

THE NEIGHBORHOOD INSTITUTE OF HUNTINGTON, INC.

BY-LAWS

(Revised and Amended May 9, 2022)

ARTICLE I—NAME

The name of this organization shall be The Neighborhood Institute of Huntington, Incorporated (NIOH). The mailing address is P.O. Box 1659, Huntington, WV 25717.

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 providing these groups with:

1. Educational and Technical assistance;
2. Facilitation of public discussion on common problems in the city;
3. Initiation of community development programs;
4. Assistance in securing financial resources to benefit the general public.

The NIOH will cooperate and work with city officials and other organizations within the city to accomplish its work.

ARTICLE III--MEMBERSHIP

Membership shall consist of neighborhood organizations that express in writing their desire to join NIOH, that are not located in the geographic area of an existing NIOH member, and that are approved by the Board of Directors.

Section 1—Requirements

Applicants must meet the following requirements:

1. Pay yearly NIOH dues, as set by the Board of Directors, by June 30 each year;
2. Have a full slate of elected officers (President, Vice-president, Secretary, and Treasurer);
3. Hold a minimum of four meetings in a calendar year, with planned agendas;
4. Designate a representative to the NIOH who will serve as a member of the Board of Directors;
5. Have an organization bank account with two authorized signatories, each signatory being a minimum of eighteen years of age, and who may not be related to each other;
6. Adhere to the policies and procedures of NIOH.

Section 2 -- Official Observer

A neighborhood association, approved by the BOD, 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. Official Observers who have attended at least four of the last six meetings may be granted voting rights provided no other member group exists in the same geographic area.

ARTICLE IV--BOARD OF DIRECTORS

The governing body of the NioH shall be a Board of Directors (“the Board”), whose members serve without compensation.

Section 1--Voting Members

Each member association shall designate one representative to the NioH Board of Directors and may, at their discretion, designate one alternate representative, who, in the absence of the Board member, may act for the Board member. Such designees shall be age eighteen years or older and must meet the membership requirements of his/her association. Each association shall have only one vote in Board matters.

Section 2--Ex Officio Members (non-voting)

1. At least two city council members appointed by the Chair of the Huntington City Council
2. A member appointed by city administration
3. Corporate representatives as approved by the Board

Section 3—Authority

The Board authorizes the officers to execute and deliver legal documents in the name of, and on behalf of, the organization. Only authorized officers may obligate the organization for any purpose or in any amount. All actions of the Board 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 Board shall be elected annually for a one-year term. Officers are:

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

Vice-President--Shall work closely with the president in NIOH matters. In the temporary absence of the president, shall act as president and perform other duties prescribed by the Board. In the event of a vacancy in the office of president, the vice-president shall assume the duties, responsibilities, and authority of the president until such time as the vacancy can be filled by election.

Secretary--Shall record and maintain minutes of the Executive Board and Board meetings, maintain a current copy of the By-laws, maintain a roster of Board members including their neighborhood organization and contact information, send notices of meetings, and perform other duties as directed by the Board. Official records of the organization (including Incorporation papers) shall be maintained by the Secretary.

Treasurer--Shall make all deposits to and disbursements from NIOH funds as directed by the Board, maintain a list of all dues paid or delinquent, present at each Board meeting a detailed financial report, including deposits, expenditures, and current fund balances. When called upon to do so, shall make available a complete record of all transactions.

A two-signature bank account shall be maintained, with the Treasurer being one signatory. Only one signature shall be required for all checks.

The Treasurer is authorized to pay all regular bills without special approval. Any indebtedness not of a regular nature shall require the written approval of the Board and the approval/signature of the president. The Treasurer is responsible for disbursements of required yearly City, State and Secretary of State license fees, updating of information and reports as required, and for filing a yearly IRS 990 Tax Return.

Other officers may be elected if the BOD deems it necessary.

Section 2--Term Limits

No term limits shall be imposed but each officer shall serve at the will and pleasure of the Board.

Section 3--Executive Committee

The Executive Committee shall consist of the elected officers and the immediate past President who shall serve in an advisory capacity with no voting rights. This committee shall have the power and authority to manage the affairs of the organization as necessary between Board meetings and as provided by these By-laws. A quorum for the Executive Committee shall be three members. Executive Committee voting by electronic media, i.e. email, and meeting by electronic group software are permitted and will be reported and included in the minutes of the next regular meeting.

ARTICLE VI--ELECTION OF OFFICERS

Section 1--Nominating Committee

A Nominating Committee shall be appointed by the president in the month of March each year. It shall be the responsibility of this committee to nominate a slate of officers from the Board of Directors to be presented at the May meeting of the Board. If no current Board members are willing or able to serve as Secretary or Treasurer, the Nominating Committee may nominate candidates who are not current members of the Board. Such nominees must be members of a NIOH neighborhood association and must meet the membership requirements of his/her association, and if elected, would not have voting rights.

Section 2—Election

Voting and installation shall take place at the June meeting of the Board following presentation of the Nominating Committee's report and additional nominations from the floor. Any Director nominated from the floor must agree to serve if elected. Newly elected officers shall assume the duties of their offices on July 1 following their election and installation.

Section 3—Vacancies

Should death, resignations, or other actions create vacancies of elected officers, other than the office of 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 Board shall elect a new president as soon as practicable following the vacancy.

ARTICLE VII—MEETINGS

Section 1 – Regular Meetings

Regular monthly meetings of the Board shall be held at City Hall in the Mayor's Conference Room at 5:30p.m. on the second Monday of the month, unless otherwise notified by the president. Meetings are open to the public. Meetings may be held using electronic group meeting software and voting by electronic media, i.e. email is permitted if approved by the BOD. All meetings will be presided over by the president, vice-president, or by a chairperson *Pro Tempore* elected by a majority of the Board present. A minimum of ten regular monthly meetings of the Board per year are required to be scheduled. In the event a scheduled meeting cannot be held, a special meeting may be called within fifteen days to satisfy the scheduling requirement.

Section 2--Special Meetings

A special meeting may be called by the president or any five Board members. At least two days prior to a special meeting, each Director shall be notified either by telephone, mail, or e-mail of the call and purpose and the date and time of the special meeting.

Section 3—Quorum

A quorum shall consist of at least fifty percent of the voting members of the Board.

Section 4—Actions

A majority of the Directors present, provided it represents a quorum, must approve any action brought before the Board in order for it to be enacted.

ARTICLE VIII—COMMITTEES

Standing Committees of the Board shall be an Executive Committee (see Article V, Section 3), and a By-laws Revision Committee, appointed by the president, which shall review and recommend changes to the current By-laws every two years.

The Board may from time to time designate *ad hoc* committees to carry out its work. The organization may have as many committees as designated.

The Board may adopt rules and regulations pertaining to such items as numbers of committee members, duration of committees' work, scope of work, etc., if it so chooses. Upon approval of the Board, non-members may be invited to sit on Board committees in advisory capacities.

ARTICLE IX--FINANCIAL REPORTING

A yearly independent, third-party audit of the Treasurer's books is encouraged. In place of an independent audit, an audit conducted by the officers of the NIOH may suffice. This organization operates under the IRS Section 501(c)(3) Code and a yearly IRS Form 990 tax return shall be completed as required by the Internal Revenue Service.

ARTICLE 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 of Tax-exempt Organizations.

ARTICLE 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.

ARTICLE XII—AMENDMENTS

With recommendation of the By-laws Revision Committee, the Board may amend these By-laws by affirmative vote of two-thirds of the members voting, provided a written copy of the proposed amendments is provided to the Board one week prior to a regular meeting. Voting on

any By-laws amendments shall be taken no earlier than the next regular meeting following presentation of the proposed changes.

ARTICLE XIII—AUTHORITY

Roberts Rules of Order, Revised, latest edition, shall be the parliamentary authority for this organization.