

# WA By-Laws Update Proposal 2020-2021: Side-by-Side Comparison & Rationale Doc

The topic or theme of each proposed bylaw change is in [blue, bolded and underlined](#). In each section you will find the current bylaw text, the proposed change/new bylaw text and the reason/rationale for the change(s). The page numbers under 'Current Bylaws' and 'Proposed Change' correspond to where the bylaw text can be found within the current full Whittier Alliance Bylaws document and New Proposed Whittier Alliance Bylaws document respectively. Both of these documents can be found at [tinyurl.com/whittieralliancespecialmeeting](http://tinyurl.com/whittieralliancespecialmeeting).

## 1. Pronouns

### **Current Bylaws**

"His" "Her" "He" "She"

### **Proposed Change**

"Their" "They"

### **Reason**

- Increasing gender inclusivity of the document by removing gendered language.

## 2. Organization Name & Referenced in Bylaws

### **Current Bylaws**

Corporation

### **Proposed Change**

Whittier Alliance, WA, organization

### **Reason**

- Plain language that best reflects the nature of Whittier Alliance as an entity should be used throughout.

## 3. Membership Age Eligibility

### **Current Bylaws**

#### [Article III Section 1: Membership \(pg. 1\)](#)

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 criteria:

### **Proposed Change**

#### [III. MEMBERSHIP, B. Membership Eligibility \(pg. 1\)](#)

Any individual who is 15 years or older, who agrees to abide by WA's Articles of Incorporation and Bylaws, and qualifies under one of the following criteria:

### **Reason**

- This encourages youth and young adult participation. If you are able to both live and work in the neighborhood, you should be able to qualify as a member. For legal reasons, you will still need to be 18 years or older to qualify to serve on the board at this time.

## 4. Activating Membership

### **Current Bylaws**

### Article III Membership, Section 2 (pg. 1-2)

**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.

### Proposed Change

Cut Section 2 Completely

### Reason

- Members who establish their voting eligibility should not have this additional barrier to overcome in order to fully participate with the organization. Additionally, "Activated" membership seems to serve no real purpose, and should be removed as a segment. All references to members in the document use either general and unqualified, or "eligible" referencing voting eligibility. This is also difficult for Whittier Alliance staff to accurately track.

## 5. Membership Eligibility

### Current Bylaws

#### Article III Membership, Section 3 (pg. 2-4)

**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:

- 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.
- 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:

- 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.
- 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:

- 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.
- 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.

## Proposed Change

### III MEMBERSHIP, D-H (pg. 2-3)

#### D. Establishing Member Voting Eligibility

All members who wish to vote at any Whittier Alliance meeting must be registered members.

#### E. Timing

Membership may be established at any point by contacting WA in advance of a member meeting, or at a member meeting. Business and Property owner members are encouraged to register in advance as acknowledgment of eligibility by WA is required prior to voting.

#### F. Resident Members

Acceptable proofs of eligibility include:

- 1) Bill, account or start-of-service statement due or dated within the past 30 days for:
  - a. Phone, TV or internet
  - b. Solid waste, sewer, electric, gas or water
  - c. Banking or credit card
  - d. Rent or mortgage
- 2) An ID card showing a name and Whittier address, any form of ID is acceptable, whether governmental, academic, or residential, with or without a photo.
- 3) Current residential lease or rent agreement, including sublease the term of which covers the date of voting.
- 4) Current student housing documentation.
- 5) A third-party voucher
  - a. If you have not already established voting eligibility with the Whittier Alliance and do not have any of the above documents, a registered Whittier Alliance member (including a newly registered member) can go with you to the member meeting or Whittier office to sign an oath confirming your address. This is known as 'vouching.' A registered member can vouch for up to two members. You cannot vouch for others if someone vouched for you.
  - b. Prior valid registration within the Whittier neighborhood
    - i. If you are registered in the neighborhood but changed names or moved within the same neighborhood, you only need to tell the registrar your previous name or address. If you are not able to provide an accurate previous address, you will not be permitted to vote until your eligibility is re-established. The member will be required to re-establish proof of eligibility at the next voting opportunity.
  - c. Any other forms of documentation that are allowed by the Minnesota Secretary of State Elections Guidelines not listed here are also acceptable.

Provided documentation must list the member's full name and Whittier mailing address. Documentation can be shown on an electronic device.

#### G. Property Owner Members

To confirm member eligibility:

- 1) The property owner must present documentation of ownership that lists the property's Whittier address and the exact name under which the property taxes are paid.

#### H. Business Members

Each Whittier business (whether for-profit or non-profit) has only one vote regardless of the number of owners, properties or entities owned in Whittier.

To establish voting eligibility:

- 1) The owner of the business must provide documentation of ownership that lists the owner's name, the property's Whittier address, and the full business name.

Acceptable documentation includes:

- a. A current Secretary of State certificate of good standing; or,
- b. A current City of Minneapolis business license; or,
- c. A current utility bill; or,
- d. A current bank statement; or,
- e. The filed articles of incorporation

The eligibility process is not complete until a Whittier Alliance representative responds with confirmation via email, mail, or in person with a signed notice indicating that their eligibility has been verified.

#### 1) Business Representatives.

- a) Right to Appoint: A property owner or a business owner (for-profit or non-profit) that has established voting eligibility with the Whittier Alliance may appoint a representative to cast their vote.
- b) Establishing Credentials: To establish the appointed representative's voting eligibility:
  - i) The appointed representative must provide a current, state-issued ID card that contains a photo of the representative; and,
  - ii) A letter on the business' letterhead, signed by the owner or managing director, authorizing the named representative to vote on behalf of the business or organization; and,
  - iii) Current proof of affiliation with the property or the business owner.
- c) Review of Documentation: Materials must be submitted to Whittier Alliance staff in person at the Whittier Alliance office, via email, or upon arrival at a Whittier Alliance meeting in which an appointed representative wishes to vote. If the business or organization has not yet established their voting eligibility, then Whittier Alliance staff must be able to verify the business' eligibility online before the representative will be able to participate as an eligible voting business member representative.
- d) One Owner, One Vote: A business owner only has a single vote regardless of their Whittier residency status, or the number of businesses or properties owned in the neighborhood. Business owners may appoint a representative to cast their vote. Appointing a representative cannot be used to expand a business owner's voting rights.

#### Reason

- We need to have a process that ensures people are part of Whittier, however it should not be more difficult to participate and vote in your neighborhood association than it is for a federal, state or local election. This change will bring Whittier Alliance voting policy more in line with best practices to ensure there are not undue barriers to formal participation.
- Additionally, this current bylaw goes against state and city requirements and recommendations.
- As stated in the [City of Minneapolis Community Participation Program Guidelines](#): "Consistent with the State Non-profit Law, all residents of the neighborhoods are considered members with voting rights if (1) they are on a preexisting membership list, or (2) at a meeting of the neighborhood organization can produce Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the neighborhood organization. **Neighborhood organizations must accept**

**non-photo ID methods for establishing residency.** Notice for an annual meeting must include notification of any requirements for residency verification.”

- As stated in [Minn.Stat. Chapter 317A](#), “ An individual who resides within the geographic boundaries of a neighborhood organization or meets membership criteria under paragraph (b), clause (2), but lacks the documentation required by paragraph (b), clause (1), may vote at a meeting of the neighborhood organization if a member who has the required documentation vouches for the individual.”

## 6. Membership List

### Current Bylaws

#### Article III Membership, Section 4 (pg. 3)

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 to a meeting. A list of previously established property and business members will be kept at the Whittier Alliance and brought to meetings.

### Proposed Change

#### III MEMBERSHIP, I. Voting Membership Roster (pg. 3)

##### I. Voting Membership Roster

A list of resident, business, and property owner members who have previously established the right to vote will be kept at the Whittier Alliance and brought to meetings.

### Reason

- Voters should not have to re-verify their eligibility at each meeting; requiring a photo ID to vote excludes many community members from fully participating in the organization. Additionally, this current bylaw goes against state and city requirements.
- Again, as stated in the [City of Minneapolis Community Participation Program Guidelines](#): “Consistent with the State Non-profit Law, all residents of the neighborhoods are considered members with voting rights if **(1) they are on a preexisting membership list**, or (2) at a meeting of the neighborhood organization can produce Minnesota driver's license, Minnesota identification card, or some form of residency verification that indicates the individual resides within the geographic boundaries of the neighborhood organization. **Neighborhood organizations must accept non-photo ID methods for establishing residency.** Notice for an annual meeting must include notification of any requirements for residency verification.”

## 7. Voting Rights

### Current Bylaws

#### Article III Membership, Section 5 (pg. 3-4)

##### 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 a 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.

### **Proposed Change**

#### **III MEMBERSHIP, J. Voting Events (pg. 3)**

##### **J. Voting Events**

Once voter eligibility is established, 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 for the election of board members and Chairs for all Acting Committees.

##### **Reason**

- Once you are a member of the Whittier Alliance, you should be able to partake in all of its business and happenings of Whittier Alliance. Residents, businesses and properties all weave together to form a neighborhood and influence one another. All members have the same rights. Additionally, we are seeking to align the “Business Association” with the rest of the Whittier Alliance committees and operation, rather than seeming like a separate entity.

## **8. Acting Committee Meetings**

### **Current Bylaw**

#### **Article IV, Section 2, Subsection A (pg. 4)**

Acting Committee Meetings: Regularly scheduled meetings 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 organization must be present in order to vote on issues at any acting committee meeting.

### **Proposed Change**

#### **IV. MEETINGS OF THE MEMBERSHIP, B Types of Member Meetings, 1 Acting Committee Meetings (pg. 4)**

##### **1. Acting Committee Meetings**

Committee meetings are held at least quarterly and may be held at a time and place (including by phone or virtually) as determined by the committee. At least ten (10) eligible voting members of the organization must participate in a committee vote whether during a meeting or by written action.

##### **Reason**

- Increases flexibility of the activities that active committees can engage in and sets an expectation for minimum frequency.

## **9. Annual Meeting**

### **Current Bylaw**

#### **Article IV Section 2 Subsection B (pg. 5)**

**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.

### **Proposed Change**

#### **IV. MEETINGS OF THE MEMBERSHIP, B Types of Member Meetings, 2 Annual Member Meeting (pg. 4)**

##### **2. Annual Member Meetings**

An annual meeting of the members will be held each year at the time and place set by the Board of Directors. In order for the transaction of business to be valid at least fifty (50) members whose voting eligibility has been verified must vote. Each eligible voting member may cast one (1) vote per open board seat and may cast only one (1) vote per candidate.

Agenda of the Annual Meeting:

- a. Call for any nominations from the floor.
- b. The board officers and committee chairs will present reports of the activities and financial condition of the organization.
- c. Any nominations from the floor are vetted by staff or board.
- d. Director candidates are introduced .
- e. Acting Committees of the Board are established.
- f. Any other business requiring a member vote may be conducted.
- g. Voting is opened.

Voting Procedures of the Annual Meeting:

- a. Voting at the annual meeting will be conducted in any combination of methods that increase member participation including electronically, in person, or by phone. Voting will be opened at the close of the presentation of candidates.
- b. Voting will remain open for at least 7 calendar days.
- c. At 5pm on the final day of voting, directors are considered elected and will take their seats at the next scheduled board meeting. Any other business put forward at the annual meeting for membership vote will require the simple majority of the votes cast to pass. Election results will be announced along with the results of any other business members voted on as part of the annual meeting.

### Reason

- Removing the March or April requirement provides the flexibility of holding a meeting at a different time of year should the need arise (i.e. 2020 pandemic and civil unrest). Changes made throughout for consistency.
- The City of Minneapolis funding contracts require neighborhood organizations to accept nominations from the floor. This proposed bylaws process allows for nominations from the floor, while still confirming eligibility and qualifications required outlined on page 6 Section V BOARD OF DIRECTORS C. Board Qualifications of proposed bylaws. This increases accessibility and participation, while maintaining integrity and protecting the organization from bad actors.
- Extending the voting period and allowing for voting options outside of the meeting (online, by phone or at WA office) increases accessibility and participation. The annual meeting serves to inform membership and establish what members are voting on, not to limit member voters to only those who can attend.
- Resident Directors and Business Representative/Property Owner Directors will be elected at the Annual Meeting, shifting with the member voting rights (every member can vote on everything) and furthering the integration of the "Business Association" into the Whittier Alliance.

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## 10. Special Meeting

### Current Bylaw

#### Article IV Section 2 Subsection C (pg. 5)

##### 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

### Proposed Change

#### IV. MEETINGS OF THE MEMBERSHIP, B Types of Member Meetings, 3 Special Member Meetings (pg. 5)

##### 3. Special Member Meetings

The Chair of the Board will call a special member meeting pursuant to a majority vote of the Board of Directors, or by 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 special meeting. The purpose of the special meeting must be within the purview of members' rights. By law, 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 consists of fifty (50) members whose voting eligibility has been verified and a simple majority of the members of the Board of Directors. Voting Procedures of Special Meetings: Voting at a special meeting will be conducted in substantially the same method as the annual meeting.

#### **Reason**

- Since a Special Meeting requires the same quorum and level of notification as the Annual Meeting, the same voting procedure should be used to increase accessibility and participation of the membership.

## **11. Location & Form of Member Meetings**

### **Current Bylaw**

#### **Article IV Section 4 (pg. 5)**

#### **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.

### **Proposed Change**

#### **IV. MEETINGS OF THE MEMBERSHIP, D Location & Form of Member Meetings (pg. 5)**

#### **D. Location & Form of Member Meetings**

Meetings may be conducted in person or through remote participation or a combination of both. Member Meetings that are in person will be held at any ADA accessible location within the Whittier Neighborhood as designated by the Board of Directors.

#### **Reason**

- Allowing meetings to occur in person and through remote participation allows flexibility if it is not safe to meet in person and provides accessibility for members who are unable to attend in person.

## **12. Meeting Notice**

### **Current Bylaw**

#### **Article IV Section 3 (pg. 5)**

**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.

### **Proposed Change**

#### **IV.MEETINGS OF THE MEMBERSHIP, C Member Notice (pg. 5)**

#### **C. Member Notices**

Official public notice of any meeting of the general membership will be given in writing to members at least fifteen (15) days, but no more than thirty (30) days prior to the meeting and will specify the time, place and agenda of the meeting. Official public notice may include any or all of the following (and will include no fewer than three (3) methods): a notice placed in a newspaper serving the Whittier neighborhood, a mailing, fliers or electronic posting in a good faith effort to notify the Whittier neighborhood. Further notice beyond the official notice is permissible and encouraged.

#### **Reason**

- Without "official" the current bylaw could be taken as providing notice *only* within 15-30 days. This clarifies that more notice and outreach is encouraged and provides guidance.



## **13. Duties of the Board of Directors**

### **Current Bylaw**

#### **Article V Section 1 (pg. 6)**

**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 organization 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.

### **Proposed Change**

#### **V. BOARD OF DIRECTORS, A-B (pg. 5-6)**

##### **A. Board Duties**

The business and property of the Organization is managed and controlled by the Board of Directors. The Board conducts meetings, transacts the business, manages the affairs and determines strategic planning and policy for the organization. The director's duty is a duty of care, a duty of loyalty and a duty of obedience.

1. The duty of care requires the director to exercise the skill and care that a reasonable person would use under similar circumstances.
2. The duty of loyalty requires directors to place loyalty to the organization above other interests and associations.
3. The duty of obedience requires directors to act in accordance with the organization's articles of incorporation, bylaws and other governing documents, as well as all applicable laws and regulations.

Members of the board are obligated to fulfill their fiduciary duties. Fulfillment of fiduciary duties includes voting on all matters unless a Director is recused due to a conflict. Directors must disclose any potential conflicts of interest and recuse themselves from debate or votes when an actual or perceived conflict exists (see the organization's conflict of interest policy). Abstaining from votes is not permitted.

##### **B. General Powers**

In compliance with state statutes governing nonprofit corporations, the Board of Directors will have all the duties and powers necessary and appropriate for the overall direction of WA under Minn. Stat. 317A and IRS regulations, including but not limited to the following:

1. Governing the organization by establishing broad policies and objectives
2. Hiring, discharge, set compensation and reviewing the performance of the executive director
3. Financial oversight of the organization
4. Approving annual budget of the organization
5. Good faith pursuit of the Mission and Strategic Plan
6. Representing the interests of the WA in all such duties and responsibilities as needed to support the health of the organization as deemed to be in the best interest of the WA.
7. Indemnify the Directors, Officers, agents, employees, or independent contractors for liability alleged against or incurred by persons in this capacity or arising out of the person's status or obtain insurance for these purposes.
8. Uphold the Bylaws, Policies and Procedures of the WA.

9. The Board of Directors may engage in acts that are in the best interests of WA and that are not in violation of Minnesota Statutes, specifically, Chapters 309, 317A, 501B, and Federal laws. No Director will have any right, title, or interest in or to any property of WA. There will be no cumulative voting among Directors.

#### Reason

- This breakdown better explains the role of board director and outlines expectations more completely in accordance with Non-Profit [Minnesota Statutes](#) and Federal laws.

## 14. Board Qualifications

### Current Bylaws

#### Article V Section 2. Qualifications (pg. 6)

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.

### Proposed Change

#### V. BOARD OF DIRECTORS, C. Board Qualifications (pg. 6)

##### A. Board Qualifications

Each Director on the Board of Directors must:

1. Meet eligibility requirements for membership.
2. Be able to demonstrate attendance at Whittier Alliance sponsored events, meetings or task forces, or individual meetings with Whittier Alliance staff or Board Member, within the 12 months before the Annual Meeting. (This can be demonstrated by names listed on a sign in sheet, a photograph of the event in which the person is pictured, or a current Board Member or Whittier Alliance staff vouching for the person's attendance).
3. Support the exempt purpose and mission of the organization.
4. Be an adult over the age of 18 years.
5. Not have taken any action adverse to the organization or showing implied malice towards the organization as determined by the board. Exercising the right to speak critically about the organization or its need to improve or following a grievance procedure is not malice.

#### Reason

- This change makes participation and serving on the board more accessible, especially for newer members, renters (86% of Whittier residents are renters) or longtime residents/business owners who are just finding out about the WA.
- To be an eligible director candidate, you still must have some engagement with WA to protect against abuse and to ensure knowledge of the organization.
- Listing what malice is not, provides more clarity and guidance for current WA board directors, while preventing abuse of power and protecting WA members' rights.

## 15. Board Composition

### Current Bylaws

#### Article V Section 3 (pg. 6-7)

The Board of Directors shall be composed of the following:

1. Fifteen 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 representatives from the Whittier Business Association. No more than two from the for-profit sector and no more than one two from the non-profit sector.
4. Representatives will be elected at the first Business Association meeting immediately after the Annual Meeting

## Proposed Change

### V. BOARD OF DIRECTORS, D. Number and Composition (pg. 7)

#### D. Number and Composition

The Board of Directors is composed of the following:

1. Residents Directors – 12 seats
2. Business Representatives / Property Owner Directors – 3 seats (minimum of 1 for-profit and 1 nonprofit)
3. Chairs of Acting Committees Directors – Varies

#### Reason

- A maximum of 17 board members is much more manageable than a maximum of 23. The board almost always has vacancies due to resignations, job changes or moves. The lower number of board seats plus the new guidelines for the Nominations Committee will help maintain a full active board.
- The Business Association is an Acting Committee. In line with the changes for members to vote on all WA membership business, Business Representatives will be elected at the same time as Property Owner Directors and Resident Directors. These changes integrate the Business Association more into the Acting Committee model rather than it seem like its own entity.
- An individual owning and managing property in Whittier, that does not also live in Whittier, is engaging in operations that we categorize as business-like. Property Owners who are also residents in Whittier may choose to run for a 3-year Resident Director seat or a 1-year Business Representative/ Property Owner Director seat
- (Election and Term info for each type of director can be found in the section below.)

## 16. Board Applications, Elections & Terms

### Current Bylaws

#### Article V Section 4 & 5 (pg. 7-8)

##### 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: candidate's 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. Whittier Alliance By-Laws Page 8 of 16
- 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.

### Proposed Change

#### V. BOARD OF DIRECTORS, E. & F. (pg. 7)

##### E. Board Terms

1. Resident Directors – 4 of 12 seats will be elected each year to maintain staggered terms and preserve institutional knowledge. The 4 candidates receiving the greatest number of votes at the annual meeting election will serve. Each Director serves a 3-year term. This gives effect to staggered terms for the 12 Directors.
2. Business Representative / Property Owner Directors – All Each of the 3 seats will be elected each year at the annual meeting election. The non-profit and for-profit representatives receiving the greatest number of votes, respectively, will serve. The third seat will be filled by the candidate receiving the most votes in either sector following the leading candidates from each sector. Each Director serves a 1-year term. A property owner, unless tax exempt, is considered a for-profit entity.
3. Chairs of Acting Committees Directors – All Chairs are elected by the body of committee members at the first meeting following the annual meeting. If a new Acting Committee is established at the Annual Meeting, a Chair will be elected at a subsequent meeting called for that purpose within 90 days of the Annual Meeting date, and the meeting details will be communicated to the members.  
Each Chair serves a 1-year term.

There is no limitation on the number of terms a Director may serve, except that no Director may serve more than 6 years in a row without taking at least a 1-year break from service.

##### F. Board Elections

The Board will publish a call for applications in advance of the annual meeting or special election, as applicable.

Any eligible voting member of the organization ages 18 and older may become a candidate for Director by:

1. Responding to the call for applications;
2. Submitting an application in the time and manner established by the Board of Directors prior to the Annual Meeting or Special Meeting called for the purpose of a special election; or,
3. Proving eligibility.

Applications must be in writing and must include the candidate's name, address, and proof of eligibility.

The Board of Directors or WA staff receive all applications, determine each applicant's eligibility to serve, and verify they meet the required qualifications and can perform board duties. The Board will establish a ballot of all eligible candidates.

Applications close after the call for nominations from the floor at the annual meeting.

##### Reason

- The role of the Nominations Committee has been reworked to specifically address the filling of vacancies. Read the next section below for more information.
- Again, Resident Directors and Business Representative/Property Owner Directors will be elected at the Annual Meeting, shifting with the member voting rights (every member can vote on everything) and furthering the integration of the "Business Association" into the Whittier Alliance.
- In-person application submission requirements can become an undue barrier. The proposed changes support accessibility, while maintaining eligibility standards.
- Again, The new city funding structures will require neighborhood orgs to allow day-of nominations from the floor. Changes made throughout bylaws for consistency.

## 17. Vacancies & Nominations

### Current Bylaws

#### Article V Section 9: Vacancies (pg. 9)

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.

### Proposed Change

#### V. BOARD OF DIRECTORS, J. Board Vacancies (pg. 9)

## J. Board 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 director category to fill the vacancy for the remaining portion of the term

1. Nominations Committee: A Nomination Committee will recruit eligible voting members of the organization. The Board or WA staff will receive nominations from the Committee and determine each nominee's eligibility, required qualifications and ability to perform board duties.
2. Election: Final nominee recommendation(s) from the Nominations Committee will be sent to the Board of Directors for vote. The Board votes to elect the interim director(s) by a simple majority vote.
3. Timing:
  - a. Residents : If a vacancy occurs within one year of the end of the term for a Residents seat, then the seat will remain open to be filled by member vote at the next Annual Meeting.
  - b. Business Representative/Property Owner Directors: If a vacancy occurs during the one year term of a Business Representatives Director's seat, then the decision of whether to fill the seat or leave it open until the next Annual Meeting is at the discretion of the Nominations Committee depending on when the vacancy arises in the 1-year term.
  - c. Committee Chairs: In the event of vacancy of a committee chair role, the appropriate committee members may elect a new eligible chair to serve the remaining portion of the term.

## Reason

- Current practice has all board members recruiting for candidates to be elected at the Annual Meeting, with an informal task force planning the Annual Meeting serving the role of the Nominations Committee in reviewing applications. All reference to review of applications has been moved to the Annual Meeting section of the bylaws.
- The role of the Nominations Committee has been reworked to specifically address the filling of vacancies. It was identified during an effort to fill vacancies that the existing bylaws largely do not provide guidance and could be subjectively implemented. The proposed changes will increase accessibility, allow for a transparent filling of vacancies, and maintain eligibility standards.

## 18. Removal & Absences

### Current Bylaw

#### Article V Section 7 Subsection B (pg. 8)

##### 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 one (1) additional absence until the next annual meeting or he/she shall be removed from office.

#### Article IX Section 3 (pg. 13)

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.

### Proposed Change

#### V. BOARD OF DIRECTORS, H. Removal of Directors (pg. 8)

##### H. Removal of Directors

1. Automatic Removal:  
Any Director will be automatically removed if found to no longer be a member of the organization.
2. Removal for Absences:  
Any Director will be removed automatically from office if they have 2 unexcused absences from 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<sup>rd</sup> or more of the board meeting.
3. Excused Absences:  
Directors may convert an unexcused absence into an excused absence by accruing qualified volunteer hours.

- a. Calculation: 2 qualified volunteer hours for each 1 hour of board meeting time missed. For example, a 2-hour board meeting absence will be deemed excused if the Director performs 4 hours of qualified volunteer service.
  - b. Timeframe: Volunteer hours must be worked within 30 days of the meeting (either in advance or following the missed meeting).
  - c. Approval: Qualified volunteer hours are approved at the discretion of the Executive Committee.
  - d. Eligible Hours: Those activities fulfilling support needed during the timeframe as determined in coordination with the Executive Director or Executive Committee. This may include but is not limited to: door-knocking, community outreach, staffing a WA event, fundraising activities, office administration, etc.
  - e. Limitation: 3 excused absences are allowed within a one-year period beginning with the first board meeting after the annual meeting.
4. Appeal Removal for Absences:  
Once the removal is effective, a Director removed for absences may submit an appeal in writing to any member of the Executive Committee. This appeal must be received in writing no later than 24 hours before the next regularly scheduled Board meeting after the meeting at which the removal becomes effective. The board will vote on whether to reinstate the director by a simple majority vote.
  5. Removal by Board Action:  
Any Director may be removed from office, with or without cause, by a two-thirds vote of the Board of Directors at a regular meeting or special meeting of the board called for that purpose. The Director must receive written notification of such action and the right to speak on their own behalf at that meeting. Director up for removal may not vote on their removal.
  6. Notification:  
The Board will notify the removed Director in writing to the director's last known address that the director has been removed.

### Reason

- Work commitments and general life circumstances sometimes make it hard for committed members of the board to attend meetings, many of whom are regularly volunteering and supporting the organization outside of board meetings. As a way to acknowledge those hours and build volunteer capacity, this change will allow for flexibility and further encourage board involvement in the organization.
- Automatic removal based on not declaring a conflict of interest is not necessarily in the best interest of WA. There is a difference between intentionally and unintentionally withholding conflict of interest information. The board will have to review and decide whether removal from the board is necessary.

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## 19. Board Meetings & Board Voting

### Current Bylaws

#### Article VI Section 1-2 & 5-6 (pg. 9)

**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 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.

### Proposed Change

#### VI. MEETINGS OF THE BOARD OF DIRECTORS, A-B & E-G (pg. 9 & 10)

##### A. Regular Board Meetings

The Board of Directors will meet monthly at least 11 times per calendar year. One of these meetings will coincide with the Annual Meeting of the Membership. These regular meetings will be held at a time and place within the Whittier Neighborhood or virtually (or a combination of both) as fixed by resolution of the Board of Directors. The Board will hold in-person meetings in ADA accessible locations.

**B. Annual Board Meeting**

The Board of Directors will convene an annual meeting of the membership each year.

**E. Quorum & Voting**

A quorum for the transaction of business consists of a simple majority of the Directors. Quorum need not be maintained for the duration of the meeting in order to conduct business. After quorum has been established, passage of a motion or resolution requires a vote of a simple majority of the Directors present at the meeting.

**F. Board Remote Participation**

As permitted by state law, board meetings may occur either in part or solely through remote communication, if desired. The method of remote communication must allow all board members present to participate in the meeting. Board members may appear by phone, virtually, or in person.

**G. Board Written Action Without a Meeting**

As permitted by state statute, any action required or permitted to be taken at a Board of Directors meeting may be taken by written action signed or consented to by authenticated electronic communication (i.e. votes by email, online, fax, etc.), by the number of directors that would be required to take the same action at a meeting of the board at which all directors were present.

**Reason**

- A & B: Again, removing the requirement to hold the Annual Meeting in March or April provides the flexibility of holding a meeting at a different time of year should the need arise (i.e. 2020 pandemic and civil unrest). Changes made throughout for consistency.
- E: These are the same quorum and voting requirements for board meetings, simply reworded and condensed for clarity.
- F & G: These additions outline the permissibility of virtual and phone participation in board meetings as well as written action and e-votes. These allow the duties of the board to be maintained when meeting in person is not possible or accessible.

## 20. Interim Chair Appointment

**Current Bylaws**

**Article VII Section 2 Elections (pg. 10)**

**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.

**Proposed Change**

**VII. OFFICERS OF THE BOARD, B. Officer Elections & Terms (pg. 10)**

The Board will elect officers from among its directors at the first Board meeting following the Annual Meeting. The officers will serve 1-year terms through the next Annual Meeting, or until their earlier resignation, removal from office, or loss of membership. Officers elected mid-term will serve the remainder of the term through the next Annual Meeting. In the event that the chair of the board's term comes to an end and they are not re-elected at an annual meeting, the outgoing chair will appoint an interim chair to serve until the new executive team is elected at the first meeting of the new board.

**Reason**

- To ensure supported staff, board and organization during transition.

## 21. Officers & Roles (Executive Committee)

**Current Bylaws**

### Article VII Section 5-8 (pg. 9-10)

**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 a 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.

### Proposed Change

Remove officer role descriptions from bylaws.

### Reason

- To remove unnecessary length in bylaws. The bylaws list the Chair, the Vice Chair, the Secretary and the Treasurer. Procedural documents can be kept outlining the role details of each officer. Exact roles of each officer may vary depending on who is serving on the board and WA’s needs.

## 22. Acting Committees

### Current Bylaw

#### Article VIII Section 3 Subsection B (pg. 11)

**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.

### Proposed Change

#### VIII COMMITTEES OF THE BOARD, C. Acting Committees (pg. 11)

##### C. Acting Committees

1. Formation.  
At the Annual Meeting the Membership of the organization will adopt by a majority vote, upon recommendation of the Board, the committees to be recognized as Acting Committees for the following year.
2. Membership & Meetings  
Acting Committee membership is open to all Members of the organization. The Acting Committees will meet regularly at such time and place as is set by the specific committee.  
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 adopts procedures, approved by the Board, for hearing options and for developing and evaluating recommendations to the Board.
3. Committee Chairs



An Acting Committee Chair may be removed with or without cause by majority vote of the Board of Directors.

#### Reason

- In the current bylaws the process for forming an Acting Committee is unclear. The proposed change clarifies that process, and allows for more flexibility in the ways that different Acting Committees conduct their business.

## 23. Accessory Committee & Task Forces

### Current Bylaw

#### Article VIII Section 4 Subsection A-F (pg. 11-12)

**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.

**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 fundraising 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.

### Proposed Change

#### VIII COMMITTEES OF THE BOARD, D. Accessory Committees / Task Forces (pg. 11)

##### D. 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.

#### Reason

- To remove unnecessary length in bylaws. List of all accessory committees can exist in procedural documents.

## 24. Non-Discrimination & Anti-Racism

### Current Bylaw

#### Article XII Section 2 (pg. 15)

Section 1. No person shall be discriminated against by the organization 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, 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

**Proposed Change**

**XI. NON-DISCRIMINATION (pg. 11 - 12)**

The organization's service to the community is unrestricted based on considerations of disability, national origin, race, color, creed, gender, gender identification, age, religion, marital status, sexual orientation or identification, and status with regard to public assistance or immigration, or criminal history.

WA strives to be inclusive in all its activities of all persons. All chairs, facilitators and participants of Whittier Alliance meetings, will prioritize the voices of historically underrepresented people, populations and / or communities; will not promote or tolerate racist , xenophobic, sexist, misogynistic, homophobic, transphobic, or other violent comments or language; will seek to teach all members anti-racist, equity-driven and inclusive approaches to community and neighborhood work in Whittier.

**Reason**

- To expand our non-discrimination stance and establish a clear commitment to anti-racism and equity.