

Coalition for Neighborhood Character & Quality

Proposed Amendment to Bylaws

ARTICLE IV BOARD OF DIRECTORS

- Section 1 **Composition of Board:** The Board shall be composed of at least seven (7), and no more than thirteen (13), individuals. Only members shall be qualified to hold an elected or appointed position.
- Section 2 **Terms:** At the organizational meeting of the Corporation the sole incorporator shall appoint the initial members of the Board, who will be divided into three classes: (1) two of the Directors shall serve a term of one year; (2) two of the Directors shall serve a term of two years; and (3) three of the Directors shall serve a term of three years. At the annual membership meeting to be held in October 2014, and in each succeeding annual meeting, the registered members of the corporation shall elect (or re-elect, as the membership determines) to a three-year term each class of Directors the term of which expires that year. Directors appointed to expand the number of Board members beyond the initial seven (7) members shall be appointed sequentially, first, one to class #(2) above and then, second, one to class #(1) above, and then again in that order.
- Section 3 **Board elections:** New Directors and current Directors shall be elected or re-elected by a vote of the members at the annual meeting in the sequence provided above in Section 2 of Article IV. The names of all candidates for the Board shall be placed in nomination by a majority of the Board or by petition signed by at least ten percent (10%) of the members accompanied by the written acceptance of the nominee. All nominations must be filed with the Secretary not later than fourteen (14) days prior to the annual meeting. The Secretary shall send notice to the members of all candidates in nomination not later than seven (7) days prior to the annual meeting. Directors will be elected by a simple majority of members present at the meeting.
- Section 4 **Compensation:** All Board members shall serve without pay.
- Section 5 **Regular and Special Meetings:** The Board of Directors may hold regular meetings at such times as the Board may determine by resolution, but not less than once each year. Special meetings of the Board may be called, at any time, by the President or by one-third of the Directors, by submitting a written request to the Secretary stating the object of the meeting. The Secretary shall set the time and place of the meeting, which shall be held not later than fifteen (15) days after the receipt of the request. If the Secretary shall neglect or refuse to set the time and place of the meeting, the person or persons calling the meeting may do so. Notification and purpose(s) of the regular or special meeting shall require seven (7) days advance written, electronic, or telephonic notice to all members unless in case of an emergency meeting such 7-day notice would not be

possible and a shorter notice period would then be given. All Board meetings are open to the membership.

Section 6

Quorum: ~~A quorum must be attended by at least three (3) members of the Board~~ For business transactions to take place and motions to pass ~~a quorum of the Board must be in attendance. A quorum shall consist of either a majority of the Board or half the number of Board members.~~ Attendance can be by phone, video, skype or other similar communications equipment. Motions shall be approved by majority vote of Board members in attendance. If an equal number of members vote for or against a motion, then the matter shall be tabled until the next meeting of the Board.

Section 7

Board duties: The Board shall have the following responsibilities and powers:

- a. Manage the daily affairs of the Coalition for Neighborhood Character & Quality.
- b. Make decisions and represent the interests of the Coalition for Neighborhood Character & Quality on all matters. Any action may be taken without a meeting, if consent in writing, setting forth the action, shall be signed by, or assented to by emails or any other electronic means from, all of the Board members who would be entitled to vote at a meeting for such purpose. These consents shall be filed with the Secretary.
- c. Appoint committees to perform necessary functions and represent the Coalition for Neighborhood Character & Quality on specified topics.
- d. Approve all expenditures greater than \$500.
- e. Approve all agreements, contracts, deeds, leases, checks and other instruments of the Coalition for expenditures or obligations involving \$500 or more. These documents must be executed by the Secretary.
- f. Provide the annual report of the Board to the members at the annual meeting.
- g. The Board may fix, in advance, a date as the record date for the purpose of determining the members entitled to vote at any meeting of members. Such record date shall not be more than thirty (30) days before the date of the meeting.

Section 8

Officers & their duties: There shall be four officers of the Board, consisting of a President, Vice President, Secretary, and Treasurer. Their duties are as follows:

- a. President: The President shall chair any meeting of the Board of Directors. The President, or his or her designee, shall prepare the agenda, call and preside at all meetings of the Board and membership and shall perform such duties as the Board and the membership, from time to time, authorize. The President shall represent the position of the Board and interests of the members.
- b. Vice President: In the absence of the President, the Vice President shall function as the President. In the absence of the Secretary, the Vice President shall function as the Secretary. The Vice President shall prepare the annual report to be presented at the annual meeting.

- c. Secretary: The Secretary will give notification of all meetings, shall be responsible for all minutes, assist the President with correspondence, and maintain the non-financial files. The Secretary will maintain a list of members, their address and their contact information. The secretary shall prepare the annual statement regarding conflict of interest and annually obtain signatures from each director.
- d. Treasurer: The Treasurer shall have custody of the monies and investments of the Coalition of which he shall maintain full and accurate financial records of all accounts showing receipts and disbursements of books that are belonging to the Coalition, and shall at the expiration of his term of service render up to his successor all papers, monies, books and property of the Coalition whatsoever in his possession. The Treasurer shall be responsible for the preparation of all required financial data. He shall disburse the funds of the Coalition as may be ordered by the Coalition and the Board of Directors, taking proper vouchers for such disbursements, and shall render to the President and the Board of Directors whenever they may require it, an account of all his transactions as Treasurer, and of the financial condition of the Coalition, and at the annual meeting of the members a like report of the preceding year.
- e. The officers shall be appointed annually at the annual meeting of by majority vote of the Board by majority vote at the first meeting of the Board following the annual meeting of the Membership.

Section 9 **Resignation, termination, and absences:** Resignation from the Board must be received in writing by the Secretary. A Board member may be removed for other reasons by a three-fourths vote of the remaining Directors.

Section 10 **Vacancies:** When a vacancy on the Board exists mid-term, the current Board members will vote on a replacement at the next Board meeting. The replacement will be elected by the majority of the Directors. These vacancies will be filled only until the next annual meeting.