

## **DULUTH PRESERVATION ALLIANCE BY-LAWS**

### ARTICLE I - NAME AND PURPOSE

- 1.1 The name of the organization shall be Duluth Preservation Alliance, hereinafter referred to as the Corporation.
- 1.2 The purpose of the Corporation is to promote a greater appreciation of Duluth's architectural heritage and to serve as a source of encouragement and technical advice for those who have undertaken restoration projects.

### ARTICLE II - MEMBERSHIP

- 2.1 Persons may become members of the Corporation by registering their email addresses on the website.
- 2.2 Every member shall have the right to participate in meetings of the membership, to cast one vote on all matters properly put before the membership of the Corporation for consideration, to nominate and participate in the election of members of the Board of Directors as provided by these By-Laws, to serve on the Board of Directors or on committees if chosen, to receive notices and request minutes of the membership and Board meetings, and to receive Annual Reports as provided by these By-Laws.

### ARTICLE III - MEETINGS

- 3.1 Written notice of every membership meeting shall be given to all members. Except as otherwise provided in Article VI I of these By-Laws, notice shall be e-mailed.
- 3.2 The first Annual Meeting of the membership, for the adoption of these By-Laws, the election of Directors, the assessment of membership dues, and the transaction of other business, shall be

held on May 16, 1994. Notice of the first Annual Meeting shall include a copy of the By-Laws proposed for adoption by the membership and a list of nominations for the Board of Directors as provided in Article IV of these By-Laws.

- 3.3 Subsequent to the first Annual Meeting, the Annual Meeting of the membership of the Corporation shall include reports to the membership by the Board of Directors and officers, the election of officers, and the transaction of other business. The Annual Meetings shall be held during the first quarter of the fiscal year. The location and specific time of the Annual Meeting shall be determined by the Board of Directors. Notice of the Annual Meeting shall include a list of those persons nominated for offices.
- 3.4 Regular meetings shall be scheduled by the Board of Directors. All meetings shall be open to any person.
- 3.5 Special meetings of the membership may be called by the Board of Directors or by a written petition addressed to the President of the Corporation and signed by at least 10% of the membership.
- 3.6 Minutes of all membership and Board meetings shall be recorded by the Secretary of the Corporation or by such other person as the Board of Directors may designate. Minutes of every meeting shall be approved by the Board at the next Board meeting.
- 3.7 Directors may vote electronically (e.g., via email) in lieu of a board meeting. Any resolution subject to vote in lieu of a meeting must be unanimously approved. In the event the motion is not approved unanimously, the President shall either call a special meeting or place the matter on the next regularly scheduled agenda.

ARTICLE IV - BOARD OF DIRECTORS

- 4.1 The Board of Directors shall be as stated in the Certificate of Incorporation. The initial Board shall call the first Annual meeting of the membership in accordance with Section 2, Article III of these By-Laws, and shall serve until the next annual meeting, at which time a successor Board shall be elected, as provided in Sections 2, 3, 4, 5 and 6 of Article IV.
- 4.2 The Board of Directors shall consist of the four elected officers and five directors.
- 4.3 For all regular elections subsequent to the first Annual Meeting of the membership, Directors shall be nominated as follows: President, Vice-president, Secretary, Treasurer and any position as determined by the Board of Directors.
- 4.4 Directors shall be elected by the officers.
- 4.5 If any Director vacates his or her term, the remaining Directors may elect a person to fill the vacancy, or may, by unanimous agreement, decide to leave the position vacant.
- 4.6 Terms of Directors shall be one year, commencing at the adjournment of the Annual Meeting.
- 4.7 The Board of Directors shall create such committees as are necessary or desirable to conduct the affairs and further the purposes of the Corporation in accordance with the Certificate of Incorporation and these By-Laws.
- 4.8 Action taken by the Board of Directors on any motion for the assessment of membership dues, the amendment of the Certificate of Incorporation or these By-Laws, or dissolution of the corporation shall not become effective unless and until such action is approved by the membership in accordance with these By-Laws.
- 4.9 Board Members are obligated to reveal conflicts of interest to the Board. When a vote on an issue is taken, Board members with a conflict of interest must abstain.

ARTICLE V - OFFICERS

- 5.1 Officers of the Corporation shall be: President, Vice-President, Secretary, and Treasurer.
- 5.2 The officers of the Corporation shall be elected by a majority of the votes at the Annual Meeting. Any vacancies occurring in any of these offices shall be filled by the Board for the unexpired term.
- 5.3 The officers shall hold office until the next Annual Meeting after their election, unless such time they resign or are removed from their offices.
- 5.4 Except for the Treasurer, officers may serve three consecutive terms and may be re-elected after vacating the office for at least one term.
- 5.5 The President shall preside at all meetings of the Board of Directors and of the membership of the Corporation when able to do so; consult with other officers and the committees of the Corporation regarding the fulfillment of their duties; assure that an agenda is prepared for every meeting of the membership and the Board of Directors.
- 5.6 The Vice-President shall perform all duties of the President in the event the President is absent or unable to perform these duties.
- 5.7 The Secretary shall assure that a list of all members of the corporation and their e-mail addresses is maintained by the Corporation (or assigned to a member); assure that motions and votes in meetings of the membership and Board are accurately represented to those present and are accurately stated in the minutes of such meetings; assure that minutes of all meetings of the membership and the Board are recorded and kept on permanent record and made available upon request, in accordance with the By-Laws; perform such other duties as the Board may direct.
- 5.8 The Treasurer shall oversee the finances of the Corporation and assure that financial records of the Corporation are maintained in accordance with generally accepted accounting principles; assure that the funds of the Corporation are deposited in the name of the Corporation in accordance with

the By-Laws; assure that all money owed to the Corporation is duly collected and that all gifts of money or property to the corporation are duly recorded; assure the proper disbursement of such funds as authorized to be dispersed; oversee the preparation of financial reports, including a balance sheet and an income statement at the close of each fiscal year and present such reports to the Corporation; assure that such reports and returns as may be required by various government agencies are prepared and filed in a timely manner; oversee the preparation of an estimated annual budget prior to the beginning of each fiscal year for the approval of the Board.

ARTICLE VI - AMENDMENT OF CERTIFICATION  
OF INCORPORATION AND BYLAWS

6.1 The Certification of Incorporation may be amended and these By-Laws may be amended or may be repealed and new By-Laws adopted only by an affirmative vote by two-thirds of the members present at any regular or special meeting, provided that written notice of such meeting has set forth the proposed amendment or replacement, with appropriate explanations thereof .

ARTICLE VII - DISSOLUTION

7.1 A decision to dissolve the Corporation and to distribute the Corporation's assets in a particular manner in accordance with the Certificate of Incorporation shall require an affirmative vote by two-thirds of the members present at a regular or special membership meeting, provided that written notice of such meeting , including a full description of the proposed plan of dissolution has been given to all members .

ARTICLE VIII- MISCELLANEOUS PROVISIONS

8.1 The fiscal year of the Corporation shall begin on May 1 of each year and shall end on April 30 of each year.

8.2 All funds of the Corporation not otherwise employed shall

be deposited in such banks, trust companies or other reliable depositories as the Corporation may determine.

8.3 All checks, drafts, endorsements, notes and evidence of indebtedness of the Corporation shall be signed by such officers or agents of the Corporation and in such manner as the corporation from time to time may determine.

8.4 No loans or advances shall be contracted on behalf of the Corporation except as authorized by the membership.

8.5 Only upon specific authorization of the membership may an officer or agent of the Corporation enter into any binding agreement in the name of the Corporation.

The following persons shall constitute the first Board of Directors:

Name Address

Maryanne Norton 2828 Branch Street, Duluth 55812  
Robert Berg 2117 Jefferson Street, Duluth 55812  
Warren Czaia 3523 E Fourth Street, Duluth 55804  
Diane Christianson 111 Chester Parkway, Duluth 55805

IN WITNESS WHEREOF, the above-named Incorporators have executed these Article of Incorporation/By-Laws on this day of May 16, 1995