

**BY - LAWS OF
NORTH WEST MPLS
BUSINESS ASSN., INC.**

**Revised and adopted at NWMBA Monthly Board
Meeting May 19, 2009**

ARTICLE I. NAME AND LOCATION

Section 1. Name: The name of this Corporation is the: North West Minneapolis Business Association, Inc. The Corporation was first organized in 1931, as the Camden Commercial Club, and changed to the North West Minneapolis Business Association in 1981.

Section 2. Office: The registered office and records of this corporation shall be kept at a place in the City of Minneapolis as shall be fixed from time to time by duly adopted resolutions of the Board of Directors. Until otherwise fixed by the Board of Directors, the registered office shall be at:4400 Osseo Road, Minneapolis, MN 55412

Section 3. Boundaries: North West Minneapolis is defined to include all businesses and neighborhoods from Lowry Ave N on the south, to the Brooklyn Center border on the north; from the Mississippi River on the east; to the Robbinsdale city border on the West.

ARTICLE II. PURPOSE

The North West Minneapolis Business Association is a 501 (c) 6 committed to enhancing the North West Community through promoting, supporting and connecting existing businesses and encouraging new business development that meets the needs of the local community.

ARTICLE III. MEMBERSHIP

Section 1. Eligibility: Any person, business, or organization that lives, works, or owns a business within the boundaries of the NWMBA and agreeing with and furthering the NWMBA mission of advancing the business, social, and economic climate of the Northwest Minneapolis area shall be eligible to be a member of this Corporation.

Section 2. Right to Vote:

Each paid business membership shall be entitled to appoint a representative to the Board of Directors and such representative may cast one vote if present in person No membership shall be privileged to vote by proxy.

Section 3. Annual Dues:

The annual membership dues of each member of said Corporation shall be set by the elected officers. Membership dues is set and reviewed every two years by the Executive Committee. Membership dues is due at the annual meeting. - Any member six months in arrears in the payment of said dues shall be dropped from the membership roll and automatically cease to be a member of said Corporation.

Section 4. Member in Good Standing:

Any member whose dues are not paid up to date shall not be considered a member in good standing for the purpose of voting, -

Section 5. Electronic Voting: NWMBA will use electronic voting of it's members in-between meetings only when time does not

allow for the item to be addressed prior to a regularly scheduled meeting. Electronic voting will not be allowed for voting for officers at the annual meeting.

ARTICLE IV. MEETINGS

Section 1. Regular meetings:

Regular meetings of the Board of Directors of the Corporation shall be at such times and places as the Board of Directors shall direct There shall be no general meeting of the members as all members have a delegate on the Board of Directors such that all references to "meetings of the Corporation" or "meetings of the members" shall refer to Board Meetings. The "annual meeting" shall refer to an annual meeting of the Board.

Section 2. Special meetings:

Special meetings of the Corporation may be called by the President or any two Board members. Notice shall be sent to all Members in good standing at least two days before such special meeting, stating the business to be transacted. At that special meeting no other business may be transacted except to call another meeting.

Section 3. Quorum:

At all meetings of the Board of Directors, a majority of the Directors entitled to vote shall constitute a quorum for the transaction of business, and the acts of the majority of the Directors present at a meeting at which a quorum is present shall be the acts of the Board of Directors.

ARTICLE VI. BOARD OF DIRECTORS

Section 1. Eligibility:

Any member in good standing shall be eligible to send a delegate to the Board of Directors meetings.

Section 2. Election and Term: Board members must have attended two meetings within a calendar year in order to be considered for a candidate for an office. Board members shall hold office until the next annual meeting or until their successors are elected and have qualified and entered upon the duties of their respective offices.

Section 3. The Duties: The Board of Directors shall make all rules and regulations pertaining to the business of the Corporation not contrary to the Articles of Incorporation and By-Laws. The Executive Committee shall meet at the call of the President and shall consist of three Directors, plus the President, Vice President, Secretary, Treasurer and the past President from the membership of the Corporation. The Executive Committee may conduct such business as comes before it.

Section 4. Executive Committee Action: All decisions and actions of the Executive Committee shall be immediately transmitted to all members of the Board of Directors. Any member of the Board of Directors may appeal a decision of the Executive Committee to the full Board of Directors within ten days after notice of the Executive Committee's decision or action has been transmitted to the Board members, by notifying the President of his or her intent to appeal the decision or action. No action shall be taken upon an appealed decision until it has been considered by the Board. The inclusion on the written agenda of a duly called meeting is deemed to constitute consideration of the appeal, and the decision or action of the Executive Committee shall stand

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unless rescinded by an affirmative vote of a majority of the Board of Directors present and voting.

ARTICLE VII. OFFICERS

Section 1. Principle officers:

The principle Officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. Officers shall hold office until the next annual meeting or until successors are elected and have qualified and entered upon the duties of their respective offices.

Section 2. Eligibility:

No person shall be eligible to hold office in this Corporation who is not a delegated member of the Board and who has not attended at least three NWMBA meetings. Should any officer at any time cease to be a member, that officer at the same time will also cease to be an officer of this Corporation.

Section 3. Nomination of Officers: Candidates for officers shall be nominated by a nominating committee, which shall nominate one candidate for each office and shall report such nominations to the Corporation at the annual meeting. Further nominations may then be made from the floor.

Section 4. Election of Officers:

All Officers of this Corporation shall be elected at the regular annual meeting, which shall be held in January of each year. Election of officers shall be by majority vote of the members present at such meeting. After all officers to be elected have been chosen, the new officers shall assume the duties of their respective offices at the following regular scheduled monthly meeting.

Section 5. Duties:

The duties of the Officers of this Corporation shall be as follows:

a. President: shall preside at all meetings of the members unless the members shall designate some other person, and shall perform such other duties as may be assigned to the President by the members. The President shall be the chief officer of the Board of Directors, shall be a voting member of the board, shall in conjunction with the Secretary set the agenda for all meetings, appoint such committees as in his/her judgment may be necessary and expedient for the purpose of carrying, out and promoting the purpose of the Corporation, and shall have the general powers and duties of the Board President of a corporation.

b. Vice President: in the absence of the President or the inability to act, the Vice-President shall perform all the duties, which should be performed by the President, were s/he present and capable of acting.

c. Secretary: It shall be the duty of the Secretary to keep records and proceedings of the Board of Directors and members including minutes, reports of committees. S/he shall serve all notices required either by law or by the By-Laws of this Corporation. S/he shall carry on the correspondence of the Corporation under the supervision of the President and as instructed by the membership of the Corporation.

d. Treasurer: The Treasurer shall receive the funds of the Corporation and shall keep the same in the name of the Corporation in such Bank as the Corporation may select. The Treasurer shall pay out such funds only as directed by the Corporation. And shall maintain membership and mailing lists, contracts, a set of books recording debits and credits, showing the standings of each member of the Corporation with reference to payment of dues and assessments, and keep strict account of all other financial matters pertaining to the Corporation.

Section 6. Vacancies of Officer's Position:

In the event of the absence, inability or refusal to act, or 3 unexcused absences of any of the Officers of the Corporation, a majority vote of the Board of Directors may declare such office vacant and elect one of their members to fill the unexpired term thereof of each such officer. Any officer elected or appointed by the Board of Directors may be removed at any time by a majority of the whole Board of Directors. Any officer may resign at any time by giving written notice to the President or Secretary of the Corporation.

ARTICLE VIII. Committees:

Section 1. The plan of operation of this Corporation shall be through committees from time to time created by the members or the President, which said committees, shall perform the various functions delegated to them by the President or by the members of the Corporation.

Section 2. Each committee shall consist of such members as the President may designate, and shall serve during the term and at the pleasure of such President.

ARTILCE IX. ORDER OF BUSINESS

Section 1. Order of Business:

The order of business of the regular meetings of the members of this Corporation shall be as follows:

1. Secretary's Report.
2. Treasurer's Report.
3. Committee Reports.
4. Old Business.
5. New Business.
6. Adjournment.

Section 2. Roberts Rules:

In the event of any dispute on the manner of procedure or in the event these By-Laws shall fail to provide for each and every contingency, then "Roberts Rules of Order" shall be referred to, and its provisions shall be followed insofar as they may be consistent with the purposes and intent of these By-Laws.

ARTICLE X. AMENDMENTS

Any proposed amendment to these By-Laws shall be read at a regular meeting of the Corporation and presented for vote at the following regular meeting. A vote of two-thirds of the members present in favor of such amendments shall be required to pass the same.

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ARTICLE XI . CONFLICT OF INTEREST

Board members must abstain from voting on any action or activity to be undertaken by NWMBBA if such action or activity shall directly or indirectly benefit the Board member or her/his family.

ARTICLE XII. FISCAL MANAGEMENT

Section 1. Fiscal Year

The fiscal year of the Corporation shall follow the calendar year and end on December 31,2009.

Section 2. Books and Accounts

Books and accounts of the Corporation shall be kept under the general supervision of the Treasurer and shall be kept under the direct management of the Officers and shall be in accordance with generally accepted accounting principles. The books and accounts shall reflect both the financial affairs of the corporation proper, as well as all transactions involving corporate activities. For amounts under \$100 and within the approved budget, the Treasurer may be the sole signatory. All outstanding invoices shall be approved for payment by the Board at the regular monthly meetings, except ongoing bills. And in keeping with accounting principles two signatures, of the President and Treasurer or other Board approved signatory are required on all checks written for the organization.

Section 3. Financial Statements and Reports

At the close of each fiscal year, the Corporation shall furnish an annual financial statement, including the income and disbursement of the corporation. The Board shall make certain that the records and books of accounts of the Corporation are audited or reviewed once each fiscal year or at such other times as the Board deems appropriate.

Section 4. Inspection of the Books

Financial reports and activity records of the Corporation shall be made available to the membership at the annual membership meeting and at any other time upon request.

Section 5. Contracts, Loans, Negotiated Instruments and Funds.

The Board of Directors may authorize any officer(s) or agent(s) to enter into or execute any contract or instrument in the name of and on behalf of the Corporation, and such authority may be general or limited. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. All checks, drafts, notes, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer(s) or agent(s) of the Corporation and in such manner as is authorized by the Board of Directors. All funds of the Corporation not otherwise employed shall be deposited from time to time in the account(s) in such bank(s), trust company(ies), or other depositories as the Board of Directors may select.

ARTICLE XIII . COMPLAINTS

Section 1. Complaints in Writing

Any complaint against the Corporation or any of its activities shall be made in writing and directed to a meeting of the Board of Directors. The Board of Directors shall respond to the complainant in writing within ten (10) days of that meeting.

ARTICLE XIV. DISSOLUTION

At the time of dissolution of the Corporation, the Board of Directors shall, after paying or making provisions for the payment of all debts, obligations, liabilities, costs and expenses of the Corporation, dispose of all of the assets of the Corporation. In no case shall a disposition be made which would not qualify as a charitable contribution under section 501 c 6 of the Internal Revenue Code, or the corresponding section of any future federal tax code. No asset or income of the Corporation shall inure to the benefit of a member, director, or officer.

ARTICLE XV INFORMATION DISCLOSURE Unless formal action has been taken on an issue by the Board of Directors, views expressed publicly on that issue by members of the corporation shall be clearly stated as personal and not representative of the corporation.

ARTICLE XVI. NONDISCRIMINATION

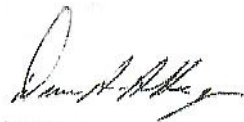
This Corporation shall not discriminate in its hiring policies, delivery of services, or other corporation business of any nature whatsoever on the basis of race; color; creed; religion; ancestry; national origin sex; affectional preference; disability; age; marital status; or criminal record which is not validly related to the job, services or business of the Corporation.

ARTICLE XVII. STAFF

From time to time, the Board of Directors may engage staff persons, as necessary. The Board of Directors shall determine such staff persons and duties, and staff persons will be appointed by the Board of Directors. No staff person may hold a position on the Board of Directors.

ARTICLE XVIII. CERTIFICATION

This certifies that the foregoing amendment to the By-Laws of the North West Minneapolis Business Association, Inc. were read at the regular meeting of the members of the Corporation held on Feb 17, 2009 and May 19, 2009 and adopted on May 19, 2009 meeting by a unanimous vote of the members present.



President
Date 5-19-2009



Vice President
Date 5-19-09