

Neighbors of Belknap Lookout  
Board Policy Packet

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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 voted on by the Neighbor of Belknap Lookout Board on October 9, 2018.

**Officer Definitions and Duties:** The officers of the NOBL board shall be a chair, vice chair, secretary, and treasurer. As a body they may 1) serve as the small group to handle a temporary change in Executive Director, and 2) be authorized to finalize letters the board has requested to send.

As individuals, the Chair and the Treasurer (as well as the Executive Director) may sign checks; the Chair (and the Executive Director) may sign contracts as directed by the board as well.

A) The Chair may take reports from the Executive Director between meetings and will compile input from the board for the Executive Director's annual review. The bulk of the Chair's regular responsibilities have to do with running board meetings, at which he or she will:

- Call the meeting to order at the appointed time and announce items on the agenda in the proper order.
- Recognize those who wish to speak in proper order; protect the rights of the person speaking and maintain decorum.
- Clarify all motions that have been made and seconded, so that all have heard and understand the motion before calling for a vote.
- State definitively and clearly the result of the vote.

The Chair is currently defined in the bylaws as not voting except in the case of a tie; we would like to change that practice by group agreement for the time being and remove that requirement from the bylaws the next time they are updated.

The Chair and the Executive Director may both make public statements (primarily for news media) for the organization and should keep each other informed of what they have said.

B) The Vice Chair should be familiar with the duties of the Chairperson and be prepared at all times to assume that office.

C) The Treasurer should work with the Executive Director to determine updates to financial procedures, with a likely goal of reviewing monthly bank statements and financial reports. This individual can also take the lead on the discussion of the financial reports at each board meeting as well as take part in the preparation and presentation of the budget around the end of the year and the 990 after the year end.

D) The Secretary should keep careful and authentic records of development proceedings and all motions. General discussions may be summarized with emphasis on the overall conclusion, and only highlights of the pros and cons discussed. The minutes should be shared with the board, via the Executive Director if desired, within 2 weeks of the meeting.

**Neighbors of Belknap Lookout**  
**Procurement Policy**

Neighbors of Belknap Lookout will follow the follow procurement procedures when using federal funds.

Procurement Standards:

The following minimum procurement standards must be used in the procurement of all services, supplies, and property when using federal funds in whole or in part. These would include, but not be limited to, independent audits, bookkeeping, accounting services, printing services, and office supplies. If federal funds are used in part to procure goods or services, the total amount of the good or service will be used to determine applicable procedures.

Method of Procurement:

- a. Below \$3,000 - To the extent practicable, the entity must distribute the purchase equitably among qualified suppliers. The purchase may be awarded without soliciting competitive quotations if the entity considers the price to be reasonable.
- b. Over \$3,000 - A written solicitation for bids shall be sent to a minimum of three potential vendors. This solicitation shall:
  - Clearly set forth all requirements the bidder must fulfill, including the last date on which bids will be accepted. All other factors used to evaluate bids must be clearly stated.
  - Be based on a clear and accurate description of the technical requirements for the material, product, or service to be procured. Such a description shall not contain features which unduly restrict competition.
  - At least three written bids must be obtained.

This policy was approved at our board of directors' meeting on June 14<sup>th</sup>, 2016

## NOBL Diversity Policy Adopted September 2017

No person is excluded from receiving NOBL services due to discriminatory reasons including age, disability, economic circumstance, race, ethnicity, gender, gender identity or expression, sexual orientation, world view, spiritual beliefs, marital status, national origin or veteran status.

No one is excluded from consideration for employment or volunteer participation with NOBL, regardless of age, disability, economic circumstance, race, ethnicity, gender, gender identity or expression, sexual orientation, world view, spiritual beliefs, marital status, national origin or veteran status.

NOBL strives to intentionally increase inclusive practices and incorporate diversity throughout its mission, governance board, staff, volunteers, vendors and constituents.

## COMPLAINT PROCEDURE

### Neighbors of Belknap Lookout (NOBL)

#### Applicability

The following policy applies to service recipients and applicants for programs funded by the Department of Housing and Urban Development (HUD) who feel they have been denied access to, or limited in their participation in the program. HUD programs are provided through direct services of the City Community Development Department and other City Departments, and through contractual relationships with nonprofit and for-profit organizations. The policy provides a procedure for hearing and resolving complaints to the satisfaction of all parties involved.

#### Subject of Complaints

Complaints regarding the quality of services, manner or timeliness of service delivery, and denial of services under HUD-funded programs and projects are eligible for consideration under this policy.

#### Note:

- Complaints regarding employment at Neighbors of Belknap Lookout will be handled according to NOBL's personnel policies.
- Complaints regarding issues not related to HUD funded programs at NOBL will be handled according to NOBL policies.

#### Notice and Availability of Policy

Citizens are encouraged to contact staff persons of NOBL before escalating complaints to the City Community Development Department. A copy of the complaint policy and procedures for NOBL is available upon request by calling 616-454-8413. A notice is also posted in the main office at 700 Clancy NE Grand Rapids MI 49503

#### Procedures for Complaints

Staff person(s) responsible for administering the HUD-funded program shall make initial efforts to resolve any complaints. The following steps shall be followed if initial efforts are unsuccessful:

1. A written complaint shall be registered using a Complaint Intake Form or other written correspondence. Persons who need assistance submitting a written complaint because of language or similar barriers may call us at 616-454-8413 for assistance.

Written complaints regarding direct services provided by NOBL should be addressed to:

NOBL  
Elianna Bootzin\*  
700 Clancy NE  
Grand Rapids, MI 49503

A written response shall be provided to written complaints within fifteen (15) business days of receipt unless otherwise indicated. A copy of the complaint and the response will be retained in the NOBL Complaint File.

2. A complainant who is not satisfied with the response above may request reconsideration of the complaint from the City's Program Contract Administrator. The complainant will be provided with the name and phone number of the City's Program Contract Administrator. The City's Program Contract Administrator will resolve the complaint according to the City's Complaint Procedures Policy.

Complaints remaining unresolved following submission to the City may be submitted to the U.S. Department of Housing and Urban Development (HUD), Detroit Office, CPD Division, McNamara Federal Building, 477 Michigan Avenue, Detroit, MI 48226.

Complainants may elect to submit a written complaint to HUD at any point in the process, but are encouraged to pursue local remedies first.

#### Records

A record of all written complaints and subsequent responses are maintained for at least four (4) years at the offices of NOBL located at 700 Clancy NE Grand Rapids, MI 49503. Records of complaints regarding a HUD-funded program may be reviewed by representatives of the City of Grand Rapids and HUD at any time upon request.

#### Certification

I hereby certify that the above resolution was presented to and approved by the Board of Directors of the Corporation at its meeting on the 14 day of June, 2016.

Name of Authorized Official: Kristi DeKraker

Title of Authorized Official: Executive Director

*\*Contact name updated 9/12/2017*

Attachments to this Policy: Complaint Intake Form



## Neighbors of Belknap Lookout Conflict of Interest Policy

### Article I Purpose

The purpose of the conflict of interest policy is 1) to protect Neighbors of Belknap Lookout's (the Organization, which includes the NOBL Board or any committee) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction, 2) to protect the Organization from the appearance of a conflict of interest when determining positions to be shared at local government public hearings, and 3) to protect the Organization's interest and/or prevent the appearance of a conflict of interest in any other similar situations which may arise. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

### Article II

#### **1. Interested Person**

Any director, officer, or member of a committee governing board-delegated powers, which has a direct or indirect financial interest, as defined below, is an interested person, or if a family member of the interested person has a financial interest as defined below.

Family member means a person's spouse or spouse's sibling or child, a person's sibling or sibling's spouse or child, a person's child or child's spouse, or a person's parent or parent's spouse, and includes these relationships as created by adoption or marriage.

#### **2. Financial Interest**

A person has a financial interest if the person has, directly or indirectly, through business, investment or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction, arrangement, or potential to support at a government public hearing;
- b. A compensation arrangement with NOBL or with any entity or individual with which NOBL has a transaction, arrangement, or potential to support at a government public hearing;
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which NOBL is negotiating a transaction, arrangement, or support at a government hearing;
- d. Will substantially benefit financially from any action of the NOBL Board or a NOBL committee; or
- e. An existing or potential ownership or investment interest, or compensation

arrangement with, any entity or individual in direct competition with an entity or individual with which NOBL is negotiating a transaction, arrangement, or support at a government hearing.

Compensation, substantial financial interest or benefit includes direct and indirect remuneration as well as gifts or favors that are \$5,000.00 or more.

### Article III Procedures

#### **1. Duty to Disclose**

In connection with any actual or possible conflict of interest an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board-delegated powers considering the proposed transaction, arrangement, or support.

#### **2. Procedures for Addressing the Conflict of Interest**

a. Any member of the Organization who has a conflict of interest, or who the majority of the committee or board determines has a conflict of interest, shall be recused from any vote regarding the matter that involves a conflict of interest.

b. An interested person may make a presentation at the governing board or committee meeting and participate in the discussion, but once a motion has been made, may only speak in response to a direct question during the subsequent discussion by the board or committee about the vote on the transaction, arrangement, or support involving the possible conflicts of interest.

c. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

d. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

e. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

#### **3. Violations of the Conflicts of Interest Policy**

a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual, possible, or perceived conflicts of interest, it shall inform the

member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

b. If after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

c. Any decision by a committee or board involving a vote by a member who has not disclosed a conflict of interest shall be void and of no effect.

#### Article IV Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual, possible, or perceived conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

b. The names of the persons who were present for discussions and votes relating to the transaction, arrangement, or support, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

#### Article V Compensation

a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.

c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI  
Annual Statements

Each director, officer and members of a committee with governing board-delegated powers shall annually sign a statement, which affirms such person:

- a. Has received a copy of the conflicts of interest policy.
- b. Has read and understands the policy.
- c. Has agreed to comply with the policy and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities, which accomplish one or more of its tax-exempt purposes.

Article VII  
Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in impermissible private benefit or in an excess benefit transaction.

Article VIII  
Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, NOBL may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Signature

Your signature below indicates you agree with annual statements a-d in Section VI above.

\_\_\_\_\_

Signature

\_\_\_\_\_

Title

\_\_\_\_\_

Date

This document became effective on March 10, 2020.

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