

**MORGAN PARK-SMITHVILLE COMMUNITY CLUB
BY-LAWS**

ARTICLE I NAME AND PURPOSE

The name of this corporation shall be The Morgan Park-Smithville Community Club, also called Morgan Park Community Club, or MPCC. This corporation is organized exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. Specifically:

1. Provide a forum for opportunities for public discussion of problems, concerns, or an exchange of ideas affecting the Morgan Park-Smithville community or its members;
2. Promote community activities and interests that foster unity and community pride in the Morgan Park-Smithville neighborhoods through educational programs, community celebrations and social gatherings.

ARTICLE II MEMBERSHIP

1. Membership Requirements:

- (a) For an eligible person to become a voting member he or she must reside in the community of Morgan Park or Smithville, in the city of Duluth MN.
- (b) All members shall have one vote. There shall be no proxy voting.
- (c) Membership shall entitle a member to participate in the programs of the Corporation and to participate in the election of members of the Board of Directors of the Corporation.
- (d) Termination of membership: A membership will automatically terminate if the member no longer meets the residency requirements of membership.

ARTICLE III Board of Directors

1. The Board of Directors shall consist of 9-11 members. The board shall determine the specific number of Directors from time to time. Each Director shall serve a term of two years or until a

successor is duly elected. A member may serve consecutive terms if re-elected at the annual meeting at the end of a term of office.

2. Election/Vacancies of Officers: at each annual meeting, the directors to serve for the ensuing year shall be elected by the members. Should a vacancy occur between annual meetings, new Directors may be elected by a vote of the members at times other than the annual meeting. Directors elected outside of the annual meeting will serve until the next annual meeting of the Corporation, at which time they can be nominated and elected for a full two year term.

3. Voting: Decisions of the Board of Directors shall be by vote of a majority of those present and voting, but not less than one-half the number of Directors then serving. Each Director shall have one vote. Directors shall have no proxy voting.

4. Termination of office of Director: A Director may resign only by written letter to the Leadership Council and/or other Directors. A director may be removed only by a two-thirds majority of membership at any meeting in which there is a quorum.

5. The Board of Directors shall make all contracts on behalf of this organization, unless their authority has been duly delegated to an officer.

ARTICLE IV OFFICERS

1. Election/Vacancies: The Leadership Council will be made up of 4-5 Board Members. The Leadership Council members are determined by a majority vote of the members present at the annual meeting. Persons eligible for election to the Leadership Council must first be elected as a Director. Each Leadership Council member shall serve a term of two years or until a successor is duly elected. A member may serve consecutive terms if re-elected at the annual meeting at the end of a term of office. Leadership Council members may be elected by a majority vote of the members at times other than the annual meeting. Leadership Council members elected outside of the annual meeting will serve until the next annual meeting of the Corporation, at which time they can be nominated and elected for a full two year term.

2. Termination of Leadership Council: A Leadership Council member may resign only by written letter to the Board of Directors, including the other Leadership Council members. A Leadership

Council member may be removed only by a two-thirds majority of membership at any meeting in which there is a quorum.

3. Duties: The Leadership Council members shall delegate and/or divide the following duties among each other.

- Preside at and conduct all meetings of the Members and the Board of Directors.
- Sign all contracts and agreements in the name of the Corporation after the Board has approved them
- Serve as the representative of the Corporation in meetings and discussions with other organizations and agencies, and otherwise perform all of the duties that are ordinarily the function of the office or that are assigned by the Directors.
- Keep accurate records and minutes of all meetings of the Corporation.
- Make available copies of the minutes of the previous meeting and distribute them in advance of each meeting.
- Provide all notices of meetings to those persons entitled to vote at such meeting.
- Maintain the Minutes of the Corporation and a current listing, with phone numbers and addresses, of the Directors and Council members.
- Maintain a current membership roster of those in attendance at any meeting, and make such roster available at all meetings where votes may be taken.
- Oversee the deposit of funds of the Corporation into the proper accounts of the Corporation.
- Maintain the recordation of all receipts and disbursements from such account or accounts.
- Maintain the preparation of the books and records of the finances of the Corporation.
- Oversee the preparation of financial reports of the accounts for each Board meeting.
- Preparation and filing of all end of the year financial reports for federal and state tax reports.

ARTICLE V MEETINGS

- 1. Annual Meeting:** The Annual Membership Meeting of the Corporation shall be held in the month of October of each year; or at such time as soon as is practical thereafter as determined by the Board of Directors.
- 2. Regular Membership Meetings:** Regular meetings of the Membership shall be held quarterly.
- 3. Regular Board Meetings:** Regular meetings of the Board shall be held at least quarterly and may be scheduled more often by a majority of the Leadership Council members.
- 4. Special Meetings:** Special meetings of the Board or Membership shall be held at any time and at any place within the organization's boundaries when called by the Leadership Council or by at least

three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.

5. Notice of Meetings: Notice of meetings, shall be in writing and delivered at least ten days before the day of the meeting. Notices of special meetings shall state that it is a special meeting being called and may be given orally or in writing at least forty-eight hours prior to the meeting time.
6. Voting/Quorum: Except as otherwise provided in these bylaws, decisions shall be by vote of a majority of those present and eligible to vote at any meeting at which there is a quorum. A majority of the total number of Directors of the Corporation shall constitute a quorum at Board meetings. 4 persons of the Membership shall constitute a quorum at Membership meetings. Each person eligible to vote shall have one vote. Votes may be cast only in person.
7. Telephone and Electronic Participation: Directors may participate in Board of Directors meetings and vote on matters discussed therein, by means of a conference telephone or similar communications equipment by means of which all persons participating in such meeting can hear each other at the same time. Participation by such means shall constitute in person presence of the Board member at the meeting.
8. Robert's Rules of Order shall govern all meetings to the best of the officers abilities.

ARTICLE VI COMPENSATION

The members of the Board of Directors and the Leadership Council members of the Corporation shall serve without compensation for their services as Directors or Council. Directors and Council members may be reimbursed for all expenses reasonably incurred on behalf of the Corporation.

ARTICLE VII AMENDMENTS

These bylaws may be amended by a majority vote of the Members provided the proposed amendment(s) have been submitted to the Members in writing with written notice of the meeting to decide on the proposed amendment(s) at least ten days prior to the meeting date.

ARTICLE VIII DISSOLUTION

1. If this organization should cease operating its assets shall be transferred to such other organization or organizations qualified under Section 501(c)(3) of the Internal Revenue Code as the Board of Directors may by majority vote select as being most similar in purpose to this organization.

ARTICLE IX NONDISCRIMINATION

The organizations, officers, directors, employees and persons served by this corporation shall be selected in a non-discriminatory manner with respect to age, sex, race, color, national origin, sexual orientation and political or religious opinion or affiliation. Adopted by the Membership this ____ day of _____, 2022. We, the undersigned, being members of the Leadership Council of the Corporation, hereby certify that the above is a true, complete and accurate copy of the Bylaws adopted by the Membership.

LEAD COUNCIL MEMBER

DATE

LEAD COUNCIL MEMBER

DATE

LEAD COUNCIL MEMBER

DATE

LEAD COUNCIL MEMBER

DATE

LEAD COUNCIL MEMBER

DATE