

**Neighbors of Belknap Lookout  
A Non-Profit Corporation**

**Bylaws**

**I. Title and Purpose**

**A. Title** - The name of this corporation shall be Neighbors of Belknap Lookout (hereinafter referred to as NOBL).

**B. Purpose** - 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** - 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** - 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** - Any inhabitant, property owner or business within the NOBL boundary are members.

#### **IV. General Membership Meetings**

**A. Frequency** - 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** - The purpose of the fall meeting shall be the election of the Board of Directors.

**C. Notice of General Meeting** - 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** - 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** - 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** - 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** - 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 three year 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 individual from the floor during the general membership meeting.

**V. Board of Directors** - 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 appointed shall hold office until either the end of the term for which they were appointed or the next election at the Board's discretion. All directors serve on the Board of NOBL as volunteers and without any compensation of any type, form, or kind.

**A. Duties**

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** - 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.
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** - 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**

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. Appointments may be made for the remainder of the term or until the next election.

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

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

**B. Removal** - 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** - The Board may establish such committees as it deems necessary and appropriate.

**VIII. Staff** - The Board may hire an Executive Director as it deems necessary and appropriate.

**IX. Conflict of Interest** - NOBL shall maintain and follow a Conflict of Interest policy.

## **X. Indemnification**

**A. 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.

**B. 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.

**C. 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** - 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 [October 9, 2018].**