

NCDC
Nevada Community Development Collaborative

BYLAWS - draft

ARTICLE I. NAME OF ORGANIZATION

The name of the organization is Nevada Community Development Collaborative, NCDC. The mailing address shall be 1001 East Sunset Road, Box 96513, Las Vegas, NV 89193

ARTICLE II. PURPOSE

Section 1. Nonprofit purpose: This group is organized exclusively for charitable, educational and networking purposes

Section 2. Specific Purpose: The Nevada Community Development Collaborative provides networking, professional development and education to community development professionals. The purpose of our organization is to build partnerships that connect, educate and empower traditionally under-advantaged people, businesses and communities

ARTICLE III. MEMBERSHIP

Section 1. Members of Collaborative are financial institutions (subject to CRA requirements or engaged in Community Development activities) which have offices or operations in the state of Nevada. Individual membership not as a representative of a financial institution is not permitted. There is no limit on number of employees per institution that may participate. Member voting rights are one per institution. Member dues are invoiced to each institution that has participating employees. Only institutions who have paid annual dues within 90 days of invoicing will be considered a Member.

Section 2. Regulatory Members are persons employed by local, state or federal regulatory agencies providing supervision of financial institutions. Regulatory members are invited to observe and share and do not have dues obligations or a vote. Regulatory members may serve as non-voting members of any appropriately designated committees.

ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers, the Board of Directors shall serve as the main governing body of the organization. The Board is composed of a minimum of 3 officer positions and may include up to 4 officer and 2 director positions. At the beginning of any membership year, the Chairperson may decide it would benefit NCDC for a single member may serve as both the Secretary and Treasurer, and determine the number of directors, if any. All members of the Board must be employed by a NCDC member institution in good standing.

Section 2. Membership and Dues: Annually, the Board shall establish dues to be charged to each participating institution.

ARTICLE V. OFFICERS

The officers of this Board shall be the President, Vice-President, Secretary and Treasurer.

Section 1. Chairperson

The Chair will come from the roster of NCDC Members and shall preside at all meetings of the membership. The Chair shall create meeting agendas, appoint committees and committee chairs, and serve as the primary contact for the board. The Chair shall set goals and objectives for the board and hold members accountable for attending meetings.

Section 2. Vice-Chair

The Vice-Chair will come from the roster of NCDC Members and shall perform all the duties of the Chair during the absence of the latter. The Vice-Chair's duties are to prepare to assume the board chair and assist the board Chair in executing duties. The Vice-Chair may serve as Chair of Committees.

Section 3. Secretary

The Secretary will come from the roster of NCDC Members and shall attend all meetings of the Board and of the Committees, and all meetings of members, and assisted by a NBA staff member, will act as a clerk thereof. The Secretary shall ensure that all documents are filed and accessible, shall schedule the board meetings and shall hold members accountable for their tasks. One Member may serve as both Secretary and Treasurer but is limited in voting to the restrictions of one vote per Member institution.

Section 4. Treasurer

With the assistance of a NBA staff member working under arrangement of operating agreement, the Treasurer will come from the roster of NCDC Members and will reconcile bank accounts and produce financial statements, ensure legal forms are filed and assist in preparing the annual budget. One Member may serve as both Treasurer and Secretary but is limited in voting to the restrictions of one vote per Member institution.

Section 5. Directors: there may be up to two directors serving on the Board. The role of a director will be to strengthen the organization's position and ability to accomplish its mission. Directors will come from the roster of NCDC Members and shall participate in meetings of the board and may chair committees.

Section 6: All Officers and Directors shall serve a term of two years.

Section 7. Election of Officers and Directors: shall be conducted by a vote of members at the annual meeting every other year.

Section 8. Removal of Officers and Directors: Regular Members holding two-thirds of the voting power of the Association may, at any special meeting duly called and held by written consent, remove the entire Board of Directors or any individual director of directors.

Section 9. Vacancies: Any vacancy occurring on the Board of Directors other than a vacancy occurring by reason of the increase in the authorized number of directors and not provided

for in these Bylaws elsewhere shall be filled by the Board of Directors. Any vacancy occurring by reason of the increase in the authorized number of directors shall be filled by a two-thirds vote of the Regular Members at a meeting duly called and held or by written consent. Any director elected to fill a vacancy shall be elected and hold office until the next annual meeting of the Association, regardless of the term remaining on the vacancy.

ARTICLE VI. MEETINGS OF BOARD

The Board shall meet without notice other than this Bylaw immediately after and at the same place as the annual meeting of Members. At each such regular meeting the Board of Directors may appoint any other employees required in the Board's opinion in the conduct of the business of the Collaborative. The Board may provide by resolution the time and place whether within or without the State of Nevada, for holding of additional meetings of the Board of Directors without notice other than such resolution.

A regular meeting of the Board of Director may be called by the Chairman or the Executive Director upon ten days' notice to all Members of the Board of Directors made by the Secretary or Executive Director of the Association.

ARTICLE VII. MEETING OF THE EXECUTIVE COMMITTEE

The Chairperson may call a meeting of the executive committee with 10 days' notice. The executive committee shall consist of Officers serving on the Board of Directors.

ARTICLE VIII. COMMITTEES

Section 1. Committee Formation

The board may create standing or ad hoc committees as needed. Each Committee shall be Chaired by a Member of NCDC.

ARTICLE IX. MEETINGS OF MEMBERS

Section 1. The membership shall meet at least annually. Annual meetings will be held on a calendar basis and shall occur during the month of January

Section 2. Regular meetings. Regular meetings will be held at a time and place determined by the chair.

Section 3. Special meetings may be called by the Chair with no less than 10 days' notice

Section 4. Quorum is achieved by having attendance of not less than 2/3 members in attendance

ARTICLE X. ADMINISTRATIVE SUPPORT

An operating agreement will be established annually with Nevada Bankers Association (NBA) whereby NBA will provide administrative support to NCDC. No fee will be paid for support services, direct expenses related to NCDC programming will be paid by NCDC as outlined in the agreement.

ARTICLE XI. CONFLICT OF INTEREST AND COMPENSATION

No member or officer will receive any compensation for their services from NCDC or any other source.

Whenever a Director or Officer has a financial or personal interest in any matter coming before the Board of Directors, the Board shall ensure that:

1. The interest of such officer or Director is fully disclosed to the Board of Directors.
2. No interested Officer or Director may vote or lobby on the matter or be counted in determining the existence of a quorum at the meeting of the Board of Directors at which such matter is voted upon.
3. Any transaction in which a Director or Officer has a financial or personal interest shall be duly approved by members of the Board of Directors not so interested or connected as being in the best interests of the organization.
4. Payments to the interested Officer or Director shall be reasonable and shall not exceed fair market value.
5. The minutes of meetings at which such votes are taken shall record such disclosure, abstention, and rationale for approval.

ARTICLE XII. INDEMNIFICATION

The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an Officer, Director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of Directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified Officers, Directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

ARTICLE XIII. BOOKS AND RECORDS

NCDC shall keep complete books and records of account and complete minutes of the proceedings of the Board of Directors. NCDC shall conduct its' business and meeting according to Robert's Rules of Order.

ARTICLE XIV. AMENDMENTS

Bylaws may be amended by an absolute majority vote of the full membership. A written copy of the bylaws must be provided to each member, highlighting existing and proposed language changes with not less than 10 days' notice.

We, the undersigned, are all the initial Directors or incorporators of this corporation, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of the ___ preceding pages, as the Bylaws of this corporation.

ADOPTED AND APPROVED by the Board of Directors on this ___ day of _____, 20__.

_, Chair

ATTEST: Secretary