**The Neighbors of Belknap Lookout**

**A Non-Profit Corporation**

**Bylaws**

**I. Title and Purpose**

 **A. Title - removed “the"**

The name of this corporation shall be Neighbors of Belknap Lookout

(hereinafter referred to as NOBL).

  **B. Purpose - matches articles of incorporation**

NOBL is a non-profit corporation organized under the laws of the State of

Michigan and serves the area known as the Belknap Community.

The purpose of the corporation is to embark upon programs and other activities for the betterment and preservation of the community. It further seeks to take appropriate and lawful action deemed necessary from time to time by the NOBL Board of Directors to maintain and improve the neighborhood in the areas of crime, housing, communications, business, education, social affairs and other related areas.

 C. Gifts - NEW

This Corporation shall have the opportunity to receive gifts, donations, legacies, bequests, devises and distributions from wills not inconsistent with the laws of the State of Michigan. However, no gifts other than unrestricted and unconditional gifts, or gifts designated to established programs or projects, of cash, cash equivalents, and marketable securities may be accepted by the Corporation without the approval of the Board of Directors.

D. Investments - NEW

Subject to limitations imposed by any donor which are accepted by the Corporation, the Board shall have the authority to invest and reinvest the assets of the Corporation in such investments as an ordinarily prudent person of intelligence and integrity, who is the trustee of moneys of others would purchase in the exercise of reasonable care, judgment and diligence, under the conditions existing at the time of purchase, having due regard for the management, reputation and stability of the issuer and the character of the particular securities.

**II. Boundaries of the NOBL area**

The NOBL area is defined as all properties located within an area bordered by the centerline of Leonard St. on the North, the eastern bank of the Grand River to the West, the centerline of College Ave. to the East, and the properties located on both sides of Michigan Ave. to the South.

**III. Membership - removes fee, streamlines**

Any inhabitant, property owner or business within the NOBL boundary are members.

**IV. General Membership Meetings**

 **A. Frequency - reduces from 2 to 1**

There shall be a minimum of one (1) general membership meetings held per year, on a date established by the Board of Directors.

  **B. Purpose - removes spring goals meetings**

The purpose of the fall meeting shall be the election of the Board of Directors.

  **C. Notice of General Meeting - broadened to include postcard option, lengthen notice**

Notice of General Membership Meetings, setting forth the date, time and place of the General Meeting, shall be published in any print or electronic media readily available to the public for which NOBL serves and posted in the NOBL office at least thirty (30) days prior to the scheduled date.

 **D. Voting Privileges - removes dues, adds membership mechanism**

All NOBL members who provide contact information are entitled to vote at General Meetings; the NOBL board may establish procedures for viewing proof of current membership.

 **E. Special Meetings - makes rarer, require number not %, time for notice might have been for special board meetings?**

Special meetings of the general membership may be called upon written request to the Board of Directors of at least twenty five (25) members. Notice shall be published at least three (3) days in advance of the date for such a meeting. The purpose of such a meeting shall be stated and no other business shall be conducted.

 **F. Elections - simplifies and clarifies**

Each year there will be three (3) open seats for terms of three (3) years on the Board of Directors. The new Board members shall take office at the next regular meeting following the election.

 **G. Nominating Process - adds candidate qualifications, slate option**

 **1**. A nominating committee shall be formed by the Board of Directors, excluding those running for re-election. The purpose of the nominating committee is to evaluate candidates for Board election and to oversee elections; it may propose a slate of candidates for adoptions by the general membership. Candidates shall not have served more than three (3) consecutive years to be considered for an immediate subsequent term. Those individuals interested in serving on the Board should notify the nominating committee no later than thirty (30) days prior to the next general membership meeting. Should the committee propose a slate of candidates, another individual must nominate the interested indivdiual from the floor during the general membership meeting.

MOVE unscheduled vacancies, maximum service and attendance reqs

**V. Board of Directors - remove redundancy, move removal. MAIN CHANGE: vacancies fill remainder of elected term, not just to next election. Also puts non-compensation line here.**

The business of the corporation shall be managed by its Board of Directors. The number of directors shall not be less than five (5) nor more than nine (9). Vacancies in the Board of Directors, including those caused by an increase in the number of directors, may be filled by a majority vote of the remaining Directors, and each Director so elected shall hold office until the end of the term for whoch they were appointed. All directors serve on the Board of NOBL as volunteers and without any compensation of any type, form, or kind.

 **A. Duties - adds delegation to staff**

 1. The Board of Directors shall establish necessary committees, authorize necessary studies and approve all agreements and contracts which are part of the NOBL programs.

 2. The Board of Directors shall secure funds necessary for the achievement of the goals and objectives set forth by the NOBL Board.

 3. Set all goals and objectives for the organization.

 4. Draft and approve all policies for the organization.

 5. All Board of Directors are encouraged to participate in community activities.

 6. Delegate duties to staff as necessary and appropriate.

 B.  **Attendance Requirements - add phone option**

All Board members shall attend all regular meetings. Unexcused absence of a Board member from any two (2) consecutive meetings shall be considered a declaration of resignation. An excused absence constitutes notification to staff or board member preferably 24 hours prior to meeting. A board member participating in a meeting by means of conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other shall be deemed to be present at the meeting.

 **C. Frequency**

The Board of Directors shall meet at least ten (10) times per year.

 D**. Quorum**

A quorum for a meeting of the Board of Directors shall be five (5) Board Members.

 **E. Parliamentary Procedure**

**When operating by consensus is not productive,** Roberts Rules of Order shall be used and observed at all NOBL meetings with the addition of the following rules:

1. The chairperson shall not vote except for the purpose of breaking a tie vote.

 2. All business to be voted upon shall require a simple majority vote of those Board Members present, except as otherwise specified herein.

3. Members of the Board of Directors shall be allowed to vote by proxy.

 4. Voting privileges at Board meetings are reserved to voting Board

 F. Agenda and Speaking Privileges

 1. In order to address the Board of Directors on a new topic, any

 person must ask to be included in the agenda prior to its adoption, or

 wait until the public comment section.

 2. The Chairperson shall adopt the agenda not less than three (3) business days prior to the next regular or special Board meeting.

 members only.

 3. A non-board member may not enter into discussion or debate until members of the Board have had an opportunity to speak and must first be recognized by the Chairperson.

 **G. Executive Session - prevent use for “secret" meetings**

The Board of Directors may meet in a closed session excluding all other persons at the discretion of the Chairperson for the purpose of staff evaluation and performance, disciplinary actions, and property and/or contract negotiations.

 H**. Disciplinary Procedures**

In the case of inappropriate and or unacceptable conduct, lesser than removal of office, at their discretion, the Board may issue verbal, written or sanction as the offense warrants.

 I**. Removal from Office - vacancy addsessed elsewhere**

 1. The removal of a member of the Board of Directors may take place whenever the Board determines that it is in the best interest of the organization.

 2. A motion to remove a Board Member from office shall not be acted upon by the Board of Directors for thirty (30) days, or until the next regular Board meeting, during which time the Board Member in question may organize a defense.

 3. A two-thirds (2/3) vote of all elected Board members plus one (1) is required to remove a member from the Board.

 4. Such a vote to remove a Board member shall be acted upon immediately after all votes are cast and accounted for.

 a. If the Board member in question is also an Executive member of the Board, any and all paperwork and/or related devices associated with his/her position shall be relinquished to the Board within a twenty-four (24) hour period from the date of removal from office.

 J. Vacancies

 Vacancies shall be filled from a list of previous approved candidates and any others nominated by any board member. The Executive Committee will review the credentials of all new nominees and present the slate at the next meeting for vote by the board.

 K. **Action by Board of Directors Without a Meeting.** - NEW

 Any action required or permitted to be taken at any meeting of the Board of Directors or any committee thereof may be taken without a meeting if, before or after the action, all members of the Board or of the committee, as the case may be, shall have signed a written consent. Any such written consents shall be filed with the minutes of the proceedings of the Board or the Committee

**VI. Executive Officers - Change - moved officer description to separate section at end. Not officially part of bylaws. Moved noncompetesation line.**

 **A.** The officers of NOBL shall be: Chairperson, Vice-Chairperson, Treasurer, Secretary.

 B. **Removal**. - NEW

 Any officer appointed by the Board of Directors may be removed by the Board of Directors, whenever in its judgment the best interests of the Corporation shall be served thereby, but such removal shall be considered separately from removal from the Board of Directors.

VII. Committees - NEW

The Board may establish such committees as it deems necessary and appropriate.

VIII. Staff - NEW

The Board may hire an Executive Director as it deems necessary and appropriate.

IX. Conflict of Interest - moved

NOBL shall maintain and follow a Conflict of Interest policy.

X. Indemnification - NEW

**Section 1. General**
To the full extent authorized under the laws of the State of Michigan, NOBL shall indemnify any director, officer, employee, or agent, or former member, director, officer, employee, or agent of the corporation, or any person who may have served at the corporation’s request as a director or officer of another corporation (each of the foregoing members, directors, officers, employees, agents, and persons is referred to in this Article individually as an “indemnitee”), against expenses actually and necessarily incurred by such indemnitee in connection with the defense of any action, suit, or proceeding in which that indemnitee is made a party by reason of being or having been such member, director, officer, employee, or agent, except in relation to matters as to which that indemnitee shall have been adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of a duty. The foregoing indemnification shall not be deemed exclusive of any other rights to which an indemnitee may be entitled under any bylaw, agreement, resolution of the Board of Directors, or otherwise.

**Section 2. Expenses**
Expenses (including reasonable attorneys’ fees) incurred in defending a civil or criminal action, suit, or proceeding may be paid by the corporation in advance of the final disposition of such action, suit, or proceeding, if authorized by the Board of Directors, upon receipt of an undertaking by or on behalf of the indemnitee to repay such amount if it shall ultimately be determined that such indemnitee is not entitled to be indemnified hereunder.

**Section 3. Insurance**
The corporation may purchase and maintain insurance on behalf of any person who is or was a member, director, officer, employee, or agent against any liability asserted against such person and incurred by such person in any such capacity or arising out of such person’s status as such, whether or not the corporation would have the power or obligation to indemnify such person against such liability under this Article.

XI. Books & Records - NEW

NOBL shall keep complete books and records of account and minutes of the proceedings of the Board of Directors.

**XII. Amendment of Bylaws**

These bylaws may be amended by NOBL members if the proposed amendment is presented to any Board of Directors meeting with the vote thereon to take place at the next General Membership Meeting by a two thirds (2/3) vote of the attending membership, or by a two-thirds (2/3) vote of the Board. Notice of a membership-proposed amendment shall be published in any print media available to the Belknap Neighborhood, along with the notice of the General Meeting.

**These Bylaws were amended and voted on by the Neighbor of Belknap Lookout Board on \_\_\_\_\_\_\_\_\_**

**Board officer roles - have not edited likely need discussion ; all executive members can sign checks**

 **A. Chairperson**

1. The Chairperson of the Board of Directors automatically holds

 this office and title.

 2. Is responsible for the day-to-day operations of the organization and is the direct supervisor for all staff.

 3. Shall execute on behalf of the organization all instruments requiring such execution; except to the extent the signing and execution thereof shall be expressly designated by the Board of Directors to some other officer of the organization.

 4. Call the meeting to order at the appointed time and announce items on the agenda in the proper order.

 5. Recognize those who wish to speak in proper order; protect the rights of the person speaking and maintain decorum.

 6. Clarify all motions that have been made and seconded, so that all have heard and understand the motion before calling for a vote.

 7. Vote only in case of a tie.

 8. State definitively and clearly the result of the vote.

 9. Sign all acts and/or orders when necessary and act as the official spokesperson of NOBL and see that all orders and resolutions of the Board of Directors are carried into effect.

 10. Keep the Vice-Chairperson informed of all NOBL activities.

 **B. Vice-Chairperson**

1. The Vice-Chairperson of the Board of Directors automatically holds this office and title.

 2. Be familiar with the duties of the Chairperson and be prepared at all times to assume that office.

 3. Any and all other duties and responsibilities that may be required by the Chairperson.

 4. Assume the Chairperson’s responsibilities when the Chair is absent or otherwise disabled.

 5. Act as parliamentarian when the need arises and have available at all meeting copies of the bylaws and policies of NOBL.

 6. Communicate with the Chairperson and accompany him/her to other meetings whenever possible.

 7. Perform other such duties as the Board of Directors may from time to time prescribe.

 **C. Treasurer**

1. The Treasurer of the Board of Directors automatically holds this office and title.

 2. Shall be responsible for all monies and for payments for NOBL.

 3. Provide a summary of finances at each meeting of the Board of Directors, as well as a complete financial report regarding the organization at year’s end.

 4. Sign all checks for payment of NOBL expenses with counter signature of the Chairperson or other specified officer.

 **D. Secretary**

 1. The Secretary of the Board of Directors automatically holds this office and title.

 2. Keep careful and authentic records of proceedings, so that the exact wording of motions and other business transacted during Board proceedings may be furnished during and after meetings.

 3. Preserve all records, reports and documents of NOBL, except those specifically assigned to the custody of others.