

*Approved by Steering Committee action
June 20, 2011
Amended by Board of Directors' action
November 21, 2011*

By-Laws of the University District Alliance

Article I—Name and Purpose

Section 1 - Name. The name of the organization shall be the University District Alliance (the “Alliance”). The Alliance is an unincorporated association of the Members.

Section 2 - Purpose. The Alliance is an initiative of communities, learning institutions, and the city of Minneapolis that works to make the area surrounding the University of Minnesota campus in Minneapolis one that

- capitalizes on its exceptional resources;
- is vibrant, safe, healthy, and sustainable;
- is a preferred place for people of all ages to live, work, learn, do business, and visit.

Article II - Office

Section 1 - Office. The office of the Alliance shall be located in the city of Minneapolis, Minnesota unless the Board of Directors of the Alliance (the “Board”) otherwise directs.

Article III – Member Organizations

Section 1 - Membership. Membership in the Alliance shall be limited to business, community, governmental and educational organizations resident in the city of Minneapolis. A member may not bind another member or the Alliance unless expressly authorized by the board of directors.

Section 2 - Initial Member Organizations. The initial member organizations of the Alliance are:

Regents of the University of Minnesota
City of Minneapolis
Marcy-Holmes Neighborhood Association
Prospect Park East River Road Improvement Association
South East Como Improvement Association
West Bank Community Coalition
Dinkytown Business Association
Southeast Business Association
Stadium Village Commercial Association
West Bank Business Association
Minnesota Student Association
University of Minnesota Graduate and Professional Student Assembly
Augsburg College

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Section 3 - Admission of New Member Organizations. A qualified organization may be admitted to membership in the Alliance upon the affirmative vote of at least two-thirds (2/3) of all the directors of the Alliance, present and voting, at a duly held meeting of the Board, with such rights, privileges and obligations as then established by a resolution adopted by the affirmative vote of at least two-thirds (2/3) of all the directors of the Alliance, present and voting at a duly held meeting of the Board.

Section 4 – Withdrawal of a Member Organization. A member organization may withdraw from the Alliance at any time by delivering to the chair of the Board and to the executive director a written notice of withdrawal at least 30 days prior to the effective date of withdrawal.

Section 5 – Transfer. Memberships in the Alliance are not assignable or transferable, voluntarily or by operation of law.

Section 6 – Voting; Appointment of Directors. Member organizations shall not have voting rights. As provided below in these Bylaws, each member organization shall have the right to appoint one or more individuals as representatives to the Board for the terms set forth in Article IV, Sections 2 and 3 below.

Article IV—Board of Directors

Section 1 - Board role. The Board shall manage and direct the activities, property and affairs of the Alliance. The Board is responsible to set policy and general direction for the Alliance, and to provide for representation of and input from the member organizations.

Section 2 - Appointment of Directors; Designation of Alternates; Voting; Number, Term, and Qualifications of Directors. Each member organization of the Alliance may appoint one (1) director to the Board, except the city of Minneapolis and Regents of the University of Minnesota each may appoint up to three (3) directors and the Marcy-Holmes Neighborhood Association, the Prospect Park East River Road Improvement Association, the South East Como Improvement Association and the West Bank Community Coalition may each appoint up to two (2) representative directors. Such representatives shall serve a term of two years. Representatives and alternates shall be natural persons, over the age of 18 years and should hold a leadership position in the member organization. Each member organization shall designate an individual to act as an alternate to serve on the Board if the director appointed by member is not available to serve on the Board at a meeting. Directors appointed by new member organizations shall have such voting rights as established by the Board pursuant to the admission of such member organization.

Between December 1 and 31 of each odd-numbered year, the presiding officer of each member organization shall certify in a writing, addressed to the Chair of the Board, the names, addresses, and other contact information of its representatives and alternates for the subsequent two years. At other times, member organizations may certify representative or alternates to fill out the terms of vacant positions.

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Unless otherwise provided in these Bylaws, the directors shall adopt a resolution by the affirmative vote of a majority of the total votes cast. Directors may not grant proxies and all proxies shall be void.

Section 3 - Resignation and Removal. A director may resign at any time by giving written notice of resignation to the chair of the Board. A resignation shall take effect upon such delivery or at some later time specified in the notice of resignation. The Board may remove a director upon the affirmative vote of two-thirds (2/3) of the votes cast by directors at a duly held meeting of the Board. The member organization appointing an individual as a director may remove the individual at any time, with or without cause, by delivering written notice of removal to the individual and to the chair of the Alliance. Upon the removal of an individual as director, the member organization that had appointed such individual shall promptly appoint an individual to replace such removed individual and serve the balance of the removed individual's terms of office.

Section 4 - Regular Meetings of the Directors. Unless the Board otherwise directs in a duly adopted resolution, the Board shall meet at least once each calendar quarter with the annual meeting of the Board scheduled in the first quarter each year and at such other times as the Board shall agree. Meetings of the Board shall be conducted in accordance with Robert's Rules of Order as most recently revised.

Section 5 - Special Meetings of the Directors. The chair of the Board shall call a special meeting of the Board ("Special Directors Meetings") to be held to consider and take action on any matter that properly may be brought before the Board if (i) the chair so decides; or (ii) six or more directors of the corporation so request.

Section 6 - Location, Time, and Notice of Directors Meetings. Unless the Board otherwise directs in a duly adopted resolution, meetings of the Board shall be held in the city of Minneapolis, Minnesota at a location and time selected by the chair of the Board. The secretary of the Alliance shall deliver written notice of each meeting of the Board to each director, at least five (5) business days before the scheduled date of the meeting. For Special Directors Meetings, the secretary shall include in the written notice to directors a written statement of the purpose of the meeting.

Section 7 - Quorum. One-half (1/2) of the directors then in office shall constitute a quorum for the transaction of business by the Board. A director is deemed present if he or she is physically present or is a party to a conference telephone conversation among the directors.

Section 8 - Compensation. The Alliance shall not compensate an individual for serving as a director nor reimburse an individual for expenses incurred in such service, unless the Board otherwise directs. Nothing herein contained shall be construed to preclude a director from serving the corporation in any other capacity and receiving compensation therefor.

Section 9 - Action Without Meeting. Any action which might be taken at a meeting of the Board may be validly taken without a meeting if a majority of the directors shall consent in writing to such action. Any such consent shall be filed with the secretary.

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Article V - Officers

Section 1 - Number. The officers of the Alliance shall be a chair, a vice chair, a secretary and a treasurer who shall be elected by the Board at its Annual meeting of the even numbered years by and from among the Board members. The slate of officers shall reflect the make up of the Board. The term of office shall be two years.

Section 2 - Chair and Vice Chair. The chair of the Board shall preside at all meetings of the Board and shall perform such other duties and have such other authorities as directed by the Board. The vice chair of the Board shall perform such duties and have such authorities as directed by the Board.

Section 3 - Secretary. The secretary shall attend all meetings of the Board, shall keep in the minute book proper minutes of the proceedings of all such meetings, shall give all required notices, shall have custody of the corporate records, and shall perform such other duties as may be prescribed by the Board or by law.

Section 4 - Treasurer. The treasurer shall have charge and custody of all funds of the Alliance, shall keep and render accurate accounts of all receipts and disbursements, and shall deposit all monies of the corporation in such banks or depositories as the Board shall designate. The treasurer shall have the power to endorse for deposit all instruments received by the corporation, shall disburse funds of the corporation as directed by the Board, and shall perform such other duties as may be prescribed by the Board.

Section 5 - Resignation; Removal. On vacancy of the chair, the vice-chair shall become chair and shall hold that office for the balance of the chair's term. In such instances, the board may elect a new vice-chair to fill out that term. The Board by duly adopted resolution may remove any officer, with or without cause by a 2/3 vote of the directors, provided a 30-day notice of the proposal for removal is sent to all directors. Such removal shall be without prejudice to the contract rights, if any, of such officer.

Section 6 - Other Officers. Any other officers appointed by the Board shall perform such duties and be responsible for such other offices as the Board may, from time to time, prescribe.

Article VI—Board Committees and Staff

Section 1 - Executive Committee. An Executive Committee of the Board is hereby established. The Executive Committee shall ensure that the policy direction from the Board is translated into action. The Board may empower and delegate to the Executive Committee such specific and general powers and authorities as are necessary or desirable.

The Executive Committee shall consist of each officer of the Alliance and three other directors appointed by the Board. The total composition of the Executive Committee shall reflect the make up of the Board. The Executive Committee members shall serve 2-year terms. As directed by the Board,

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either the Chair or the Vice Chair of the Board shall chair the Executive Committee.

The members of the Executive Committee shall adopt a resolution by the affirmative vote of a majority of the committee members present and voting. Committee members may not grant proxies and all proxies shall be void. Four (4) committee members shall constitute a quorum for the transaction of business by the committee. A committee member is deemed present if he or she is physically present or is a party to a conference telephone conversation among the committee members. The secretary of the Alliance shall cause each director to receive notice of each meeting of the Executive Committee at least five (5) business days prior to the date of the meeting along with a copy of the agenda and all accompanying materials. Each director shall have the right to attend meetings of the Executive Committee unless the Executive Committee, by duly adopted resolution, otherwise directs.

Section 2 - Other Committees. The Board may appoint other committees as it may deem proper and shall prescribe the functions and duties of such committees. The Executive Committee shall appoint a chair of each committee who shall be responsible for regular reporting to the Executive Committee and the Board on the activities and membership of such committee. No funds may be obligated by any committee without prior approval of the Executive Committee or the Board. No individual serving on such a committee has authority to speak or otherwise act on behalf of the Alliance unless expressly authorized by the Board in a duly adopted resolution.

Section 3 – Executive Director. The Board may appoint an executive director and other staff and prescribe the duties of its employees.

Article VII - Fiscal Year and Seal

Section 1 - Fiscal Year. The fiscal year of the Alliance shall be a calendar year unless the Board otherwise directs.

Section 2 - Seal. The Alliance shall not have a corporate seal unless the Board otherwise directs.

Article VIII – Fiscal Agent and Financial Matters

Section 1 – Fiscal Agent. Regents of the University of Minnesota shall act as the fiscal agent of the Alliance unless the Board otherwise directs. All funds of the Alliance shall be deposited with Regents of the University of Minnesota unless the Board otherwise directs.

Section 2 - Budget. The Board shall approve a proposed annual budget of estimated income and expense and all revisions at the Annual meeting of the Board. No expenses shall be incurred in excess of the budgeted appropriation without prior approval of the Board. A treasurer's report will be provided at each meeting of the Board.

Article IX – Indemnification

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Section 1 – Indemnification. The Alliance shall indemnify its directors, officers, committee members, and employees to the fullest extent permitted by Minnesota law.

Section 2 – Insurance. The Alliance may purchase and maintain insurance on behalf of any indemnified party against any liability asserted against or incurred by him or her in such capacity, provided that no indemnification shall be made under any policy of insurance for any action, which could not be indemnified by the association under these By-Laws.

Article X - Notices

Section 1 - Notices. Unless the Board, by duly adopted resolution, otherwise directs, all notices required to be delivered by these Bylaws shall be in writing and shall be sent by U.S. mail, a commercial document delivery service, electronic mail provided written confirmation is sent by U.S. mail, or hand-delivered, to the addressees at the addresses shown on the records of the corporation. Notices shall be delivered by means that reasonably ensure receipt by the intended recipient.

Section 2 - Waiver of Notice. A director may waive any notice required to be given by these Bylaws or by statute, either before or after the time stated in these Bylaws. Any such waiver in writing, signed by the person entitled to notice, shall be deemed equivalent to such notice. All waivers shall be filed with the records of the corporation.

Article XI - Amendments

Section 1 - Amendments by the Board of Directors. At least one-fourth of the directors together may offer proposed amendments to these Bylaws at any duly held meeting of the Board provided a copy of the proposed amendment had been sent to each director at least 30 days prior to the meeting of the Board at which the amendment was considered. The Board may amend these Bylaws upon the affirmative vote at a duly held meeting of the Board of two-thirds (2/3) of all directors.

SECRETARY'S CERTIFICATION

The undersigned, by signing below, attests that (s)he is the secretary of the corporation, and certifies that the foregoing Bylaws were duly adopted by the Board of Directors on _____ 2011.

Secretary