

THE NEIGHBORHOOD INSTITUTE OF HUNTINGTON, INC.

BY LAWS

(Revised and Amended 2/9/2015)

ARTICLE I - NAME

The name of this organization shall be The Neighborhood Institute of Huntington, Inc. (NIOH), mailing address of P. O. Box 9291, Huntington, WV 25704

ARTICLE II - PURPOSE

The purpose shall be to improve the quality of life for the citizens of Huntington's neighborhoods by encouraging neighborhood based organizations and to provide these groups with:

- (1) Educational and technical assistance;
- (2) Facilitate public discussion on common problems in the city;
- (3) Initiate community development programs;
- (4) Assist in securing financial resources to benefit the general public; and
- (5) Cooperate/Work with city officials and other organizations within the city.

ARTICLE III - MEMBERSHIP

Membership shall be by the neighborhood organizations that request in writing their desire to join NIOH, have been approved by the Board of Directors, and meet the following qualifications:

(A) Neighborhood Organization

- (1) Pay yearly dues, as set by the Board of Directors, by June 30 each year;
- (2) Have a full slate of officers;
- (3) Hold a minimum of quarterly meetings in a calendar year, with a planned agenda;
- (4) Provide a representative to the NIOH that serves as a member of the Board of Directors.
- (5) Organization's Bank Account must have two (2) member signatures, each with a minimum age of 18 and must be unrelated.
- (6) Must adhere to the Policy and Procedures of NIOH.

(B) Official Observer

A neighborhood association, not meeting all of the NIOH requirements may choose to attend the regular monthly meetings as an Official Observer and have the right to speak to matters coming before the organization, but have no official standing or voting rights.

ARTICLE IV - BOARD OF DIRECTORS

The governing body of the NIOH shall be a Board of Directors (BOD) each having one vote. The BOD shall be composed of the following who serve without compensation:

Section 1 - Member

- (1) A representative from each member association age eighteen (18) years or older;
- (2) At least two city council members;
- (3) A member appointed by the city to act as an ex-officio member, without voting rights;
- (4) Corporate representatives, if approved by the BOD, may also serve as a part of the Board of Directors.

Section 2 - Authority

The BOD gives authorization to the officers to execute and deliver legal documents in the name of and on behalf of the organization. Only authorized officers have the right to obligate the organization for any purpose or in any amount.

All actions of the BOD shall be in accordance with the Laws of the State of West Virginia, the Articles of Incorporation and these By Laws.

ARTICLE V - OFFICERS OF THE BOARD OF DIRECTORS

Section 1: Officers

Officers of the BOD shall be:

President - Acts as chief executive officer and presides at all meetings of the BOD and has the power to execute legal documents authorized by the BOD.

Vice President - In the absence of the president, shall have all the powers of the President and perform other duties prescribed by the BOD.

Secretary - Shall record and maintain minutes of the Executive Board and the BOD meetings; maintain a current copy of the By-Laws; keep a roster of each BOD member with their appropriate organization; send notices of meetings; and perform other duties as directed by the BOD. Official records of the organization (including Incorporation papers) shall be maintained by the Secretary.

Treasurer - Shall be responsible for making all deposits and disburse all funds as directed by the BOD; maintain a list of all dues paid or delinquent; report at each BOD meeting a detailed financial report of deposits and expenditures along with the current balance of funds; and make available, when called to do so, a complete record of all transactions.

A two signature bank account shall be maintained with one signature required for all checks.

The Treasurer is authorized to pay all regular bills without special approval. Any indebtedness not of a regular nature requires the approval of the BOD and the approval/signature of the President.

Responsible for paying yearly City, State and Secretary of State required license fees and updating information.

Responsible for filing the yearly 990 IRS Tax Return.

Other officers May be elected if it is deemed necessary by the BOD.

Section 2 - Executive Committee

The Executive Committee shall be the elected officers and the immediate past president, who shall have no voting rights. This committee shall have the power and authority to manage the affairs

of the organization necessary between the BOD meetings and as provided by these By-Laws.

A quorum for the Executive Committee shall be three (3).

Decisions by electronic media, i.e. email, are permitted, and will be reported and included in the minutes of the next regular meeting.

ARTICLE VI - ELECTION OF OFFICERS

Section 1: A Nominating Committee

A Nominating Committee shall be appointed by the President in the month of March. It shall be the responsibility of this committee to obtain a slate of officers from the Board of Directors to be presented at the May meeting.

Section 2: Term Limits

No term limits shall be imposed but each officers shall serve at the will of the BOD.

Section 3: Election

Voting and installation shall take place at the June meeting where nominations will be welcomed from the floor. Newly elected officers shall assume their offices July 1 following their election.

Section 4: Vacancies

Should death, resignations or other actions leave vacancies of elected officers, other than the President, the President shall appoint a replacement to serve until the next election. In the event of a vacancy in the office of President, the BOD shall elect a new President.

ARTICLE VII - MEETINGS

Regular monthly meetings of the BOD shall be held at City Hall in the Mayors' Conference Room at 5:30 PM on the Second Monday of the month, unless otherwise notified by the President. All meetings will be presided over by the President, Vice President or by a Chairperson chosen by a majority of the BOD present.

A minimum of ten (10) regular monthly meetings per year are required.

Section 1 - Special Meetings

A special meeting may be called by the President or any five (3) BOD members. At least two days prior to a special meeting, each Director shall be notified either by telephone, mail or e-mail with the purpose of the meeting, the date and the time.

Section 1 - Quorum

A quorum shall consist of five (5) members of the BOD.

Section 2 - Actions

All actions taken must be approved by a majority of the Directors present, provided it represents a quorum. Some actions may be allowed by a telephone or computer generated survey of officers if reported and included in the minutes of the next regular meeting. If properly notified, e-mail may be used to conduct special meetings.

VIII - COMMITTEES

This organization may have as many committees from time to time as designated by the BOD. The BOD may adopt rules and regulations pertaining to such items as number of committee members, length of service, scope of work, etc.

If the BOD so desires, individuals who are not members of the BOD may act in an advisory capacity to the Board and its Committees.

Standing Committees shall be appointed by the President as needed or as required by the Articles of Incorporation.

A By-Laws Revision Committee whose responsibility will be to review and recommend changes to the current By-Laws every two (2) years.

IX - FINANCIAL REPORTING

A yearly independent, third party audit is required of the Treasurer's books.

This organization operates under the IRS Section 501(C)3 Code and a yearly 990 tax return shall be completed as required by the Internal Revenue Service.

X - PROHIBITED ACTIVITIES

This organization shall not participate in or intervene in publishing or distributing any political campaign materials. It shall not carry on any activities not permitted by the Internal Revenue Rules for Tax Exempt Organizations.

XI DISSOLUTION

Upon dissolution of this organization, its remaining assets, after debts have been paid, shall be distributed for one or more exempt purposes within the meaning of Section 501(C)3 of the Internal Revenue Code and the laws of the State of West Virginia.

No benefit of this organization shall be distributed to its Directors, officers or any other individual.

XII AMMENDMENT

With recommendations of the By-Laws Revision Committee, the BOD may amend these BY Laws by affirmative vote of two thirds of the members voting, provided a written copy of the proposed amendments are provided to the BOD at a regular meeting and by vote taken no earlier than the next regular meeting.

XII AUTHORITY

Roberts Rules of Order shall be the authority for this organization.

Revised: 2/9/2015

Revision Committee:

**June Ashworth
Donna Rumbaugh
Amy Ward
Janina Michael
Darrell Smith
Susan Gillette**

THE NEIGHBORHOOD INSTITUTE OF HUNTINGTON, INC.

POLICIES AND PROCEDURES

(These policies and procedures may be amended at any regular BOD meeting provided the Directors have been notified in writing prior to the meeting.

1. Dues of The Neighborhood Institute of Huntington shall be \$25 per group per year, payable by June 30th each year. Treasurer shall notify groups that are delinquent and those not paid within six (6) months shall be dropped from membership.
2. Each group/association representative shall provide the NIOH Secretary with their name, address and other contact information. An alternate representative with the same information is also required.
3. Each member group shall provide the BOD with a Quarterly Financial Report showing: beginning balances, receipts, disbursement and ending balance of all funds. A standard format to be used. (Form Provided). Treasurer to maintain a File for each Group.
4. Each member group shall provide the BOD with a copy of the group's by-laws. These to be maintained by the NIOH President.
5. No BOD member shall be personally liable for the debts or liabilities of the Corporation.
6. Normal expenses incurred by Officers in the performance of their duties shall be reimbursed.
7. All Directors to be notified of regular and special meetings.
8. The BOD may accept and distribute any gift, grant, bequests or devise, if for nonprofit purposes, to be used by the individual organizations.
9. All records of the Corporation shall be maintained by the President, Secretary or Treasurer depending on the nature of the record. These become permanent files and passed from officer to the next succeeding officer.
10. Directors have the right to inspect financial records, minutes, documents or other written

materials belonging to the Corporation. This also includes the right to copy any material.

11. A Post Office Box key shall be maintained by the President and Treasurer.
12. Neighborhood Projects, presented by a non NIOH group on the proper Project Form, may be accepted by NIOH if they fall under the 501(C)3 guidelines but will require an Oversight Committee from the BOD.

QUARTERLY FINANCIAL REPORT
FROM (GROUP): _____
DATES COVERED: _____ **TO** _____

BEGINNING CASH BALANCE: _____

RECEIPTS:

Dues	_____	
Donations	_____	
Ways & Means	_____	
Awards	_____	
_____	_____	
_____	_____	
_____	_____	_____

DISBURSEMENTS:

Dues	_____	
License	_____	
Utilities	_____	
Purchases	_____	
_____	_____	
_____	_____	
_____	_____	_____
_____	_____	_____