

**<sup>1</sup>NEIGHBORHOOD PLACE  
MANAGING BOARD  
BY-LAWS**

**ARTICLE I**

**Name**

The name of the organization shall be the Neighborhood Place.

**ARTICLE II**

**Vision**

**Section A. Vision**

Neighborhood Places: Local communities working together to ensure healthy, educated, safe and self-sufficient families through a system of blended, accessible services in Jefferson County.

**Section B. Mission<sup>2</sup>**

Neighborhood Place works with communities to provide blended and accessible health, education, employment and human services that support children and families in their progress toward self-sufficiency.

**Section B. Program Goals**

- Offer multiple health, education, and human services in one location thereby increasing community access.
- Assist Family Resource and Youth Service Centers as a referral source for coordinating services for clients.
- Identify and develop services that empower families and individuals to achieve self-sufficiency.
- Make families full partners in planning, implementing and evaluating services at the Neighborhood Place.

**ARTICLE III**

**Purpose**

The Managing Board will

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<sup>1</sup> Adopted July 19, 1996

<sup>2</sup> Amended May 16, 1997

- Adopt community goals for the Neighborhood Places and establish desired outcomes to evaluate the effectiveness of the centers.
- Assure a consistent network of service delivery.
- Identify issues within the community that present barriers to self-sufficiency.
- Assure on-going collaboration among multiple agencies.
- Establish policies which produce a culturally sensitive, non-duplicative operation.
- Coordinate and approve fund raising activities submitted by Community Councils.
- Review and act on recommended changes to Community Council by-laws.

## **ARTICLE IV**

### **Governance**

#### **Section A. Membership**

1. **Partners** represent *organizations* and are voting members who must meet the following criteria to serve on the Managing Board and Operations Committee.

Invest and dedicate a minimum of eight total full-time staff members to a total minimum of four centers; and

Contribute a minimum of \$1,500 per full-time staff person for staff associated costs; and,

Contribute a minimum of \$4,000 per full time staff person toward general operating expenses.

2. **Contributors** who meet the following criteria may serve as non-voting members of the Managing Board: contribute financial, technical, staff, or toher resources which foster the operation of Neighborhood Place. The Finance/Personnel committee will review applications and make recommendations to the Managing Board regarding eligibility of prospective Contributors.

*Note: The Finance/Personnel Committee will develop an application packet (a written process) for those interested in being part of Neighborhood Place.*

3. **Community Council Representatives** are voting members of the Managing Board.

One member will be elected by each of the Community Councils to serve on the Managing Board.

## **Section B. Officers**

1. The Managing Board shall elect a Chair, Vice-Chair, and Secretary from its voting members.
2. Elected officers shall assume office at the close of the meeting at which they are elected. Officers shall serve for a term of two years and will serve no more than two consecutive full terms in the same office.
3. Officers shall perform the duties described in this section and such other duties as are prescribed for the office by these by-laws and in the adopted parliamentary authority.
  - a. The Chair shall
    - 1.) Preside at all meetings of the Neighborhood Place Managing Board;
    - 2.) Appoint, subject to the approval of the Managing Board, all committee chairs, except the Operations Committee, and as otherwise provided in these by-laws. All Standing Committee chairs shall be members of the Managing Board.
    - 3.) Prepare contracts and other documents as required for approval and sign documents as appropriate.
    - 4.) May call special meetings as he or she deems necessary or at the request of at least five Board members.
  - b. The Vice-Chair shall
    - 1.) Perform all duties of the Chair, in the absence or disability of the Chair. In such case that the Chair's position is vacated, the Vice Chair will perform all duties until an election can be held to fill the vacancy.
    - 2.) Have such other duties and powers not inconsistent with these by-laws as may be assigned by the Chair.
    - 3.) Assist the Chair in the carrying out of the duties of that office.
  - c. The Secretary shall
    - 1.) Attend all Managing Board meetings recording all votes and consensus decisions and keeping the minutes of all proceedings in a book to be kept for that purpose.

- 2.) Be responsible for the official records, including all minutes, policy decisions, By-laws, and all official correspondence and other organizational documents.
- 3.) Notify or cause notification of upcoming meetings and other information as specified in these by-laws.

d. All Officers shall

Make available for inspection, at reasonable times, to any member of the Managing Board, all official records of the collaboration for which they are responsible. Upon leaving office, each officer shall turn over to the successor, in good order, such monies, books, records, documents or other property of the Neighborhood Place as has been in his or her custody during the term of office.

4. Elections

- a. The Managing Board will elect its officers bi-annually. The actions shall be by ballot. If more than one candidate is nominated for an office, a majority vote shall elect.
- b. Prior to the election of officers, the Nominating Committee will prepare the slate of nominees and will elicit the agreement of each nominee to have his or her name presented as a candidate. This information will be disseminated to the full board at least two weeks prior to the meeting. Floor nominations will also be accepted.
- c. In the event of the resignation of an elected officer, the Nominating Committee will present the name of a qualified nominee to the Managing Board at the next scheduled meeting.

5. Removal From Office

An officer of the Managing Board may be removed from office by a 2/3 vote of the members of the Board.

**ARTICLE V**

## Operating Procedures

### A. **Quorum**

A quorum shall exist when fifty-one percent of the membership is in attendance.

### B. **Meetings**

1. The Managing Board will meet a minimum of once a month at a time and place agreed to by the majority of the board.
2. Special meetings of the Managing Board may be called by the Chair to discuss matters of importance to the Board. The Chair must call a Special Meeting if five (5) Board members make such a request.
3. All meetings of the Managing Board must be called with a written notice 24 hours in advance.

### C. **Attendance**

Members are expected to be in attendance at all meetings. If a member cannot attend a meeting, the member is to notify the chair to report the proposed absence.

### D. **Making Decisions**

Decisions of the Managing Board shall be made by majority vote if a consensus on the issue cannot be reached.

1. Each member of the Managing Board shall be entitled to one authorized delegate.
2. **Voting** - Each Full Partner delegate and Community Council delegate shall have one vote on items submitted at Managing Board meetings.
3. **Designee** - In the event the authorized delegate is unable to be present for a vote, a designee will be allowed to cast that vote and shall exercise all applicable powers in the member's absence. Each member shall determine its own designee.
4. **Proxy** - In the event a vote is to be taken and neither the Board Member nor Designee is able to be present, the Board Member may submit, in writing, an in-absentia vote.
5. **Conflict of Interest** - No Managing Board member may participate in the discussion or vote on any matter which will, or could potentially, be of a monetary benefit to him or herself, or to any immediate family or household member. Further, there can be no monetary benefit of any organization with

which the member or any immediate family or household member is, or has in the past 12 months, been affiliated as staff, officer, board member, or owner.

## **ARTICLE VI** **Committees**

### **Section A. Executive Committee**

The Executive Committee shall consist of the Chair, Vice-Chair, Secretary and one other member selected from among voting members of the Managing Board. At least one member shall be a Community Council representative. The Executive Committee shall have, and may exercise, all of the powers and authority of the Managing Board between meetings except as limited by that membership. Any action taken by the Executive Committee must be agreed upon by the majority membership of the Executive Committee. All actions must be reported to the full membership at the next meeting.

### **Section B. Nominating/By-Laws Committee**

The Nominating/By-Laws Committee will consist of no less than three members of the Managing Board, not to include the Chair. The Committee shall elect its own chair. The Nominating function of this committee shall be to identify qualified candidates for election to office, seek the approval of the proposed candidate before entering that person's name into nomination and to present their recommendations to the Managing Board.

The By-Laws function shall be to annually review by-laws of all levels of governance and report findings to the Managing Board. It shall review all amendments submitted and edit them for composition, originate amendments and submit proposed amendments to the Managing Board with committee recommendations.

### **Section C. Finance/Personnel Committee**

The Finance/Personnel Committee include no less than five members of the Managing Board or their alternate. The function of this committee shall be to oversee the start-up and operating costs of each of the Neighborhood Places. It will also recommend strategies for fund raising activities for the operation of the centers over and above the services provided by the partner organizations. In addition, it will develop criteria for Contributor membership on the Managing Board and evaluate potential members against the criteria and make recommendations to the Managing Board.

The Personnel function of this committee shall be to, in conjunction with the Community Councils, select and evaluate the Administrators of each Neighborhood

Place center. It will also review recommendations from each Community Council to determine feasibility of personnel needs and additional resources.

#### **Section D. Operations Committee**

The Operations Committee shall consist of the Full Partners and Contributing Partners. The function of the Operations Committee shall be to open and operate the Neighborhood Place centers and satellites. They will develop plans for implementation of service delivery within the Neighborhood Place , allocate available resources to implement these plans and report to the Managing Board.

#### **Section E. Special Committees**

Special committees may be created, as necessary, with members appointed by the Chair. The structure, responsibilities and duration of these committees shall be delineated by the Board at the time of their establishment. Committee members need not be members of the Managing Board.

### **ARTICLE VII Nondiscrimination**

The officers, members of the Managing Board, committee members, and persons served by Neighborhood Place shall be selected entirely on a nondiscriminatory basis with respect to age, disability, ethnicity, familial status, gender, national origin, race, religion, sexual orientation, and all other categories provided nondiscriminatory treatment by law, statute, or ordinance.

### **ARTICLE VIII Parliamentary Authority**

The rules contained in Robert's Rules of Order Newly Revised shall govern this board in all cases to which they are applicable and in which they are not inconsistent with these by-laws or with special rules of order the membership may adopt.

### **ARTICLE IX Amendment of the By-Laws**

By-Laws may be amended by the Neighborhood Place Managing Board at any of its meetings by a two-thirds vote. Prior to the vote, the amendments are to be submitted to the By-Laws Committee in accordance with Article VI, Section C, and are to be included in the call to the meeting two weeks in advance of the time of the vote.

A Community Council shall submit recommendations for by-law amendments to the Managing Board for review and adoption. Upon adoption, each Community Council will

be notified of the change. At that time the new by-law will be a part of each Community Council's by-laws.

**ARTICLE X**  
**Dissolution**

In the event Neighborhood Place effects dissolution, agencies will retrieve inventoried equipment and supplies. Any existing assets remaining shall be divided among Full Partners.

Certificate of Secretary

I, the undersigned, do hereby certify that I am the duly elected and active Secretary of Neighborhood Place, and that the foregoing are the By-laws of said organization, as fully adopted in a meeting of the Managing Board held on the nineteenth day of July, 1996. In witness whereof, I have subscribed my name this<sup>3</sup> \_\_\_\_\_ day of \_\_\_\_\_, 1996.

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Secretary, Neighborhood Place