

WHITTIER ALLIANCE
By-Laws
Approved March 30, 1995
Revised & Approved November 29, 2001
Updated & Approved March 30, 2006
Updated & Approved January 15, 2015

ARTICLE I NAME

Section 1. The name of the corporation shall be the Whittier Alliance. All references to the Corporation shall refer to the Whittier Alliance and its Membership.

Section 2. The Whittier Neighborhood is geographically defined by the City of Minneapolis as bounded by the south side of Franklin Avenue, the west side of Interstate 35W, the east side of Lyndale Avenue South, and the north side of Lake Street, in the City of Minneapolis.

ARTICLE II PURPOSE

Section 1. The Mission of the Whittier Alliance is to ensure safety and livability by facilitating, advocating and leading the diverse voices of the Whittier Neighborhood.

Section 2. The Vision of the Whittier Alliance is to mobilize the human and financial resources, information, and technical assistance necessary to effectively provide leadership to organize and implement a base of operation for citizen participation.

Section 3. The Whittier Alliance is organized to advocate and provide education and resources to promote the welfare of the Whittier Neighborhood

ARTICLE III MEMBERSHIP

Section 1: Membership Membership of this corporation is open to everyone who is eighteen (18) years or older; agrees to abide by its Articles of Incorporation and By-Laws, and qualifies under one of the following criterions:

- A. Is a resident of Whittier
- B. owns property in Whittier
- C. owns a business in Whittier

Section 2: Activating Membership: Once eligibility for membership is determined as stated in Article III Section 1, and other procedures established by the Whittier Alliance Board of Directors, membership in the corporation is activated by:

Subsection A. Resident: Stopping in person at the Whittier Alliance and being added to the Whittier neighborhood mailing list or signing-in at a Whittier Alliance meeting.

Subsection B. Property Owner and Business Owner: Stopping in person at the Whittier Alliance and being added to the Whittier neighborhood mailing list.

Subsection C. Activating membership does not automatically include member voting rights as specified in Article III Section 3.

Section 3: Establishing Member Voting Eligibility All members, as specified in Article III Section 1, who have activated their membership as specified in Article III Section 2, who wish to vote at any Whittier Alliance meeting must provide proof of membership eligibility. Only one (1) vote per member is permitted. Although a member may meet more than one membership criterion or own more than one business or property, that member receives one (1) vote only.

Subsection A. Resident: Acceptable proofs of eligibility include:

1. A current state issued driver's license or current government or state issued ID card or student ID that contains a photo of the person wishing to vote, with the Whittier address of the resident.
2. If the address is not listed on the photo ID card or does not match the resident's address, proof can be established by providing a current utility bill, a current payroll statement, or a current bank statement that contains the residents name and Whittier address and a photo ID.

Subsection B. Property: Each Whittier property owner has one (1) vote regardless of the number of properties, businesses or corporations they own in Whittier. Steps to establish voting eligibility and the acceptable proofs of eligibility include:

1. The property owner must pre-register and qualify the property by appearing in person at the Whittier Alliance, presenting a current state issued photo ID and a current utility bill, or a current bank Statement, or a current mortgage payment statement or a current property tax statement, each of which must list the property owner's name and the property address in Whittier. If the property owner's name is not listed in any such documents, then a copy of the articles of incorporation of the entity owning the property must be presented.
2. A representative may be appointed per Article III Section 3 Subsection D.

Subsection C. Business: Each Whittier business owner, for-profit and non-profit, has only one (1) vote regardless of the number of businesses, properties or corporations owned in Whittier. Steps to establish voting eligibility and the acceptable proofs of eligibility include:

1. The owner of the business must pre-register and qualify the organization by appearing in person at the Whittier Alliance to provide proof of ownership by presenting a current state issued photo ID and a copy of the business license, a copy of a current utility bill or a current bank statement which includes the owner's name and business name to prove that the organization is located in Whittier. If the business owner's name is not listed in any such documents then a copy of the articles of incorporation of the business must also be presented.
2. A representative may be appointed per Article III Section 3 Subsection D
3. Establishing voter eligibility also establishes membership in the Whittier Alliance Business Association

Subsection D. Appointed Representative: A property owner, a business owner, for-profit and non-profit, that has demonstrated eligibility following Article III, Section 3, Subsection B and C, may appoint one (1) and only one (1) representative regardless of the number or type of businesses, properties or corporations owned in Whittier. The representative's documentation must be validated. Steps to establish appointed representative (non-owner) voting eligibility and the acceptable proofs of eligibility include:

1. The appointed representative must stop in person at the Whittier Alliance to provide a current state issued driver's license or current state ID card that contains a photo of the representative.
2. The appointed representative must provide a letter on corporate letterhead, signed by the owner or managing director, authorizing the named representative to vote on behalf of the business or organization.
3. To be eligible, a representative must be employed by the business and provide current proof of employment from the property or the business owner.
4. By appointing a representative the property owner and the for-profit and non-profit business owner, including those who have multiple holdings in the Whittier neighborhood, surrender their own right to vote.
5. Proof of eligibility will be reviewed by the Board of Directors at the next regularly scheduled board meeting.

Section 4: Member Master Voting List A list of Resident membership of Whittier residents, who have previously established the right to vote per Article III Section 3, will be kept at the Whittier Alliance and brought to meetings. A resident voting member who is on the master list only needs to bring their photo ID containing their Whittier address to a meeting. A list of previously established property and business members will be kept at the Whittier Alliance and brought to meetings.

Section 5: Members' Rights Members' right to vote per membership:

Subsection A. Resident: Once voter eligibility is established, per Article III Section 3 Subsection A, rights of members may be exercised immediately. Membership includes the right to vote at Whittier Alliance Acting Committee

Meetings, the Annual Meeting, Special Meetings of the membership, and the election of At-Large board members. Residents may not elect business representatives to the board of Directors.

Subsection B. Property: Once voter eligibility is established, per Article III Section 3 Subsection B and D, rights of members may be exercised immediately. Membership includes the right to vote at Whittier Alliance Acting Committee Meetings, the Annual Meeting and Special Meetings of the membership, and the election of At-Large board members at the Annual Meeting. Property owners may not elect business representatives to the board of Directors.

Subsection C. Business: Once voter eligibility is established, per Article III Section 3 Subsections C and D, and due diligence is completed rights of members may be exercised upon receipt of letter from the Whittier Alliance confirming membership. Confirmation letter must be presented at all meetings where official Whittier Alliance business is conducted. Membership includes the right to vote at Whittier Alliance Acting Committee Meetings, the Annual Meeting and Special Meetings of the membership and the election of eligible business voting members to the Board of Directors at the Business Association meeting. Business members may not elect At-Large board members.

All members have the “right to voice” at any Whittier meeting.

Section 6: Membership Transfer No member may transfer his or her membership or any rights arising there from other than as specified in Article III, Sec. 3. Subsection D.

Section 7: Member Dues No dues will be required for membership.

Section 8: Termination of Membership Membership ceases when the member no longer lives, owns property or a business in Whittier or is no longer an eligible appointed representative.

ARTICLE IV MEETINGS OF THE MEMBERSHIP

Section 1. Signing In: Attendees at all Whittier Alliance meetings must sign in.

Section 2. Types of Meetings:

A. Acting Committee Meetings: Regularly scheduled meeting of the committees established by the Whittier Alliance at the Annual Meeting are open to the membership. At least ten (10) eligible voting members of the Corporation must be present in order to vote on issues at any acting committee meeting.

B. Annual Meeting: An annual meeting of the members shall be held during March or April of each year at the time and place set by the Board of Directors. A quorum at the annual meeting for the transaction of business shall consist of fifty (50) members whose voting eligibility has been verified. Each eligible voting member may cast one (1) vote per open board seat, and may cast only one (1) vote per candidate.

At such time during the Annual Meeting:

1. The board officers and committee chairs shall present reports of the activities and financial condition of the Corporation
2. At-Large Directors shall be elected
3. Acting Committees of the Board shall be established
4. Other membership business may be transacted.

C. Special Meetings: Chair of the Board of Directors will call a special meeting of the members following a majority vote of the Board of Directors, or upon written demand by at least fifty (50) voting members, whose membership can be verified. The vote of the Board of Directors or the demand by members must state the purpose of the meeting. The purpose of the special meeting must be within the purview of members' rights. No other business may be taken up at a special meeting of the membership other than what is provided in the notice of the meeting.

A quorum at special meetings shall consist of fifty (50) members whose voting eligibility has been verified and fifty percent (50%) plus one (1) of the members of the Board of Directors.

Section 3. Notice Notice of any meeting of the general membership shall be given in writing to members at least fifteen (15) days, but no more than thirty (30) days, prior to the meeting and shall specify the time, place and agenda of the meeting. Public notice may include any or all of the following: an advertisement placed in a newspaper serving the Whittier neighborhood, a mailing, fliers or electronic posting in a good faith effort to notify the Whittier neighborhood.

Section 4. Place of Meeting Meetings of the membership shall be held at any handicap accessible location within the Whittier Neighborhood designated by the Board of Directors.

Section 5. Voting and Proxies

- A. Passage of a motion or resolution at all meetings shall require the vote of a majority of the eligible voting members present at the meeting unless otherwise required by these by-laws or by law.
- B. Voting cards may be used at meetings. Written ballots will be used upon request by any member.
- C. Proxies are prohibited.

Section 6. Grievance Procedure The Board of Directors shall maintain a grievance procedure to resolve all non-personnel related grievances of the membership.

ARTICLE V BOARD OF DIRECTORS

Section 1. Duties and General Powers The business and property of the Corporation shall be managed and controlled by the Board of Directors. The Board shall conduct meetings, transact the business, manage the affairs and determine strategic planning and policy for the Corporation. The director's duty is a duty of care, a duty of loyalty and a duty of obedience. The duty of care requires the director to exercise the skill and care that a reasonable person would use under similar circumstances. The duty of loyalty requires directors to place loyalty to the corporation above other interests and associations. Directors must disclose any potential conflicts of interest, and recuse themselves from debate or votes when an actual or perceived conflict exists. The duty of obedience requires directors to act in accordance with the organization's articles of incorporation, By-Laws and other governing documents, as well as all applicable laws and regulations.

The duties of the Board of Directors shall include but not be limited to:

- A. Governing the organization by establishing broad policies and objectives
- B. Hiring, setting compensation and reviewing the performance of the executive director
- C. Financial oversight of the corporation
- D. Approving annual budget of the corporation
- E. Representing the interests of the corporation in all such duties and responsibilities as needed to support the health of the corporation as deemed to be in the best interest of the corporation.

The board shall exercise all such powers subject to the provisions of the Articles of Incorporation, these By-Laws and all applicable laws, and with fiduciary responsibility to the Corporation and its membership.

Section 2. Qualifications Each At-Large director on the Board of Directors must:

- A. be an eligible voting member for at least six months prior to date of application or appointment
- B. be able to demonstrate current and ongoing participation with the Whittier Alliance
- C. be able to demonstrate attendance at Whittier Alliance sponsored meetings or task forces within the current year
- D. support the aims and purposes of the corporation as per Article II
- E. agree to abide by its Articles of Incorporation and By-Laws
- F. not have committed an act of malice or defamation against the Whittier Alliance or any member of the Board of Directors or otherwise disrupt the aims and purposes of the corporation.

Section 3. Number and Composition The Board of Directors shall be composed of the following:

- 1. Fifteen (15) directors elected at-large.

2. The Chair of each recognized Board Acting Committee who is elected in accordance with Article VIII, Section 3, Subsection B of these By-Laws, shall automatically become a director, if not already elected otherwise.
3. Four (4) representatives from the Whittier Business Association. No more than two (2) from the for-profit sector and no more than two (2) from the non-profit sector.
4. Representatives will be elected at the first Business Association meeting immediately after the Annual Meeting

Section 4. Elections

Subsection A. Nominations Any eligible voting member of the Corporation may become a candidate for Director by being recruited by the nominations committee as designated in Article VIII Section 4, Subsection C, or by submitting a nomination in a time and manner established by the Board of Directors prior to the Annual Meeting or prior to a Special Meeting called for the purpose of a special election. The Board of Directors shall receive these nominations, determine that they are eligible to serve, meet the required qualifications and can perform board duties as stated in Article V Section 1, and shall establish a ballot of all eligible candidates. Nominations shall be in writing and must include: candidates name, address and proof of eligibility for this position. Nominations will not be taken from the floor.

Subsection B. Board Applications

1. Board Candidate Application along with the board candidate current photo ID must be delivered by the board candidate in person to the Whittier Alliance by the deadline set by the Whittier Alliance. Deadlines will be stated on the Candidate Board Application.
2. Board-Candidate applications will be validated for membership and voting eligibility by the nominations committee as per Article III Section 3 Subsection A & B, and Property Representatives Article III Section 3 Subsection D.
3. All candidate applications will be reviewed by the nominations committee, presented to the Board of Directors as per Article V Section 4 Subsection A.

Section 5. Terms of Office All board terms are staggered. Fifteen (15) at-large directors shall be elected to serve three (3) year staggered terms. The five (5) candidates receiving the greatest number of votes at each annual meeting shall serve as directors.

- A. Five (5) directors shall be elected for three (3) year terms at each annual meeting.
- B. The Chair of each recognized Board Acting committee, who has been elected in accordance with Article VIII, Section 3, Subsection B, shall remain on the Board only as long as they maintain the committee chair.

- C. Those elected as Business Association Representatives are elected for a one (1) year term at the first Business Association meeting following the Annual Meeting.

Section 6. Compensation Directors shall receive no compensation for their services as directors. No director shall receive payment or compensation when he or she renders administrative, professional or any other bona fide services to the Corporation

A. Directors may be reimbursed for reasonable out-of-pocket expenses incurred as a director with prior approval of the Board Finance Committee.

B. To avoid any direct or indirect guiding of public and/or Corporate policy and in any appearance of self-interest, directors shall neither seek employment or contracts with the Whittier Alliance for one (1) year following service as a director unless approved by two-thirds (2/3) of the directors present.

Section 7. Removal of Directors

Subsection A. Automatic Removal Any Director shall be automatically removed if found to no longer be a member of the Corporation.

Subsection B. Removal for Absences Any Director shall be removed automatically from office if he or she has missed three (3) Board meetings during a one-year period from the first board meeting after the annual meeting. An absence will be recorded if a director misses 1/3 of the board meeting. A Director so removed may appeal in writing to the Secretary of the Board. This appeal must be received by the Board Secretary ten (10) days before the next regularly scheduled meeting after the third absence; the board may then reinstate the director by a majority vote. After reinstatement, the reinstated director will be allowed 1 additional absence until the next annual meeting or he/she shall be removed from office.

Subsection C. Removal By Board Action Any Director may be removed from office, with or without cause, by a two-thirds (2/3) vote of the entire membership of the board at a regular meeting or special meeting of the board called for that purpose. The Director must receive, at least fifteen (15) days prior to the meeting, written notification of such action and the right to be heard thereon.

Subsection D. Removal Notification The Board of Directors shall notify in writing to the director's last known address that the director has been removed under provisions of Article V, Section 7.

Section 8. Resignation A Board member may resign at any time by giving notice in writing. Such resignation is effective immediately upon receipt unless specified in the Director's letter.

Section 9. Vacancies In the event of a board member vacancy due to death, resignation, or removal of any director, the Board may elect a successor from the same category per Article V, Section 3, to fill the vacancy for the remaining portion of the term.
Criteria for filling vacancies may include, but are not limited to, candidates who received votes for director at the preceding annual meeting, neighborhood members who regularly attend board, committee and/or task force meetings.

Article VI MEETINGS OF THE BOARD OF DIRECTORS

Section 1. REGULAR MEETINGS The Board of Directors shall meet monthly at least eleven (11) times per calendar year. One of these meetings shall coincide with the Annual Meeting of the Membership in March or April. These regular meetings shall be held at such time and place within the Whittier Neighborhood that is handicapped accessible as fixed by resolution of the Board of Directors.

Section 2 ANNUAL MEETING The Board of Directors shall convene an annual meeting of the membership in March or April of each year.

Section 3. SPECIAL MEETINGS Special meetings may be called by the Chair of the Board of Directors, or upon request of the majority of the Directors, or by a majority of the members of the Executive Committee.

Section 4. NOTICE Written (e.g. electronic, US postal service, board agenda) notice of regular meetings shall be distributed to all directors at least five (5) days prior and no more than thirty (30) days prior to the meeting. Written notice of any special meeting shall be distributed to all directors and be given at least forty-eight (48) hours in advance of such meeting. Required notice of any meeting may be waived by any director before or after a meeting. Appearance at any meeting by a director shall be deemed a waiver of such required notice.

Section 5. QUORUM A quorum for the transaction of business shall consist of one-half (1/2) of the Directors. Quorum need not be maintained for the duration of the meeting in order to conduct business.

Section 6. VOTING After quorum has been established, passage of a motion or resolution shall require a vote of a majority of the directors present at the meeting.

ARTICLE VII OFFICERS OF THE BOARD

Section 1. OFFICERS The officers of the Corporation shall consist of the Chair, the Vice Chair, the Secretary and the Treasurer. Except as provided in these

By-Laws, the Board of Directors shall fix the powers and duties of all officers. No person may hold two offices at the same time.

Section 2. ELECTIONS The Board shall elect officers from among its directors at the first Board meeting following the Annual Meeting. The officers shall serve one (1) year through the next Annual Meeting, or until their earlier resignation, removal from office, or loss of membership in the Alliance. Officers elected mid-term shall serve the remainder of the term through the next Annual Meeting.

Section 3. REMOVAL Any officer may be removed from office, with or without cause, at any meeting of the Board by a majority vote of the directors present at the meeting. The officer shall receive written notice 15 days prior that such an action is pending and has the right to be heard thereon.

Section 4. VACANCIES In the event of a vacancy due to the death, resignation, or removal of any officer, the Board shall elect another Director as successor to fill the vacancy for the remaining portion of the term.

Section 5. CHAIR The Chair shall schedule and preside at all meetings of the Board of Directors and of the Membership. The Chair shall be considered "President" of the Corporation for the sole purpose of carrying out the duties of signatory agent and may execute documents on behalf of the Corporation. The Chair shall be entitled to vote on all matters before the Board in the same manner as any other director. The Chair shall perform all duties usually pertaining to that office and such other duties as the Board may prescribe. The Chair shall be the spokesperson for the Corporation unless otherwise noted.

Section 6. VICE-CHAIR The Vice Chair shall perform the duties of the Chair in the absence of the Chair. The Vice-Chair shall perform such duties as may from time to time be prescribed by the Board.

Section 7. SECRETARY The Secretary shall be secretary of the meetings of the Board of Directors and of the Membership, and shall see that a correct record of all proceedings of the meetings of the Board of Directors and of the Membership is kept in the appropriate minute book of the Corporation. As may be necessary, the Secretary shall sign and execute such documents for the transaction of business by the Corporation. The Secretary shall perform such other duties as may from time to time be prescribed by the Board of Directors.

Section 8. TREASURER The Treasurer shall cause to be kept accurate accounts of all monies of the Corporation received or disbursed and shall present to the Board of Directors, whenever required, an account of the financial condition of the Corporation. The Treasurer shall perform such other duties as may from time to time be prescribed by the Board of Directors.

ARTICLE VIII COMMITTEES OF THE BOARD

Section 1. EXECUTIVE COMMITTEE The Executive Committee shall consist of the four (4) officers per Article VII, Section 1. The Executive Committee shall meet as needed or by majority vote of the Executive Committee. The Executive Committee shall perform the emergency and predesignated functions of the Board of Directors in the interim between board meetings subject to ratification by the board. The Executive Committee shall set the board meeting agenda and make recommendations to the Board in the areas of administrative policy.

Section 2. FINANCE COMMITTEE The Finance Committee shall report to the Board on the financial health and fundraising efforts of the Corporation. The Treasurer shall be the Chair of this committee.

Section 3. ACTING COMMITTEES

Subsection A. At the Annual Meeting the Membership of the Corporation shall adopt by a majority vote, upon recommendation of the Board, the committees to be recognized as Acting Committees for the following year.

Subsection B. Acting Committee membership shall be open to all Members of the Corporation. The Acting Committees shall meet regularly at such time and place as is set by the specific committee. Each committee shall elect an Acting Committee Chair, who will also serve on the Board, from its eligible members at its first meeting after the Annual Meeting for a term of one year.

1. An Acting Committee Chair may be removed with or without cause by majority vote of the Board of Directors. Should the Committee Chair become vacant, an election shall be held by the Committee to fill the remainder of the year until the next Annual Meeting.

2. The Acting Committee Chair is responsible for working with the appropriate staff to set the time, place and agenda, and to run the meetings of the committee. Each committee shall adopt procedures, approved by the Board, for hearing options and for developing and evaluating recommendations to the Board.

Section 4. ACCESSORY COMMITTEES & TASK FORCES The Board from time to time may establish committees and task forces, or call into activity a committee or task force for the purpose of completing certain tasks or addressing specific issues. The chairs(s) of these committees shall not have a seat on the Board unless previously elected at-large, an Acting Committee chair or a Business Association representative.

Subsection A. Personnel Committee: The Committee shall consist of at least three (3) members. At least one (1) is a member of the Board of Directors; at least one (1) is selected because of experience in the

personnel field. Committee members must be members of the Corporation. The Personnel Committee shall meet as needed.

Subsection B. Grievance Committee: Board members shall volunteer to serve as needed on the Grievance Committee. The Grievance Committee shall report to the Board of Directors. Each grievance shall require a new random drawing to create the Grievance Committee.
Changes

Subsection C. Nominations Committee: The Nominations Committee for Board Candidates may be comprised of the Chairs of the Acting Committees and other interested members of the Corporation. The committee shall do outreach to recruit candidates and accept nominations from eligible members for the Board of Directors consistent with Article V Section 4 Sub A. The nominated slate of candidates shall be prepared in advance of the Annual Meeting to be presented at the Annual Meeting.

Subsection D. Special Committees: The Board may from time to time establish and appoint such other committees and delegate to such committee's powers and responsibilities, as the Board may deem necessary and appropriate. Committee members shall include at least one (1) director and report to the appropriate committee and the Board.

Subsection E. Resource Development: The Resource Development Committee shall consist of board members, volunteers, community members and staff. The Committee will strategically plan and implement fund raising campaigns, events and identify funding opportunities for the Whittier Alliance consistent with the mission/vision/objectives.

Subsection F. Task Forces: The Board may from time to time establish temporary task forces, as it deems necessary to carry out specific activities within a specific time frame. Task Force members shall include at least one (1) director and report to the appropriate committee and to the Board.

ARTICLE IX CONFLICT OF INTEREST

Section 1. Definition: A conflict of interest exists when a director, member of the corporation, employee, or a relative of the director, member or employee, is also an officer, board member or employee of an organization, group or business which may receive financial benefit from an action being considered by the Board of Directors or a committee on which that director serves. A conflict of interest may also exist if the loyalties interfere with their duty to the Corporation.

Section 2. Voting: A director, member or family member who is in conflict of interest must so declare when the specific action is being considered (i.e. prior to the vote) and shall abstain from discussion and voting on that issue or motion before the board, committee, or task force. Specific information may be requested from the conflicted member, but the response must be limited to the request.

Section 3. Removal: Any director who does not properly declare a conflict of interest shall be removed from the board, according to Article V, Sec. 7, Subsection C.

ARTICLE X BOOKS AND RECORDS

Section 1. SEAL The Corporation shall have no seal.

Section 2. BOOKS, RECORDS AND MINUTES The Board shall keep or cause to be kept complete books of account, personnel records and minutes of meetings of the Board of Directors and all committees and such additional record and books of account as the Board deems necessary for the conduct of the corporate activities of the Corporation.

Section 3. AUDIT The board shall cause to have the records and books of account of the Corporation an annual review and close of the books for the fiscal year. An audit of the financial records will be conducted bi-annually or for any year that the annual budget exceeds \$200,000.

Section 4. FISCAL YEAR The fiscal year of the Corporation shall be the calendar year.

Section 5. OFFICE The registered office of the Corporation shall be in the Whittier Neighborhood, in the City of Minneapolis, Minnesota. The principle office of the Corporation, which need not be the same as the registered office, shall also be located within the City of Minneapolis. The Corporation may have other offices as determined by the Board.

ARTICLE XI INDEMNIFICATION

Section 1. LIABILITY Officers, directors, staff and members of the Corporation shall not be held personally liable for legal action against the corporation. However, Officers and Directors have a fiduciary duty and can be held personally liability per the IRS code if the duty is violated.

Section 2. INDEMNIFICATION

Subsection A. The Corporation shall fully indemnify, to the extent permitted by the statutes and decisional law of the State of Minnesota, each person who is a member, director, officer or employee of the Corporation, whether

or not then in office, and the executors, administrators or legal representatives of any such person, for any and all reasonable costs and expenses (including the cost of reasonable settlements made with a view to curtailment of cost of litigation) and counsel fees, paid or incurred, in connection with or arising out of any action, suit or proceeding (civil or criminal, actual or threatened) to which any such person may be made a party by reason of being a member, director or officer of the Corporation.

Subsection B. Such indemnification shall be subject to in any such action, suit or proceeding such person shall not have been finally adjudged therein to have been negligent or to have been guilty of misconduct in the performance of his or her duties as a member, director or officer. The standard of conduct shall be for such person to have acted in good faith and in a manner believed to be in or not opposed to the best interest of the Corporation, and had reasonable cause to believe such conduct was unlawful.

Subsection C. The indemnification provided by this By-Law shall not exclude any other right to which an officer may be entitled under any agreement or vote, both as to action in his official capacity and as to action in another capacity while holding such office, and shall not imply that the Corporation may not provide lawful indemnification not expressly provided in this By-Law.

Section 3. STANDARD OF CONDUCT Officers, directors and members of the Corporation shall be held to a Standard of Conduct: to discharge the duties of an office in good faith, in a manner each one reasonably believes to be in the best interests of the Corporation, with the care an ordinarily prudent person in a like position would exercise under similar circumstances. Such standards may be made more stringent, but not less so, only by resolution of the Board of Directors. Disputes over standards of conduct shall be resolved through binding arbitration with Minneapolis Mediation Program.

An officer is not considered to be a trustee with respect to the Corporation or with respect to property held or administered by the Corporation, including without limit, property that may be subject to restrictions imposed by the donor or transferor of the property.

Section 4. INSURANCE The Board of Directors shall cause to have Officers and Directors Insurance for the Corporation. The Corporation may purchase and maintain insurance on behalf of any officer, director or employee against any liability asserted against him/her and incurred by him/her in such capacity acting for the Corporation. The Whittier Alliance will secure general liability insurance in an amount sufficient to meet the needs of the Corporation.

ARTICLE XII NON-DISCRIMINATION

Section 1. No person shall be discriminated against by the Corporation in its Membership policy, in participation on its Board of Directors and committees, in its hiring practices, in its delivery of services, or in other corporate business on the basis of race, color, creed, religion, national origin, gender, sexual orientation, disability, age (18 or over), marital status, veteran status, status with regard to public assistance, criminal record (where the offense is not validly related to the job, services or business), or other applicable protected classes.

Section 2. The Whittier Alliance shall strive to be inclusive in all its activities of all persons in the protected classes listed in Article XII, Section 1.

ARTICLE XIII AMENDMENTS TO BY-LAWS

Section 1. By Board Action:

Subsection A. The Board of Directors shall have the authority to amend these By-Laws of the Corporation, except as provided in Article XIII, Section 2.

Subsection B. Proposed By-Law amendments in Article XIII, Section I, Subsection A, must be given in writing to Board members at least fifteen (15) days in advance of the meeting at which such amendment will be considered.

Subsection C. Amendments to the By-Laws shall require a two-thirds (2/3) majority vote of the Board of Directors at a regular meeting or a special meeting called for that purpose.

Section 2. By Membership Action:

Subsection A. Any By-Law amendment that affects the eligibility or determination of Membership or that affects the quorum or voting for meetings of the Membership can only be adopted by the eligible voting Membership of the Corporation. Also, any By-Law amendment that affects the number of directors, their election, their qualifications or terms of office, or prescribing procedures for removing directors or filling vacancies can only be adopted by the eligible voting Membership of the Corporation.

Subsection B. Any member of the Corporation may propose amendments in Article XIII, Section 2, Subsection A, by submitting the proposal to the Board of Directors with a request for a Special Meeting per Article IV, Section 2, Subsection C, and in a manner sufficient to meet notice requirement in Article XIII, Section 2, Subsection C.

Subsection C. Proposed By-Law amendments in Article XIII, Section 2

must be available to Members of the Corporation at least fifteen (15) days in advance of the meeting at which such amendment will be considered.

Subsection D. Amendments to the By-laws shall require a two-thirds (2/3) majority vote of the eligible voting Membership present at the Annual Meeting or a Special Meeting called for that purpose.