



**CONSTITUTION
OF
TSIYON URBAN DEVELOPMENT**

February 2023

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TSIYONURBANDEVELOPMENT.ORG

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ARTICLE I – NAME AND PRINCIPAL OFFICE

The name of the organization shall be Tsiyon Urban Development, a nonprofit corporation chartered under the laws of the State of Nevada. Its principal office shall be in the State of Nevada.

ARTICLE II – OBJECTIVE AND PURPOSE

The organization's objective is to develop and implement creative community-based strategies to enhance economic opportunity, to improve the livability of cities, and towns; To ensure a dynamic framework for quality growth through the development and preservation of well-planned and economically sound urban areas with adequate community facilities, housing, suitable industrial and commercial development. This objective shall be the purpose of the organization to help advance and implement local programs and to develop and enhance the professional standards and practices of all phases of urban development which are related directly and indirectly to community growth.

The organizations objective and purpose will provide for the exchange of knowledge and results of experience; conduct meetings, conferences, trainings and workshops; develop fundamental urban development practices; improve infrastructure through the development of housing, urban green spaces, and commercial facilities; enable effective local community relations by achieving close coordination among agencies, associations and groups, both public and private, having similar or related purposes in community development.

Tsiyon Urban Development is dedicated to improving standards of diversity and eliminating gender bias. Tsiyon Urban Development strives to foster an environment of respect which affirms the values of dignity, and diversity while assisting all its members in developing their full potential.

ARTICLE III – MEMBERSHIP

Membership of the organization shall be voluntary and open to anyone who has attained the age of 18 years and above, of sound mind and who is ready to join hands in supporting and promoting the objectives and purposes of the organization. Applications for membership shall be reviewed and voted upon by the Board of Directors. Membership in this Association shall be limited to the following categories:

SECTION 1. FOUNDER MEMBERS

These are members who took the initiatives to establish this organization.

SECTION 2. FULL SUBSCRIPTION MEMBER

Any persons having an interest in community development, housing, economic development, and related activities can apply for Full Subscription Members. Full Members in good standing by payment of dues are entitled to attend meetings, vote, hold office in the Organization. The Board of Directors may revoke a Full Subscription Member for misconduct, disruptive or obstructive conduct, or violation of conflict-of-interest policies.

SECTION 3. HONORARY LIFE MEMBER

All past Presidents shall become Honorary Life Members of the Association. Honorary Life Members, who are not representing a member agency, are entitled to attend meetings without further payment of dues or registration fees; however, Honorary Life Members shall not vote or hold office in the Association unless representing a Full Subscription Member in good standing by payment of dues.

ARTICLE IV – RIGHTS AND OBLIGATIONS OF MEMBERS

All Full Subscription members have the right to elect/vote and be elected/voted into leadership of the organization except for board of directors. Member also deem the right to be heard, attend all general meetings, participate in all organization activities as he/she may be required to do so. Information of the organization's progress including fees prescribed by the general meeting will be conveyed by any means of communication. Members are also required to keep secret all matters

and decisions of the organization until information has been released by the board of directors.

ARTICLE V – QUORUM AND VOTING

SECTION 1. VOTING MEMBERSHIP

Ultimate authority for conducting the affairs and official business of the Association is vested in the voting membership. All issues shall be decided by simple majority vote of the members present at meetings of the membership.

SECTION 2. VOTING

Each Full Subscription Member agency shall have only one vote and shall determine who is authorized to represent the agency and to cast said agency's vote. To the extent practicable, business matters requiring a vote of the membership shall take place at a duly called meeting of the Association; however, mail or email ballots may be used when dictated.

SECTION 3. COMMITTEE QUORUMS

Official business by any duly established committee of the Association shall be resolved by simple majority quorum vote, with not less than 2/3 of the members of such committee constituting a voting quorum (except for the Advisory Committee whose quorum shall consist of not less than 3 members).

ARTICLE VI – ESTABLISHMENT OF THE BOARD OF DIRECTORS

Tsiyon Urban Development shall be governed by a Board of Directors elected by the founding members. The elected board members of the organization shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be Full Subscription Members. The President and Vice President shall have a minimum of three years' experience as a director, deputy director, project coordinator, program administrator, or other similar position in a community development, housing or

economic development program. President shall have served 1 year on the Board of Directors. Board members may hold office for a period of 3 years and may be re-elected for another term of 3 years unless asked to step down due to misconduct, failure to perform duties or adhere to the organization's resolutions and this constitution.

SECTION 1. BOARD OF DIRECTORS

A. The Board's Responsibilities. Tsiyon Urban Development Board of Directors (the Board) will act on behalf of Tsiyon Urban Development to fulfill the responsibilities assigned. In so doing, the Board will operate through committees that will draft and annually review policies and procedures and monitor operations relating to their discrete areas of responsibility, convene projects to be carried out by organization, conduct or cause to be conducted feasibility studies for such project and submit the same for approval by the general meeting, to form different committees of the organization where necessary. However, unless otherwise specified in this charter or approved by the Board, no committee of the Board may adopt policies or procedures or take any action on behalf of Tsiyon Urban Development without approval of or ratification by the full Board.

B. Composition. The Board of Tsiyon Urban Development will consist of an odd number of Full Subscription Members totaling no less than 5 and no more than 15. In addition, the Board must be representative of the membership.

C. Term of Office. Directors will serve terms of 3 years. Board members are eligible for consecutive re-election.

D. Nominating Process. Board members shall be elected by the General Meeting among board members.

E. Resignation and Removal. Directors may resign from the Board at any time by giving written notice to the Board President. In addition, directors may be removed from the Board by a majority vote of the remaining Board members for repeated absence, misconduct, failure to participate, disruptive or obstructive conduct, or violation of conflict-of-interest policies.

F. Board Vacancies. When a director resigns or is removed from the Board or cannot serve his full term for any other reason, the Board may appoint another Tsiyon Urban Development member to fill the unexpired term. Board members who leave employment and no longer represent a Full Subscription Member or who retire, shall,

unless their eligibility status is restored within 2 months, be no longer eligible to serve as a Board Director and must resign from the Board.

G. Regular Meetings: The Board will meet no less than four (4) times per year, once at each of the quarterly meetings.

H. Special Meetings: Special meetings of the Board may be convened by the Board President or by petition of at least 30 percent of the Board's directors with 2 business days' notice to the Board. These meetings may be held via conference call, in person or social media.

I. Quorum. 2/3 members present at any Board of Directors Meeting will constitute a quorum.

J. Voting. All issues presented to directors for a vote will be decided by a simple majority of votes cast. E-mail votes of the entire Board may be conducted only on matters discussed at a Board meeting and deferred with Board approval for later decision through e-mail vote. In the case of an e-mail vote, other means of voting must be made available to directors without e-mail service, and directors must be given at least 2 business days to cast their votes. In the case of e-mail votes, these shall be generated by the Tsiyon Urban Development office staff and returned to same for counting.

K. President

The President shall preside over General Meeting of the Organization and act as the spokesman for the Organization. They shall be a signatory to the bank account and oversee the Organization's daily activities.

L. Director

The Director shall preside over General Meeting of the Organization and act as the spokesman for the Organization. They shall be a signatory to the bank account and oversee the Organization's daily activities.

M. Secretary

There shall be a Secretary of the organization who shall call meetings in consultation with the President and Director as well as arrange and schedule duties in the office. The Secretary shall keep all documents and records of all assets of the

organization along with receiving all letters including application letters from new members and submit them to the General Meeting for approval.

N. Treasurer

There shall be a Treasurer of the organization who shall receive and keep all the money of the organization, prepare the annual budget and estimates of the Organization to be presented to the general meeting, and keep all records of assets, records of accounts and books of account. The Treasurer shall prepare financial records of statements of income and expenditure and submit the said documents together with an audited report to the general meeting and shall be a signatory to the bank account.

ARTICLE VII- MEETINGS AND NOTICES

SECTION 1. COMPOSITION OF GENERAL MEETING

The General Meeting shall be a supreme organ of the organization composed of all members of the organization. The decisions in this meeting shall be by majority vote of Full Subscription members attending the meeting.

SECTION 2. POWERS/FUNCTION OF THE GENERAL MEETING

The function of the general meeting shall discuss new members for admission, discipline and expel members, discuss and approve annual budgets, plans, and financial implementation reports. This meeting will also serve to approve issues originated from the Board of Directors, Amend the constitution, as well as elect leaders of the organization departments.

SECTION 3. ANNUAL GENERAL MEETING

There shall be an annual general meeting of the organization held once a year. Notice shall be given to all members 30 days before the meeting. A Quorum shall be 2/3 of members.

SECTION 4. EXTRA-ORDINARY GENERAL MEETING

The extra-ordinary general meeting shall be held whenever there is an emergency. Notice shall be given to all members 2-7 days before the meeting. A Quorum shall be 2/3 of members.

ARTICLE VIII – FINANCIAL MANAGEMENT

SECTION 1. FINANCIAL YEAR

The financial year of the organization shall be between the 1st of January and 31st of December of the calendar year.

SECTION 2. SOURCES OF FUNDS

The sources of funds for the organization shall be.

1. Grants
2. Fundraising
3. Legal gifts from friends
4. Donations
5. Income generating activities and projects

SECTION 3. USES OF FUNDS

Funds however obtained shall solely be applied towards the promotion of the objective and needs of the organization.

SECTION 4. BANK ACCOUNT

There shall be a bank account opened in the name of the organization. The office bearers shall be the signatories of the bank account of the Organization. For any transaction to be affected there must be signatures of two signatories among the four signatories.

ARTICLE IX – CONSTITUTIONAL AMENDMENTS

Any part, clause of this constitution may be removed or added to. Amendments to the constitution may only be made at the Annual General Meeting or a Special General Meeting. Any proposal to amend the constitution must be given to the Secretary in writing. The proposal must then be circulated with the notice of meeting. Any proposal to amend the constitution will require a two thirds majority vote of those present and entitled to vote.

ARTICLE X – DISSOLUTION

The Organization may be dissolved by resolution passed at the General Meeting, by at least a two thirds majority of members eligible to vote or by operation of law. In the event the organization is dissolved, all assets that remain after payment of debts shall be transferred to another Non-Profit registered under the Act with Similar objectives with this Organization.

ARTICLE XI – CONFLICT RESOLUTION

Whenever arises a conflict within the organization, the board will be responsible to settle the dispute. If the board fails to handle the dispute, the matter will be referred to the founder.

This constitution of Tsiyon Urban Development has been ratified by the board of directors on February 15th, 2023

Floyd Spears

Floyd Spears (President)

Jamila Govan

Jamila Govan (Secretary)

Stephen Govan

Stephen Govan (Director)

Sherri Spears

Sherri Spears (Treasurer)

