

## **By-Laws of Near West Family Network**

(Adopted by the Board of Directors on 01/10/2013, Amended 02/12/2013)

### **Article I Name and Location**

#### **Section 1. Name**

The name of the Organization shall be the Near West Family Network (“NWFN”), an Ohio unincorporated nonprofit association as governed by Ohio Revised Code Section 1745: Uniform Unincorporated Nonprofit Association Act, with a principal place of business in Cleveland, Ohio (the “Organization”).

#### **Section 2. Location**

The offices of the Organization shall be located in such localities as may be determined by its Board.

### **Article II Purposes**

NWFN is a volunteer-driven organization that serves to connect and engage families, to promote urban living and support the long term success of our neighborhoods. As an independent unincorporated nonprofit association, NWFN partners with local community development corporations, businesses, schools and nonprofit organizations to organize and promote programs for parents, children, and the entire family. Together, NWFN works to enhance public safety, preserve and improve public green spaces, expand recreational and cultural opportunities and support the advocacy of quality schools in our neighborhoods. NWFN aims to foster a supportive community of families in Cleveland's near west side neighborhoods by providing a home for these activities; serving as a conduit to an array of community resources; and cultivating meaningful connections among one another.

NWFN shall function exclusively for the purposes specified in Section 501(c)(3) of the internal Revenue Code, including connecting and engaging families to promote urban living and other charitable purposes as described in this section.

### **Article III Membership**

#### **Section 1. Membership**

Membership may be granted to any individual that supports the mission and purposes of the Organization (the “Members”). Members are encouraged to pay the suggested annual dues as set by its Board. Members shall have no voting rights.

#### **Section 2. Uniform Class of Membership**

All members of the Organization shall have the same membership rights and privileges.

### Section 3. Target for Membership

The Organization's target population for membership is parents of minor children residing in the near west side areas of Cleveland, Ohio. Primary neighborhoods include Cudell/Edgewater, Detroit Shoreway, Historic Warehouse District, Ohio City, Old Brooklyn and Tremont. Additional neighborhoods may be included as interest and membership grows.

### Section 4. Termination of Membership

The Board of Directors, by affirmative vote of two-thirds of all the members of the Board, may terminate the membership of any member or suspend or expel any member who acts contrary to the purpose as defined in Article II above.

## **Article IV Board of Directors**

### Section 1. Board Role, Size, Compensation

The Board of Directors ("the Board") is responsible for the overall policy, direction, and mission of the Organization, the fiscal health of the Organization, and determining and monitoring programs and services. The Board shall have no fewer than five (5) and no more than eleven (11) members (the "Directors"), however, at all times there shall be an odd number of Directors. Directors assume the role and responsibilities of "manager" as provided in ORC Chapter 1745. Directors shall serve without compensation, with the exception that expenses incurred in the furtherance of the organization's business may be reimbursed with proper documentation and prior approval.

### Section 2. Board Elections

Election of new Directors or election of current Directors to a second term will be held annually at the October meeting. Directors will be elected by a majority vote of the current Directors. Newly elected Directors will take office on December 1. One or more newly-elected Directors may immediately replace those whose term of office ends on November 30 if a majority of the new Board approves.

### Section 3. Terms of Directors

All Directors shall serve a two (2) year term and are eligible for re-election. A Director who has served two consecutive terms may be reelected only after a hiatus of one or more terms. Except in cases of unexpected vacancy or the creation of a new position, a board term shall run from December 1 to November 30, encompassing a period of two years. If a Director is elected at any time other than the October meeting, her/his first term shall end at whichever subsequent October meeting makes her/his term of office closest to two years.

### Section 4. Conflict of Interest

No Director shall be paid or receive any salary, wages, or compensation for services rendered to the Organization; nor shall any pecuniary or financial gain accrue to any person by reason of his/her acting as a Director. Moreover, the Organization shall not under any circumstances provide personal or other loans to any Director. However, Directors shall be reimbursed for Board approved expenses related to the business of the Organization. No Director shall use his or her position for his or her own direct or indirect personal gain. A Director having a conflict of interest or a conflict of responsibility, whether actual or perceived, on any matter involving the Organization or any other related business or person, shall disclose the existence of such conflict to the Board prior to the Board's consideration of such matter, and shall refrain from voting on such matter. No Director, and no company or firm

controlled by any Director, shall enter into a contract with the Organization if it provides for compensation or valuable consideration of any sort.

#### Section 5. Leaves of Absence

A Director may seek a period of leave from her/his position for up to 90 days and must put her/his request in writing to the president of the Board, who has the authority to make a determination and to appoint others to fulfill necessary duties during the leave of absence. If a leave of absence request is denied, the Director may appeal to the Board.

#### Section 6. Resignation, Termination, and Absences

- a) Resignation from the Board must be in writing and received by the Secretary.
- b) A Director may be terminated for excess absences from the Board if he/she has two (2) unexcused absences from Board meetings in a year. The Secretary will record absences in the minutes, and the President will make a determination about what constitutes an unexcused absence. A Director who has been terminated for unexcused absences may appeal to the Board and be reinstated by a two-thirds vote of the remaining directors.
- c) A Director may be removed for other reasons by a two-thirds vote of the remaining directors.

#### Section 7. Filling of Vacancies

Vacancies existing by reason of resignation, death, incapacity, or removal before the expiration of a Director's term shall be filled by a majority vote of the remaining Board members.

#### Section 8. Vetting of Directors, Staff, and Volunteers

To maintain the highest standards of integrity of the Organization, the Board reserves the right to complete a full background and reference check immediately upon or before the appointing, election, or assignment of: 1) prospective Directors; 2) staff members; 3) any committee chairs and volunteers whose duties require that they must collect, manage, or disburse funds in excess of \$2,000 annually; 4) all volunteers who have unrestricted or unsupervised access to children in carrying out programming for the Organization. Background and reference checks shall be performed by the President or a current board or staff member appointed by the President to complete this task.

## **Article V Board Meetings**

#### Section 1. Meetings

The Board shall meet at least quarterly, at an agreed upon time and place ("Board Meetings"). Members may attend Board Meetings. Board Meetings are closed to the general public.

#### Section 2. Quorum

- a) A quorum shall consist of a simple majority of the Board attending in person or through teleconferencing. Unless otherwise provided in these By-laws, all decisions will be by majority vote of those present at a meeting at which a quorum is present..
- b) If less than a majority of the directors present at said meeting, a majority of the directors present at any meeting of the directors, a majority of those directors present shall designate a new date, time, and place for the meeting, subject to required notice.

### Section 3. Notice of Meetings

Notice of regular as well as special meetings shall be given by providing to each Director a written notice of the meeting stating the date, time, place, and purpose of the meeting, and no business shall be conducted except that specified in the notice. The notice shall be provided to each member at least one seven days before, but not more than forty five (45) days before the date of the meeting. It is the duty of each director to ensure that his/her physical address, and if applicable, email address on the Directors Roster is correct and capable of receiving mail.

### Section 4. Special Meetings

Special Meetings of the Board shall be called upon the request of the President or one-third of the Board. Notices of special meetings shall be sent out to each Director at least forty-eight (48) hours in advance. All reasonable efforts should be made to ensure that all Directors are aware of the meeting, including contacting members by email and, if necessary, by telephone. Should circumstances require that a meeting be convened with less than forty-eight (48) hours' notice, any decision rendered in the course of that meeting shall be provisional and subject to finalization at a Board meeting to be held not more than one week from the time of the special meeting at which the provisional decision(s) was/were rendered. If immediate action is genuinely required, the Board may have no choice but to act on a provisional decision.

### Section 5. Emergency Action without a Meeting

Should the Board need to act expediently, it may vote upon a course of action without convening a meeting so long as two-thirds of Directors agree that no meeting is necessary or possible. Directors must submit their vote regarding the course of action in writing or via email.

### Section 6. Non-Urgent Action without a Meeting

Any action required or permitted to be taken at a meeting of the Board (including amendment of these By-laws) may be taken without a meeting if all the members of the Board consent, in writing or via email, to taking the action without a meeting and to approving the specific action. Such consents shall have the same force and effect as a unanimous vote of the Board.

## **Article VI Officers**

### Section 1. General Provisions

The Board shall elect a President, Vice President, Secretary and Treasurer ("Officer"; collectively "Officers"). In addition, the Board may elect a Chairperson of the Board, Executive Director and such other officers and assistant officers as the Board may from time to time deem necessary. All Officers shall be Directors. Any two or more offices may be held by the same person, but no Officer shall execute, acknowledge or verify any instrument in more than one capacity if such instrument is required to be executed, acknowledged or verified by two or more Officers.

### Section 2. Powers and Duties

Officers of the Organization shall have the authority and shall exercise the powers and perform the duties specified below and as may be additionally specified by the Board or these By-laws except that in any event each officer shall exercise such powers and perform such duties as may be required by law. In the absence of any officer of the Organization, or for any other reason the Board may deem sufficient, the Board may delegate for the time being, the powers or duties of such officer, or any of them, to any other Officer or to any Director. The Board may from

time to time delegate to any Officer authority to appoint and remove subordinate Officers and to prescribe their authority and duties.

- a) The President shall (i) preside at all meetings of the Board; (ii) appoint the members and chairpersons of each committee established under Article VIII, (iii) create ad hoc committees of the Organization in addition to the committees established under Article VIII; (iv) act as a representative of the Organization with related groups and in community affairs, promoting the Organization's purposes in the community, (v) see that all orders and resolutions of the Board are carried into effect; and (vi) perform all other duties incident to the office of President and as from time to time may be assigned to the President by the Board of Directors.
- b) The Secretary shall (i) keep the minutes of the proceedings of the Board and any committees of the board; (ii) see that all notices are duly given in accordance with the provisions of these By-laws or as required by law; (iii) be custodian of the corporate records; and (iv) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or the Board. Assistant secretaries, if any, shall have the same duties and powers, subject to supervision by the Secretary.
- c) The Treasurer shall oversee the care and custody of the Organization's funds, the methods and systems of accounting, maintenance of the books and records of account, and the preparation of tax returns and related documents, and perform all other duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or the Board. The Treasurer shall, upon request of the board, present to the President and the Board statements of account showing the financial position of the Organization and the results of its operations, and make such reports to it as may be required at any time. Assistant Treasurers, if any, shall have the same powers and duties, subject to supervision by the Treasurer.
- d) The Vice-President or Vice-Presidents, if any, shall assist the President and shall perform such duties as may be assigned to them by the President. The Vice-President (or if there is more than one, then the Vice-President designated by the Board, or if there be no such designation, then the Vice-Presidents in order of their election) shall, at the request of the President, or in the President's absence or inability or refusal to act, perform the duties of the President and when so acting shall have all the powers of and be subject to all the restrictions on the President.

### Section 3. Term of Office and Removal

- a) Election of Officers. Officers of the Organization shall be elected by the Board at the October meeting of the Board, or in the case of vacancies, as soon thereafter as convenient. New offices may be created and filled at any meeting of the Board.
- b) Term. Officers shall be elected for one (1) year terms and shall be eligible for re-election for one additional term, for a total of two years. Officers shall hold office until a successor is duly elected and qualified. An Officer who has served two consecutive terms may be re-elected only after a hiatus of one or more terms.
- c) Removal. An Officer may be removed, with or without cause, by a two-thirds vote of the Board whenever in its judgment the best interests of the Organization will be served thereby, but such removal shall be without prejudice to the contract rights, if any, of such Officer.
- d) Vacancies. The Board may fill any such vacancy in any office occurring for whatever reason.

#### Section 4. Execution of Instruments

The Board may, by resolution, authorize any Officer or agent of the Organization to do any act, in addition to that authority granted in these By-laws, or to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Organization, and such authority shall be general or confined to specific instances. Unless so authorized or specifically provided in these By-laws or the Articles of Incorporation, no officer, agency, member, or employee shall have any power or authority to bind the Organization by any contract or engagement or pledge its credit or render it liable monetarily for any purpose or in any amount.

### **Article VII Voting**

#### Section 1. Form of Voting

At all meetings, except for the election of Officers and Directors, all votes shall be cast by voice. For election of Officers and Directors, ballots shall be provided and there shall not appear any place on such ballot that might tend to indicate the person who cast such ballot.

#### Section 2. Counting of Ballots

The Secretary shall certify in writing to the president all votes by ballot. The results and the certified copy shall be documented with the minutes of that meeting.

#### Section 3. Conflict of Interest in Voting

Any Director of the Board may bring to the attention of the Board a potential conflict of interest. The Board shall then decide, by majority vote, whether there exists in fact, a conflict of interest. Should the Board decide that a conflict of interest exists, the conflicted Director(s) shall leave the room for all discussion of and voting upon the matter from which the conflict arises.

#### Section 4. Email Voting

The Board may, from time to time, vote on both urgent and non-urgent matters via email. Any Director may make a motion via email. Discussion related to the motion may occur. Directors shall vote on the motion by replying to all members of the Board. The Secretary shall record the outcome of the vote. Any member of the Board may request that a motion made via email on a non-urgent matter be deferred until discussion can occur at a Board meeting. If this request is seconded, the motion will be deferred. Decisions made via email on non-urgent matters will not be considered finalized until the next regularly-scheduled Board meeting. The President may require email response from Directors within 48 hours on urgent matters so long as the President is able to confirm receipt of the email motion by two-thirds of Directors.

#### Section 5. Telephone Voting

Votes via telephone or tele/videoconferencing will only be accepted when circumstances and urgency make it very difficult for a Director to cast his/her vote in writing or via email.

#### Section 6. Proxy Voting

A Director may vote by proxy at only two Board meetings within a twelve (12) month period. To vote by proxy, a Director may notify the Secretary, in writing, or via email, of his/her vote on an anticipated motion. It is the absent Board member's responsibility to ensure that the Secretary receives this communication before the meeting. If such communication is not received before the meeting, the vote of the directors present at the meeting shall stand. A Director may instead empower on other member of the Board to vote at the meeting on his/her behalf. If

a Director empowers another Director to serve as proxy, the absent Director must notify the Secretary in writing or via email that the proxy will vote on his/her behalf. Proxy voters shall not count toward quorum.

### Section 7. Recording Votes Held Outside a Meeting

Any decision that is voted upon outside of a regularly-scheduled Board meeting must be announced and recorded in the minutes at the commencement of the next regularly-scheduled Board meeting.

## **Article VIII Committees**

### Section 1. Committee Appointment

The President, with the concurrence of the Vice President, shall determine the size and appoint the chair of each committee (hereafter "Committee") and committee members ("Committee Members") from among the the Board. Other Committee Members may be appointed from among Members who have stated their willingness to serve. Committee Members shall be Members of the Organization and shall have demonstrated interest in the work of the committees.

### Section 2. Committee Meetings

- a) The Committees shall meet on a regular basis as required at such time and place as directed by the committee chairperson.
- b) Each Committee Member is expected to (i) attend meetings on a regular basis, (ii) use his or her best judgment to review Organization policy options or monitor those Organization activities assigned to the committee, (iii) address specific tasks assigned by the chairperson of the committee, (iv) solicit and share community input regarding the work of the Committee, and (v) be prepared to devote at least three hours each month to the Committee in meetings or preparing for meetings.
- c) Any Committee Member who is absent from more than three (3) consecutive meetings may be removed from committee membership, after notification.
- d) Notwithstanding the attendance requirement, the President of the Organization's Board is an ex officio member of all standing committees.
- e) The Chairperson of each committee shall (i) determine the time and location of Committee Meetings, (ii) coordinate meetings notices, (iii) update the Board on committee deliberations, and (iv) present recommendations to the Board, including minority positions when requested. Whenever possible, recommended resolutions shall be reduced to writing. Before being presented to the Board, the chairperson of a committee shall review the resolution to assure that it is consistent with the view of the committee.
- f) Committee recommendations require approval of a majority of the Committee Members present when there is a resolution to be sent to the Board.
- g) Committees shall operate on a one person/one vote basis.

### Section 3. Committees

In the event committees are formed, there may be three types of committees:

- (a) Executive;
- (b) Standing; and
- (c) Ad Hoc.

### Section 4. Executive Committee

The Executive Committee shall consist of the Officers of the Organization. Property transactions and legal issues requiring Board action shall be referred to and handled by the Executive Committee. The Executive Committee shall make recommendations to the Board.

### Section 5. Standing Committees

Standing Committees shall work with the Board to:

- a) Develop and recommend policies for the operation of the Organization;
- b) Shape and implement Organization goals;
- c) Solicit ideas and concerns of Organization members and the community at large;
- d) Monitor compliance with corporate policies;
- e) Monitor progress of recommended programs;
- f) Recommend actions to the Board of Directors; and
- g) Address Board priorities as assigned.

The Board shall determine and organize a committee structure to meet the needs of the Organization and support the conduct of Board functions and business. Such committee structure shall provide for Board oversight of:

- a) Finances and other operations;
- b) Programs;
- c) Policies and procedures, including those relative to human resources and board nominations; Membership.

Each committee organized by the Board shall have the power to create and disband subcommittees as needed to achieve the goals of the committee, and to staff such subcommittees with one Board member and as many Organization members as necessary.

### Section 6. Ad Hoc Committees

Ad Hoc committees will be appointed from time to time as needed by the President or on recommendation of the Board.

## **Article X Fiscal Year**

The fiscal year of the Organization shall begin on the 1st day of January and ends on the 31st day of December of each calendar year.

## **Article XI Contracts and Banking**

### Section 1. Contracts

The Board may authorize any officer or officers, agent, or agents, to enter into any contract or execute or deliver any instrument in the name of or on behalf of the Organization, and such authority may be general or confined to special instances.

### Section 2. Deposits

All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies or other depositories as the Board may select.

### Section 3. Checks

All checks, drafts or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, agent or agents of the Organization and in such manner as shall from time to time be determined by resolution of the Board.

#### Section 4. Loans

No loan shall be made to this Organization and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board.

#### Section 5. Authority

Except as otherwise provided by law, checks, drafts, bank withdrawals, notes, orders for the payment of money, and other evidences of indebtedness issued in the name of the Organization shall be signed by the Treasurer or, if the Treasurer is unavailable, the President, and the Secretary or Vice President (1<sup>st</sup> if multiple Vice Presidents are seated.) Contracts, leases, or other instruments executed in the name of and on behalf of the Organization shall be signed by the President or, if the President is unavailable, the Vice President, and countersigned by the Secretary.

### **Article XII Indemnification**

The Organization shall indemnify any director or officer and any former director or officer of the Organization and any such director or officer who is or has served at the request of the Organization as a director, officer or director of another Organization, partnership, joint venture, trust or other enterprise (and his heirs, executors and administrators) against expenses, including attorney fees, judgments, fines and amounts paid in settlement, actually and reasonably incurred by him by reason of the fact that he is or was such director, officer or director in connection with any threatened, pending or completed action, suit or proceeding whether civil, criminal, administrative or investigative to the full extent permitted by applicable law. The indemnification provided for herein shall not be deemed to restrict the right of the Organization (i) to indemnify employees, agents and others to the extent not prohibited by such law, (ii) to purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a director, officer, employee or agent of the Organization, or any person who is or was serving at the request of the Organization as a director, officer, director, employee or agent of another Organization, joint venture, partnership, trust or other enterprise against any liability asserted against him or incurred by him in any such capacity or arising out of his status as such, and (iii) to enter into agreements with persons of the class identified in clause (ii) above indemnifying them against any and all liabilities (or such lesser indemnification as may be provided in such agreements) asserted against or incurred by them in such capacities.

### **Article XIII Non-Liability of Directors**

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Organization as provided by the laws of the State of Ohio.

### **Article XIV Limitations on Activities**

No substantial portion of the activities of this Organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by Section 501(h) of the Internal Revenue Code), and this Organization shall not participate in, or intervene in (including the publishing or distribution of any statement), any political campaign on behalf of, or in opposition to, any candidate for public office. Notwithstanding any other provisions of these By-laws, this Organization shall not carry on any activities not permitted to be carried on:

- a) By an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or
- b) By an organization, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

## **Article XV**

### **Consistency with Articles of Incorporation**

NWFN may choose to change its status from an unincorporated nonprofit association to a domestic nonprofit corporation, or similar entity. If any provision of these By-Laws shall be inconsistent with the Organization's Articles of Incorporation (and as they may be amended from time to time), the Articles of Incorporation (as so amended at the time) shall govern.

## **Article XVI**

### **Books and Records**

Correct books of account and the activities and transactions of the Organization shall be held by the Secretary of the Organization. These shall include any documents filed with the Ohio Secretary of State and IRS, a copy of these By-laws, and all minutes of meetings of the Board.

## **Article XVII**

### **Section Headings**

The headings contained in these By-laws are for reference purposes only and shall not be construed to be part of and shall not affect in any way the meaning or interpretation of these By-laws.

## **Article XVIII**

### **Statement of Policy**

It is the stated policy of the Organization that service will neither be rendered nor denied on the basis of race, color, religion, national origin, or (unless pragmatically justifiable) sex. Furthermore, the Organization will not discriminate or otherwise base any matter regarding employment, appointment or election to the Board, or as an officer, or to be a member of the Organization, on the basis of race, color, national origin, ancestry, religion or sex.

## **Article XIX**

### **Amendments**

These By-laws (and as it may be amended from time to time) may be amended or added to by the affirmative vote of two-thirds of the Board, upon due notice provided in accordance with these By-laws, together with a written copy of any proposed amendment. Proposed amendments must be submitted to the Secretary to be sent out with regular Board announcements.

**Article XX**  
**Dissolution**

The decision to dissolve will require a two-thirds vote of the Board. Upon the dissolution of the Organization or the winding up of its affairs, or other liquidation of its assets, all of the remaining assets of the Organization shall be distributed only to one or more organizations created and operated for one or more exempt purposes within the meaning of Section 501 (c)(3) of the Internal Revenue Code, or the corresponding provisions of any future Federal tax laws, as the Board shall determine.