

ARTICLE I. NAME OF ORGANIZATION AND PURPOSE

Section 1. Name

The name of the corporation is NEIGHBORS FOR MORE NEIGHBORS. It shall be a nonprofit organization incorporated under the laws of the State of Minnesota.

Section 2. Nonprofit Purpose

The purpose of this corporation is to promote social welfare within the meaning of Section 501(c)(4) of the Internal Revenue Code, including but not limited to the following specific purposes:

Section 3. Specific Purpose

- Organizing to address the housing crisis, including educating the general public about the critical housing shortage, and that we all have a role to play to make sure there are enough homes for everyone;
- Encouraging the end of exclusionary policies and legalizing less expensive homes, including homes that are smaller, share the cost of land with more households, the building form and use is flexible, or have less parking;
- Promoting and advocating for complete neighborhoods that balance a variety of housing types, green spaces, and businesses to create a human-scale economy;
- Addressing climate change by lobbying for complete neighborhoods where people have the option to use fewer resources with less need to travel outside of the neighborhood or city, lowering our carbon emissions;
- Supporting the work of fellow housing justice organizations by showing up to support those leading on passing and enforcing tenants' rights, investing in social and affordable housing, proactive anti-displacement or anti-gentrification policies or racial justice within the context of housing justice.

ARTICLE II. MEMBERSHIP

Section 1. Membership

Membership shall consist of the board of directors.

ARTICLE III. BOARD OF DIRECTORS

Section 1: Board role, size, and compensation

The board is responsible for the overall policy and direction of the association and delegates the responsibility for day-to-day operations to the staff and committees. The board shall have up to 15, but not fewer than 3 members. The board receives no compensation other than reimbursement for reasonable and documented expenses.

Section 2: Terms

All board members shall serve two-year terms and are eligible for re-election for up to five consecutive terms or ten years. Terms shall be staggered such that half the terms begin in even calendar years, and the other half begin in odd calendar years.

Section 3: Meetings and notice

The board shall meet at least quarterly, at an agreed-upon time and place. An official board meeting requires that each board member have electronic notice at least one week in advance. Each member of the Board of Directors shall attend at least two-thirds of the meetings of the Board per year.

Section 4: Board elections

During the month of May, the board of directors shall elect directors to replace those whose terms will expire at the end of the term year (June 1 to May 30). This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

Section 5: Election procedures

New directors shall be elected by a majority of directors present at such a meeting, provided there is a quorum present. Directors may recommend Board elect members based on recommendations by the Nominating Committee. Directors so elected shall serve a term beginning immediately.

Section 6: Quorum

A quorum must be attended by at least fifty percent of board members for business transactions to take place and motions to pass, or two-thirds approval for electronic voting.

Section 7: Officers and Duties

There shall be two officers of the board, consisting of a chair and a treasurer. Their duties are as follows:

- a. The chair shall convene regularly scheduled board meetings, and shall preside or arrange for other members of the Executive Committee to preside at each meeting.

- b. The treasurer shall make a report at each board meeting. The treasurer shall chair the finance committee, assist in the preparation of the annual budget, help develop fundraising plans, make financial information available to board members and the public and ensure that appropriate financial records are maintained.

Section 8: Vacancies

When a vacancy on the board exists mid-term, the secretary must receive nominations for new members from present board members one week in advance of a board meeting. These nominations shall be sent out to board members with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only until the end of the particular board member's term.

Section 9: Resignation, termination, and absences

Resignation from the board must be in writing and received by the chair. A board member shall be terminated from the board due to excess absences. Each member of the Board of Directors shall attend at least two-thirds of the Board's monthly meetings per year. A board member may be removed for other reasons by a two-thirds vote of the remaining directors.

Section 10: Special meetings

Special meetings of the board shall be called upon the request of the chair or one-third of the board. Notices of special meetings shall be sent out by the secretary to each board member at least one week in advance.

Section 11: Remote communication for meetings

Any meeting of directors may be conducted solely by one or more means of remote communication through which all directors may participate in the meeting if notice of the meeting is given as described in Section 3 and if the number participating is sufficient to constitute a quorum as described in Section 6. Remote communication includes but is not limited to telephone, video, the Internet, or such other means by which persons may communicate with each other on a substantially simultaneous basis. Participation in a meeting by any of the above-mentioned means constitutes attendance at a meeting.

Section 12: Action without a meeting

Upon the initiative of the board chair or Executive Committee, an action that may be taken at a regular or special meeting may be taken without a meeting if the secretary mails or electronically delivers a ballot to every director entitled to vote on the action. The ballot must set forth each proposed action and provide an opportunity to vote for or against each proposed action. Approval by ballot is valid only if the number of votes cast by ballot equals or exceeds the number of votes that would be required to approve the action at a meeting

ARTICLE IV. COMMITTEES

Section 1. Committee Formation

The board may create committees as needed, such as fundraising, housing, public relations, data collection, etc. The board chair appoints all committee chairs.

Section 2. Executive Committee

The officers serve as members of the Executive Committee. Except for the power to amend the Articles of Incorporation and Bylaws, the Executive Committee shall have all the powers and authority of the board of directors in the intervals between meetings of the board of directors and is subject to the direction and control of the full board.

The Executive Committee is also responsible for developing and reviewing fiscal procedures, fundraising plans, and the annual budget with staff and other board members. The board must approve the budget and all expenditures must be within budget. Any major change in the budget must be approved by the board or the Executive Committee. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income.

The financial records of the organization are public information and shall be made available to the membership, board members, and the public.

Section 3. Nominating Committee

The Board of Directors will select a Nominating Committee for the purpose of presenting a proposed set of candidate officers and at-large Board members to the Annual Meeting. In the absence of an elected Nominating Committee, the entire Board shall constitute the Nominating Committee. The nominees shall be announced in the notice and agenda for the Annual Meeting. Additional nominations for officers and other Board members may be made by any Delegate prior to the Board of Directors election when duly seconded by another delegate.

ARTICLE V. CORPORATE STAFF

Section 1: Executive Director

If desired to have an executive director, the executive director shall be hired by the board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board can designate other duties as necessary.

ARTICLE VI. INDEMNIFICATION

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 VII. AMENDMENTS

Section 1. Articles of Incorporation

The Articles may be amended in any manner at any regular or special meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each director at least three days in advance of such a meeting. All amendments to the Articles shall require the affirmative vote of an absolute majority of directors then in office.


Section 2. Bylaws

The Board of Directors may amend these Bylaws by majority vote at any regular or special meeting. Written notice setting forth the proposed amendment or summary of the changes to be effected thereby shall be given to each director within the time and the manner provided for the giving of notice of meetings of directors.


ADOPTION OF BYLAWS

We, the undersigned, are all of the initial directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the 5 preceding pages, as the Bylaws of this corporation.

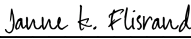
ADOPTED AND APPROVED by the Board of Directors on this 7th day of March 2023.

DocuSigned by:

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Anna Nelson, Chair, Neighbors for More Neighbors

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Matthew Lewis, Treasurer, Neighbors for More Neighbors

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Janne Flisrand, Board Member, Neighbors for More Neighbors

