

BYLAWS OF VENTURA VILLAGE

AS AMENDED DECEMBER 14, 1999; NOVEMBER 14, 2000; DECEMBER 12, 2000; JULY 10, 2001; MAY 14, 2002; JULY 13, 2004; May 9, 2012; March 12, 2014; November 13, 2019; March 2021; December 2021; November 2022, and Draft December 2022

ARTICLE I PURPOSE AND BOUNDARIES

The purpose of this corporation shall be exclusively charitable and educational within the meaning of Section 501(c)(3) of the Internal Revenue Code; to undertake charitable and educational activities for residents of the Community; and to initiate programs that will lessen Community tensions, increase communications within the Community, alleviate social and psychological emergencies of people in the Community, mitigate risk of community deterioration through engagement, and promote Community development.

Community is defined as that area of the City of Minneapolis, Minnesota, bordered by •
Interstate 35W on the West from 22nd Street to Interstate 35W/94 commons
• Interstate 35W/94 commons on the north from Interstate 35W to the former Soo Line railroad tracks •
The former Soo Line railroad tracks on the east from Interstate 94 to 22nd Street
• 22nd Street on the south from the former Soo Line railroad tracks to 17th Avenue
• 17th Avenue on the east from 22nd Street to 24th Street
• 24th Street on the south from 17th Avenue to Chicago Avenue
• Chicago Avenue on the west from 22nd Street to 24th Street
• 22nd Street on the south from Chicago Avenue to Interstate 35W

ARTICLE II MEMBERSHIP

II. Section 1. MEMBERSHIP

There are two member classifications: Class A Community Residents, Class B Real Property Owners. Applicants for membership must apply only through one of the classifications, must designate the classification under which they are applying, and must prove that the Applicant meets the requirements of that classification.

II.1 Subsection A. COMMUNITY RESIDENT MEMBERSHIP.

Class A: Requirements for Residents seeking Ventura Village Membership:

1. Must be a real person whose primary place of residence is within Ventura Village.
2. The address of the person applying for membership must be a residential structure or the residential portion of a mixed-use structure and it must be certified by the City of Minneapolis for occupancy as a residential structure. A vacant building, a vacant lot, or a commercial building are examples of properties that do not meet this requirement.
3. Must have one of the following:
 - a. A picture identification card that lists the applicant's name, date of birth, and current address within Ventura Village:
 - 1) a valid Minnesota Driver's License
 - 2) a Minnesota Picture Identification Card
 - 3) a student identification card issued by an accredited institution of education
 - 4) a tribal identification card issued by a recognized Native American tribal government
 - 5) a military identification card issued by the United States Federal Government
 - 6) a consulate identification card issued by a country other than the United States
 - 7) a passport issued by the United States or any other country
 - 8) HMIS (Homeless Management Info System) Card
 - b. Or, an identification card listed in paragraph 3.a. above that does not list the applicant's current address,

together with a current original utility bill that lists the applicant's name and address within Ventura Village, or a document assigning the applicant to a shelter located within Ventura Village. The name on the utility bill or shelter statement must match the name on the identification card. The following utility bills meet this requirement: electric, gas, water, solid waste, sewer, telephone, television, and internet. A utility bill or shelter statement is "current" if it is dated within 30 days before or after the meeting date.

- c. Or, a member of Ventura Village having the required documentation to participate in the meeting vouches that the applicant is a current resident of Ventura Village. A member may only vouch for up to 3 applicants at one meeting. A member who attains membership as the result of being vouched for may not vouch for another applicant at the same meeting.

II.1 Subsection B. COMMUNITY NON-RESIDENT MEMBERSHIP.

Class B: Requirements of Property Owners who are Businesses, Non-Profit Corporations, Churches, or other Organizations, or Non-Resident Individuals seeking Ventura Village Membership:

1. Only businesses, non-profit corporations, churches, or other organizations, or Non-Resident Individuals that also own Real Property in Ventura Village are eligible for this category of membership.
2. The member must be the Real Property owner, or in the case of a corporation or other entity, a representative may be designated who must be an owner of the entity, a member of the entity's board of directors, or an employee of the entity. Contract workers, volunteers, and consultants are not considered employees and may not serve as the designated representative. Each qualifying business, non-profit corporation, church, or other entity that owns Real Property in Ventura Village shall designate one person to serve as its representative as a member of Ventura Village and shall have a notarized letter on file with Ventura Village, signed by an officer of the organization, designating that representative by name. An Individual Non-Resident Real Property Owner is not allowed to designate a representative.
3. The Franklin Avenue Business Association (FABA) shall be entitled to membership, and may designate one representative who must be a person who operates a commercial retail business located within Ventura Village. FABA shall have a notarized letter on file with Ventura Village, signed by an officer of the organization, designating their representative by name.
4. If the Real Property is owned by more than one owner, the owners must select one person to represent their membership. The owners must submit a notarized letter that identifies their one representative by name. This letter must be signed and dated by one of the Real Property owners, or in the case of a corporation or other entity, an officer of the entity.
 5. If a Real Property owner (individual, corporation, or other entity) owns more than one Real Property (either individually or as an investor in a corporation or other entity), the owner is entitled to only one membership and not one membership for each Real Property. If the Real Property owner has an ownership share in a Real Property for which a representative is designated that Real Property owner may not obtain membership rights through ownership of any other Real Property within Ventura Village.
6. The applicant must provide an original copy of the Real Property deed, or must be listed by Hennepin County or the City of Minneapolis as the owner.

II.1 Subsection C. GENERAL REQUIREMENTS FOR ALL CLASSES:

1. A person may apply for membership at any Ventura Village committee meeting, event or General Membership meeting
2. A person who applies for membership must provide documentation that they qualify for membership.

In the case of a non-resident applicant seeking membership as a Real Property owner (individual or organizational), the applicant must provide the following information:

- A deed listing the applicant as the owner of the Real Property, or if the applicant submits application for membership at least seven (7) calendar days prior to the meeting at which they will be seeking to exercise voting rights as a member, Ventura Village will attempt to verify property ownership using the Hennepin County Property ownership website. If Ventura Village cannot verify ownership or the application for membership is not submitted seven (7) calendar days prior to the meeting, the representative must present the original deed (prior to or at the meeting) to verify property ownership.

- If the applicant will have a designated representative, a notarized letter signed by an officer of the entity that owns the Real Property that lists the individual as their designated representative. • A Minnesota Driver's License or a Minnesota Picture Identification card listing the name and date of birth of the applicant's representative.
3. Documentation verifying eligibility for membership must be presented at the meeting at which an applicant seeks to initially exercise voting rights as a member. An applicant seeking to attain membership, must arrive 30 minutes prior to the scheduled start of the meeting to allow sufficient time for processing the documentation. The scheduled starting time of a meeting will not be delayed for this purpose.
 4. A Member, and a member's designated representative, must be at least 18 years old.
 5. Membership rights cannot be assigned to another person unless specifically allowed by these Bylaws.
 6. If a member's notice of the Annual Meeting (that is required to be sent by mail) is not deliverable at the address that the member provides, that member will automatically cease to be a member and will need to re-apply to the Board of Directors for membership in order to re-instate his/her membership, including meeting all application requirements and providing proof of membership qualification to meet the requirements that are in effect at the time of re-application.

A member will also cease to be a member if any other official Ventura Village mail that is sent during the year is returned as not deliverable.

A member will also cease to be a member if the member submits a resignation in writing addressed to the Ventura Village office.

7. At the time of applying for membership, the applicant must fill out a Ventura Village membership form providing the applicant's current address and membership category, signed by the applicant under penalty of perjury.

A member must notify the Ventura Village Secretary via writing, email, phone call, or on the website, of any changes in their address.

II. Section 2. VOTING.

Each member of the Corporation will be entitled to one vote. A member of the Corporation must have signed in at the meeting to be counted as attending the meeting and to exercise their voting privileges.

II. Section 3. TENURE.

Membership shall be for the calendar year in which the member joins. Membership must be renewed annually by submitting a new completed membership form.

II Section 4. DUES.

There shall be no dues.

II Section 5. TERMINATION AND TRANSFER.

Membership may be terminated by the Board of Directors, upon a three-fourths (3/4) vote, for cause, following a procedure that is fair and reasonable and is carried out in good faith.

The procedure will take into consideration all of the relevant facts and circumstances. In addition, the procedure will provide:

1. At least 15 days' prior written notice of the expulsion, suspension, or termination of membership, and the reasons for it; and
2. An opportunity for the member to be heard by the Board of Directors, orally or in writing, not less than five days before the effective date of the expulsion, suspension, or termination.

If a decision is made to expel, suspend, or terminate a membership, a proceeding challenging an expulsion, suspension, or termination, including a proceeding in which defective notice is alleged, must be begun by the member by providing written notice to the Board of Directors within one year after the effective date of the expulsion, suspension, or termination.

In addition, membership may be terminated immediately upon resignation, or ceasing to live or own property in

Ventura Village. No member of the Corporation may transfer his/her membership or any right arising therefrom. In the event a designated representative of a member ceases to meet the requirements set forth above, the member shall remain a member. However, if the member is a church, business or non-profit organization, the member must designate another representative in order to exercise membership rights.

II. Section 6. MEETINGS

In compliance with State Statutes including the open meeting law, all Ventura Village meetings, including membership meetings, meetings of the Board of Directors and any committees of the Board shall be open to any member of the Corporation and the public.

II.6 Subsection A. ANNUAL MEMBERSHIP MEETING

There shall be held at least one (1) annual meeting of the Corporation's membership during December of each calendar year at a time and place set by the Board of Directors. At such time, reports of the activities of the Corporation shall be presented by the Officers to the membership, Board of Directors elected and other membership business transacted.

II.6 Subsection B. SPECIAL MEMBERSHIP MEETINGS.

Special membership meetings may be called at any time by the Chair or in their absence, by the Vice Chair. A special membership meeting may also be called upon the request in writing by a majority of the members of the Board of Directors or by 10 (ten) members of the Corporation or 5% of the members of the Corporation, whichever is greater, as of the date two days prior to the request for a meeting. A written request for a special membership meeting must be submitted to the Chair who must schedule the meeting to occur no earlier than 30 calendar days and to later than 90 calendar days after receipt of a valid written request. A written request for a special membership meeting shall state the purpose for calling the meeting. The purpose cannot conflict with other provisions as set forth in these Bylaws, Articles of Incorporation, or State Statutes.

II.6 Subsection C. NOTICE

1. Notice of membership meetings shall be made as follows:

- a. Notice of the annual membership meeting shall be made by U.S. mail to the address on file with Ventura Village
- b. Notice of all other membership meetings shall either be made by email or by U.S. mail. Each member must submit their desired method of notification in writing to Ventura Village.

2. No matter what method of notification is used, the notice must:

- a. Include the date, time and location of the meeting along with a written agenda, including action items.
- b. Be sent at least 3 calendar days but not more than 30 calendar days prior to the meeting date. This shall be determined by the postmark or the email time stamp.

3. Notice of all membership meetings shall also be posted on the Ventura Village Website or any successor website as designated by the corporation. However, posting of membership meetings on the website shall not constitute official notice as required by this subsection.

4. Agenda items requiring action of the membership must be submitted to the Secretary at least seven (7) calendar days prior to the membership meeting, except that any issue requiring a flyering of Ventura Village, Inc. must be submitted fourteen (14) days prior to that meeting. If an agenda item is received after the notice for that meeting has been mailed, it shall not be placed on the agenda for that meeting but shall be placed on the agenda of a future meeting for which proper notice may be given.

II.6 Subsection D. DELIVERY OF NOTICE

If notice is given by mail, such mail shall be deemed delivered when deposited in the United States mail addressed to the most recent address provided by the member, with postage thereon prepaid.

If notice is given by email it shall be deemed delivered as of the date and time posted as sent from the designated Ventura Village email.

II.6 Subsection E. PLACE OF MEETINGS

Meetings of the Corporation's membership may be held at any suitable location within Ventura Village, or as designated by the Board of Directors.

Meetings may also be held in whole or part using an internet platform such as Zoom or any other widely accessible platform.

For members who cannot attend in person and/or do not have access to the internet application (platform) being used for the meeting, arrangements will be made for them to participate via telephone.

II.6. Subsection F. VOTING, QUORUM AND PROXIES

II.6.F(1) Passage of a motion or resolution shall require the vote of a majority of the members of the Corporation voting at the meeting unless otherwise required by law, or otherwise required by these Bylaws, or in situations where Robert's Rules of Order require a higher percentage.

II.6.F(2) A quorum for the transaction of business at all membership meetings of the Corporation shall consist of at least 10 (ten) members of the Corporation or 5% of the members of the Corporation, whichever is greater, as of the date two days prior to the date meeting.

II.6.F(3) Proxies are specifically prohibited.

II.6. Subsection G. RULES

Meetings of the members shall be conducted according to Robert's Rules of Order. Special rules adopted by a two-thirds (2/3) vote of the Board of Directors and rules delineated in these Bylaws shall have precedence where there is a conflict with Robert's Rules of Order.

II.6. Subsection H REQUIRED AGENDA ITEMS

All items of business that require flyering and all committee recommendations (except for the Executive committee) shall require the calling of a membership meeting and a vote by the members in order for action to be taken.

II.6. Subsection I FLYERING

Items that require review by Ventura Village acting in its official capacity as the City designated citizen participation organization and requests for zoning changes/variances shall require flyering. The flyer must state the action that is requested and must state the day, time, and place of the Ventura Village membership meeting at which the item will be placed on the agenda for discussion and action.

A posting paid for and submitted by the requesting party in a newspaper distributed door-to-door within Ventura Village will constitute required flyering for that meeting. Otherwise, flyering must be paid for and conducted by the requesting party and completed within two (2) blocks of the proposed property subject to discussion. Flyering must be completed no earlier than seven (7) calendar days and no later than 48 hours prior to the meeting. Copies of the flyer must be brought to the membership meeting for review. If a copy of the flyer is not brought to the meeting, the agenda item subject to the flyering requirement shall be postponed and no action shall be taken. The requesting party must also submit a notarized letter stating that the required flyering has been completed.

II. Section 7. GIFTS

Members of the Corporation may accept on behalf of the Corporation and immediately turn over to the Treasurer any contributions, gifts, and/or bequests for the general benefit of the Corporation and the Community.

ARTICLE III BOARD OF DIRECTORS

III Section 1. GENERAL POWERS

III.1 Subsection A. RESPONSIBILITIES.

The business, affairs, and property of the Corporation shall be managed and controlled by its Board of Directors. The Board of Directors may exercise all such powers and do all such things as may be exercised or done by the Corporation, subject to the Articles of Incorporation, these Bylaws and all applicable law. Directors shall receive no compensation for their services as Directors but this shall not restrict the reimbursement for reasonable expenses incurred by a Director, or the payment of reasonable compensation to a Director when they render professional or other bona fide services to this Corporation in a capacity other than as a Director or member of this Corporation.

III.1 Subsection B. EMPLOYEES

The Board of Directors shall have the power to employ and dismiss employees of the Corporation, who shall have such power and authority as may be delegated to them by the Board of Directors.

III Section 2. NUMBER, TENURE, QUALIFICATIONS, AND ELECTION

III.2 Subsection A. NUMBER

The Board of Directors shall consist of at least seven (7), but no more than fifteen (15) Directors as follows:

III.2.A (1) Anyone who is a member of the Corporation.

III.2.A (2) At least seventy-five percent (75%) of the Directors positions must be persons who reside in Ventura Village as defined in Article I of these Bylaws.

III.2. Subsection B. TENURE

The term of Director shall be three (3) years commencing at the first meeting (Board meeting or membership meeting) following the annual meeting at which he/she is elected and ending three calendar years later. Directors may serve more than one term subject to reelection.

No more than 25% of the board may serve more than six consecutive years.

Optional Additions: To be included in Bylaws OR considered as a policy but not in Bylaws
If at any time the composition of the board changes so that more than 25% of board members have served for more than six consecutive years, the Corporation shall have the following options to achieve compliance:

- Board elections shall be held within sixty days to fill vacant board positions in order to become compliant.
- If new board members cannot be elected to achieve compliance, the person having served the longest number of consecutive years shall not be eligible to run for re-election to the board (unless at the time of elections, their election would keep board membership under the 25% requirement or unless some other board member who has served longer than 6 consecutive years voluntarily chooses to resign or not run for re-election). The board member affected under this Bylaws requirement shall be allowed to finish their elected term even if they end up serving longer than six consecutive years or if completion of their term temporarily places the number of board members who have served longer than six consecutive years over 25%.

A board member who has been blocked from running for re-election because they have served longer than six consecutive years may not run for re-election until the annual meeting following the annual meeting at which their elected term has/was scheduled to end (even if they resign prior to the end of their elected term.)

III.2. Subsection C. NOTICE

Notice seeking applications for people to run for the board shall be provided at least 30 days prior to the deadline for those applications. Notice for applications shall be made in a manner similar to the notice of the meeting itself.

III.2. Subsection D. ELECTION AND NOMINATIONS

Each year, one-third (1/3) of the positions on the Board of Directors shall be open for election at the annual membership meeting.

Members of the Corporation seeking election to the Board of Directors, whether nominated by themselves or another, shall register their name, address, phone number, membership category (as defined in Article II Section 1), and place of primary residence at the corporate office fourteen (14) calendar days prior to the scheduled election. Nominations submitted by mail or electronically shall be sent to the Ventura Village address and postmarked/time stamped no later than fourteen (14) days prior to the scheduled election. Said registration shall be available to the public at least three (3) and no more than thirty (30) days prior to the Annual meeting or special meeting at which the election of Directors is held.

Nominations for election to the Board of Directors will ~~not~~ be accepted from the floor **subject to the following conditions:**

- No more than 1/3 of the board members elected at any one meeting may be filled from nominations from the floor.
- Nominations from the floor must be accepted by a 2/3 vote of the members attending the meeting at which the election takes place.

III. Section 3. VACANCIES

Vacancies on the Board of Directors, no matter how caused, may be filled by the membership at a membership meeting for which proper notice has been given. Nominations shall be made in accordance with Article III.2.Subsection C.

Vacancies shall be filled to maintain the seventy-five percent (75%) residency requirement. Nominations may be received from any member of the Corporation.

Option 1:

Vacancies may not be filled at the annual membership meeting or at any membership meeting that is held in the same month as the annual meeting.

Option 2:

No more than 5 positions (seats) on the board of directors may be filled at any one meeting and no more than one election may be held in any one month.

III. Section 4. MEETINGS OF THE BOARD OF DIRECTORS

III.4. Subsection A. MEETINGS

The Board of Directors shall meet at least ten (10) times each year at a time and place as may be fixed by resolution of the Board of Directors. Meetings shall be conducted according to Robert's Rules of Order. Special rules adopted by a two-thirds (2/3) vote of the Board of Directors and these Bylaws shall have precedence where there are conflicting rules.

III.4. Subsection B. NOTICE

Written or emailed notice of regular monthly meetings of the Board of Directors shall be distributed to all Directors at least three (3) calendar days and no more than thirty (30) calendar days prior to the meeting.

Agenda items requiring action of the Board of Directors must be submitted to the Secretary at least three (3) calendar days prior to that meeting. If an agenda item is received after the notice for that meeting has been mailed, it shall not be placed on the agenda for that meeting but shall be placed on the agenda of a future meeting for which proper notice may be given.

III.4.Subsection C. SPECIAL MEETINGS OF THE BOARD OF DIRECTORS

Special meetings of the Board of Directors may be called by the Chair on the request of any Director and shall be called by the Chair on a request of a majority of the Directors. Notice of a special meeting of the Board of Directors shall be given at least forty-eight (48) hours in advance of the meeting by the Chair or Secretary by mail, personal contact by telephone, e-mail, or in person. Such notice shall include agenda items to be discussed.

III.4 Subsection D. WAIVER OF NOTICE

Required notice of any meeting of the Board of Directors may be waived by any Director in writing before, at, or after a meeting. Appearance at any meeting by any Director shall be deemed a waiver of such required notice.

III.4. Subsection E. POSTING OF NOTICE

If notice is given by mail, such mail shall be deemed delivered when deposited in the United States mail addressed to the last address provided by the Director, with postage thereon prepaid. Notices given by e mail shall be deemed delivered as of the date and time posted as sent from the Ventura Village email account.

III.4. Subsection F. BOARD ACTION WITHOUT A MEETING

Any action which might be taken at a meeting of the Board of Directors may be taken without a meeting if such action is initiated by the Chair or in their absence the Vice Chair and if such action is taken in writing and signed by a majority of the Directors including a majority of the members of the Executive Committee, and delivered to the Secretary within three (3) business days of the written action. Such action shall be ratified or rejected at the next regular monthly meeting of the Board of Directors.

III Section 5. QUORUM AND VOTING

III.5. Subsection A. VOTING

Passage of a motion or resolution shall require a vote of the majority of those Directors present and voting unless otherwise provided in these Bylaws.

III.5. Subsection B. QUORUM

Except as otherwise provided in these Bylaws, a quorum for the transaction of business shall consist of a majority of the Board of Directors. Once a quorum has been reached, business may be transacted for the duration of the meeting.

III Section 6. REMOVAL OF DIRECTORS

III.6. Subsection A. FAILURE TO ATTEND MEETINGS

Any Director missing four or more Board meetings in the course of a twelve-month period may be removed from office. A Director will receive a written notice after three (3) unexcused absences. A removal from the Board of Directors based on attendance may be appealed to the Executive Committee prior to the next regular monthly meeting of the Board of Directors. If the Director is dissatisfied with the Executive Committee's findings, they may submit an appeal to the Board of Directors no less than three (3) days prior to the next regular monthly Board meeting. The final decision will be based on the majority vote at the Board meeting, not including the vote of the Director who was removed. If a Director is reinstated after four (4) absences and then is absent again, within the subsequent twelve months after reinstatement, without excuse, the Director will be removed from the Board without opportunity for appeal.

III.6. Subsection B.

Any Director may be removed from office, with cause, by a three-fourths (3/4) vote of the entire Board of Directors at a regular or special meeting called for that purpose but with due notification of such action and the right to be heard thereon.

III.6 Subsection C.

Any Director who ceases to qualify for membership in the Corporation shall automatically be removed as a Director, except for failing to qualify for membership due to having mail returned. In the case of returned mail, it must be verified that the mail can no longer be delivered to the Director at the address and/or that the mailing address is correct.

III. Section 7 COMMITTEES

III.7. Subsection A ESTABLISHMENT OF COMMITTEES

The Board of Directors may appoint such committees as it may from time to time deem appropriate. Creation of a committee, unless otherwise provided in these Bylaws, requires approval by a majority vote of the entire Board of Directors.

III.7. Subsection B QUALIFICATIONS

Unless otherwise provided in these Bylaws, committee members need not be Directors, but must be members of the Corporation, or the designated voting representative of a member who is a business, non-profit corporation, church or other organization located in the Ventura Village Neighborhood.

III.7. Subsection POWERS

Unless otherwise provided in these Bylaws, committees are only advisory in nature and may not take any action without the specific direction and authorization of the Board of Director.

ARTICLE IV OFFICERS

IV. Section 1. OFFICERS

The officers of the Corporation shall consist of the Chair, the Vice Char, the Secretary, and the Treasurer. Except as otherwise provided in these Bylaws, the Board of Directors shall fix the powers, duties, and compensation of all officers.

IV. Section 2. ELECTION, TERM OF OFFICE, AND QUALIFICATIONS

The officers shall be elected by the Board of Directors from among its Board members at the first regularly scheduled monthly meeting of the Board of Directors following the annual meeting of the Corporation. The officers shall serve for one (1) year; or until their successors have been elected; or until their earlier resignation; or end of term as Director

unless reelection to the Board of Directors; or removal from office; or death. All officer candidates shall understand and agree to fulfill the duties prescribed in these Bylaws.

IV. Section 3. REMOVAL AND VACANCIES

Any officer may be removed from office at any time by the vote of three-fourths (3/4) of the entire Board of Directors, with cause, but with due notification of such action and the right to be heard thereon. If there is a vacancy among the officers of the Corporation by reason of ceasing to qualify as a member of the Corporation, resignation or otherwise, such vacancy shall be filled for the unexpired term by the Board of Directors at a regular meeting or a special meeting called for that purpose.

IV. Section 4 CHAIR

The Chair shall have the power of general management of the business of the Corporation. The Chair shall be a resident of Ventura Village as legally defined. They shall preside or delegate such authority at all meetings of the Board of Directors and of the membership. They shall be the chief executive officer of the Corporation and shall see that all orders and resolutions of the Board and of the membership are carried into effect. They shall be a member ex officio of all committees. They shall carry out the duties of signatory agent and may execute documents on behalf of the Corporation under that title. The Chair shall be entitled to vote on all matters before the Board and of the membership in the same manner as any other member of the Corporation. In general, the Chair shall perform all duties usually incident to that office and such other duties as the Board/membership may prescribe.

IV. Section 5 VICE CHAIR

The Vice Chair shall have such powers and perform such duties as may be specified in the Bylaws or prescribed by the Board of Directors or by the Chair. The Vice Chair shall be a resident of Ventura Village as legally defined. In the event of absence or disability of the Chair, the Vice Chair shall succeed to their powers and duties.

IV. Section 6. SECRETARY

The Secretary shall be secretary of the meetings of the Board of Directors and of the membership, not including committees, and shall ensure recording of all regular and special meetings of the Board of Directors and of the membership in the appropriate minute book of the Corporation. They shall assure proper notice of meetings to the Board of Directors and the membership. They may sign and execute such documents as may be necessary to the transaction of business by the Corporation. They shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair.

IV. Section 7. TREASURER

The Treasurer shall cause to be kept accurate accounts of all monies of the Corporation received or disbursed and shall render to the Board of Directors or the Chair, whenever required, an account of the financial condition of the Corporation and shall perform such other duties as may from time to time be prescribed by the Board of Directors or by the Chair. The Treasurer shall be responsible for supervising the receipt, deposit, and disbursement of funds of the Corporation in accordance with the policies established by the Board of Directors and accepted accounting procedures. The Treasurer will arrange for providing quarterly reports to the Board of Directors. The Treasurer shall maintain all insurance coverage including but not limited to Directors and Officers insurance and liability insurance. The Treasurer shall be responsible for making insurance premium payments in a timely manner. The Treasurer shall be responsible for making all payroll taxes payments in a timely manner. The Treasurer shall submit monthly written reports to the Executive Committee.

IV. Section 8. EXECUTIVE COMMITTEE

The Chair, Vice Chair, Secretary, and Treasurer shall constitute the Executive Committee which shall perform the functions of the Board of Directors in the interim between Board of Director meetings, subject to the ratification of a majority vote at the next regularly scheduled or special Board of Directors meeting.

ARTICLE V

SEAL, BOOKS AND RECORDS, FINANCIAL REPORTING, FISCAL YEAR, OFFICES

V. Section 1. SEAL

The Corporation shall have no seal.

V. Section 2 BOOKS AND RECORDS

Ventura Village official records shall consist of the following:

1. Articles of Incorporation and Bylaws
2. Minutes of membership, the Board of Directors, and committee meetings.
3. Financial statements, balance sheets for annual accounting periods, and audits.

Records shall be kept for a period of six years.

A member of the Corporation or a Director, or the agent or attorney of a member or Director, may inspect Ventura Village records as defined above solely for purposes related to their interest as a member of the Corporation or Director. Inspection of records shall occur at a reasonable time. Such request must be in writing and signed by the member or Director and delivered to the Chair. A member of the Corporation or of the Board of Directors may not use, or furnish to another to use, Ventura Village records for any purpose other than a purpose related to their interest as a member of the Corporation or of the Board of Directors. The member of the Corporation or of the Board of Directors requesting copies of records shall pay for the cost of providing the copies.

V. Section 3 MEMBERSHIP LIST

Ventura Village opts out of the requirements of Minnesota Statute 317A.439, subdivisions 1 - 5 regarding the preparation of membership lists for meetings as permitted by Minnesota Statute 317A.439, subdivision 6. or successor statutes.

V. Section 4 FINANCIAL REPORTING

Ventura Village shall adhere to the following financial reporting requirements:

1. At a minimum, a quarterly financial report shall be prepared for the Board of Directors. This report shall consist of a balance sheet along with income and expenses. Standard accounting procedures shall be followed.
2. An annual financial report covering the fiscal year shall be prepared and presented to the Board of Directors and the Membership. The report shall include a balance sheet and a statement of income and expenses. Standard accounting procedures shall be followed. This report shall be presented no later than three months after the end of the fiscal year covered by the report.
3. An annual financial report shall be prepared and submitted to the IRS in the format stipulated by the IRS. An annual financial report shall also be prepared and submitted to the Minnesota Office of the Attorney General.
4. Ventura Village shall prepare, update, and follow a manual of financial and control policies that is consistent with standard accounting procedures.
5. Independent audits shall be conducted as required by State Law, as requested by funders, and/or as requested by the Board of Directors and/or Membership.

V. Section 5 FISCAL YEAR

The fiscal year of the Corporation shall end on December 31st of each calendar year.

V. Section 6 PRINCIPAL OFFICE

The principal office of the Corporation shall be within the legally defined boundaries of Ventura Village.

V. Section 7 REGISTERED OFFICE

The registered office of the Corporation shall be within the defined boundaries of Ventura Village in the City of Minneapolis, Minnesota. The registered office need not be identical with the principal office of the Corporation and may be changed from time to time by the Board of Directors.

V. Section 8 OTHER OFFICES

The Corporation may have other offices at such places within and without the State of Minnesota as the Board of Directors may from time to time determine.

ARTICLE VI CONFLICT OF INTEREST

A conflict of interest exists if any Director, committee member, staff, consultant, member of the Corporation, any person eligible to be a member of the Corporation, any organization for which a voting member is acting on behalf of, or any immediate family member of any of the forgoing listed individuals will directly or indirectly financially benefit from an action taken by Ventura Village. A conflict of interest pertains only to the current situation and not to potential future conditions or circumstances.

A conflict of interest does not exist in a situation where Ventura Village is establishing programs or allocating funding to such programs that may provide future benefit to significant numbers of members of the Corporation including members who participate in establishing those programs as long as no member of the Corporation receives preferential access to those programs other than belonging to a specific class of individuals to whom the program is targeted.

When a conflict of interest exists, the individual must state the nature of the conflict of interest at the meeting at which the item is under consideration and must abstain from voting. However, the individual may participate in discussion and debate regarding the item on which they have a conflict. The individual may also be counted toward a quorum.

If a conflict of interest has not been stated, the Chair or the person presiding at the meeting must state that a conflict of interest exists when they are aware that a conflict of interest exists. The ruling is open to challenge following Robert's Rules of Order.

Knowingly failing to disclose a conflict of interest may constitute good cause for removal of voting privileges as a member of the Corporation, removal as a Director, or termination of employment of an employee. Employees or consultants may be reassigned if they are working on matters involving a conflict of interest.

ARTICLE VII INDEMNIFICATION

VII. Section 1 INDEMNIFICATION

The Corporation acting through its Board of Directors, or as otherwise provided in this Bylaw, shall as fully as may be permitted from time to time by the statutes and decisional law of the State of Minnesota or by any other applicable rules or principles of law, indemnify each officer of the Corporation against the expense of any action to which they were or are a party or are threatened to be made a party by the reason of the fact that they are or were an officer of the Corporation. Any provision in these Bylaws which would prevent such indemnification to the full extent permitted by law as it may from time to time be expanded by in the event that it is determined that the officer partially or completely failed to meet applicable standard of conduct, or if no determination is reached within a reasonable time, the officer may apply to the District Court of the State of Minnesota for a determination of their right to indemnification and the result of any prior determination of that right by disinterested Directors or by independent legal counsel shall not be entered into evidence or considered by the court in its independent determination.

VII. Section 2 DEFINITIONS

As used in this Section VII:

- (1) the term officer means any current, former, or future Director, officer, committee chair, employee, or agent of this Corporation or, at the request of this Corporation, of any partnership, joint venture, trust, or other enterprise,
- (2) the rights of indemnification under this Bylaw shall inure to the benefit of the heirs, executors, and administrators of any such persons,
- (3) the term action means any threatened, pending, or completed claim, legal action, or proceeding, wherever brought, whether civil, criminal, administrative, or investigative, including those by or in the right of the Corporation and whether or not involving an act or omission of an officer in their capacity as such and whether or not they are an officer at the time of such action, and
- (4) the term expenses of any action shall include attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the officer in connection with an action.

VII. Section 3 STANDARD OF CONDUCT

Indemnification of an officer shall be determined in accordance with insurance maintained by the Corporation.

In addition, an Officer or Director shall be indemnified with respect to any action (other than an action by the Corporation to procure a judgment in its favor) if the Officer or Director acted in good faith and in a manner they reasonably believed to be in, or not opposed to, the best interest of the Corporation, and, if the action is a criminal action, that they had no reasonable cause to believe their conduct was unlawful.

If the action is an action by the Corporation to procure a judgment in its favor, then in addition to the requirements of the preceding sentence, an Officer or Director shall be indemnified only if they are not adjudged to have engaged in misconduct in the performance of their duty to the Corporation. They shall be indemnified only to the extent that the court in which action was brought determines that, in view of all circumstances, such person's expenses were fairly and reasonably incurred by them in connection with such action. The person will also be indemnified if indemnification is ordered by a court.

In all other cases an Officer or Director shall be indemnified, only as authorized by the Board of Directors by a unanimous vote of the Directors upon the recommendation by independent legal counsel in a written opinion. The Board of Directors shall consider whether the Officer or Director met the applicable standard of conduct set forth above. The determination may be made that the Officer or Director is entitled to indemnification as to some matters even though not so entitled to others.

The termination of any action by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent shall not, of itself, create a presumption that the Officer or Director acted in a manner which would not entitle them to indemnification under this Bylaw.

VII. Section 4 DETERMINATION OF CONDUCT

If a Director or Officer is not successful on the merits, and a court has not determined that indemnification is required by law, a Director or Officer seeking indemnification must seek a determination that they met the applicable standard of conduct set forth above. The Directors may only approve indemnification in such by a unanimous vote of the Directors who were not parties to such action. The disinterested Directors may seek the opinion of independent legal counsel in a written opinion, prior to a vote on such indemnification.

VII. Section 5 EXPENSES ADVANCE

Expenses incurred in defending an action may be paid by the Corporation in advance of the final disposition of such action if authorized by the Board of Directors in the manner provided in Section 3 of this Article VII.

VII. Section 6 NONEXCLUSIVITY

The indemnification provided by this Bylaw shall not limit any other indemnification to which an officer may be entitled under any agreement or vote of the Directors (other than the Director seeking Indemnification.)

VII. Section 7 INSURANCE

The Corporation shall acquire and maintain insurance on behalf of Directors and Officers against any liability asserted against the Directors and Officers in their official capacity. A copy of the insurance policy indicating that the premium has been paid shall be given to each Director upon their election and annually thereafter if reelected.

The Corporation shall also acquire and maintain general liability insurance on behalf of the corporation.

The Board of Directors may also acquire and maintain other types of insurance as the operation of the Corporation may require.

VII. Section 8. EMPLOYEES

All employees will be terminated immediately if notice is received and verified that there has been a failure to pay payroll taxes of the Corporation, unless the Corporation has inadvertently failed to pay the payroll taxes and sufficient funds are available to pay the full payroll taxes due.

ARTICLE VIII GRIEVANCES

Any grievance with Ventura Village's programs, staff, or Directors, including the conduct of committee(s), task force(s), Board of Directors meetings, or membership meetings, shall be made in writing on a designated grievance form, one grievance per form, stating the exact nature of the grievance, supporting documentation, and the desired recourse. The completed grievance form shall be submitted. After receiving the grievance form, the Executive Committee or the Board of Directors shall have up to sixty (60) business days to review and take action on the grievance. The Board of Directors shall adopt a uniform policy for the disposition of such grievances, and the Executive Committee or the Board of Directors shall respond in writing to the grieving party within ten (10) business days of any meeting at which action is taken on the grievance to declare the actions taken to resolve the grievance.

ARTICLE IX AMENDMENTS

Pursuant to Minnesota Statute Section 317A.181 Subd. 2, amendments to these Bylaws may only be made by a two-thirds (2/3) majority vote of members of the Corporation attending the annual meeting or other membership meeting for which notice of a proposed Bylaw change has been given. The Board of Directors may make recommendations to any membership meeting to revise these Bylaws. Any twenty (20) members may also make a recommendation to amend the Bylaws with the recommendation of the members to be considered at the next annual meeting of the members.

The exact wording of any proposed Bylaw change(s), must be included in the notice that is mailed or emailed to the members for the meeting at which such change(s) will be considered.

ARTICLE X DISCRIMINATION

No person shall be discriminated against due to their religion, philosophy, age, race, color, national origin, ethnic origin, ancestry, disability, medical condition, public assistance status, economic status, veterans status, sex, gender, gender identity, gender expression, or sexual orientation. No person shall be discriminated against due to their family, marital, or domestic partnering relationships, or any other characteristic protected by institutional policy, or local, state or federal law. Each member of Ventura Village shall have full rights and voting privileges regardless of the family,

domestic partnering or marital relationships that person may have with any other member of Ventura Village.