

BYLAWS FOR SHAKOPEE DIVERSITY ALLIANCE

ARTICLE I – NAME

The name of this association shall be Shakopee Diversity Alliance (SDA) and its headquarters shall be located at 129 S. Holmes St., Shakopee, Minnesota 55379.

ARTICLE II – PURPOSE

The SDA works towards collaboration and awareness to assist Shakopee to become united as a vibrant, diverse and inclusive community. Goals include but are not limited to;

- A. Host an annual international festival in Shakopee to celebrate and promote the community's diversity.
- B. Build a resource network to inform new and current Shakopee community members about resources available to assist them.
- C. Enhance education and cultural awareness opportunities in Shakopee.
- D. This organization shall have the power to own property, to apply for and receive grants. It may accept bequests and may establish and maintain an endowment fund for carrying out the above stated purposes.
- E. Any other goals as needed and approved by the board of directors.
- F. The SDA is organized exclusively for charitable and educational purposes, and to the elimination of prejudice or discrimination, a recognized charitable organization under Section 501(c)(3) of the Internal Revenue Code, including, for such purposes, the making of distribution to organizations that qualify as exempt under Section 501(c)(3) of the Internal Revenue Code, and for other charitable, educational, human rights or scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code.

ARTICLE III – MEMBERSHIP

- A. Any person(s) interested may be enrolled as an active member.

- B. The SDA reserves the right to collect dues for membership. At such a point membership will begin upon receipt by the clerk of the first payment of dues. Membership shall run from January 1 to December 31.
- C. If applicable, change of dues for membership shall be proposed by the board of directors subject to majority approval of membership present and voting at the annual meeting.
- D. Active membership shall include the following categories:
 - a. Individual membership – any person may become a member of the SDA. Classes of individual membership shall be as follows:

Individual
Senior Citizen
Family
 - b. Club and business membership – any club, association, society or other entity interested in the programs or purposes of the SDA may become club or business members of the SDA by payment of annual dues, if applicable. Classes of club or business members shall be as follows:

Club Member
Business Members
Corporate Members

*If instituted, dues shall be established by the board and reviewed yearly.

- E. If instituted no person shall be qualified as a member and entitled to vote regular, special or annual meetings unless his/her annual dues have been paid to the treasurer and his/her name inscribed on the membership list at or in advance of any meeting.
- F. If instituted members failing to pay their dues after they become payable shall be dropped from the rolls 60 days after the mailing of a notice of such default.
- G. Sponsorship of members may be allowed as approved by the board of directors.

ARTICLE IV – BOARD OF DIRECTORS

- A. The business of the SDA shall be conducted by the board of directors. The terms of office shall be staggered so that no more than 3-4 directors or officers are elected in one election.
- B. The board shall have the responsibility of establishing policy to achieve the objectives of the SDA as stated in Article II of these bylaws. They shall appoint the four (4) officers of their board of directors to serve as an executive committee to handle any emergencies that might arise. Action taken is to be reported to the full board at their next meeting.

- C. The board of directors shall cooperate with any existing local organizations in order to achieve goals established by these bylaws.
- D. Directors shall meet at regular intervals, such intervals to be determined by a special meeting of the board of directors held immediately following the adjournment of the annual meeting of the SDA. The schedule for those meeting will be posted for the membership's information and will be open for their attendance.
- E. A simple majority of board members shall constitute a quorum for conducting business at any regular or special meeting of the board of directors.
- F. All business of the board shall be conducted in conformity with Robert's Rules of Order. The board may appoint parliamentarians.
- G. Board members shall receive written notice, telephone call or e-mail from the clerk or president informing them of each board meeting. Notice shall be given no less than five (5) days prior to each meeting.
- H. The board shall hold such special meetings as may be necessary for conducting business of the SDA. Board members shall receive notice of special board meetings by written notice, e-mail or telephone call.
- I. The board of directors shall be empowered to employ or dismiss an executive director whose duties will be determined by the board of directors in a written policy and duty statement. The executive director shall hire a staff to carry out the goals and policies of the board of directors.
- J. Special meetings of the board may be called by the president or, in his or her absence, by the vice president or any three directors.
- K. The board shall appoint members of the SDA to fill an un-expired term, which may become vacant on the board of directors. Should a directors be absent from three (3) consecutive board meetings during the year, the office shall be declared vacant and a new director appointed by the board.
- L. The board of directors is responsible for the development of a personnel policy, procedures, a long range plan and whatever other policies are needed to carry out the purposes of the SDA, as stated in the bylaws. These policies should be reviewed annually and revised as needed.
- M. The board of directors may remove from the membership role any member of the SDA or of the board of directors who is found to be acting in a manner that is detrimental to the SDA and its' mission. A two-thirds (2/3) vote of the directors and it must be confirmed by a majority vote of the membership. Notice of the proposed removal will be given to the members prior to meeting or of a special meeting called for this purpose. The person involved shall be given the opportunity to be heard at the meeting where his or her removal is considered.
- N. All board member positions may be declared vacant by the board of directors if a board member is absent from a total of four (4) board meetings annually.

ARTICLE V – GOVERNMENT

- A. The board shall consist of seven (7) members. The officers of the SDA shall be a president, a vice president, a clerk, a treasurer and three other members to form a Board of Directors. This board shall manage the affairs of the SDA, subject to such regulations and restrictions as may be prescribed by the SDA. Committee chairpersons may be appointed by the president and will carry full voting privileges on the board of directors.
- B. The officers shall be elected at the annual meeting by ballot of the board of directors, for a two-year term and shall hold office until their successors have been elected. Directors shall be elected at the annual meeting by ballot of the membership, for a two-year term and shall hold office until their successors have been elected. Electronic meeting and/or voting will not be allowed.
 - a. Officers and directors elected January 2014, shall serve until the next annual meeting in January 2016.
- C. The retiring president of the SDA shall automatically become ex-officio member of the board of directors (non-voting) to act in an advisory and consultative capacity for a two-year period.
- D. Elections will be held at the annual meeting and will be done by secret ballot. Electronic meeting and/or voting will not be allowed.
- E. The Shakopee Diversity Alliance (SDA) is and shall be an equal opportunity employer. It does not discriminate based on race, color, age, national origin, marital status, disability, creed, religious or political affiliation, sex or sexual preference. All vacancies whether paid or volunteer will be filled on the basis of qualifications the applicant has in relation to job requirements.

ARTICLE VI – DUTIES OF OFFICERS

- A. The President shall preside at all meetings of the SDA and the board of directors. If the president is absent at any meeting the vice president shall assume those duties. The president will act as a liaison between the board and the executive director. The president with the help of the executive director shall determine the agenda for all meetings.
- B. The vice president shall assume the office of president should the president be unable to execute his/her duties. The vice president shall also be in charge of activities directly related to the membership, i.e., programs for the membership and membership recruitment.
- C. The office of clerk and treasurer may be combined.
 - A. Duties of clerk: The clerk shall keep minutes of all meetings of the SDA and of the board of directors, shall keep roll of all members and give a report on both at the annual meeting. The clerk shall maintain a current membership list at the SDA headquarters and will have a current

membership list present at all SDA meetings. The clerk shall also conduct correspondence of the SDA, give notice of all meetings, notify committee members of their appointments and carry on such other correspondence as may be necessary for conducting the affairs of the SDA. The clerk shall be responsible for all annual registration of the SDA with the Minnesota Secretary of State's Office.

- B. Duties of the treasurer: The treasurer shall collect dues of members and all subscriptions, donations and allocations of money to the SDA. The treasurer shall keep an account of the same and shall make a report at the annual meeting and whenever required by the SDA or the board of directors. All SDA money is to be kept in a SDA bank approved by the SDA or board of directors as attested to by the clerk. At the close of each fiscal year the books shall be audited and a report submitted to the membership.
- C. Duties of directors: All directors shall agree, in writing, to chair a standing committee. These standing committees could be Membership, Publicity, Programs, Long-Range planning, Festival, Resource Network, Education and or others determined by membership.

ARTICLE VII – MEETINGS

- A. The annual meeting shall be the first meeting of the fiscal year. The board of directors shall set the date of the meetings. Two-week notice must be given to all members.
- B. Regular meetings of the membership shall be at least four times a year. Specific dates will be determined by the board of directors. Such quarterly meetings may be held on a rotation basis in locations around the city at the discretion of the board.
- C. Special meetings of the SDA or board of directors may be called by the Executive Director or the president at any time and also upon written request by ten members of the SDA or a majority of the board of directors.
- D. A simple majority of the SDA membership present shall constitute a quorum for the annual and special meetings. Electronic meeting and/or voting will not be allowed.
- E. The SDA shall operate on a fiscal year, running from January 1 through December 31.
- F. All eligible voters may cast one vote. Voting by proxy is not allowed. Electronic meeting and/or voting will not be allowed.
- G. All meetings shall be conducted in accordance with Robert's Rules of Order.

ARTICLE VIII – COMMITTEES BOARDS AND BUREAUS

- A. The president shall appoint or cause the board of directors to appoint, such other boards as are deemed necessary for the efficient operation of the SDA. Chairs of such committees, shall insofar as possible, be appointed from members of the board of directors. Such committees may include regular members of the SDA and if the SDA has chapters, they should be included whenever possible.
- B. The president shall appoint, or cause the board of directors to appoint such other boards as deemed to be to the benefit of the SDA. Chairs of such boards shall be, insofar as possible, appointed by the president from the membership of the SDA and will carry a vote on the board of directors.
- C. All standing committees, boards and bureaus shall be appointed to serve until a particular project is completed or until the next annual meeting, whichever occurs first. All committees, boards and bureaus may be reappointed annually. There shall be no limit to the number of annual terms to which a member of the committee, board or bureau may be appointed. Insofar as possible, all committees and boards should represent the area served by the SDA.
- D. The president, or in his/her absence the vice president, shall be ex-officio member of all committees, boards and bureaus.
- E. The chairs of all committees, boards and bureaus shall represent their respective committees, boards or bureaus at meetings of the board of directors when requested to attend by the board.

ARTICLE X – INDEMNIFICATION OF OFFICERS AND DIRECTORS

- A. The SDA shall indemnify any officer, director, employee, or volunteer who is sued for actions done in good faith for the benefit of the SDA and in the performance of his or her duties for the same. This shall not cover criminal actions that result from unlawful conduct.
- B. Indemnification may be covered through the purchase of insurance or by any means the SDA chooses.

ARTICLE XII – AMENDMENT

Amendment to these bylaws may be proposed in writing and filed with the clerk by any three members. The clerk shall notify all members in writing of the proposed amendments, and they may be adopted by a two-thirds (2/3) vote of the members present at the annual meeting if a quorum is present and provided two-weeks have elapsed since the sending of the notice.

ARTICLE XIII - DISSOLUTION

Previous notice and a two-thirds vote of the membership can dissolve the SDA. All outstanding bills will be paid, and the remaining money will be returned to the membership or, by a vote of the members, can be donated to a charity of their choice.

Shakopee Diversity Alliance

Ibrahim Mohamed
President

1-30-14
Date

Jerry Hassan
Vice President

1/30/14
Date

Kat Wong
Clerk

1/30/14
Date

Donna L Lane
Treasurer

1/30/14
Date

Kassy Kelly
Director

1/30/14
Date

[Signature]
Director

1/30/14
Date

[Signature]
Director

1/30/14
Date