

# **NEIGHBORHOOD SERVICES ORGANIZATION, INC. -BY-LAWS-**

## **ARTICLE I - GENERAL**

### **Section 1            Official Name**

The name of this organization shall be Neighborhood Services Organization, Inc., hereinafter referred to as "Corporation."

### **Section 2            Fiscal Year**

The Corporation's fiscal year is July 1 through June 30.

### **Section 3            Corporation's Identification**

The Corporation is a 501c3 not-for profit, faith-based organization established in 1920 in Oklahoma City by a group of Methodist women. Its original name was Wesley Community House. The Corporation maintains an ongoing and beneficial "organizational relationship" with United Methodist Women and is designated as one of its "National Mission Institutions." Periodically, the Corporation and United Methodist Women evaluate their relationship and sign an updated covenant of agreement.

### **Section 4            Principal Office**

The Corporation's principal office is to be located at 431 S.W. 11<sup>th</sup> Street, Oklahoma City, OK 73109.

### **Section 5            Financial Support**

The Corporation receives ongoing financial support from charitable and earned income sources including but not limited to United Methodist Women national, state and local entities; United Way of Central Oklahoma; an Oklahoma City Community Foundation endowment fund; individual donors; organizations; charitable foundations; corporations; congregations; and government grants.

### **Section 6            Directors & Officers Insurance (D&O)**

Each director and officer shall be indemnified by the Neighborhood Services Organization for legal fees plus liabilities, fines and penalties asserted against him or her through the D&O insurance policy. The policy protects each board member unless he or she is judged liable because of gross negligence or willing misconduct in the performance of his or her duty as a director or officer.

## **ARTICLE II – PURPOSE / MISSION**

### **Section 1            Purpose**

The Corporation exists to facilitate the development, management and delivery of a variety of social service programs to individuals and families residing primarily in central Oklahoma to address basic human needs related specifically to emergency and long-term affordable housing and access to specialized primary and preventive healthcare services.

### **Section 2            Mission Statement**

Transforming lives and encouraging independence through safe, healthy homes, dental care and nutrition.

**ARTICLE III - GOVERNANCE**

**Section 1 Board of Directors**

The Corporation shall be governed by a Board of Directors (hereinafter referred to collectively as “Board” or individually as “Director” or collectively as “Directors”), which shall exercise all the powers of the Corporation unless herein otherwise indicated. The Board shall include Elected Directors, each of whom has voting privileges. The total number of Directors shall not be less than twenty-one (21), nor more than thirty-five (35).

One-third (1/3rd) of the Board shall be elected annually to serve three-year terms. They shall be apportioned as follows: one-third (1/3<sup>rd</sup>) from neighborhoods the Corporation serves; one-third (1/3<sup>rd</sup>) from the community at large; and one third (1/3<sup>rd</sup>) from the United Methodist Church.

**Section 2 Elected Directors**

Elected Directors shall include men and women in various age groups, lay and clergy, and nominated because of individual qualifications of ability, interest, profession, and experience, concern for the community and the church, and a willingness to serve.

**Section 3 Ex-Officio Directors**

Ex-Officio Directors represent the United Methodist Church and are selected based on the positions they hold within the Church or a Church-affiliated organization. Ex-Officio Directors shall not exceed one-third (1/3<sup>rd</sup>) of the total number of Elected Directors and shall serve only during their term of office. They shall be chosen from the following:

- President of the Oklahoma Conference of United Methodist Women, or her representative;
- Presidents of the Oklahoma City North District and Oklahoma City South District United Methodist Women, or their representatives;
- One representative from the Oklahoma Conference or Bi-District Board of Missions;
- The District Superintendent of Oklahoma City South District; and
- A representative from United Methodist Women, New York, a resident of the state of Oklahoma;

**Section 4 Tenure and Rotation**

Elected Directors are nominated by the Board Development Committee and elected by the Board.

A Director’s term is three (3) years, with an option to stand for reelection for an additional three-year term. Any Director serving two consecutive terms must remain off the Board for one (1) year prior to being considered for reelection.

A Director’s term begins on the first day of the fiscal year (July 1) following election and ends on the last day of the third fiscal year (June 30) following election.

Directors filling unexpired terms of less than two (2) years are eligible to serve for two (2) consecutive terms. Directors filling unexpired terms of two (2) or more years are eligible to serve for one (1) additional consecutive term.

**Section 5           Duties and Responsibilities**

*The Board shall*

Maintain operating standards and policies and oversee activities that are in line with the Corporation’s mission, industry best practices and those necessitated by agreement with United Way of Central Oklahoma and United Methodist Women.

Periodically review and revise Board policies and programs that guide the work of the Corporation, with consideration of changing needs within the community and neighborhoods served.

Obtain financial resources, help set the financial plan and annual budget, and annually authorize and receive an audit by an independent accountant.

Hire and annually evaluate the President & CEO, based on recommendations received from the Human Resources task force.

Annually review these by-laws and make revisions when needed.

*The Board shall not*

Send substitute representation to meetings with a proxy vote, nor send in a proxy.

**Section 6           Inactive Members**

The Board may dismiss any Director who misses three consecutive meetings or fails to adhere to the by-laws and board covenant.

**Section 7           Resignation**

Any Director may resign at any time by delivering a written notice of such resignation, signed by such Director, to the Board Chair or the Board Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

**Section 8           Compensation**

Directors shall not be compensated for their service on the Board.

**ARTICLE IV - OFFICERS**

**Section 1           Officers**

Officers are nominated by the Board Development Committee and elected by the Board.

The following Officers of the Corporation shall be elected by the Board at its Annual Meeting: Board Chair, Board Chair-Elect, Board Secretary and Board Treasurer. Officers must be Directors in good standing.

The Committee on Board Development shall develop recommendations for Officers and present these to the Board sixty (60) days prior to the Annual Meeting. Officers shall take office beginning on the first (1<sup>st</sup>) day of the fiscal year following election. Their term shall end on the last day of said fiscal year.

**Section 2           Officer Terms**

Officers shall be elected for a term of one (1) year. No Officer shall hold the same office more than two (2) consecutive terms.

**Section 3            Vacancies**

Any interim Officer vacancies on the Board shall be filled by the board development committee and the person elected shall hold office for the remainder of the unexpired term.

**Section 4            Board Chair Duties**

*The Board Chair shall*

Preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect.

Sign, with the Board Secretary or any other proper Officer authorized by the Board, any deeds, mortgages, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by some statutes, or to some other Officer or Agent of the Corporation.

Cause to be called Regular and Special Meetings of the Board in accordance with these Bylaws.

Exercise all powers customarily lodged in this office.

Serve as an Ex-Officio Committee Member of all Committees except for the Committee on Board Development.

If needed, designate the Board Chair-Elect to work with specific Committees.

**Section 5            Board Chair-Elect Duties**

The Board Chair-Elect shall perform such duties as the Board shall prescribe.

In the absence or disability of the Board Chair, the Board Chair-Elect shall perform the duties and exercise the powers of the Board Chair in the order designated by the Board and these Bylaws.

**Section 6            Board Secretary Duties**

The Board Secretary or through his or her designee shall send any authorized notices to full board, Secretary shall also review minutes taken by designee prior to submitting to full board. The designee shall also have charge of the corporate records and corporate seal.

**Section 7            Board Treasurer Duties**

The Board Treasurer chairs the Finance Committee and is responsible for presenting the annual audit report, overseeing the financial records of the Corporation, and keeping the Board informed about the status of the Corporation’s finances. The Board Treasurer serves as the principal liaison between the committee and the full board.

**Section 8            Delegation of Authority**

The Board may from time to time delegate the powers or duties of any Officer to any other Officers or Agents, notwithstanding any provision thereof.

**Section 9            President & Chief Executive Officer (CEO)**

*The President & CEO shall*

Be the administrative officer of the Corporation and be responsible to the Board for staffing, operations and the execution of policies and program and executing

Staff all meetings of the Board and its Committees.

Have responsibility for hiring other key professional staff, following consultation with the Human Resources Committee.

***The President & CEO shall not***

Have voting privileges.

**ARTICLE V - MEETINGS**

**Section 1 Frequency**

The Board shall meet at least six (6) times annually to conduct Corporation business.

Committees can meet as frequently as needed, but at a minimum they shall hold a meeting at least one (1) week in advance of any of the Corporation’s six (6) required Board Meetings.

**Section 2 Annual Meeting**

The Corporation’s Annual Meeting, which can count as one of the Board’s six (6) meetings per year, shall take place at least thirty (30) days prior to the Corporation’s June 30 fiscal year end.

The election for Directors and Officers shall take place at the Annual Meeting.

**Section 3 Meeting Notification**

Written or electronic notice of the place, if any, date, and time of all meetings (and the means of remote communications, if any, by which Directors may be deemed to attend and vote at the meetings) shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to the Directors, except as otherwise provided herein or required by law or as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation.

**Section 4 Special Meeting Notifications**

Notice of a special meeting of the Corporation shall also state the purpose or purposes for which the meeting is called.

When a meeting is adjourned to another place, the place and time need to be provided. If the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, written notice of the place, if any, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

**Section 5 Quorum and Parliamentary Procedure**

One-third (1/3) of all Directors constitute a quorum for transaction of business at a Board Meeting. A simple majority is required for all Committee Meetings, unless otherwise prescribed by these Bylaws. Parliamentary procedures as outlined in *Robert’s Rules of Order* shall be utilized in the conduct of all meetings.

**ARTICLE VI - COMMITTEES**

**Section 1 Committee Chairs and Members**

Committees are populated by Directors and Non-Directors, and both classes are referred to as Committee Members.

Committee Chairs shall be elected by the Board, except in the case of the Treasurer, who serves as the permanent Finance Committee Chair.

Only a Director shall serve as a Committee Chair, and the majority of a Committee’s Members must be duly-elected Directors; however, additional Committee Members may be selected from the community at large unless noted otherwise in these Bylaws.

Project Committees shall be created by the Board on an “as needed” basis and for a specific period of time not to exceed two (2) years and with a defined purpose not within the duty and scope of any Standing Committee.

Standing Committees shall consist of all Committees required for the administrative or functional work of the Corporation.

**Section 2            Committee Types**

The Corporation shall foster and support two (2) types of Committees: Project and Standing.

**Section 3            Standing Committees**

A Committee Chair may serve only two (2) consecutive one (1) year terms.

Quorum for each Committee shall be based on a simple majority of Committee Members unless prescribed otherwise by these Bylaws.

**Section 4            Committee Members**

Each Director shall serve on at least one (1) Committee and is eligible for reappointment for an additional one (1) year term.

*Standing Committees include:*

**Section 5            Executive Committee**

The Executive Committee shall consist of all Officers. Each of the three (3) elected membership categories shall be represented. This Committee shall have power to act between meetings of the Board, to make recommendations to the Board and carry special responsibilities assigned to it by the Board. Note that there are a few limitations as to what can be delegated to a committee, even an executive committee. Specifically, they cannot amend or repeal bylaws, which is generally the big no-no for nonprofits. Any interim action must be ratified by the Board at its next meeting. The Board Chair chairs the Executive Committee. When an emergency matter is being considered, the Chair for the committee in the area of the emergency shall be invited to attend. Four members of the Executive Committee shall constitute a quorum.

**Section 6            Governance Committee**

There shall be a Governance Committee composed of a Chair and four (4) additional Committee Members elected by the Board. Elected and Ex-Officio Directors shall be represented on the Committee.

A Committee Member’s tenure is one term (3) years in length. A Committee Member is eligible to serve for two (2) terms.

The Committee shall maintain a slate of nominees willing to serve as Directors, Officers, and Committee Members.

The Board Development Committee shall maintain a current list of Ex-Officio Members as specified in Article III, Section 3.

**Section 7            Programs and Services Committee**

There shall be a Programs and Services Committee composed of a chair and four (4) additional Committee Members.

The committee is responsible for reviewing current programs and their budgets to help determine their effectiveness and by studying people served and client outcomes.

The committee will review new program opportunities as presented by staff and help to determine if they should be implemented.

**Section 8            Finance Committee**

The Corporation shall have a Finance Committee composed of a Treasurer, who is the Chair, and four (4) additional Committee Members.

This Committee shall be responsible for securing financing for the Corporation’s activities from various sources available to the Corporation.

*The Finance Committee shall*

Be responsible for recommending to the Board policies and plans governing management of the Corporation’s financial affairs.

Supervise the receiving and spending of the funds of the Corporation, and must approve expenditures exceeding amounts stated in the budget.

Be responsible for preparation of the Corporation’s annual budget, and shall present it to the Board for approval during the Annual Meeting and review of monthly financial reports.

**Section 9            Building & Grounds Committee**

The Corporation shall have a Building & Grounds Committee that includes a Chair and four (4) additional Members.

The purpose of the Committee is to provide oversight of all matters related to the Corporation’s buildings, grounds, furnishings and equipment.

*The Committee shall*

Serve as the Corporation’s Agent in all matters related to new construction, renovations, the letting of building contracts, rental of property and other such matters in keeping with the purposes of the Corporation.

Recommend policies to the Board regarding property rental and the use of the Corporation’s facilities by outside organizations.

**Section 10          Donor Development Committee**

The Corporation shall have a Donor Development Committee that includes a Chair and four (4) additional Members.

This committee shall be responsible for the Corporation’s contributed income, through all its sources, including but not limited to individual gifts, sponsorships, foundation and corporate grants, church appeals and special events.

## **ARTICLE VII – CONFIDENTIALITY & CONFLICT OF INTEREST POLICY**

### **Section 1 – Introduction**

The Corporation's reputation is one of its most valuable assets. Therefore, neither it nor anyone acting on its behalf should take any action that might be construed as compromising the Corporation's professional integrity or its client and community relationships. Directors, as leaders of the Corporation, are expected to set an appropriate example by acting in a professional and ethical manner and, collectively, as a Board, take action to remedy any violations. All Directors are expected to conduct business affairs of the Corporation in good faith and with the highest ethical standards.

### **Section 2 - Confidentiality**

Directors are exposed to confidential information related to the Corporation and have an obligation to limit their use and disclosure of such information. Confidential information may also be referred to as proprietary information, and includes most information in the possession of the Corporation that is not otherwise publicly available, such as information regarding Corporation clients, marketing and business development activities and strategies, projects, policies and procedures, employee payroll and personnel records, financial matters, trade secrets, and any other proprietary or business information. Directors are required to safeguard confidential information obtained in connection with their service and to use and disclose it only for business-related purposes. Upon termination of service, a Director shall promptly return to the Corporation all documents, electronic and paper, reference material and other properties entrusted to the member for purpose of fulfilling his or her obligations. This does not abrogate the Director's continuing obligation to avoid the use and disclosure of any confidential information.

The Corporation must rigorously safeguard the confidentiality of its client's information. Therefore, confidential information also includes any information provided to or by a client or third party if the information is subject to a contract confidentiality clause or a separate confidentiality agreement, or if a client would have a reasonable expectation that the information would not be disclosed in the ordinary course of the Corporation's business, or the information is protected by law. Acquisition or disclosure of client and/or project information without proper authorization and a legitimate Corporation-related purpose is prohibited.

Directors should take reasonable measures to safeguard confidential information, whether such information is obtained, transmitted or stored in electronic or paper form. Any loss or inadvertent disclosure of confidential information should be immediately reported to the Board Chair and President & CEO.

### **Section 3 - Conflicts of Interest**

Directors play a critical role in protecting the Corporation's tax-exempt status by avoiding conflicts of interest. The Corporation's Conflict of Interest Policy is designed to assist in the identification, reporting and avoidance of potential conflict of interests that may arise when the Board is contemplating a transaction or agreement that could benefit the private interest of a Director. This policy does not replace, but rather supplements, all applicable state and federal laws. While this conflict of interest section addresses primarily financial interests, it shall apply to personal interests that may give rise to a conflict of interest, even if no financial interest is involved (e.g., romantic, family or close personal relationships, professional relationships such as service as a Director or Officer to another organization, or political interest).

For the purposes of this policy, the following definitions apply:

- **Interested Person:** Any Director, Officer or Committee member with a direct or indirect Financial Interest
- **Financial Interest:** A Financial Interest is one that a person has, directly or indirectly, through business, investment or family, such as:
  - An ownership or investment interest in an entity with which the Corporation has a transaction or arrangement;
  - A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or

- A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

If a Director believes he or she has an actual or potential conflict of interest, he or she is an Interested Person and must disclose the existence of the financial interest and all material facts to the Board and Committee Members considering the proposed transaction or arrangement. After the Board or Committee has an opportunity to discuss the financial interest and the material facts with the Interested Person, the Interested Person should excuse him or herself from the meeting while the remaining members of the Board and/or Committee discuss and determine if a conflict of interest exists. In determining whether such a conflict exists, the Chair or the Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or Committee shall determine whether the Corporation 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. If such an alternative is not reasonably possible, the Board or Committee shall determine by majority vote of the disinterested Directors or Committee members whether the transaction or arrangement is fair and reasonable. Consistent with this determination, the Board or Committee shall determine whether to enter into the transaction or arrangement. Minutes of all discussion and votes related to the transaction shall be kept and include:

1. The content of the discussion;
2. A record of all votes taken in connection with the proceedings;
3. The names and persons of all present, and
4. The name of the person who disclosed or was found to have a financial interest and the nature of the interest.

If the Board or Committee has reasonable cause to believe a Director has failed to disclose an actual or potential conflict of interest, it shall inform the Director of the basis for such belief and afford the Director an opportunity to explain the alleged failure to disclose. Upon hearing the Director's response and making all further investigation warranted, the Board or Committee shall determine whether the member has failed to disclose an actual or possible conflict of interest and, if so found, shall take all appropriate disciplinary and corrective action.

To ensure compliance with this policy, all Directors, Officers and Committee Members shall annually sign a statement that discloses any businesses, investments or compensation sources that create an actual or potential conflict of interest, and that affirms that the Director, Officer or Committee Member has received a copy of this policy, has read and understands it and its significance in relation to the Corporation retaining its tax-exempt status as a charitable entity and agrees to comply with it. The Board shall also periodically review the reasonableness of all compensation arrangements and benefits and other transactions.

#### **Section 4 - Social Media**

Social media via the Internet has presented a great opportunity for the Corporation to promote its programs and mission, but such easy access warrants the implementation of certain safeguards for Directors using this media.

Directors are encouraged to visit and participate in Corporation-sponsored social media sites; however, they must always do so under their own name. Directors cannot use pseudonyms or try to post anonymously. Directors should be conscious that all postings are available to the general public and therefore exercise professional judgment with what is posted. Postings should be accurate and add value to the discussion and not disclose the Corporation's confidential information.

With respect to personal social networking, a Director should not "friend" a Corporation employee, but is eligible to accept any "friend" requests that are received. This helps avoid any potentially awkward situations that an employee may find himself/herself in upon receiving a request from someone in a position of authority over him/her.

Some people may use social media or other electronic resources as a means to air their grievances regarding the Corporation. Social media is not an effective dispute resolution tool. Any Director contacted by someone with a grievance should immediately consult with the President & CEO and/or the Board Chair and take the discussion off line.

Directors are considered role models and could find that their personal reputation may be tied to the Corporation's reputation; therefore, a Director posting on a social networking site could impair the Corporation's reputation if a level of professionalism is not maintained. This would apply even if the Director is not posting about the Corporation.

**Section 5 - Reporting Unethical or Illegal Conduct**

To ensure that the Corporation maintains the highest ethical standards, it is important that all Directors who observe or suspect or learn of unethical or illegal conduct report it immediately and allow the organization the opportunity to investigate and eliminate it. Conduct that merits reporting includes financial impropriety (to include forgery, submission of false reports or claims, etc.); employee dishonesty; conflicts of interest; misuse or illegal use of the Corporation's real or personal property or that of its clients; and any other serious violation of company policy or violation of applicable law. Reports should be directed to the Board Chair or to the President & CEO.

Reports of ethical violations will be investigated and appropriate corrective action will be taken against any Director or Agent found engaging in the unethical conduct. To the extent feasible, the results of the investigation will be reported back to the reporting person.

The Corporation has zero-tolerance for retaliation against any person that makes a good faith report that is consistent with this policy. Retaliation includes any conduct that would dissuade a reasonable person from making such a report. Any act of retaliation could lead to the removal of a Director from the Board. Reports made pursuant to this policy are considered confidential information and should be treated accordingly.

**ARTICLE VIII - INDEMNIFICATION**

**Section 1 Indemnification Definition**

To the full extent permitted by the Oklahoma General Corporation Act, as amended from time to time, and by the Corporation's Certificate of Incorporation, the Corporation shall indemnify any Director, Employee or Representative (as hereinafter defined) against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including court costs and attorneys' fees) actually incurred by any such person who was, is or is threatened to be named as a defendant or respondent in a Proceeding (as hereinafter defined) because such person is or was a Representative and shall advance to such person such reasonable expenses as are incurred by such person in connection therewith.

**Section 2 Non-exclusive; Continuation**

The indemnification provided by this Article shall not be deemed exclusive or any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Directors or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while serving in his or her official capacity, and shall continue as to a Representative who shall have ceased to be engaged in any other enterprise at the request of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

**Section 3 Insurance or Other Arrangement**

The Corporation shall have the power to purchase and maintain insurance or, to the extent permitted by applicable law, another arrangement on behalf of any Representative, Employee, or Agent of the Corporation, or a person who is or was serving at the request of the Corporation as a Director, Officer, Partner, Volunteer, Proprietor, Trustee, or Agent of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee, benefit plan, or other enterprise, against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, regardless of whether such person is indemnified against such liability by the provisions of this Article.

**Section 4 Indemnification of Employees or Agents**

The Corporation may indemnify and advance expenses to an Employee or Agent who is not a Director or Officer to such further extent, consistent with the Corporation's Certificate of Incorporation, as may be provided by general or specific action of the Board, by contract, or as permitted or required by the Oklahoma General Corporation Act.

**ARTICLE IX - DEFINITIONS**

**Section 1 Representative**

Representative shall mean any person who: (i) is or was a Member of the Corporation; (ii) while a Member of the Corporation, is or was serving at the request of the Corporation as a Director, Officer, Partner, Volunteer, Proprietor, Trustee, Employee, agent of other similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee, benefit plan, or other enterprise; (iii) is or was an Officer of the Corporation; or (iv) while an Officer of the Corporation, is or was serving a the request of the Corporation as a Director, Officer, partner, proprietor, trustee, employee, agent, or of other similar functionary of the Corporation or of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee, benefit plan, or other enterprise.

**ARTICLE X – AMENDMENTS**

**Section 1 Amendments**

The Board may amend or repeal the Bylaws or adopt new Bylaws by a two-thirds (2/3) vote of the Directors at a meeting at which a quorum is present. Notice of the proposed amendment, repeal or adoption must be provided to Directors at least two (2) weeks in advance of the meeting, whether regular or special. The notice shall include a text of the proposed Bylaws changes.

**ARTICLE XI - DISSOLUTION**

**Section 1 Dissolution**

The Corporation may be dissolved after approval of such proposal by an affirmative vote of the majority of the Board of Directors at a meeting called for considering such a proposal or by the written consent to such proposal signed by two-thirds (2/3) of the Directors and requiring a quorum. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making a provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to other exempt 501(c)(3) not-for-profit organizations in Oklahoma City, Oklahoma that have similar missions.

**Revised July 7, 2014**

## **NSO Bylaws Quick Reference Guide**

**Number of Directors: 21 (minimum) - 35 (maximum)**

**Composition: Elected and Ex-Officio, all of which have voting privileges**

**Director Term Lengths: Three (3) Years / Maximum Terms Allowed: Two (2)**

### **Terminology:**

“Corporation” – Neighborhood Services Organization, Inc.

“Board” – Collective term for Elected and Ex-Officio persons that govern the Corporation

“Ex-Officio” – Individuals appointed to serve on the Board of Directors by virtue of the positions they hold within the United Methodist Church or United Methodist Women organizations

“Director(s)” – Individuals elected (or appointed in the case of Ex-Officio positions) to serve on the Board of Directors

“Officer(s)” – Directors elected to serve in leadership positions for a period of one (1) year

“Committee Member(s)” – Directors and Non-Directors who are elected to serve on Standing or Project Committees

### **Officers**

Board Chair  
Board Chair-Elect  
Board Secretary  
Board Treasurer  
Past Chair

### **Officer Terms**

One (1) year; with an option to serve an additional one (1) year term, if re-nominated

### **Staff Leadership**

President & CEO (non-voting position)

### **Standing Committees**

#### **Executive -**

Committee Composition: Board Chair (who acts as Committee Chair); Board Chair-Elect; Secretary; Treasurer; Human Resources Committee Chair; and Building & Grounds Committee Chair

#### **Governance -**

Committee Composition: Chair, plus four (4) additional Members elected by the Board

#### **Finance -**

Committee Composition: Chair (Board Treasurer) plus four (4) additional Members elected by the Board

**Building & Grounds -**

Committee Composition: Chair plus four (4) additional Members elected by the Board

**Donor Development -**

Committee Members Composition: Chair plus four (4) additional Members elected by the Board

**Programs & Services -**

Committee Member Composition: Chair plus four (4) additional Members elected by the Board