

COMMUNITY PARTICIPATION PROGRAM
Application Template.

Please feel free to use this template as a guide to developing your submission for funding from the Community Participation Program. The level of detail should be appropriate to your organization's proposed activities, and to the level of funding allocated for your organization.

CONTACT INFORMATION:

Organization Name:	Lyndale Neighborhood Association
Address:	3537 Nicollet Avenue, Minneapolis, MN 55408
Website url:	www.lyndale.org
Organization email:	mark@lyndale.org
Federal EIN:	41-1309335
Board Contact:	Name: Tricia Silpala, President Phone: Email: Address:
Staff Contact:	Name: Mark Hinds, Executive Director Phone: 612.824.9402 ex 16 Email: mark@lyndale.org Address: 3537 Nicollet Avenue, Minneapolis, MN 55408
Approved by the LNA Board on March 10 th , 2011	

FUNDING ACTIVITIES.

Use the following questions as a guide for your submission.

- 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?***

Communication, outreach, and planning are central to LNA's vision to create a safe, vibrant, sustainable community. Assuming there will be funding for this program during the next three years, LNA will include planning efforts for our three year Community Participation Program (CPP) within our larger efforts to update our strategic plan and outreach planning efforts this year.

LNA's current strategic plan runs from 2009 to 2011 and established four key goals for the

- Have an active diverse cross-section of community members working to improve their neighborhood.
- Engage community members to actively work to improve the neighborhood.
- Have the human, financial, and organizational resources necessary to accomplish its goals.

During the past three years LNA has made significant progress in achieving each of these goals. During the coming year LNA will integrate the development of our three year Community Participation Program into our larger planning efforts. This work is likely to include a significant outreach effort; starting with our volunteers, committees, board, block clubs, community partners, and other community members. These outreach efforts are likely to include surveys, focus groups, as well as benchmarking similar organizations to understand best practices from the field.

All of this work will be done as a part of our regular, ongoing outreach activities, which are detailed under question 2.

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

LNA takes engagement of all Lyndale community members very seriously. A core value for the neighborhood is that all community members have the right to be involved as active decision makers in shaping the neighborhood's direction. To that end LNA strives to make sure our community members have the information, opportunity, and support they need to be active members of their community.

Communication

LNA's approach to outreach and engagement starts with communication. Our communication activities include:

Lyndale Neighborhood News – The Lyndale Neighborhood News is Lyndale's community newspaper, LNA publishes the 16 page newspaper 11 times a year. The paper focuses on providing community members with a wide range of information on what's happening in the community. We regularly include articles from Painter Park, the Lyndale Community School, the 10th Ward City Council Office, and what's happening with neighborhood businesses. We also include interesting features like "Walking the Green Path" which chronicles how the owner of Butter Bakery and Café is striving to create a green business that is an asset to the neighborhood; the volunteer spotlight which features a neighborhood volunteer; and community voices which features an interesting aspect of a community member's life. The paper also includes one page of Spanish language news and information per issue. It is distributed by mail to every residence and business in the neighborhood as well as through local businesses and a series of newspaper boxes.

Electronic Newsletters – LNA maintains three regular electronic newsletters to help keep

- Lyndale E-News – Lyndale E-News is our general information electronic newsletter that is emailed to a list of around 800 twice a month.
- Lyndale Business Matters – Lyndale Business Matters is our new electronic newsletter focused on business issues and information emailed once a month to over 200 businesses in the neighborhood.
- Lyndale Gives Back – Lyndale Gives Back is our electronic newsletter emailed to several hundred volunteers monthly to keep our volunteers up-to-date on current volunteer opportunities and what is happening in the neighborhood.

www.lyndale.org – Lyndale also maintains an active web presence at www.lyndale.org. The site includes a neighborhood calendar, numerous articles, and online archives of what's happening in the neighborhood. LNA's website is currently undergoing a complete rebuild that will provide the organization with a new cutting edge website that will integrate several social media applications designed to make www.lyndale.org be the online community gathering place for the neighborhood.

Engagement

LNA uses a broad range of activities to provide community members with the opportunity to be engaged in their neighborhood based on where they are at in their lives. LNA understands that our community members have a diverse set of interests, experience, passions, and availability that impacts how they can and want to be involved in their community.

Committees

Committees form the backbone of LNA's work by allowing groups of community members to come together and work in a particular area over a long period of time. By working together over a period of time committees are able to develop expertise and bring a sense of continuity to LNA's work. LNA's current standing committees are: Housing, Planning, and Development; the Lyndale Neighborhood Businesses Association; Environment; Board; LEAP; Volunteer; and Youth & Parks.

Community Events

LNA has long used community events as a way to connect community members. LNA has numerous community events scheduled throughout the year, each has its own history and focus. The advantage of using community events to build social capital is they allow many people to have at least one thing a year that they can volunteer for and attend. *(See question 6 for a full description of LNA's Community Events)*

Social Activities

In addition to community events LNA has started to use social activities as a way to connect community members. These activities come out of an often repeated desire by community members to be able to get to know their neighbors in a fun way. LNA's two primary types of social activities are through Great Gatherings, which are fun social activities organized by

LEAP (Lyndale Event and Activity Planners) who use the fun arts and cultural opportunities in Minneapolis to bring community members together.

Block-Clubs

LNA maintains an active network of block clubs throughout the neighborhood. In addition to working with the 5th Precinct on safety issues Lyndale's block clubs are active in reaching out and connecting people on their blocks with the larger neighborhood. LNA also brings our block club leaders together twice a year for training, fellowship, and idea sharing.

Community Partners

One of the primary ways LNA is able to leverage resources is by maintaining partnerships with the many organizations working in the neighborhood. The partnerships allow the neighborhood to better utilize all of the community's resources and helps to make sure the entire neighborhood is pulling in the same direction. LNA currently maintains active partnerships with Zion Lutheran Church, Youth Farm and Market Project, Hosmer Library, Lyndale Community School, Blaisdell YMCA, 5th Precinct, and Painter Park.

General Membership Meetings

A core tenant of LNA's operating model has always been that the neighborhood organization's direction is set by community members. LNA's monthly General Membership meetings help to serve this function by providing community members with the opportunity to connect with each other, learn about the issues impacting their lives, and decide on the direction of the neighborhood.

Direct Service

LNA also provides numerous direct services to the neighborhood. These include loan programs for residential, rental, and commercial properties through our NRP Phase II Plan. We also offer a Somali reading program that pairs tutors with Somali children in the neighborhood to help them work on their reading and math skills. LNA also added a new women's leadership program for Latina women this year. Latinas de Lyndale en Liderazgo brings a cohort of 10 to 14 Latina women together for a year long program that helps the women build their leadership capacity through knowledge and skill building sessions and community capacity through a community project organized by the women. LNA is currently seeking funding to expand the program for next year to also include a cohort of Somali women.

Engagement Tactics

LNA uses a wide range of organizing techniques to encourage people to get involved in the different aspects of the organization's work. These include: doorknocking, flyerling, phone calls, mailings, emails, one on one visits, and extensive communication efforts. All of these efforts are designed around trying to find ways to build connections between community members so they are being invited and engaged in multiple ways from multiple sources.

Lyndale is one of the most diverse neighborhoods in Minneapolis. Any way that you look at diversity - ethnically, economics, education, sexual orientation, age, etc... Lyndale is a diverse neighborhood. As a neighborhood that is really trying to reach everyone we have taken the approach that we need to have a cacophony of things going on to appeal to people where they are at in their lives.

As a neighborhood that has significant populations of traditionally under-represented groups, (which in Lyndale consist primarily of Latino and Somali community members, along with a high concentration of households in poverty as well as a large number of renters, many of whom are in their twenties) LNA has long-strived to utilize a wide range of organizing techniques to connect community members.

The basis for our approach is respect. LNA truly believes that each person in the neighborhood deserves to be included in their community. What we strive to do as an organization is to make sure we have the capacity to communicate with everyone in the neighborhood. To this end LNA has worked for years to have community organizers on staff who speak Spanish and Somali. Having this ability on staff has allowed us to build deeper and longer lasting relationships within both of the neighborhood's largest non-English speaking communities.

As a neighborhood we use a combination of activities and tactics to reach the different segments within our community. For instance to reach twenty-something renters we may use email + website + social activities to connect with a group that usually does not see themselves as having a long-term connection to a particular neighborhood. Another example would be how we use doorknocking + bilingual staff + direct service + family activities to reach out and connect with Latino mothers and their children. In each of these cases we are trying to engage people in ways and with the things that are relevant to their lives.

LNA also views engagement as an end of its own. Our approach is predicated on trying to build social capital with the community. By building social capital throughout our neighborhood we are positioning the neighborhood to take advantage of opportunities and address issues as they present themselves.

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

During the coming year LNA will be working on developing a strategic plan for 2012 to 2015; this is expected to be an update of LNA's Strategic Plan from 2009 to 2011 that set the current direction of the neighborhood. In addition to developing a new strategic plan LNA will also be completing development guidelines to help guide future development in the neighborhood and if funding is available we will be developing a three year Community Participation Program Plan for the neighborhood.

As described earlier, LNA has a comprehensive communication program that provides information to the neighborhood through a monthly newspaper, numerous electronic newsletters, several electronic discussion lists, three to five other mailings a year, emails, phone calls, personal visits, and doorknocking. With our new website debuting later this spring LNA will be incorporating social media into our tool kit.

Understanding what is going in the neighborhood and what our community members would like their neighborhood organization to do are central to LNA's work in the neighborhood. As an organization, we strive to gather information as a part of everything we do. We gather information utilizing both formal and informal methods. Formal methods include focus groups, surveys, input at meetings, one on one visits, doorknocking, etc. Informal methods are based around the myriad number of conversations the board, staff, committee members, and volunteers have with community members every day.

A key organizational message for years has been that the only way we can do our job is if people let us know what is happening in the neighborhood. This approach has served us well and is the basis for our goal of being the 'go-to' resource for the neighborhood. We are regularly the first stop for community members who have questions about dealing with the City, are concerned about safety issues, or have an idea for the neighborhood to take on.

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

As stated earlier, community events are an integral part of how LNA engages the community. The following is a list of major festivals and events LNA will host during 2011.

- Lyndale Open House (March 31st, 2011) – LNA's Open House annually draws between 250 to 300 people who come to learn about what's happening in the neighborhood, taste great food from local restaurants, and connect with our many community partners.
- Dia del Nino/Summer Sampler (April 30th, 2011) – These two events take place back to back at Painter Park each spring. Dia Del Nino is a traditional Mexican celebration of children organized by LNA's Las Mujeres en Accion. The Summer Sampler brings together organizations offering summer programs with families that include live music and activities designed to help families and organizations connect and have fun!
- Litter Outta Lyndale (Spring & Fall) – Organized by LNA's Environment Committee, Litter Outta Lyndale brings together community members to clean-up the neighborhood.
- Fish Fest (June 11, 2011) – Fish Fest is a long-time Lyndale celebration that celebrates the creation of the Garfield Aquarium (32nd & Garfield Ave) with live music, great food,

- Annual Meeting (June 27, 2011) – A part of LNA's monthly General Membership meetings, the Annual Meeting brings community members together to actively shape the direction of their neighborhood. LNA's Annual Meeting is focused on keeping the community up-to-date on what happened during the previous year and some of the items coming up during the following year.
- Lyndale Garden Tour (Thursday, July 14th) – Entering its fourth year the Lyndale Garden Tour regularly draws between 50 to 60 people on a tour of some of the fantastic gardens hidden throughout the neighborhood.
- National Night Out (Tuesday, August 2nd) – LNA works extensively with our block clubs to help bring people out to National Night Out and is a chance for LNA's board and staff to travel around the neighborhood and connect with community members.
- Eating for Art (September 2011) – A joint partnership with the Kingfield Neighborhood, Eating for Art raises money for community art projects by partnering with neighborhood restaurants who donate a portion of their proceeds for the day to the neighborhoods.
- Lyndale Home Tour (Fall 2011) – Building on the success of the Lyndale Garden Tour LNA's Housing Committee is planning the Lyndale Home Tour as a way to promote the investments people have made in their homes.
- La Posada (December 2011) – Lyndale's La Posada brings together a wide cross-section of the community to celebrate the holiday season. LNA's version of this traditional Mexican celebration brings together Mexican Folk Dancing, Pictures with Santa, great food, and kid's games.

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

The motto for Lyndale is *the neighborhood that works*. Over the past twenty-five years community members have embodied this by reshaping their community for the better by being actively engaged in building a stronger, more connected community. The vehicle for making this happen has been the Lyndale Neighborhood Association. Having an organization to call their own, having an organization whose whole focus is on improving the neighborhood has served to bring a broad cross-section of community members together and was absolutely central to transforming the neighborhood. Without the neighborhood organization the transformation would not have happened.

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

The NCR and NCEC should start by becoming outspoken advocates for funding a strong system of neighborhood organizations across Minneapolis. Real community engagement will not happen in a city as large and as diverse as Minneapolis without a real investment in place based community engagement by the City itself. The reason neighborhoods like LNA are successful is because we are able to take a base commitment of financial support and leverage it by attracting contributions of time and money from foundations, businesses, and individuals. An investment that provides a 100 percent of its returns directly back into improving Minneapolis.

The Commission and the Department should be strong, unapologetic advocates for neighborhood organizations across Minneapolis. A strong system of neighborhood organizations provide the best way for Minneapolis community members to invest their time, energy, ideas and yes money back into their city. Deep seeded, authentic, meaningful community engagement should be more than the right of all of Minneapolis' community members; it is also exactly the type of resource the city needs if it is going to be thrive in a 21st century economy where people can and will live and work where ever they want.

ESTIMATED BUDGET

Staff Expenses	\$	20,000.00
Employee Benefits	\$	3,500.00
Professional Services	\$	3,500.00
Occupancy	\$	5,000.00
Communications/Outreach	\$	15,000.00
Supplies and Materials	\$	3,075.73
Festivals and events	\$	2,500.00
Food and refreshments	\$	2,500.00
Development	\$	500.00
Fundraising	\$	3,000.00
Other Services	\$	-
TOTAL:	\$	58,575.73

LYNDALE NEIGHBORHOOD ASSOCIATION BYLAWS

ARTICLE I OFFICES

Section 1. Registered Office. The registered office of the Corporation is as provided in the Articles of Incorporation.

Section 2. Other Offices. The Corporation may have such other offices, including a Principal office, within or without the State of Minnesota, as determined by the Directors of the Corporation.

Section 3. Change of Offices. The Board of Directors of the Corporation may from time to time change the location of the registered office, the principal office, or any other office of the Corporation.

ARTICLE II PURPOSE

The general purpose of the Corporation is to promote the general welfare of the community. The Corporation shall be organized and operated exclusively for charitable and educational purposes with the meaning of Section 501(c) (3) of the Internal Revenue Code of 1986, as amended, and the regulations related thereto, and to do all other things as may be necessary or proper to carry out or perform any of the specific purposes and operations for which this corporation is organized.

ARTICLE III MEMBERS

Section 1. Members. Each member shall have one (1) vote. Eligible members include:

1. all individuals who attain the age of eighteen whose primary residence falls within the Lyndale Neighborhood,
2. all property owners who own property within the Lyndale Neighborhood, and
3. all business owners who own or operate a business within the Lyndale Neighborhood. A business owner may appoint a single agent to act on his or her behalf.

For purposes of this section and these bylaws "Lyndale Neighborhood" means the geographic area as defined by the Planning Department of the City of Minneapolis.

Section 2. Qualifying for membership. An individual secures membership by simply attending at least one (1) meeting of the Corporation and by making his or her mark upon the attendance roster. The Corporation shall utilize each meeting's attendance roster and other additional policies and procedures as the Board of Directors may or may not establish to track which individuals have secured membership within the Corporation.

from exercising or applying for membership. In addition to policies or procedures established by the Board, an individual may qualify himself or herself as a member by having an existing member vouch for his or her eligibility.

Section 4. Interest in Property. The members of this corporation shall not, as such, have any right, title, or interest in the real or personal property of this corporation.

Section 5. Powers of Members. Members of the Corporation shall elect the Board of Directors at meetings scheduled for that purpose and shall approve the strategic plan developed from time to time for the guidance of the Corporation. The Board of Directors shall consult with the members as appropriate to ensure that the Corporation acts in a manner consistent with the strategic plan approved by the members.

Section 6. Termination of Membership. Membership in the Corporation will be terminated for those individuals who no longer qualify for membership pursuant to Section 1 or who resign their membership. Any member whose membership has been terminated shall not be entitled to a refund of any dues or other payments made to the Corporation.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 1. Annual meeting. The annual meeting of the members shall be held at the principal office of the Corporation, or at any other location, as designated in the notice thereof, during the month of June, at a date and time to be determined by the Board of Directors. The members shall elect individuals to fill vacant seats on the Board of Directors at this meeting, as well as up to five (5) individuals to serve as alternates to the Board.

Section 2. Special Meetings. Special meetings of the members of the Corporation may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon written request of fifty members of the Corporation. Anyone entitled to call a special meeting of the members may make a written request to the President to call the meeting, who shall thereafter give notice of the meeting and its purpose, to be held no later than sixty days after receiving the request. If the President fails to give notice of the meeting within thirty days from the date on which the request is received by the President, the person or persons who requested the meeting may fix the time and place of the meeting and give notice thereof in the manner hereinafter provided. If a special meeting is demanded by the members, the meeting shall be held at a location in the Lyndale Neighborhood. The business transacted at a special meeting is limited to the purposes stated in the notice of the meeting.

Section 3. Notice. Written notice of a special meeting of the members must state the time and place where the meeting will be held and shall be provided via a newspaper of record for the neighborhood not less than five nor more than thirty days before the meeting, excluding the day of the meeting. Notice for regular meetings shall not be required once the Board of Directors has set the current fiscal year's list of regular meeting dates (but to all extent practical, such calendar shall be noticed similar to that required for special meetings). Any member may waive notice of a meeting before, at or after the meeting, orally, in writing, or by attendance. Attendance by the member at a meeting is deemed a waiver unless an objection is proffered by such individual to the transaction of business because the meeting is not lawfully called or

Section 4. Quorum. A quorum for the transaction of business at a meeting of the members shall consist of twenty (20) members present. The members present at any meeting, although less than a quorum, may adjourn the meeting from time to time. When any meeting of the members is adjourned to another time and place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 5. Voting. Passage of a motion or resolution shall require the vote of a majority of the members present and eligible to vote at the meeting of the members. No member may vote by proxy or cumulatively. The Board of Directors, or a committee thereof, shall determine a fair, accurate, and efficient way of tallying votes taken at meetings of the members.

Section 6. Written ballot. An action that may be taken at a regular or special meeting of members may be taken by written ballot without a meeting in accordance with the procedure set forth in Minnesota Statutes Section 317A.447, as now enacted or hereinafter amended.

ARTICLE V BOARD OF DIRECTORS

Section 1. General Powers. The property, business and affairs of the Corporation shall be managed by its Board of Directors. The Board of Directors shall carry out the purpose and powers of the Corporation, subject only to limitations imposed by law, by its Articles of Incorporation, and by these Bylaws.

Section 2. Number. The number of Directors of the Corporation shall be eleven (11). The Board has the discretion to approve the sharing of a Director position by more than one individual, if the Board deems it appropriate. The Board must establish the terms of any shared positions in writing prior to the individuals becoming Directors.

Section 3. Tenure and Election. Only members of the Corporation are eligible to be elected as a Director, with the exception that the Board has the discretion to elect up to two non-members as at-large Directors, in addition to the member directors referred to in Section 2. Each Director shall serve a term of two years, or until the Director's successor is duly elected by the members. The expiration of terms shall be arranged so that the terms of one-half (1/2) of the Directors, rounded to the nearest integer expire each year and in coincidence with the Corporation's annual meeting. Each Director shall serve no more than four (4) consecutive terms. Upon the expiration of a Director's term, the members shall hold an election to fill the position. The election of a non-member as an at-large Director must be ratified by a majority vote of the membership at a subsequent meeting of the members before the Director is permitted to vote.

Section 4. Resignation. Any Director of the Corporation may resign at any time by giving written notice to the Executive Director, the President, or the Secretary of the Corporation. Such resignation shall take effect on the date of receipt of such notice or at any later time specified therein.

Section 5. Removal. Any Director may be removed, with or without cause, by the affirmative

scheduled meeting following the event that gave rise to the third consecutive unexcused absence.

Section 6. Vacancies. Vacancies occurring on the Board other than those caused by the expiration of a term of office shall be filled from among the pool of board alternates. If no alternates remain, the Board of Directors may elect a member to serve as a Director. An alternate or a member elected as a Director to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office. Any such election must be ratified by a majority vote of the members of the Corporation at the next regularly scheduled meeting of the members.

Section 7. Place of Meeting. The Board of Directors may hold meetings either within or outside of the State of Minnesota at such place as a majority of Directors may from time to time determine and designate in each Notice of Meeting. If the Board fails to select a place for any meeting, then that meeting shall be held at the Principal office of the Corporation.

Section 8. Notice of Meetings. The Secretary shall be responsible for sending out all notices. Notice of all regular meetings shall be given at least seven (7) days previously in a medium agreed to by resolution of the board. Notice of any special meeting shall be given at least four (4) days previously in a medium agreed to by resolution of the board. Neither the business to be transacted at nor the purpose of any special meeting of the Board of Directors need be specified in the notice of such meeting.

Section 9. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President or any three (3) Directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Minnesota, as the place for holding any special meeting of the Board of Directors called by them.

Section 10. Electronic Communications. A conference among Directors by any means of communication through which the Directors may simultaneously hear or otherwise communicate with each other during the conference constitutes a board meeting, so long as the same notice is given of the conference as would be required by these Bylaws for a meeting, the number of Directors participating in the conference would be sufficient to constitute a quorum at a meeting, and there is a designated physical central location from which those without access to electronic communication may participate. Participation in a meeting by that means constitutes presence in person at the meeting. A Director may participate in a board meeting not described above by any means of communication through which the Director, other Directors so participating, and all Directors physically present at the meeting, may simultaneously hear or otherwise communicate with each other during the meeting. Participation in a meeting by that means constitutes presence in person at the meeting.

Section 11. Waiver of Notice. Any Director may waive notice of any meeting. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any regular or special meeting of the Board of Directors needs be specified in the notice or waiver of notice of such meeting.

quorum is present shall be the act of the Board of Directors, unless otherwise required by law, the Articles of Incorporation, or these bylaws. In the absence of a quorum, a majority of the Directors present may adjourn the meeting, without notice other than an announcement at the meeting, until a quorum is present. All meetings shall be open to the public, unless closed to discuss litigation or other confidential matters.

Section 13. Proxies. Proxies shall not be allowed or used.

Section 14. Action Without a Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken by the Board of Directors at a regular or special meeting may be taken without a meeting if all of the Directors sign a consent thereto in writing which sets forth the action so taken. Such action shall be effective on the date on which the last signature is placed in writing or writings, or such earlier effective date as is set forth therein. A Director may fulfill the consent and signature obligations of this section by electronic means.

Section 15. Standing and Ad Hoc Committees. The Board of Directors shall establish such standing and ad hoc committees as it deems necessary. Standing Committees may include but are not limited to Executive and Housing. The officers of this Corporation and up to two additional Directors shall constitute the Executive Committee. The Board may act by and through its standing and ad hoc committees. All standing and ad hoc committees shall have such duties and responsibilities as are granted to it from time to time by resolution of the Board of Directors, and shall at all times be subject to the control and direction of the Board of Directors.

Section 16. Committee Chairs. The President shall serve as chair of the Executive Committee. Other Committee Chairs or Co-chairs will be nominated by the members of the respective committee, subject to the consent and approval of the Board of Directors.

Section 17. Committee Members. Except for the Executive Committee, Directors may serve on any standing or ad hoc committee, unless otherwise articulated by an affirmative act of the Board of Directors. Each Director shall serve on at least one (1) standing or ad hoc committee. Members of the Corporation shall be qualified to become a committee member after attending one Committee meeting and indicating their desire to become a committee member. Membership will be conferred at the subsequent committee meeting attended by the member. In addition, the Board of Directors may permit non-members to serve on any standing or ad hoc committee. Eligible individuals may include but are not limited to individuals who have expertise relevant to the subject matter of the Committee.

Section 18. Alternates. At the Annual Meeting, up to 5 individuals may be elected as alternates to the Directors, for a term of one year. If a Director position becomes vacant during the year following the Annual Meeting, the Directors shall select a replacement from the alternates, provided the selected alternate is willing to serve. After this appointment is ratified by the membership, the new Director is entitled to vote as a Director.

ARTICLE VI OFFICERS

Section 1. Officers. The officers of this corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board of Directors or Members may establish from time to time. Each officer's tenure shall last one (1) year. The Board of Directors shall elect the Corporation's officers by a majority vote at the first regular meeting of the Board of Directors following the board elections at the annual meeting.

Section 2. Tenure of office and removal. The term of office of each of the offices of this corporation shall be for one year or until the election of successors. The President is limited to five consecutive one-year terms. Any officer may be removed at any time prior to the expiration of his or her term by affirmative vote of the members of the corporation. Notice for such a vote must be provided in advance of the meeting. Any vacancy occurring in an office shall be filled by the members of the corporation, but prior to such action, may be filled on a temporary basis by the President of the corporation.

Section 3. President. The President shall have general active management of the business of the corporation, and when present, shall preside at meetings of the board and of the members and perform other duties prescribed by the board.

Section 4. Vice President. In the absence of the President, or in the event of his or her inability or refusal to act, the Vice President shall perform all the duties of the President, and when so acting shall have all the powers and restrictions of the President.

Section 5. Secretary. The Secretary shall ensure that the corporation's records and minutes are maintained and perform such other duties and exercises such other powers as may from time to time be imposed upon that position by resolution of the board.

Section 6. Treasurer. The Treasurer shall ensure that accurate financial records are kept for the corporation and upon request, provide the President and the board an account of transactions by the Treasurer and of the financial condition of the corporation.

ARTICLE VII INDEMNIFICATION

Section 1. Indemnification and liability. No director, officer or member of the corporation shall be liable for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such director, officer or member, except to the extent dictated by law. This corporation shall indemnify any person or entity to the extent required by law, and may otherwise indemnify any person or entity to the extent permitted by law. Determination of eligibility for indemnification payments or advances shall be made in accord with section 317A 521, subd. 6 of Minnesota Statutes, 1998, as now enacted or hereinafter amended.

Section 2. Insurance. This corporation may, to the full extent permitted by applicable law from time to time in effect, purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, or member of a committee of this corporation against any liability

ARTICLE VIII CONFLICTS OF INTEREST

The Directors of this Corporation shall discharge their duties in good faith, in a manner the Director reasonably believes to be in the best interests of the Corporation, and with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Directors must be sensitive to conflict of interest issues and act in a manner to avoid conflicts of interest. The policies, decisions and recommendations of the Corporation should be made in a manner that encourages public confidence in the Corporation. When a potential conflict arises the material facts as to the contract or transaction and as to the Director's interest must be fully disclosed to the board or committee. Any decision made by the board or committee to authorize, approve, or ratify the contract or transaction shall not count any vote that the interested Director might otherwise have, and shall not count the Director in determining the presence of a quorum.

ARTICLE IX MISCELLANEOUS

Section 1. Amendment of Bylaws. These bylaws may be amended from time to time by a two-thirds vote of the Board of Directors, or by a majority vote of the Board of Directors at two successive meetings of the Board of Directors, with the exception that provisions relating to fixing a quorum for meetings of members, prescribing procedures for removing Directors or filling vacancies on the Board, fixing the number of Directors or their classifications, qualifications, or terms of office, or fixing the vote required for a member action may only be amended by members of the Corporation. The membership may amend these bylaws by adopting a resolution setting forth the amendment and by a vote of two-thirds of the members present at a meeting of the members, or by a majority vote of the members present at two successive meetings of the members.

Section 3. Fiscal Year. The Fiscal year of the Corporation shall be from January 1 to December 31.