ANY DULY CONSTITUTED MEETING.

SECTION VIII. B. THE GENERAL FUNCTIONS OF THE ASSEMBLY.

IT SHALL BE THE RESPONSIBILITY OF THE ASSEMBLY TO ORGANIZE ON A CONTINUING BASIS THE MEMBERSHIP OF THE URBAN COALITION ASSEMBLY. THE OFFICIAL ROSTER OF ORGANIZATIONS AS MAINTAINED AND UPDATED BY ACTION OF THE ASSEMBLY SHALL BE KEPT BY THE SECRETARY IN THE OFFICIAL BOOKS OF THE CORPORATION. IT SHALL FURTHER BE THE RESPONSIBILITY OF THE ASSEMBLY TO ESTABLISH AND MAINTAIN ON A CONTINUING BASIS EIGHT (8) CAUCUSES WITHIN ITS MEMBERSHIP FOR PURPOSES OF SELECTING TWENTY-ONE (21) MEMBERS

OF THE BOARD OF THE CORPORATION. THE EIGHT (8) CAUCUSES
SHALL BE:

5 THE NEIGHBORHOOD SERVICE AGENCY CAUCUS:
THE COMMUNITY-WIDE SERVICE AGENCY CAUCUS:
THE RELIGIOUS ORGANIZATIONS CAUCUS:
THE BUSINESS CAUCUS:
10 THE LABOR CAUCUS:
THE BLACK ORGANIZATIONS CAUCUS: AND
THE AMERICAN INDIAN ORGANIZATIONS CAUCUS:
THE CHICANO CAUCUS

15 AT ITS FIRST REGULAR MEETING AFTER THE ADOPTION OF THESE BYLAWS
THE ASSEMBLY SHALL ASSIGN DELEGATE MEMBERS, WHERE APPROPRIATE,
TO ONE OF THE ABOVE MENTIONED CAUCUSES. THE SECRETARY SHALL
MAINTAIN AN UPDATED AND OFFICIAL LISTING OF THE MEMBERSHIP OF
EACH CAUCUS. THE OFFICIAL AND UPDATED CAUCUS LISTS SHALL BE
20 KEPT IN THE OFFICIAL BOOKS OF THE CORPORATION. ASSIGNMENT OF
ASSEMBLY DELEGATE MEMBERS TO A PARTICULAR CAUCUS SHALL BE
CARRIED OUT BY VOTE OF A MAJORITY OF A QUORUM AT ANY REGULAR
MEETING OR SPECIAL MEETING CALLED FOR THAT PURPOSE. NEWLY
ACCEPTED DELEGATES, WHERE APPROPRIATE, SHALL BE ASSIGNED TO
A PARTICULAR CAUCUS AS SOON AFTER BEING ACCEPTED INTO THE
25 ASSEMBLY AS IS PRACTICABLE.

30 THE ASSEMBLY FURTHER SHALL SERVE AS THE PRIMARY SOURCE OF
INFORMATION FOR THE BOARD IN IDENTIFYING THE PRIORITIES AND
CONCERNS OF THE URBAN COALITION'S CONSTITUENT COMMUNITY. IT
SHALL PROVIDE A FORUM FOR OPEN DISCUSSION OF MAJOR ISSUES AND
PROBLEMS OF INTEREST TO THE COMMUNITY. THE ASSEMBLY SHALL
ENGAGE IN COMMUNITY OUTREACH AND IN DIALOGUE WITH MEMBERS OF
THE COMMUNITY IN AN ATTEMPT TO PROVIDE MEANINGFUL ALTERNATIVES
FOR ACTION BY THE BOARD OF DIRECTORS. IT MAY, WHERE APPROPRIATE,
35 STATE ITS POSITIONS PUBLICALLY.

SECTION VIII. C. ASSEMBLY TO ELECT DIRECTORS

40 AT ITS ANNUAL MEETING THE ASSEMBLY SHALL SELECT OR APPOINT
THIRTY-THREE MEMBERS OF THE BOARD OF DIRECTORS IN ACCORDANCE
WITH THE PROCEDURE SET OUT ABOVE IN SECTION IV. C. IN CASES
WHERE A VACANCY OCCURS ON THE BOARD OF DIRECTORS FOR ANY
REASON, THE APPROPRIATE CAUCUS OR THE ENTIRE ASSEMBLY (WHERE
THE VACANT SEAT WAS HELD BY AN AT-LARGE DIRECTOR) SHALL CON-
45 VENE FOR THE PURPOSE OF NOMINATING CANDIDATES FOR THE VACATED
BOARD SEAT. THE SUBSEQUENT ELECTION SHALL BE BY MAIL BALLOT.

SECTION VIII. D. RECISSION OF BOARD ACTION.

50 THE ASSEMBLY SHALL HAVE THE AUTHORITY TO RECIND ANY ACTION
TAKEN BY THE BOARD OF DIRECTORS BY A VOTE OF 2/3 OF THE TOTAL
ELIGIBLE VOTING MEMBERS OF THE ASSEMBLY. WHILE THE ASSEMBLY
IS AUTHORIZED TO TAKE PUBLIC POSITIONS ON MATTERS OF IMPORTANCE
TO THE PURPOSES OF THE URBAN COALITION, IT IS NOT INTENDED BY
THESE BYLAWS THAT THE ASSEMBLY SHALL HAVE THE AUTHORITY TO
55 COMMIT THE STAFF AND OTHER RESOURCES OF THE URBAN COALITION

TO ACTION, THE COMMITMENT OF STAFF AND OTHER RESOURCES OF THE CORPORATION BEING THE PREROGATIVE OF THE DULY ELECTED BOARD OF DIRECTORS.

5 SECTION VIII. E. REMOVAL OF ASSEMBLY DELEGATES.

10 A MEMBER OF THE ASSEMBLY MAY BE REMOVED FROM OFFICE AT ANY MEETING OF THE ASSEMBLY WITH CAUSE BY THE VOTE OF A MAJORITY OF A QUORUM. THE UNEXCUSED ABSENCE OF ANY DELEGATE OR HIS OR HER ALTERNATE FROM THREE (3) CONSECUTIVE REGULAR MEETINGS OF THE ASSEMBLY SHALL CONSTITUTE GOOD CAUSE FOR HIS/HER REMOVAL.

15 SECTION VIII. F. VACANCIES IN THE ASSEMBLY.

20 IN THE EVENT ANY ORGANIZATION ENTITLED TO APPOINT A VOTING DELEGATE TO THE ASSEMBLY SHALL FAIL TO MAKE SUCH APPOINTMENT OR IF ANY PERSON ENTITLED TO MEMBERSHIP IN THE ASSEMBLY BY VIRTUE OF HIS/HER OFFICE SHALL DECLINE TO BE A DELEGATE, THE DELEGATES OF THE ASSEMBLY AT ANY MEETING CALLED FOR THAT PURPOSE SHALL HAVE THE RIGHT TO NOMINATE AND ELECT SUCH PERSONS TO FILL THE VACANCY SO CREATED PROVIDED THAT THE PERSON OR PERSONS SELECTED TO FILL SUCH VACANCY OR VACANCIES SHALL BE CHOSEN FROM AMONG PERSONS OF BACKGROUND, EXPERIENCE AND VIEWPOINTS SIMILAR, AS NEARLY AS POSSIBLE, TO THE BACKGROUND, EXPERIENCE AND VIEWPOINT OF THE REPRESENTATIVES OF THE ORGANIZATION ENTITLED TO MAKE THE APPOINTMENT OR TO THE OFFICIAL ENTITLED BY REASON OF HIS OFFICE TO BE THE VOTING DELEGATE OF THE ASSEMBLY.

30 SECTION VIII. G. ALTERNATE MEMBERS.

35 EACH ORGANIZATION ENTITLED TO APPOINT VOTING DELEGATES TO THE ASSEMBLY SHALL HAVE THE RIGHT ALSO TO APPOINT A SINGLE ALTERNATE FOR EACH VOTING DELEGATE, AND TO CHANGE THE APPOINTMENT OF DELEGATES OR ALTERNATE DELEGATES AT ANY TIME. NO PERSON SHALL BE APPOINTED AS AN ALTERNATE DELEGATE UNLESS HE OR SHE SHALL HAVE THE SAME QUALIFICATION OF RESIDENCE, BOARD MEMBERSHIP OR OTHER PERTINENT QUALIFICATIONS AS ARE REQUIRED FOR APPOINTMENT OF A VOTING DELEGATE BY THE APPOINTING PERSON OR ORGANIZATION. AN ALTERNATE DELEGATE SHALL IN THE ABSENCE OF THE DELEGATE FOR WHOM HE/SHE IS AN ALTERNATE HAVE THE RIGHT TO ATTEND ALL MEETINGS OF THE MEMBERSHIP OF THE ASSEMBLY, AND IN THE ABSENCE OF THE VOTING DELEGATE FOR WHOM HE/SHE IS AN ALTERNATE, HE/SHE SHALL HAVE AND MAY EXERCISE ALL THE RIGHTS AND PRIVILEGES OF THE DELEGATE FOR WHOM HE/SHE IS ALTERNATE, INCLUDING THE RIGHT TO VOTE. ONLY ONE SUCH ALTERNATE SHALL BE RECOGNIZED FOR EACH VOTING DELEGATE AT ANY ONE TIME. IF A VOTING DELEGATE SHALL AT ANY TIME RESIGN OR DIE OR BE REMOVED OR BECOME DISQUALIFIED FROM MEMBERSHIP IN THE ASSEMBLY, THE ALTERNATE, IF ANY, DESIGNATED FOR THE VOTING DELEGATE SHALL

5 BECOME THE VOTING DELEGATE AND SHALL FILL OUT THE REMAINDER
OF THE VOTING DELEGATE'S TERMS OF OFFICE. NO PERSON
SHALL REPRESENT MORE THAN ONE ORGANIZATION EITHER AS A
DELEGATE OR AN ALTERNATE DELEGATE.

10 SECTION VIII. H. REGULAR MEETINGS OF THE ASSEMBLY.

THE ASSEMBLY SHALL MEET QUARTERLY AT A PLACE TO BE
DETERMINED BY THE MAJORITY VOTE OF A QUORUM OF THE ASSEMBLY.

15 SECTION VIII. I. THE ANNUAL MEETING.

THE ANNUAL MEETING OF THE ASSEMBLY, FOR THE QUALIFICATION
AND ELECTION OF VOTING DELEGATES AND THE TRANSACTION OF ANY
OTHER BUSINESS WHICH MAY BE BROUGHT BEFORE THE MEETING,
SHALL BE HELD SUCH DATE IN JULY AS SHALL BE SPECIFIED BY
ACTION OF THE ASSEMBLY.

20 SECTION VIII. J. SPECIAL MEETINGS OF THE ASSEMBLY.

25 SPECIAL MEETINGS OF THE ASSEMBLY MAY BE CALLED AT ANY
TIME BY THE CHAIRMAN UPON PROPER NOTICE AS REQUIRED HEREIN
AND SHALL BE CALLED BY THE CHAIRMAN WHENEVER REQUESTED TO
DO SO IN WRITING BY ANY THIRTY (30) DELEGATES TO THE ASSEMBLY.
NOTICE OF SPECIAL MEETINGS MUST BE GIVEN TO EACH DELEGATE
PERSONALLY OR BY MAIL OR BY TELEGRAM AT LEAST (5) FIVE DAYS
PRIOR TO SUCH MEETING.

30 SECTION VIII. K. NOTICE OF REGULAR MEETINGS.

35 NOTICE OF REGULAR MEETINGS OF THE ASSEMBLY SHALL BE
GIVEN OR CAUSED TO BE GIVEN BY THE SECRETARY AT LEAST TEN (10)
BUT NOT MORE THAN THIRTY (30) DAYS PRIOR TO THE DAY NAMED
FOR THE MEETING. A DELEGATE MAY MAKE WRITTEN WAIVER OF THE
NOTICE BEFORE, AT, OR AFTER A MEETING. THE WAIVER SHALL BE
FILED WITH THE PRESIDENT AND ENTERED UPON THE RECORDS OF THE
MEETING. APPEARANCE AT A MEETING IS DEEMED WAIVER OF NOTICE
40 UNLESS IT IS SOLELY FOR THE PURPOSE OF ASSERTING THE ILLE-
GALITY OF THE MEETING.

45 SECTION VIII. L. QUORUM.

ONE-THIRD OF THE THEN-DELEGATES TO THE ASSEMBLY SHALL CON-
STITUTE A QUORUM FOR THE TRANSACTION OF BUSINESS AT ANY MEETING
OF THE ASSEMBLY, EXCEPT THAT IF A QUORUM IS NOT PRESENT, A
MAJORITY OF THE MEMBERS OF THE ASSEMBLY THEN PRESENT MAY ADJOURN
50 THE MEETING WITHOUT FURTHER NOTICE.

SECTION VIII. M. DECISIONS BY MAJORITY.

EXCEPT AS OTHERWISE PROVIDED BY STATUTE, BY THE
ARTICLE OF INCORPORATION OR BY THESE BYLAWS, ALL MATTERS
SHALL BE DECIDED BY A SIMPLE MAJORITY OF THE DELEGATES
TO THE ASSEMBLY PRESENT AT ANY MEETING, AT WHICH A QUORUM
EXISTS.

SECTION VIII. N. PRESIDING AND RECORDING OFFICERS.

THE CHAIRMAN OF THE BOARD SHALL BE THE PRESIDING OFFICER
AT ALL MEETINGS OF THE ASSEMBLY. IN THE CHAIRMAN'S ABSENCE
THE FIRST VICE-CHAIRMAN SHALL PRESIDE. IN THE ABSENCE OF
BOTH THE CHAIRMAN AND THE FIRST VICE-CHAIRMAN THE ASSEMBLY
DELEGATES MAY ELECT ONE OF THEIR MEMBERS AS TEMPORARY CHAIR-
MAN TO PRESIDE AT THAT MEETING. IF THE SECRETARY OF THE
BOARD BE ABSENT FROM A MEETING, THE CHAIRMAN SHALL APPOINT
ONE OF THE DELEGATES OF THE ASSEMBLY TO ACT AS A TEMPORARY
SECRETARY FOR THAT MEETING.

SECTION VIII. O. APPOINTMENT AND ELECTION OF DELEGATES
TO THE ASSEMBLY.

APPOINTMENTS OF VOTING DELEGATES BY PERSONS AND GROUPS
SHALL BE RECEIVED AND FILED AT EACH ANNUAL MEETING OF THE
ASSEMBLY AS WELL AS AT ANY OTHER MEETING OF THE ASSEMBLY.
DELEGATES FROM EACH GROUP OR ORGANIZATION AUTHORIZED TO SEND
DELEGATES TO THE ASSEMBLY SHALL BE APPOINTED IN WRITING
DIRECTED TO THE PRESIDENT OF THE CORPORATION AND SIGNED BY
APPOINTING PERSON OR BY THE PRESIDING OFFICER OR SECRETARY
OF THE BOARD OF THE APPOINTING GROUP.

SECTION VIII. P. TERM OF OFFICE.

THE TERM OF OFFICE OF ANY VOTING DELEGATE APPOINTED OR
ELECTED TO THE ASSEMBLY SHALL EXTEND UNTIL THE NEXT ANNUAL
MEETING OF THE ASSEMBLY AND THEREAFTER UNTIL THEIR SUCCESSORS
ARE DULY APPOINTED OR ELECTED, UNLESS EARLIER TERMINATION AS
PROVIDED HEREIN IS CALLED FOR. THE WRITING CONTAINING THE
APPOINTMENT OF A DELEGATE TO THE ASSEMBLY SHALL ALSO INCLUDE
THE APPOINTMENT OF THE DELEGATE'S ALTERNATE.

ARTICLE IX. BORROWING AND DEPOSITS.

SECTION IX. A. BORROWING MONEY.

NO OFFICER, AGENT OR EMPLOYEE OF THE CORPORATION SHALL
HAVE ANY POWER OR AUTHORITY TO BORROW MONEY ON ITS BEHALF,
TO PLEDGE ITS CREDIT, OR TO MORTGAGE OR PLEDGE ITS REAL OR
PERSONAL PROPERTY, EXCEPT WITHIN THE SCOPE AND TO THE EXTENT
OF THE AUTHORITY DELEGATED BY RESOLUTION OF THE BOARD OF
DIRECTORS. AUTHORITY MAY BE GIVEN BY THE BOARD FOR ANY OF
THE ABOVE PURPOSES AND MAY BE GENERAL OR LIMITED TO SPECIFIC
INSTANCES.

SECTION IX. B. DEPOSITS.

5 ALL FUNDS OF THE CORPORATION SHALL BE DEPOSITED FROM
TIME TO TIME TO THE CREDIT OF THE CORPORATION IN SUCH
BANKS, TRUST COMPANIES, OR OTHER DEPOSITORIES. AS THE
BOARD OF DIRECTORS MAY APPROVE OR DESIGNATE, AND ALL SUCH
10 FUNDS SHALL BE WITHDRAWN ONLY UPON CHECKS SIGNED BY SUCH
ONE OR MORE OFFICERS, AGENTS OR EMPLOYEES AS THE BOARD
SHALL FROM TIME TO TIME DETERMINE.

ARTICLE X. INDEMNIFICATION OF DIRECTORS AND OFFICERS.

15 EACH DIRECTOR AND OFFICER, WHETHER OR NOT THEN IN OFFICE,
SHALL BE INDEMNIFIED BY THE CORPORATION AGAINST ALL COSTS
AND EXPENSES REASONABLY INCURRED BY OR IMPOSED UPON HIM/HER
IN CONNECTION WITH OR ARISING OUT OF ANY ACTION, SUIT OR
PROCEEDING IN WHICH HE/SHE MAY BE INVOLVED BY REASON OF HIS/
20 HER BEING OR HAVING BEEN A DIRECTOR OR OFFICER OF THE CORPOR-
ATION, SUCH EXPENSES TO INCLUDE THE COST OF REASONABLE SETTLE-
MENTS (OTHER THAN AMOUNTS PAID TO THE CORPORATION ITSELF) MADE
WITH A VIEW TO CURTAILMENT OF COSTS OF LITIGATION. THE
CORPORATION SHALL NOT, HOWEVER, INDEMNIFY ANY DIRECTOR OR
25 OFFICER WITH RESPECT TO MATTERS AS TO WHICH HE/SHE SHALL BE
FINALLY ADJUDGED IN ANY SUCH ACTION, SUIT OR PROCEEDING TO
HAVING BEEN DERELICT IN THE PERFORMANCE OF HIS/HER DUTY AS
SUCH DIRECTOR OR OFFICER, NOR IN RESPECT OF ANY MATTER ON
WHICH ANY SETTLEMENT OR COMPROMISE IS EFFECTED, IF THE TOTAL
30 EXPENSE, INCLUDING THE COST OF SUCH SETTLEMENT, SHALL SUB-
STANTIALLY EXCEED THE EXPENSE WHICH MIGHT REASONABLY BE INCUR-
RED BY SUCH DIRECTOR OR OFFICER IN CONDUCTING SUCH LITIGATION
TO A FINAL CONCLUSION. THE FOREGOING RIGHT OF INDEMNIFICATION
SHALL NOT BE EXCLUSIVE OF OTHER RIGHTS TO WHICH ANY DIRECTOR
35 OR OFFICER MAY BE ENTITLED AS A MATTER OF LAW.

ARTICLE XI. FISCAL YEAR.

40 THE FISCAL YEAR OF THE CORPORATION SHALL BE FROM JULY 1
TO JUNE 30.

ARTICLE XII. CORPORATE SEAL.

45 THE BOARD OF DIRECTORS SHALL HAVE AUTHORITY TO ADOPT A
CORPORATE SEAL, WHICH IF ADOPTED SHALL BE A CIRCULAR EMBOSSED
SEAL HAVING INSCRIBED THEREON THE NAME OF THE CORPORATION AND
THE WORDS "CORPORATE SEAL" AND "MINNESOTA".

ARTICLE XIII. AMENDMENTS TO BYLAWS.

50 THESE BYLAWS MAY BE ALTERED, AMENDED OR REPEALED, OR
NEW BYLAWS MAY BE ADOPTED AT ANY MEETING OF THE BOARD OF
DIRECTORS BY A VOTE OF A MAJORITY OF A QUORUM IF AT LEAST TEN
55 (10) AND NOT MORE THAN THIRTY (30) DAYS WRITTEN NOTICE IS GIVEN
OF THE INTENTION TO ALTER, AMEND OR REPEAL OR TO ADOPT NEW BYLAWS
AT SUCH MEETING.

ARTICLE XIV. RULES OF PROCEDURE.

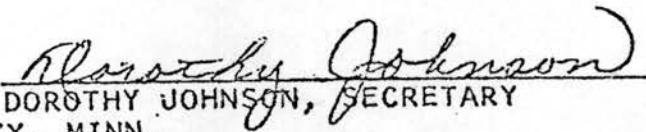
5 THE RULES OF PROCEDURE AT MEETINGS OF THE MEMBERS OF
THE BOARD, ASSEMBLY AND ALL OTHER COMMITTEES CREATED UNDER
THESE BYLAWS SHALL BE ACCORDING TO ROBERTS RULES OF ORDER
10 AS CURRENTLY AMENDED, SO FAR AS APPLICABLE AND WHEN NOT
INCONSISTENT WITH THESE BYLAWS.

15 THE RULES OF PROCEDURE MAY BE SUSPENDED BY MAJORITY
VOTE OF THOSE PRESENT AND VOTING AT ANY MEETING.

SUBSCRIBED AND SWORN
TO BEFORE ME THIS
SEVENTEENTH DAY OF
AUGUST, 1973.


FRANKLIN J. KNOLL
NOTARY PUBLIC, HENNEPIN COUNTY, MINN.
MY COMMISSION EXPIRES NOV. 9, 1976

CERTIFIED TO BE A TRUE AND ACCURATE
STATEMENT OF THE BYLAWS OF THE
URBAN COALITION OF MINNEAPOLIS AS
ADOPTED BY ACTION OF ITS BOARD OF
DIRECTORS ON AUGUST 2, 1973.


DOROTHY JOHNSON, SECRETARY



MEMORANDUM:

April 16, 1979

TO: Board of Directors
FROM: Earl D. Craig, Jr.
RE: BY-LAWS

Enclosed is a copy of the proposed new By-Laws. The new By-Laws will change the structure of the organization by:

1. Eliminating the Assembly.
2. Increasing the Board Membership from 34 to approximately 50 members.
3. At least 6 persons must be from each of the Indian, Black and Latino Communities and at least 10 from the Business Community. In addition, the following must be represented by at least one person on the Board: organized labor, social services organization, educators, religious organizations, and public officials.
4. Terms will be 2 years, rather than 1 year, with a limit of 2 years consecutive terms.
5. There will be 3 Vice Chairmen, with one First Vice Chairman. The First Vice Chairmanship will rotate annually among the Indian, Black and Latino Communities.
6. There will be an Executive Committee of no more than 11 persons.
7. The Quorum required will be, Board - one third and Executive Committee - 50%.
8. There will be 3 new standing committees: Executive Committee, Finance Committee and Audit Committee.

If you have any questions, do not hesitate to call me.



PROPOSED BY-LAW CHANGE

Amendment adopted at the February 9th By-Laws & Structure Committee Meeting:

Section IV C. 1. h.

THREE (3)* DIRECTORS SHALL BE ELECTED BY AND TO REPRESENT THE CHICANO ORGANIZATIONS CAUCUS.

*Changed from Two (2) Directors.

*10-30 day
notice*



Report of the Bylaws and Structure Committee
of the Urban Coalition of Minneapolis

The Committee met a total of three times between the months of January and May, 1978. The task of the Committee was to:

- 1) discuss the role of the Assembly; — *forum*
- 2) review the impact of establishing an executive committee;
- 3) review the policy and procedure of "individual memberships";
- 4) review the unequal representation on the Urban Coalition Board from the Chicano/Latino Caucus and community. — 3

Recommen-
dation:

The first item the Committee considered was the Chicano/Latino representation item. The Bylaws, Section IV. C.I.h. states, "Two (2) directors shall be elected by and to represent the Chicano Organizations Caucus." Under the terms of the Bylaws the Greater Minneapolis Business Community Caucus has four representatives; three directors are elected by the Central Labor Union; three by the Black organizations; three by the American Indian Organizations caucus and we therefore recommend equal representation of three members for the Chicano/Latino community on the Board of Directors of the Urban Coalition.

We considered the question of Assembly role and concluded that according to the Bylaws the Assembly is the "essence" of the Coalition. Article II. 5-6 speaks about community outreach and the creation of a "forum for the exchange of information between the community's low income and racial minority groups, residents and citizens and the community's business, labor, religious and social service organizations and between them and public bodies and officials regarding all such community problems." The Committee concluded that it is necessary and appropriate for the Coalition to be a catalyst in bringing these various elements of the community together on a formal and regularly scheduled basis.

Recommen-
dation:

The Committee also considered the establishment of an Executive Committee for which there are no specific provisions in the Bylaws. The concern was raised as a result of the expanding program agenda of the Assembly and Coalition, making it difficult to dispose of necessary business affairs on a timely basis. It is the opinion of the Committee that the business affairs should be disposed of at each meeting of the Assembly of the Coalition. We recommend the designation of a strictly adhered-to time block for the consideration of all business affairs at each meeting of the Coalition Board and the Assembly.

The final item for Committee consideration was the matter of "individual membership" in the Coalition Assembly. Consideration of this item was most difficult in view of recent action by the Board acknowledging the category of individual memberships in a form we feel not intended by the Bylaws. It is our opinion that individual memberships as referred to in Section VIII. A. of the Bylaws are individuals who, in the mind of the Coalition, represent the views of a group about whom the Coalition is concerned. These individuals may be spokespersons for unorganized or unincorporated groups. The Coalition is under no constraint to accept individual members to the Assembly. The category of "individual" member is established in the Bylaws for the flexibility of the Assembly and not for the establishment of an "open membership" organization. The Bylaws state in Section VIII. B. "It shall be the responsibility of the Assembly to organize on a continuing basis the membership of the Urban Coalition Assembly," and in Section VIII. A. "The Assembly shall be the judge of its own membership. It shall have the right to include new members or remove members at any duly constituted meetings."

Recommen-
dation:

The Committee therefore recommends that the Coalition Assembly approve individual memberships only when such representation will contribute to the goals and purposes of the organization, and the Committee further recommends that no special caucus be established for individual members but rather individual members be placed in the most appropriate existing caucus.

The Committee considers its task completed unless otherwise instructed by the Board of the Coalition.

David Nasby
Chairman