



NEIGHBORHOODS, USA BYLAWS

1. NAMES AND ADDRESS OF CORPORATION

Neighborhoods, USA, Inc. hereinafter referred to as the Corporation, incorporated in the State of Ohio.

2. DURATION

The duration of the corporation is to be perpetual.

3. PURPOSE

The purposes for which said Corporation is formed is as a forum for the sharing of experiences and knowledge towards a cooperative working relationship among citizens, staff members, representatives of the private sector, and elected officials for the strengthening of our cities, counties, and country through the promotion of neighborhoods. Specific activities will include conferences, newsletters, web site, and other related programs approved by the Board of Directors which promote educational, social, and cultural objectives of the Corporation.

4. MEMBERSHIP

A. Qualifications for Membership

Membership in this Corporation is open to any organization, association, agency, or individuals. Interested people need to support the purpose of the Corporation and pay the annual dues.

B. How to Become a Member

Members shall pay required dues as assessed by the Board of Directors who shall determine the amount and schedule of annual dues payable to the Corporation by members, and shall give appropriate notice to members.

C. Voting Rights

Each Individual member in good standing shall be entitled to one vote on each matter submitted to a vote of the members.

D. Termination of Membership

The Board by affirmative vote of two-thirds of all members may suspend or expel a member for just cause after an appropriate hearing provided that such member shall be given not less than thirty (30) days written notice of such hearing. Should membership be revoked, all dues will be forfeited.

E. Reinstatement of Member

After one year, on written request, signed by a suspended, expelled, or terminated member, the Board of Directors by affirmative vote of two-thirds of the members may reinstate a former member on such terms as the Board may deem appropriate.

F. Dues

Categories of dues shall be Individual (Adult), Individual (Youth), Corporate and City/County.

G. Affiliates

Affiliates- Board of Directors shall be empowered to approve applications for Affiliates.

H. Term of Membership

Membership remains in effect as long as dues are current and there has been no suspension or expulsion action against the member.

5. MEETING OF MEMBERS

A. Annual Meeting

There shall be a membership business meeting as a part of the annual conference which shall fulfill the requirements for an annual membership meeting. The place, date and time of the meeting shall be determined by the Board of Directors at least ninety (90) days prior to the actual conference. This meeting shall take place in the late spring or early summer.

B. Special Meeting

Special meetings of the membership may be called at any time by order of the Board or twenty five percent (25%) of the members of the organization who petition in writing to the President of the Board of Directors at least ninety (90) days prior to the meeting date. Copies of the petition shall be submitted to the organization Secretary by the petitioners and entered on the organization's records.

C. Time and Place of Meeting

Each meeting of the members shall be held at a time and place determined by the Board and shall be specified in the notice of the meeting.

D. Electronic or Telephonic Meetings

Meeting by electronic or telephonic means is authorized. Rules for conduct of electronic meetings will be established and adopted by the Board. Actions taken by the Board during electronic or telephonic meetings requiring individual approval must be ratified by the Board at a regular meeting or properly called meeting of the Board in order to become an official act.

E. Notice Requirements

Written notice stating the place, date, hours, and purpose of any meeting shall be delivered to each member entitled to a vote not less than thirty (30) days before the date of such meeting.

F. Quorum

All members present shall constitute a quorum.

G. Resolutions

Any member desiring to bring a resolution before the annual business meeting at the conference shall have presented same to the Bylaws and Rules Committee prior to 5:00 p.m. on the second day of the annual conference before the annual business meeting, so the Committee can review it as to form. All resolutions properly submitted, shall be presented for a vote at the annual meeting as the first order of business on the agenda.

H. Standing Rules

The organization shall operate under the guidelines of a set of Standing Rules that may be amended from time to time by the Board of Directors through additions or deletions. All amendments to the Standing Rules require a two-thirds vote of the Board of Directors.

I. Procedural Authority

The Newly Revised Edition of Robert's Rules of Order shall not supersede these bylaws, but shall be utilized as the governing rules regarding all questions of parliamentary procedure not detailed herein.

6. BOARD OF DIRECTORS

A. General Powers

The legal responsibility for the control of the Corporation shall be vested in the Board of Directors.

B. Qualifications

Membership on the Board will be open to any member in good standing with the Corporation, who has been a member of the organization at least one year prior to becoming a candidate, attended at least one Board Election Workshop, and is subject to Section 6. C. ii.

C. Number and Election

- i.) There shall be 21 members of the Board of Directors. The immediate Past President, if not otherwise a member of the Board, shall be a non-voting, ex officio member in an advisory capacity.
- ii.) The general membership shall elect all members to the Board from a slate prepared by the Board Development Committee. Efforts will be made to encourage a regional balance, as well as an equitable representation of all community interests to include neighborhood residents, elected officials, working practitioners, and private sector representatives, consistent with the purpose of the organization. There shall not exceed more than two members of the Board of Directors from the same city.
- iii.) The Board Development Committee will submit a slate of candidates of qualified members of the organization that have properly submitted Documents of Candidacy. The list shall be distributed to the membership in accordance with the election regulations approved by the Board of Directors for elections to be held during the annual conference. Election regulations and procedures shall be developed by the Board Development Committee. Board members elected to office shall be those receiving the greatest number of votes cast. In case of a tie, the Board of Directors elected to office will cast the deciding vote if the tie is between the two (2) lowest vote getters.

D. Tenure and Transition

Members of the Board of Directors shall serve three-year terms. The terms shall be staggered so as to require an annual election of one-third of the Board's membership. Full term is defined to be at least two-thirds of a three year term. No member shall serve more than three full consecutive terms. In no case shall a member be eligible for re-election or appointment until twelve months after the completion of their third term. Terms of office begin on the first day of the fall Board meeting. All Board Members shall be sworn in as the first order of business at that meeting. Those not in attendance shall sign an oath of office document distributed by the Board Development Committee.

E. Regular Meetings

The Board shall meet at least twice a year to receive reports, make policy decisions and plan the annual conference. One of these meetings shall be held in conjunction with the annual National Conference on Neighborhood Concerns which serves as the annual membership meeting.

F. Special Meetings

Special meetings of the Board may be called by the President or one-third of the membership of the Board.

G. Notice Requirements

Board Members shall be given at least fourteen days notice at his/her address as shown by the records of the Corporation. The notice shall include information on the place, date, hours, and purpose of the meeting. A meeting agenda shall be attached to the notice with appropriate backup information.

H. Quorum

A quorum shall consist of more than 50% of the Board Member seats filled at the time of said meeting.

I. Board Decisions

The act of a majority of the Board of Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless a greater number is required by law or by these bylaws

J. Removal Process

- i.) Any Board member may be removed from the Board by affirmative vote of two-thirds of the Directors at a meeting at which a quorum is present. Such action may be taken at any regular meeting or any special meeting with not less than thirty (30) days written notice of the proposed removal shall have been duly given to the members together with, or as a part of the notice of the meeting.
- ii.) Such removal must be accomplished with good cause and the Board member involved shall be given the opportunity to be present and to be heard at the meeting at which removal is considered. However, two consecutive unexcused absences from the Board meetings will constitute automatic removal.
- iii.) The removal of a Board of Directors member may be initiated at a regular meeting of the members by a motion made at the meeting, and at a special meeting by petition signed and submitted to the Secretary by not less than twenty-five percent of the voting members present. More than one Board member may be considered for removal under a single petition or motion for removal, but vote on the motion or petition for removal shall be separate as to each Board member.
- iv.) After one year, upon written request, signed by a suspended, expelled or terminated member, the Board by affirmative vote of two-thirds (2/3) of the members, may reinstate a former member on such terms as the Board may deem appropriate.
- v.) Prior to the annual meeting, each current member of the Board of Directors who is not completing his/her term shall provide the Secretary with a written statement that she/he is willing and able to continue to serve on the Board and participate in its meetings. Any member not providing such a statement shall be removed from the Board. At the annual election of Board members, a new member shall be elected to fill the remaining term of each Director so removed from the Board.

K. Procedures for Filling Vacancies

- i.) Any vacancy occurring on the Board shall be filled by the next highest vote getter from the most recent election subject to 6. C. ii. The vacancy shall be filled at the next meeting at which the vacancy occurs or at the first Board Meeting following the vacancy occurrence. A Board member shall serve for the unexpired term of the predecessor in office.
- ii.) A person filling an unexpired vacancy will serve only for the remainder of the term of that vacancy, and is eligible to run for a board position on their own.
- iii.) Any vacant board seat with less than one year left on the term will not be filled until the next election.

L. Compensation to Board of Directors

No member of the Board of Directors shall receive compensation for services as a Board member.

7. OFFICERS OF THE BOARD OF DIRECTORS

A. Designation of Officers

The officers of the Corporation shall be President, Vice President, Secretary, Treasurer, Assistant Secretary, Assistant Treasurer Parliamentarian and Sergeant-at-Arms. All officers must be a member of the Board of Directors and have served at least one year on the Board prior to being elected an officer. A person may only hold one office. The Board may elect an Assistant Secretary and/or Assistant Treasurer as may be felt desirable. These officers so designated constitute an Executive Committee who are empowered to make decisions of the Corporation as defined by the Board of Directors.

B. Election and Term of Office

The officers of the Corporation shall be elected annually by the Board of Directors at their first meeting following election of new members of the Board. Officers shall be elected as the next order of business following the swearing in of the Board members and their seating at the next session of the meeting on the

same day. In the case of a tie-vote after five elections for any officer position, the tie will be broken by a coin flip, and the selection of the call will be administered by a non-board member by a random draw. Each officer shall hold office until a successor shall be duly elected and qualified or until removed from office. Officers may not serve more than two successive terms of office in the same office.

C. Removal

Any officer elected by the Board of Directors may be removed by a two-thirds vote of the entire membership of the Board whenever in its judgment; the best interests of the Corporation would be served. The Officer shall be given an opportunity to be present and to be heard at the meeting at which removal is considered except in exigent circumstances determined by the Board. Notice of proposed removal shall be provided to the Board member in writing not less than thirty (30) days prior to the meeting.

After one year, on written request, signed by a suspended, expelled or terminated member, the Board by affirmative vote of two-thirds of the members, may reinstate a former member on such terms as the Board may deem appropriate.

D. Vacancies

Vacancies in any office that occur for any reason shall be filled by the Board for the expiration of the term through the Board election process. If a vacancy occurs during a regular meeting it shall be filled at that meeting. If it occurs between meetings it shall be filled at the next meeting following the vacancy.

E. Duties and Power of Each Officer

i.) **President** - The President shall preside at all meetings of the Board. She/he may sign with the Secretary or any other proper officer of the Corporation authorized by the Board, any deed, mortgage, bonds, contracts, or other instruments that the Board has authorized to be executed, except in cases where the signing or execution thereof shall be expressly delegated to some other officer or agent of the Corporation; and in general, to perform all duties incident to the office of the President and such other duties that shall be prescribed by the Board from time to time. The President shall appoint all committees as may be deemed necessary and may call upon the general membership to serve with Board members on special and select committees because of certain expertise or specialized experience or skills.

ii.) **Vice-President** – In the absence of the President or in the event of the President’s inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting shall have all of the restrictions of the President. The Vice-President shall perform other duties as from time to time may be assigned by the President or by the Board. The Vice-President shall serve as the Chair of the Steering, Budget and Finance Committee.

iii.) **Secretary** – The Secretary shall keep the minutes of the meetings of the Board in one or more books provided for the purpose; see that all notices are duly given in accordance with the provisions of these bylaws; be custodian of the Corporation’s records and see that appropriate signatures of the Corporation are affixed to all documents, the execution of which on behalf of the Corporation is duly authorized in accordance with the provisions of the bylaws; keep a register of the post office address of each member; and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Board or the President. The Secretary shall make available to any Board member upon request, all records, documents, reports or records of any kind, official or unofficial for their perusal. Examination by a Board member does not require approval from the Executive Committee or its members. All requests from Board members are to be answered within ten (10) working days of receipt. Within 60 days of the adjournment of a board meeting, the Secretary shall distribute a draft copy of the minutes to all Board members.

iv.) **Treasurer** - If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties with such surety or sureties as the Board shall determine. The Treasurer or designated agent

shall have charge and custody and be responsible for all funds and securities of the Corporation, receive and give receipts for money due and payable to the Corporation from any source whatsoever, and deposit such moneys in the name of the Corporation in such bank, trust, corporation, and other depositories as shall be selected in accordance with the bylaws, and in general perform all of the duties incidental to the office of Treasurer and such other duties as from time to time may be assigned by the Board. The Treasurer shall ensure that the books are reviewed annually at the time of taking office and at the time the annual IRS 990 filing is prepared. Additionally, the books shall be audited every five (5) years by a Certified Public Accountant without any conflict of interest. The audit report must be submitted to the Board of Directors, and made available to the membership upon request.

- v.) **Sergeant-at-Arms** - The Sergeant-at-Arms shall maintain order at all meetings of the Board and the annual membership meeting. The Sergeant-at-Arms acts as security and safety officer and monitors the meeting room prior to the convening of board meetings and the annual membership meeting to insure compliance with safety rules.
- vi.) **Assistant Secretary** - The Assistant Secretary assumes the job of Secretary if the Secretary is unable to perform the duties of the office and assists in other duties as assigned by the Secretary.
- vii.) **Assistant Treasurer** - The Assistant Treasurer assumes the job of Treasurer if the Treasurer is unable to fulfill the duties of the office and assists in other duties of the Treasurer under the Treasurer's direction.
- viii.) **Parliamentarian** - the Parliamentarian shall perform all duties of this position as specified in Robert's Rules of Order.

F. Employees/Self Employed Contractors

The Board may hire such full or part-time assistance as is needed to carry out the program of the Corporation. The salary, wage, fees, and other terms of the contract or employment shall be set by the Board. The Board may enter into contracts or employment with such employees on behalf of the Corporation. The Board is the authority for hiring or terminating such employees and no board member or Corporation Officer shall take such action without Board consent.

8. COMMITTEES

All standing committees are to be appointed by the President, with the exception of the Executive Committee and the Steering Budget and Finance Committees. The task of all Special committees and their starting and ending dates should be clearly indicated to the Board. All committee reports shall be submitted in writing at the beginning of each meeting. Any member in good standing may request to work with a committee and shall be assigned as deemed appropriate by the committee Chairperson. Following is a list of Standing Committees:

- A. Executive Committee** shall consist of all officers and the Immediate Past President as an ex-officio, non-voting member. This committee is responsible for setting the overall direction of the Board, providing support and leadership, developing meeting agendas and monitoring/coordinating the activities of the designated Board. It is the primary objective of the committee to assure the ongoing viability and effectiveness of the organization. All decisions of the Executive Committee must be ratified by the Board at the next meeting.
- B. Steering, Budget and Finance Committee** consists of all officers and standing committee chairs who shall meet at least one time annually to report and discuss goals for the upcoming year, make progress reports, and adopt the annual budget for the upcoming year
- C. Award(s) Program Committee** is responsible for the administration of existing Neighborhoods, USA awards program. This committee will also take the initiative to explore and implement new recognition strategies consistent with the goals and objectives of NUSA.

- D. **Board Development Committee** is responsible for reviewing the Board Manual and all election forms on an annual basis and updating them to meet current standards of the Board. This committee shall develop board election procedures, monitor board elections and provide orientation for new board members.
- E. **Membership Services Committee** is responsible for development of membership cards and services to be provided for the various levels of membership as well as development of new services to be offered and implemented.
- F. **Program Development Committee** is responsible for conference oversight, as well as development of new programs to fulfill the needs of the membership. This committee is also responsible for oversight of the Host City's plan for the Annual Conference to assure the conference meets the standards set by the NUSA Board of Directors and informing the Board of its role at the conference. The committee also oversees the review of the Host City bid packet and the Host City Selection process.
- G. **Public Affairs Committee** is responsible for promotion and enhancement of NUSA as the pre-eminent national neighborhood organization, and provides oversight of NUSA's communications and its content to fulfill the needs of the membership at-large.
- H. **Bylaws and Rules Committee** is responsible for coordinating the bylaws and standing rules, bringing them up-to-date, and validating motions and resolutions submitted to the Board for general membership approval as to form and compliance with motion and resolution requirements set forth in the bylaws.
- I. **Resource Development Committee** is responsible for a plan for NUSA to become a self-sustaining organization by establishing financial partnerships, sponsorships and donations.

9. CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

- A. The Board may authorize any officer, agent or officers authorized by the Corporation's bylaws to enter into any contract or exercise and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances. No account shall be opened in the name of NUSA or with the use of its Federal Tax ID number without board approval and the Treasurer of NUSA having access to such accounts(s) and statements.
- B. **Checks, Drafts, Etc.**
All checks, drafts, or orders for the payment of money, notes or other indebtedness issued in the name of the Corporation shall be authorized by two officers, one of whom shall be the Treasurer, unless incapacitated. The Board shall adopt Standing Rules addressing electronic banking. With each election of new officers, the Board will, by resolution, designate the signatures on Corporate Accounts.
- C. **Deposits**
All funds of the Corporation shall be regularly deposited to the credit of the Corporation in such depositories as the Board may select.
- D. **Investment**
Any funds of the Corporation that are not needed currently for the activities of the Corporation may at the discretion of the Board be invested in such investments as are permitted by law.
- E. **Gifts**
The Board may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any specified purposes of the Corporation.

10. BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of accounts and shall also keep minutes of the proceedings of its Members, Board of Directors, and Committees having any of the authority of the Board of

Directors, and shall keep a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or agent or attorney for any proper purpose at any reasonable time. All books and records of out-going officers shall be turned over to new officers and kept in accordance with prescribed law.

11. FISCAL YEAR

The Corporation shall operate on a fiscal year in compliance with the incorporation requirements of the State of Ohio.

12. AMENDMENTS TO BYLAWS

These bylaws may be amended in the following ways: (a) a proposal for change may be initiated by written petition of at least twenty-five (25) members of the General Membership either directly to the Secretary who shall submit such proposals to the Board of Directors within 30 days of its receipt or to the General Membership for a majority vote at the annual meeting or (b) the Board of Directors may propose a change in the bylaws to the General Membership following adoption by the Board. The said proposed amendment(s) shall be published in the NUSA NEWS prior to the annual conference, and copies made available during the conference. The said amendment(s) shall be included on the ballot, and shall be voted on during the conference by the membership during the regularly held election at the conference. In requesting a change in the bylaws, it is expressly understood that a change in language of Article 6B (Board of Directors – number and election), 6C (Board of Directors – tenure and transition) and 6L (compensation to Board of Directors) in its present form can be changed by a simple majority of the General Membership voting.

- Original Adoption: May 1978
- Amended: February 1985
- Amended: August 1989
- Amended: May 1998 (approved by the membership)
- Amended: May 2004 (approved by the membership)
- Amended: May 28, 2005 (approved by the membership)
- Amended: May 27, 2006 (approved by the membership)
- Amended: May 26, 2007 (approved by the membership)
- Amended: May 24, 2008 (approved by the membership)
- Amended: May 29, 2010 (approved by the membership)
- Amended: May 26, 2012 (approved by the membership)
- Amended: May 25, 2013 (approved by the membership)
- Amended: May 24, 2014 (approved by the membership)
- Amended: May 23, 2015 (approved by the membership)