



## **COMMUNITY PARTICIPATION PROGRAM**

### **Application**

**Approved by East Isles Residents Association Board of Directors  
on Tuesday, March 1, 2011**

#### **East Isles Residents Association**

2751 Hennepin Avenue S  
Box 294  
Minneapolis, MN 55408  
[www.eastisles.org](http://www.eastisles.org)

Federal EIN: 41-1792897

#### **Board President**

Jane Schommer  
[president@eastisles.org](mailto:president@eastisles.org)

#### **Staff Contact**

Monica Smith  
[nrp@eastisles.org](mailto:nrp@eastisles.org)  
612-821-0131

## FUNDING ACTIVITIES

- 1. After this first funding year, neighborhood organizations will submit proposals for three years of funding from the Community Participation Program. How will your organization engage residents and other stakeholders in 2011 to develop your three-year proposal?**

East Isles Residents Association (EIRA) will communicate with residents about the three-year plan by utilizing the resources we currently have available. Outreach efforts include soliciting feedback through our website ([www.eastisles.org](http://www.eastisles.org)), monthly e-newsletter, community newspapers (Hill and Lake Press and Southwest Journal), monthly board meetings and activities of standing committees. The organization also holds bi-annual members meetings (April and October). A neighborhood-wide survey was conducted in 2010 to determine NRP Phase II priorities. The survey results will be reviewed for information that may be helpful to this process. If necessary, a new electronic survey will be conducted. We will analyze the feedback from residents to help determine priorities for the neighborhood for the three-year funding cycle.

- 2. What regular outreach and engagement activities will your organization carry out in 2011?**

Outreach and engagement will include **electronic communication** with residents via frequent email communication and website. We recently introduced a monthly e-newsletter and have the capacity to send blast email for timely communication on important issues. The distribution list is open to anyone who is interested in receiving this form of communication.

In an effort to stay connected with residents who may not have access to electronic communication, we reach out through **print communication** via our mailing list, hand-delivered fliers and the community newspaper.

Committee activities are another way that EIRA engages with residents. Standing committees include: Zoning and Land Use, Crime & Safety, NRP, Social and Membership.

East Isles has the following engagement activities planned for 2011.

- EIRA Board: Monthly meetings and bi-annual members meetings
- Zoning and Land Use Committee: Quarterly meetings (and special meetings as needed)
- Crime & Safety Committee: Monthly meetings. Quarterly workshops planned in coordination with Crime Prevention Specialists, 5<sup>th</sup> Precinct such as the Identity Theft Workshop, March 2 and Burglary Prevention Workshop, March 23.
- NRP Steering Committee: Monthly meetings (and sub-committee meetings as needed).
- Social Committee: The social committee plans three large events each year, Ice Skating Social in January, Ice Cream Social in August and Palio Festival in September. The Social Committee also provides staff and support for the Uptown Wine Tasting Fundraiser and the Uptown Art Fair.
- National Night Out in August.

- Membership Committee: Annual membership drive.
- East Isles is participating in Community Energy Services by offering a free energy workshop for residents in March.
- Earth Day Clean-up in April in partnership with Minneapolis Park and Recreation Board.

Notices for committee meetings and activities are promoted within the neighborhood.

The EIRA Board is seeking broader participation from residents regarding board and committee activities.

**3. How will your organization reach out to under-represented groups in your community? Who are these groups?**

The under-represented groups in East Isles are renters, seniors and others living in condos and town homes. We will continue to reach out to these groups through the engagement activities outlined in Question 2 above. The vast majority of residents are English speaking so language is not a barrier to communication.

Last September, the NRP Steering Committee sent a survey to every address in East Isles. Residents were asked to become involved with the neighborhood in a number of ways. The respondents have been contacted and encouraged to participate in activities and committees. This process had enabled us to make more connections with the under-represented groups.

EIRA is seeking more geographic diversity of board members at the next election (April). Currently the majority of board members live in the southern portion of the neighborhood.

EIRA Membership applications and sign up sheets for our e-communication will be available at all board and committee meetings and EIRA sponsored community events.

**4. What planning activities would your organization like to carry out in 2011? (This could include strategic planning, land use planning, NRP planning, etc).**

East Isles is currently working to finalize our NRP Phase II Action Plan. Our goal is to have the plan approved by the neighborhood in April 2011.

The EIRA Board is working to improve board and committee operating policies and procedures for greater outreach, transparency and accountability.

The neighborhood has residents serving on the new Walker Library Community Advisory Committee; the Midtown Greenway Coalition; Citizens Joint Review Committee for Lake of the Isles Renovation Project; and the Community Advisory Committee for the renovation for Levin Park.

The EIRA Board is considering hosting informational tables at events held in East Isles such as the City of Lake Loppet, Uptown Art Fair and Barquette Bastille Day Block Party.

Planning activities will also include working on our three-year Community Participation Plan.

**5. How does your organization provide information to the community? How do you gather information from the community?**

EIRA provides information to the community in a variety of ways. We communicate by keeping our website updated on a timely basis, frequent e-mail notices and a monthly e-newsletter. Our primary print communication tool is the Hill and Lake Press. EIRA supports this valued neighborhood resource by placing monthly ads to promote East Isles events, submitting monthly board minutes for publication, and by making an annual contribution to keep the paper viable. East Isles also submits information for publication in the widely distributed Southwest Journal. EIRA sends an annual print mailing to every household in East Isles. Hand delivered fliers are distributed for special events.

We gather information from residents by distributing information and engaging in dialogue to solicit input from residents at community and social events such as those listed in the response to Question 2. In September 2010, a survey was mailed to every address in East Isles to solicit feedback and ideas for NRP Phase II funding.

**6. What festivals and events will your organization host or support in 2011?**

In addition to monthly board meetings, East Isles hosted an Ice Skating Social in January, and will be hosting an Earth Day clean up in April, the bi-annual members meetings (April and October), the Ice Cream Social in August, and the Palio Festival in September.

Through our NRP plan, we will be hosting educational events focusing on environmental issues.

EIRA will be supporting a Community Energy Services workshop in March, quarterly crime prevention workshops, National Night Out and the Uptown Art Fair in August, and we are working to ensure the continuation of the annual wine tasting fundraiser.

The Social Committee is considering organizing a Super Sale and a Garden Tour.

**7. What else would you like the Neighborhood and Community Engagement Commission know about your organization?**

EIRA has been in existence since the early 1950s. EIRA is a neighborhood-based community organization that encourages resident involvement to heighten awareness of issues that impact the neighborhood and to empower its residents to build and maintain a stronger community. The EIRA Board of Directors consists of 11 members (elected annually) and meets on the first Tuesday of the month at 7 p.m.

**8. Besides funding, what are some other ways that the NCR and NCEC can help your neighborhood organization?**

NCR/NCEC can help EIRA by acting as a resource for development, outreach, legal and contract questions. EIRA can benefit from hearing about best practices in other neighborhoods. NCR can provide staff assistance to the neighborhood (similar to the NRP process) to help us in reaching our goals and spending our money wisely.

ESTIMATED BUDGET

Staff Expenses	\$10,796
Employee Benefits	\$0
Professional Services	\$0
Occupancy	\$0
Communications/Outreach	\$4,351
Supplies and Materials	\$300
Festivals and events	\$1,975
Food and refreshments	\$614
Development/Fundraising	\$900
Donation for Palio festival	\$300
Other Expenses: Insurance, PO box, storage unit	\$903
TOTAL:	\$20,139

**AMENDED AND RESTATED BYLAWS OF  
EAST ISLES RESIDENTS' ASSOCIATION, INC.**

**ARTICLE I  
CORPORATION NAME AND PURPOSES**

**Section 1. Name.** The name of the corporation shall be the EAST ISLES RESIDENTS' ASSOCIATION, INC. ("EIRA").

**Section 2. Purposes.** EIRA is a neighborhood-based community organization that encourages resident involvement to heighten awareness of issues that impact the neighborhood and to empower its residents to build and maintain a stronger community. EIRA is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law). No part of the net earnings, income or profit of EIRA shall inure to the benefit of or be distributable to its directors, officers, or other private individuals.

EIRA shall: (a) evaluate and implement a course of action to improve the area's quality of life, and to rectify problems that negatively impact the East Isles neighborhood; (b) act as a representative for the East Isles neighborhood before city boards, commissions, etc., and as otherwise needed; (c) seek to preserve and enhance the residential character of the area within the EIRA boundaries; and (d) work to improve the safety and well-being of East Isles neighborhood residents.

**Section 3. EIRA Boundaries.** The boundaries of EIRA shall be West 22<sup>nd</sup> Street on the north, Hennepin Avenue on the east, West Lake Street on the south, and East Lake of the Isles Parkway and Knox Avenue on the west, all of these streets being found within the City of Minneapolis, Minnesota.

**ARTICLE II  
MEMBERSHIP**

**Section 1. Members.** Any individual eighteen (18) years of age or older, maintaining a domicile within the boundaries of EIRA, may be a member of EIRA upon payment of annual dues. Upon payment of annual dues, a member remains a member of EIRA for one (1) year, at which time payment of annual dues is again required in order to remain a member of EIRA for the following year. Despite payment of dues, EIRA membership ceases when an individual or household no longer resides within the boundaries of the neighborhood. Two (2) adults sharing a domicile will be considered to have a "household membership." The Board shall determine the amount of such annual dues.

**Section 2. Voting Rights.** Each member shall be entitled to a single vote when present at any meeting of EIRA members. Two (2) adults within a household membership shall each be entitled to a single vote when present at any meeting of EIRA members.

**Section 3. Membership Roster.** EIRA shall maintain a membership roster with the name and contact information for each member. The membership list shall be available at any general meeting of the EIRA membership.

Any EIRA member may obtain a copy (paper copy or if available, electronic) of a current EIRA membership roster by making a written request for it to either the President or Secretary of EIRA, who shall provide it to the requesting party within ten (10) days. Any charge to the requesting party, by EIRA, must be reasonable and at cost. The roster cannot be used for commercial, financial or political purposes. Use of the roster must be consistent with EIRA's purposes, its bylaws, and neighborhood affairs.

**ARTICLE III  
MEETINGS OF MEMBERS**

**Section 1. Annual Member Meeting in April.** There shall be a general meeting of the EIRA membership in the third week of April. At such time an annual report of EIRA's activities shall be delivered by the President, and elections shall be held for officers, directors, and alternates to the EIRA Board of Directors.

**Section 2. Semi-Annual Member Meeting in October.** There shall be a general meeting of EIRA membership during the month of October, and a report of EIRA's activities since the last membership meeting shall be delivered by the President.

**Section 3. Special Meetings of EIRA Members.** Special meetings of EIRA members may be called at any time by (a) the President or in his/her absence the Vice-President, (b) by the Board of Directors, or (c) upon written request of twenty (20) members of EIRA to the President. Business conducted at any special meeting is limited to the purposes stated in the notice of the meeting.

A special meeting may be held no less than five (5) days nor more than twenty (20) days after the date of service of the request made to the President by the EIRA members.

**Section 4. Notice of EIRA Membership Meetings.** At least seven (7) days, but not more than forty-five (45) days prior to any general meeting of EIRA members, the Secretary shall place a notice of the meeting in a publication of a local community newspaper. To the extent permitted by newspaper deadlines and other time constraints, this shall also be done in advance of any special meeting.

At least seven (7) days notice of any general meeting of EIRA members, including an agenda, shall be given in writing (electronically or via postal service) to all members, specifying the date, time, place and purpose of the meeting. Notice of the April annual meeting shall specify that elections of officers and directors shall occur, any EIRA member may run for an officer or director position, and all EIRA members are eligible to vote for Board positions.

For a special meeting, notice shall be provided at least five (5) days in advance. Such notice shall be given either by mail, electronic mail or facsimile, telephone or personal contact, to all members, stating the date, time, place, and purpose of the special meeting.

**Section 5. Open Meetings.** All general or special EIRA membership meetings shall be open to the public.

**Section 6. Waiver of Notice.** Notice shall be deemed waived by any member who attends the meeting in person or who participates in the meeting, (a) unless the member objects at the beginning of the meeting that the meeting is not lawfully called or convened and does not participate in the meeting, or (b) an objection is made before a vote on an item of business because the item may not lawfully be considered at that meeting and the member does not participate in the consideration of the item at that meeting. Notice may also be deemed waived if the member consents to such waiver of notice in writing or by electronic communication, before, after, or during the meeting.

**Section 7. Quorum and Voting.** A quorum for a general meeting of members shall consist of a majority of those present and entitled to vote. A quorum for a special meeting is ten (10) members entitled to vote at the meeting. A quorum is necessary for the transaction of business at any meeting of members. If a quorum is not present, the meeting may be adjourned from time to time for that reason, provided, that if a quorum has been present at the meeting and members have withdrawn from the meeting so that less than a quorum remains, the members still present may continue to transact business until adjournment.

All members are entitled to vote; no member may vote by proxy or cumulatively. Voting passage of a motion or resolution shall require the vote of a majority of the members present for the meeting unless otherwise required by law, by "Robert's Rules of Order, Newly Revised," or these bylaws.

**Section 8. Dissolution.** Dissolution of the Association shall require a two-thirds (2/3) vote of the members present at a member meeting, and the number of such votes for dissolution must equal at least forty percent (40%) of the number of members on the then-current membership roster. A thirty (30) day notice of such action must be posted in a publication of a local community newspaper, and all other notification provisions for a general member meeting apply.

#### **ARTICLE IV OFFICERS**

**Section 1. Number and description.** There shall be at least four (4) officers of EIRA as follows: (1) President; (2) Vice President; (3) Secretary; and (4) Treasurer. No person shall hold two (2) offices at one time.

**Section 2. Term of Office.** Each of the officers shall be elected for a period of one (1) year.

**Section 3. Vacancies.** Any vacancies in any office, due to death, resignation or otherwise, shall be filled for the unexpired term thereof by a majority vote of the Board from among persons serving on the Board.

**Section 4. Qualifications.** Each officer of EIRA shall be a member of EIRA.

**Section 5. Duties.**

- a. **President.** The President shall serve on the Board and preside at meetings of the Board and meetings of the EIRA membership. (S)he shall serve as Chairperson of the Board, and have the power of general management of the business of the organization. As chief executive officer of the organization, (s)he shall see that all orders and resolutions of the Board are carried into effect. (S)he shall be a member ex-officio of all committees. (S)he shall be considered "President" of the organization for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the organization under that title. (S)he shall be entitled to vote on all matters before the Board in the same manner as any other delegate to those bodies. In general, (s)he may perform all duties usually incident to that office and such other duties as the Board may request.
- b. **Vice President.** The Vice President shall serve on the Board and shall exercise the function and duties of the President in the absence or disability of the President. The Vice President may perform such other duties as requested by the Board.
- c. **Secretary.** The Secretary shall serve on the Board and maintain all minutes of membership and Board meetings, and shall arrange for notification of EIRA meetings. During his/her term of office, the Secretary shall cause the records of EIRA generated during that period to be kept in an appropriate manner. Long-term retention, storage and organization of records is the responsibility of the organization as a whole, dependent on its resources, storage facilities, and document retention policies and practices. The Secretary may perform such other duties as requested by the Board.
- d. **Treasurer.** The Treasurer shall serve on the Board and shall maintain and disburse all funds of EIRA, as determined by the board. The Treasurer shall cause to be kept accurate accounts of moneys of the organization, rendering an account of the financial condition of the organization from time to time as determined by the Board, and at least annually to all EIRA members. The Treasurer may perform such other duties as requested by the Board.

**ARTICLE V  
BOARD OF DIRECTORS**

**Section 1. Number and Description.** The Board of Directors of EIRA (hereinafter referred to as the "Board"), shall consist of the four (4) officers of EIRA set forth in Article IV, who shall serve ex officio, and seven (7) additional directors chosen at-large by EIRA members, for a total of eleven (11) directors overall.

**Section 2. Alternate Board Members.** A first and a second alternate to the Board may also be chosen at-large by the EIRA members. The first and second alternate shall become directors and are entitled to vote at Board meetings only as set forth in Article V, Section 7 below.

**Section 3. Method of Election, Nomination, and Terms of Office.** Each ex officio, at-large, and alternate director shall be elected for a period of one (1) year at the general meeting of EIRA membership held annually in April, except as set forth in Article V, Section 4 below, and subject to the term limits set forth in Article V, Section 5 below.

Members of EIRA may seek election to the Board of Directors, whether nominated by themselves or another, shall register their name, address, and phone number with the President or Vice-President of the organization (or with a duly appointed nominating committee); thereafter these registrations shall be available to the public, at least five (5) days and no more than thirty (30) days prior to a meeting scheduled for such elections. Nominations may also be made, from the floor, the day of a general meeting of members scheduled for electing officers, at-large directors, and alternates.

Any officer, director, or alternate may resign at any time by giving written notice to the Board or to the President. The resignation shall be effective when delivered unless the notice states otherwise.

**Section 4. Initial Election of At-Large Board Members.** Notwithstanding any other provision in these bylaws, the initial set of at-large directors and alternates to the Board shall be elected by the members at the October 2006 meeting of EIRA members. The at-large directors and alternates chosen at the October 2006 meeting shall be elected to serve until the April 2007 meeting of EIRA members. Following the election of the Board by the EIRA members in April 2007, all eleven (11) directors shall be elected for a period of one (1) year, as described in Article V, Section 3 above, subject to the term limits set forth in Article V, Section 5 below.

**Section 5. Term Limits and Staggered Terms.** Ex officio and at-large directors may be elected for up to four (4) consecutive one-year periods.

In order to ensure the continuity of the Board, and also to revitalize it, the terms of the directors shall be staggered. Following the April 2010 meeting of the EIRA members, the President shall split all eleven (11) board seats into four (4) groups:

- a. One group of three (3) Board seats shall be eligible for election for up to four (4) consecutive one-year periods, including the April 2010 to April 2011 period;
- b. A second group of three (3) Board seats shall be eligible for election for up to three (3) consecutive one-year periods, including the April 2010 to April 2011 period;
- c. A third group of three (3) Board seats shall be eligible for election for up to two (2) consecutive one-year periods, including the April 2010 to April 2011 period; and
- d. A fourth group of two (2) Board seats shall be eligible for election for only a single one (1) year period, the April 2007 to April 2008 period.

No director, regardless of the groupings set forth above, may continue serving beyond one (1) year as a director, without standing for re-election at each April general annual meeting, and receiving an affirmative majority vote from EIRA members present at the meeting to serve as a director for a subsequent year. Any consecutive periods set forth are not intended to guarantee or ensure that an individual will retain a board seat beyond one (1) year.

Any alternate to the Board or any EIRA member appointed to fill a director vacancy in accordance with Article V, Section 7 below, and any director elected at an annual meeting of members to fill a board seat of a resigning director, shall accept the term limit cycle of the Board seat being filled, the annual re-election requirements, and limitations on director service.

Following the expiration of the initial periods, (a) all Board seats are eligible for election for up to three (3) consecutive one-year periods, and (b) if at any time thereafter, an EIRA member has served on the Board for three (3) consecutive one-year periods, (s)he must relinquish her/his board seat for one (1) year before being eligible to again stand for election or appointment to the board or to serve on the Board.

**Section 6. Board Quorum and Board Voting.** A quorum shall consist of at least one-half (  $\frac{1}{2}$  ) of the persons presently serving on the Board. If a quorum is not present, a majority of the directors may adjourn the meeting from time to time without further notice. “Robert’s Rules of Order, Newly Revised” shall apply at all times during meetings.

Passage of a motion for a resolution shall require a vote of a majority of the directors present at the meeting, unless otherwise provided for in “Robert’s Rules of Order, Newly Revised,” or these Bylaws. Sale or mortgage of assets shall require a two-thirds (2/3) vote of directors at a duly held meeting of the Board for which notice stating such purpose has been given to all EIRA members.

**Section 7. Vacancies.** Any first vacancy on the Board shall be filled by the first alternate. Any second vacancy on the Board shall be filled by the second alternate. Additional vacancies on the Board shall be filled by a majority vote of the remaining directors for the remaining annual term of the vacating directors.

**Section 8. Qualifications.** Each director and alternate to the Board must be a member of EIRA.

**Section 9. Duties.** The Board shall be charged with the general management of EIRA. The business and any property of the organization shall be managed and controlled by its Board of Directors. The directors may exercise all such powers and do all such things as may be exercised or done by the organization, these by-laws and all applicable laws.

**Section 10. Absenteeism.** Any director shall be removed automatically from the Board if he or she has missed three (3) meetings of the Board during a one-year period from the first Board meeting after the annual member meeting. An absence will be recorded if a director misses one-third (1/3) of the Board meeting. A director so removed may appeal in writing to the Secretary. This appeal must be received by the Secretary ten (10) days before the next regular Board meeting after the director’s third absence; the Board may reinstate the director by a majority vote. After a reinstatement, the reinstated director will be allowed one (1) additional absence until the next annual meeting or he/she shall be removed from office. The vacancy shall be filed in accordance with Article V, Section 7 above.

**Section 11. Removal.** Any director may be removed from office, without cause, at any time, by the affirmative vote of two-thirds (2/3) of the current members of the EIRA, or failure by that director to secure a majority vote of EIRA members to continue as a director at a membership meeting involving the election of officers or at-large directors or alternates to the Board with due notification and a right to be heard thereon.

**Section 12. Public Relations.** No position statement or solicitations shall be made in the name of EIRA unless authorized by the Board.

**Section 13. Regular Board Meetings.** In addition to the annual and semi-annual EIRA general membership meetings, there shall be at least nine (9) regularly scheduled monthly meetings of the Board each year, called by the President or another officer or director to whom the responsibility to call or convene such meeting was delegated. In advance of a regular board meeting, the Secretary shall place a notice of each Board meeting in a publication of a local community newspaper. In addition, the Secretary shall provide notice to EIRA members either by mail, telephone, facsimile, or electronic communication stating the time and place of the Board meeting at least seven (7) days prior to the meeting, along with a written agenda whenever possible. In advance of a regular board meeting, the agenda for the meeting will be posted at the meeting site. Notice of any zoning or

planning issue will include the pertinent site address or sufficient information about location of the property, in advance of decision-making regarding the site.

At each regular meeting of the Board, a segment of the meeting will be set aside for membership comments and discussion.

**Section 14. Special Board Meetings.** Special meetings of the Board may be called by one-third (1/3) of the current directors. Notice of special meetings shall be given to all directors at least twenty-four (24) hours in advance either by mail, telephone or personal contacts, and notice shall include time, place, purpose, and agenda. The business transacted at all special meetings of directors shall be confined to the subject(s) stated in the notice and to matters germane thereto, unless all directors are present at such meeting and consent to the transaction of other business.

**Section 15. Open Meetings.** All meetings involving EIRA business of the Board, its Board members, Committees, task forces, and any subcommittees, shall include reasonable notice and be open to anyone expressing an interest in the subject or involvement with the group. The only circumstances when such meetings can be closed are when addressing a personnel matter, paid or volunteer, or legal matter. Only current Directors shall be allowed to vote at Board meetings.

## **ARTICLE VI COMMITTEES**

**Section 1. Description.** The Board may appoint Committees of EIRA. Each committee's title, purpose, and goal(s) will be designated by the Board. All actions taken by a Committee shall be forwarded to the Board, which shall have the right to alter, accept or reject the actions. The Board may delegate a Committee limited authority to act on behalf of the organization consistent with the committee's purpose and goals. Committees are subject at all times to the direction and control of the Board.

**Section 2. Qualifications.** Each Committee member and Chairperson shall be a member of EIRA. Any member of EIRA is eligible to serve on its committees, and eligible to serve as a Chairperson. All Committee members must be approved by the Board. Committees must be made up of at least three (3) members of EIRA. A list of all Committees, along with the purpose(s), goal(s), and membership roster of each Committee, including the name and contact information for the Chairperson, shall be updated, and made available, to all Members, at least annually. Each Committee member shall have one (1) vote on all matters before the Committee. Each Committee shall have operating policies, which shall be reviewed and approved annually by the Board.

**Section 3. Committee Meetings.** The Committee Chairperson shall call Committee meetings at his/her discretion, unless otherwise directed by the board. All Committees must hold at least one (1) meeting annually. The Board shall select Committee Chairpersons, but it may also allow a particular committee to select its chairperson.

**Section 4. Terms.** There shall be no term limits on members of Committees unless specified by the Board. Committee membership ceases when a Committee is permanently terminated by the Board or a committee member is no longer an EIRA member, or upon a members resignation or removal from the Committee.

**Section 5. Resignation and Removal.** Any Committee member may resign at any time by giving notice to the Board or to the Committee Chairperson. The resignation shall be effective when delivered unless the notice states otherwise. Any Committee member, including the Chairperson of any committee, may be removed from service, without cause, at any time, by the affirmative vote of two-thirds (2/3) of the current members of the Board.

**Section 6. Notice of Committee Meetings and Reports From Committees.** A Committee Chairperson shall provide adequate notice of time, date, place, and subject of upcoming Committee meetings so that any EIRA member may attend a Committee meeting, consistent with Article V, Section 15 above. A Committee Chairperson shall provide a brief written summary of recent Committee activities which may highlight actions taken at Committee meetings, deliberations, recommendations, etc. in order to keep EIRA members informed.

**ARTICLE VII  
COMPENSATION AND REIMBURSEMENT**

**Section 1. Compensation.** No member, officer, director or member of any EIRA committee, shall be compensated in any sum whatsoever for any amount of time expended by him/her in the discharge of his/her duties.

**Section 2. Reimbursement.** Every EIRA member, whether member, officer, director, alternate or committee chair or committee member or general member may be reimbursed for any sum which (s)he expends in the discharge of her/his aforesaid duties, upon the prior approval of the Board.

**ARTICLE VIII  
AMENDMENT OF BY-LAWS**

These Bylaws of EIRA shall be amended at any general membership meeting by an affirmative vote of two-thirds (2/3) of the members present, PROVIDED, HOWEVER, that notice of the proposed amendment shall be submitted to the Board not less than ten (10) nor more than thirty (30) days prior to the date of the meeting at which such amendment is contemplated.

At least ten (10) days prior notice must be given to all EIRA members of the date, time, and place of the general meeting involving bylaw changes. The notice must indicate that a purpose of the meeting is to alter the bylaws, and include a brief description of the proposed changes. In addition, each EIRA member must be informed that (s)he is entitled to vote on the matter, and that upon request, an advance full text copy of the proposed change(s) will be made available to any member at least five (5) days prior to the meeting for his/her review at either no cost if it can be electronically conveyed, or at "cost" to the member if a hard copy must be printed and delivered or mailed to the member. Further, several full text copies of the change(s) must be available for review by EIRA members at the time and place of the general meeting.

**ARTICLE IX  
INDEMNIFICATION**

EIRA shall indemnify each Director, officer, agent or committee member, and other persons, for such expenses and liabilities, in such manner, under such circumstances, and to such extent as permitted by applicable law.

**ARTICLE X  
CONFLICTS OF INTEREST**

An EIRA member who receives any direct or indirect financial benefit, gift or gratuity from, or serves on the board of directors of any organization, project or development, that is being considered either by EIRA members, the EIRA Board, or any EIRA Committee must declare known affiliations and shall abstain from discussion and voting on all related issues or transactions.

A conflict of interest includes, but may not be limited to, financial benefits, gifts or gratuities that inure to the immediate family of any EIRA member, an EIRA officer or director or alternate, or any EIRA committee member. Immediate family includes, but may not be limited to, spouse, domestic-partners-in-fact, others connected to an EIRA member through biology, marriage, adoption or domicile such as a son, daughter, mother, father, sibling, and any domestic-partner-in fact of siblings, children's spouses or children's domestic-partners-in-fact.

The Board shall adopt a Conflict of Interest Policy. Annually, the Board shall review its Conflict of Interest Policy(s), appropriately update it, make it available to all EIRA members for their review, and to EIRA directors for certification that they have read the Policy and agree to abide by it.

**ARTICLE XI**

## CONSTRUCTION

**Section 1. Choice of Law.** The Bylaws of EIRA shall be construed in accordance with the laws of the State of Minnesota.

**Section 2. References.** All references using the masculine within the EIRA Bylaws include the feminine, and vice-versa, and the singular shall include the plural, and vice-versa.

**Section 3. Invalidation.** If any part of the Bylaws of EIRA shall be adjudged invalid, the remainder thereof shall not be invalidated.

## ARTICLE XII MISCELLANEOUS

**Section 1. No Political Endorsement or Alliance.** Neither EIRA, nor the Board, shall form any alliance on behalf of EIRA with any political party. EIRA may not endorse any candidate for public office. Elected representatives may be permitted to appear before EIRA meetings.

**Section 2. Member, Board, and Committee Meetings.** No meetings of the EIRA members, the Board, or any EIRA Committee may be held on a state or federal Election Day or on the evening of a Minnesota precinct caucus.