

SAINT PAUL NEIGHBORHOOD NETWORK

BY-LAWS

ARTICLE I. - NAME AND OFFICES

Section 1. **Name**. The name of this corporation shall be Saint Paul Neighborhood Network (SPNN) unless and until changed by amendment of the Articles of Incorporation.

Section 2. **Offices**. The registered office of SPNN required by the Minnesota Business Corporation Act to be maintained in the State of Minnesota is as provided and designated in the Articles of Incorporation, as amended from time to time. The Board of Directors (the "Board") may, from time to time, change the location of the registered office.

ARTICLE II. - PURPOSE

Section 1. **Purpose**. This corporation has been established to perform all activities which may be necessary or appropriate to provide, promote and facilitate open and non-discriminatory institutional and community access to Saint Paul's cable resources on a not-for-profit basis, as well as to provide other media-based, not-for-profit educational and civic engagement opportunities to the public.

Section 2. **Scope of Operation**. The corporation may engage in any lawful activity in pursuit of this purpose which is permitted by Minnesota Statutes Chapter 317A.

The corporation shall act exclusively as a non-profit corporation and no part of its revenue or earnings may inure to the direct or indirect pecuniary benefit of its members, staff, directors or officers. All corporate funds shall be used exclusively to further the corporate purpose described in this Article II.

ARTICLE III. - MEMBERSHIP

Section 1. **Membership Qualifications**. Any individual, institution, or organization that meets the criteria of one of the classes of membership shall become a member upon application to the corporation and payment of dues as set forth by the Board. Membership shall be without regard to race, color, religion, national origin, sex, sexual orientation (including transgender status, gender identity or expression, or sexual preference), disability, or any other status protected by federal, state, or local laws.

Section 2. **Categories of Membership**. Applicants for membership shall apply under one of the following categories:

Institutions - any eligible organization exempt from federal income taxation under 501(c) of the Internal Revenue Code which opts to join this category, or any other institution which receives approval of the Board.

Community Organizations - any organization exempt from federal income taxation under section 501(c) of the Internal Revenue Code, or any group of three or more persons who

are engaged in non-profit activity, with a common purpose.

Individuals - any person who is at least 14 years of age.

The Board may establish other categories of membership as required from time to time.

An affirmative vote of two-thirds of the Board must approve any membership category change.

Section 3. **Standing.** A member in good standing is one who has paid annual dues and who complies with the provision of the Articles and By-laws of the corporation.

Section 4. **Termination of Membership.** A member may be suspended or expelled only for cause with written notice and an opportunity to be heard by the Board. Termination of a member is at the discretion of the Executive Director in accordance with membership handbook and policies and procedures.

Section 5. **Appeal and Reinstatement.** Any member who has been removed by action of the Executive Director may appeal that decision at a special meeting duly convened for that purpose. Individuals who seek such reinstatement shall be afforded a reasonable opportunity to be heard by the Board's Executive Committee within 120 days. The membership benefits including access are suspended in the interim. The Executive Committee will make a recommendation on the appeal to the full Board and two-thirds of the Board must approve any motion to overturn the member expulsion.

Section 6. **Dues.** The Board shall have the authority to establish a schedule of dues for all categories of members.

ARTICLE IV. - MEETINGS OF MEMBERS

Section 1. **Regular Meetings.** Regular meetings of the membership shall be held at least once a year, at such time and place as may be determined by the Board of Directors. The annual meeting shall be held in May.

Section 2. **Notice of Meeting.** Written notice, stating the place, day, and hour of any meeting of the members, and any other information required by Minn. Stat. C. 317A, shall be delivered to each member not less than five nor more than 60 days prior to the meeting.

ARTICLE V. - BOARD OF DIRECTORS

Section 1. **General Powers.** The power and the authority to conduct the business and affairs of the corporation is vested in the Board of Directors. The Board may delegate authority except the authority to conduct elections and to fill vacancies on the Board may not be delegated.

Section 2. **Number.** The Board shall have up to fifteen (15) voting Directors.

Section 3. **Selection of Directors.** Directors shall be selected in the following proportions:

The Community, which includes members and users of SPNN programs and services, shall be represented by at least 7 and up to twelve (12) Directors, elected to staggered terms by the Board of Directors.

All Directors representing the Community shall be elected by the affirmative vote of a majority of Directors present and entitled to vote at a duly held meeting.

In addition, the St. Paul City Council and the Mayor, acting through the Open Appointments Process, may appoint up to three (3) Directors to the Board.

Section 4. **Term of Office.** The term of office for elected and appointed Directors shall be three (3) years, once renewable, for a maximum of six (6) years of service.

Section 5. **Vacancies.** In the event of resignation or death of a member of the Board, the Board shall elect a replacement. The replacement shall be eligible to serve a complete term and does not serve the unexpired term of the replaced Director.

Section 6. **Regular Meetings.** The Board shall meet at least quarterly.

Section 7. **Special Meetings.** Special meetings of the Board may be called on written request of any three (3) Directors, or at the call of the President.

Section 8. **Notice.** Members of the Board shall be notified of each meeting in writing at least five (5) and not longer than thirty (30) days prior to the meeting. Notice may be waived by unanimous consent of the Directors.

Section 9. **Quorum.** A quorum shall be the presence of greater than fifty percent (50%) of the seated Board members.

Section 10. **Removal of Directors.** Directors are automatically removed from office after missing three (3) meetings within a six (6) month period. Board members may be removed by a two-thirds (2/3) vote of sitting Directors for cause, including, but not limited to, violation of the statement of ethics and department.

Section 11. **Statement of Ethics and Department.** Each Board member shall sign the corporation's Statement of Ethics and Department. Any Director who has business dealings with the corporation must fully disclose the nature of those dealings or potential conflicts of interest to the corporation before any such dealings or potential conflicts of interest may be approved by the corporation. Directors shall not vote on issues directly related to any disclosure of conflicts of interest.

Section 12. **Compensation.** Board of Directors shall not be compensated for their service to the corporation as Directors. Board service is voluntary. Directors may be reimbursed for out-of-pocket expenses incurred in their duties as Directors with prior approval of the President or Board.

Section 13. **Remote Participation in Meetings.** Any meeting among Board of Directors may be conducted solely by one or more means of remote communication through which all of the Directors may participate in the meeting. If the same notice is given of the meeting required by these Bylaws, and if the number of Directors participating in the meeting is sufficient to constitute a quorum at a meeting, then participation in a meeting by that

means constitutes presence at the meeting.

A Director may participate in a Board meeting by means of conference telephone or if authorized by the Board, by such other means of remote communication, in each case through which that Director, other Directors as participating, and all Directors physically present at the meeting may participate with each other during the meeting. Participation in a meeting by that means constitutes presence at the meeting.

ARTICLE VI. - OFFICERS

Section 1. **Officers.** The officers of the corporation shall be a President, Vice President, Secretary and Treasurer.

Section 2. **Election and Term.** The officers shall be elected by the Board from among its Directors annually, at the first regular meeting of the Board following the annual meeting.

Section 3. **Vacancies.** A vacancy in any office shall be filled by the Board within sixty (60) days of receipt of the notice of such vacancy.

Section 4. **Duties.**

President. The President shall direct and supervise the business of the corporation subject to the policies of the Board and the membership; preside at meetings of the membership, the Board, and the Executive Committee. The President shall delegate administrative responsibility; sign official documents on behalf of the corporation; represent the corporation; and carry out other duties as directed by the Board.

Vice President. The Vice President shall, in the absence of or inability of the President to serve, perform the duties of the President, and perform such other duties as may be delegated by the President or assigned by the Board.

Secretary. The Secretary shall keep the rolls of membership and the minutes of meetings and serve as their custodian. The Secretary shall also be responsible for providing official notice of meetings to the membership and the Board.

Treasurer. The Treasurer, shall oversee and account for funds of the corporation, and shall invest portions of these funds as directed by the Board; provided, however, that no portion of the corporate funds shall be invested in any corporation which operates a cable communications system in Saint Paul, or its parent or subsidiary corporations. The Treasurer is authorized to execute other financial activities as detailed in SPNN's Financial Policy.

ARTICLE VII. - COMMITTEES

Section 1. **Establishment.** The President shall appoint such standing committees, other committees, and committee chairs as deemed necessary, subject to approval of the Board. These committees may be open to the inclusion of representatives of the general public membership in addition to Directors. The Directors shall take all appropriate measures to encourage participation by the membership in the various committees.

Section 2. **Terms and Duties.** Such committees shall have such names, powers, duties, and

existence as may be determined by the Board.

Section 3. **Finance Committee.** A permanent standing committee shall be selected by the Board. This committee is charged with reviewing and approving strategic goals, the annual operating budget, and capital budgets of the organization prior to their presentation to the full Board.

Section 4. **President is Ex-Officio Member of All Committees.** The President shall be an ex-officio member of all committees.

Section 5. **Referral and Reports.** Any matter brought before the Board for consideration may be referred by the President to the appropriate committee or to a special committee that the President appoints for a written report and recommendation before it is considered by the Board as a whole. Each committee shall act promptly and faithfully on a matter referred to it.

ARTICLE VIII. - STAFF

Section 1. **Executive Director.** The Executive Director shall be appointed by the Board, indefinitely, but at the Board of Director's discretion. Nothing stated here should change anything regarding at-will employment status. The Executive Director shall report to the President and perform such duties as specified by the President and the Board. The Executive Director shall be bonded in such sum as the Board may determine. The Executive Director shall have authority to hire and dismiss all other corporation employees, and to supervise their work.

Section 2. **Other Staff.** The Board of Directors shall authorize such other staff positions as may be necessary in the conduct of the business of the corporation.

ARTICLE IX. - AMENDMENTS

Section 1. **Authority to Amend.** The By-Laws of this corporation may be altered, amended, or repealed by an affirmative vote of two-thirds (2/3) of the Board of Directors. This Section is not intended to override any rights of members to amend the By-Laws pursuant to Minnesota Statutes 317A.

Section 2. **Notice of Amendments.** All voting Board Members shall receive copies of the proposed amendments or changes in writing at least thirty (30) days prior to the meeting at which the amendments are to be voted on.

ARTICLE X. - MISCELLANEOUS

Section 1. **Fiscal Year.** The fiscal year of the corporation shall be from May 1 to April 30.

Section 2. **Conduct of Meetings.** Robert's Rules of Order, Revised shall govern the conduct of all meetings of the corporation Board of Directors, and its committees, except where same shall be in conflict with law of these By-Laws.

Section 3. **Indemnification.** The incorporators, Directors and officers of the corporation shall be indemnified by the corporation for all acts and omissions which are reasonable in the course of good faith service to the corporation. Further, members, Directors, and

incorporators shall not be personally liable for the actions or inactions of the corporation.

Section 4. **Books and Records.** The corporation shall keep correct and complete books and records of account and shall also keep written minutes of the proceedings of its members, Board, and committees having any of the authority of the Board of Directors, and shall keep at the principal office record giving the names and addresses of the members. Audio recordings of any corporation meeting may be made and kept at the request of any Director.

Section 5. **Notices: General.** Whenever notice is required to be given to any Director or member under the laws of the State of Minnesota, the Articles of Incorporation or these Bylaws, it shall not be construed to require personal notice, but such notice may be given in writing, by electronic mail or any other form of electronic communication. Notice to a Director or member may also be given personally, or by mail, addressed to such Director or member at the address that appears on the records of SPNN, with any applicable postage thereon prepaid, and such notice shall be deemed to be given at the time when the same shall be deposited in the United States mail. Amended April 10, 2007

Amended March 8, 2011

Amended September 17, 2012

Amended January 15, 2018

Amended XXX YY, 2024