

Draft
CONSTITUTION and BYLAWS
for
Nashville Organized for Action and Hope (NOAH)

Article I. General

Section 1. Corporate Name. Organizational Identity

The name of the organization shall be Nashville Organized for Action and Hope (NOAH).

Section 2. Mission

Nashville Organized for Action and Hope (NOAH) is an anti-racist faith-based coalition that is multiracial, multigenerational, and interfaith comprised of congregations, community organizations, and labor unions that work to give voice to and amplify the power of traditionally marginalized people. NOAH engages ordinary people in the political, social and economic decisions affecting their lives, acting as a unified voice for the faith and justice community to make changes based on its values in the public arena.

Major Goal Statements

NOAH organizes the residents of our communities to affect desired change in the economic, political, and social institutions due to unjust, racist systems and policies.

NOAH also initiates public action through our coalition of interfaith, multiethnic, and labor members.

NOAH works in coordination with Tirzah, our statewide Gamaliel affiliate, to affect change at the state level to move Tennessee toward the Beloved Community.

Mobilize religious leaders and lay persons in Faith-Based and other community organizations to empower the people within their communities.

NOAH 's Systemic Racism Statement:

NOAH attests that systemic racism exists in every aspect of our society, perpetuating injustices socially, economically, and politically. It is NOAH's intent to help expose and dismantle racism in any issue areas it chooses to address.

Section 3. Not for Profit Status

In addition, this organization is formed for the purpose of performing all things incidental to, or appropriate in, the achievement of the foregoing specific and primary purposes. However, the organization shall not, except for an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of its primary charitable purposes.

The organization is formed exclusively for charitable, educational and other non-profitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986 (the "Code"). The organization is created to engage in any activity, and to exercise any and all powers, rights, and privileges, afforded a not-for-profit corporation under the Tennessee Non-profit Corporation Act. It shall be nonprofit and non-partisan. No substantial part of the organization's activities shall consist of the publication or dissemination of materials with the purpose of attempting to influence legislation, and it shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Section 4. Fiscal Year

The organization's fiscal year shall correspond with the calendar year.

Article II. Membership

Section 1. Organizational Membership

Any religious congregation or other membership organization having its headquarters and the majority of its membership in the Nashville Region, may join this organization by submitting an application for affiliation, and paying such dues as set by the Board of Directors.

The application for membership shall stipulate that the prospective member organization must subscribe to the Mission and Goals of **Nashville Organized for Action and Hope (NOAH)**, including the name, address and main phone number of the organization. The application shall also name up to three representatives, one of whom is to be a young adult between 18 and 34 years of age and one who is of low income, if available within the organization and 1 alternate who would be appointed to the Board of Directors. Each member organization in good standing will have one vote.

The Board of Directors must then accept or deny the application. If the Board accepts the application, membership dues must be paid to **Nashville Organized for Action and Hope (NOAH)**, before the representatives are given a seat on the Board. Member institutions must actively attend 50% of all duly called Board meetings as a condition of continued membership, in accordance with such rules as may be set by the Board.

Section 2. Membership Dues

Member organizations shall pay annual dues as fixed by the Board of Directors. The Board of Directors shall reserve the right to waive all or part of such dues payment for particular member groups in the light of special circumstances.

The Board may also accept additional payments from any member group over and above the minimal dues payment but reserves the right to limit such contributions given by any one organization.

The Board may also accept an appropriate in-kind contribution from a member group in lieu of cash payment for their membership dues.

Section 3. Membership Standing

In order to be considered in good standing, an organization's dues must be current within the last 12 months.

Section 4. Rights and Privileges of Membership

All member organizations in good standing shall have rights and privileges to:

- a) receive Executive Committee reports and recommendations to approve, disapprove or amend
- b) receive leadership training for internal development within the member group; this may entail an expense to the group, should the Board set charges for this activity
- c) participate in all meetings of the Board
- d) appoint representatives as stated in Section 1 above
- e) participate on a NOAH task force
- f) participate in the election of officers of such Board of Directors by sending designated persons to participate in such events as are held to facilitate elections
- g) suggest nominees for leadership positions to the Nominating Committee of the Board
 - NOAH's chair will name the nominating committee
- h) receive the organization's regular and general communications to member groups, and other general mailings.

- i) receive notice of meetings as set forth in the appropriate articles and sections of these bylaws
- j) approve the annual budget
- k) approve the strategic plan
- l) call special meetings and develop voting procedures specifically for those meetings

Section 5. Removal of Member Organizations

If the Board should find that a member organization has acted inconsistently with NOAH's purpose and goals, the organization may be removed from the membership rolls. To pass, such a motion must have the support of two-thirds of those organizations present and voting at a duly called meeting of the Board.

Members of the Board of Directors must be given a minimum of two weeks written notice that such a motion to dismiss shall be introduced at a certain meeting for consideration. Any member organization so removed shall be entitled to a pro-rata refund of such dues as may have been paid to cover a future period within a given fiscal year.

Section 6. General Membership

NOAH's general membership, also known as "Board of Directors", "Directors" or "Board" to be used interchangeably, shall be comprised of multiple delegates elected from or appointed by the respective member congregations/organizations.

Section 7. Quorum

Fifty percent of the member organizations present (in person and/or virtually) and in good standing shall constitute a quorum for the transaction of business at any general membership meeting of NOAH.

Section 8. Manner of Taking Action

The act of a majority of the member organizations present (in person and/or virtually) at a meeting at which a quorum is present shall be an act of the Board of Directors, unless the action taken requires a greater number by government statute, these Bylaws, or the Articles of Incorporation.

Article III. Employed Staff

Section 1. Organizing Director

The Organizing Director shall be appointed, retained and/or removed by the Board of Directors and shall serve in office at the pleasure of the Board for such compensation as the Board may determine. He/she shall have general direction over the administration and operation of NOAH, and they shall be its official representative and legal agent. He/she shall comply with and implement Board policies and shall submit to the Board such reports, analyses, statistics, plans, and other information as may be required from time to time by the Board. He/she shall assist the Board in fund-raising efforts.

Section 2. Review Process for the Organizing Director

The Board of Directors shall create Personnel Policies for NOAH employees including the process for evaluating the Organizing Director.

Section 3. Other Staff

All other staff shall report to and be supervised by the Organizing Director, while the Board is responsible for the employment and termination of all staff, in consultation with the Organizing Director. The Board's concern for staff well-being shall be evidenced by their promulgation and regular review of Personnel Policies. Such review shall take place at least once every two years, and current copies of such policy shall be distributed to all staff and Board members. The Board shall monitor the application of such policy.

Article IV. Board Committees

Section 1 **Committee Creation**

Committees shall be created by a resolution passed by the Board for any legal purpose consistent with NOAH's Bylaws and Articles of Incorporation. They shall include the committees named in Article IV Section 2 Standing Committee Composition.

Every resolution for the creation of a committee that is submitted for adoption shall contain a statement enumerating the duties, responsibilities, and authority of the committee.

In addition to committees created for the internal functioning of the organization, there will also be task forces created to address issues that the organization is addressing. These issue task forces will also be accountable to the Board of Directors.

Section 2 **Standing Committee Composition**

A standing committee shall consist of three (3) or more and no more than seven (7) people who shall carry out any duties that accomplish the purposes for which the committee was created.

Standing Committees:

- Finance – monitors the financial accounts and financial policies and procedures of the organization.
 - Consists of treasurer, assistant treasurer, and other representatives
- Personnel - ensures fair and consistent policies for staff and such other committees as may be named from time to time
- Recruitment/Membership Retention – engages faith-based and other community organizations for potential membership by informing them of NOAH's vision and mission
- Training (Leadership Development) – provides and notifies members of community organizing training sessions on both the local and national levels
- Social Media – makes certain that NOAH has a strong, positive, and informative presence within different social media platforms

- Fundraising - The chief goal is to raise funds to insure the financial viability and stability of the organization. This standing committee oversees the development and implementation of the Fundraising Plan and identifies external sources of support, e.g. dues, grants, sponsors, donors, banquets, ads, giving Tuesdays, year-end fundraising, etc.

- Campaign Coordinating Committee - The CCC has the responsibility to coordinate the campaign activities of the larger organization; to assist task forces in constructing the campaign agenda of the organization for public E-communication and engagement; to ensure all official campaign and task force activities are communicated to the larger organization.

Section 3 **Special Committees Composition**

Special committees have two functions. One function is to investigate, and the other function of special committees is to carry out what the organization has adopted.

Special Committees:

- Nominating – its members are named by the board chairperson to find the best candidate for each board office (board officers) by reviewing the duties of each office, as stated in the by-laws. Prior to presenting nominees to the Board of Directors for approval, the committee must establish that the nominees meet the needs of the organization, are able and have consented to hold the office. Persons serving on the committee can be nominated for office.

- Bylaws Committee-
 - The Bylaws Committee shall consist of the President, the Organizer Director, a Parliamentarian, a Member from each Task Force if possible
 - This committee shall be responsible for the development and revision of bylaws
 - The Parliamentarian should have expertise in Robert's Rules of Order
 - Parliamentarian should regularly attend monthly Board of Directors/Membership Meetings

Article V. Board Officers

Section 1. Titles

The officers of NOAH shall consist of President, Vice-President, Secretary, and Treasurer. A given individual at any point shall hold only one (1) office in time. Officers of the Board of Directors shall also serve in the same capacity in relationship to the general membership.

Section 2. Terms of Office

The Board of Directors shall nominate officers at the first board meeting following the annual meeting of the general membership, and elect officers at that meeting or within thirty days of that meeting. Those elected officers shall hold their offices ~~for one (1) year,~~ or until his/her successor is duly elected.

The Board of Directors shall nominate officers at the first board meeting following the annual meeting of the general membership, and elect officers at that meeting or within thirty days of that meeting. Those elected officers shall hold their offices for two (2) year terms with a maximum of two consecutive terms or until his/her successor is duly elected.

Section 3. The President

The President shall regularly preside at meetings of the Board, whenever possible. He/she shall see that all orders and resolutions of the Board are put into effect. He/she shall have the general superintendence of all other officers of the organization and shall see that their duties are properly performed.

He/she shall also provide such guidance and direction of the Organizing Director as may be required in the execution of policy. The-President shall report to the Board of Directors on matters pertaining to the work of the Board in setting policy, and to ensure that reports are submitted as required of the Organizing Director.

He/she shall be an ex-officio member of all committees.

The President will appoint the Parliamentarian.

Section 4. The Vice- President

The Vice-President shall have all the powers and shall perform all the duties of the President in the absence or incapacity of the-President. He/she may also perform such other duties as may be assigned him/her by the Board of Directors from time to time.

Section 5. The Secretary

The Secretary shall keep, or cause to be kept, full minutes of all meetings of the Executive Committee, the Board of Directors, and the General Membership. He/she shall also mail/send, or cause to be mailed/sent, all meeting notices as outlined in these Bylaws, and shall have custody of the corporate seal, causing that seal to be affixed to all papers and documents requiring such. The Secretary may also perform such other duties as may be assigned by the Board of Directors from time to time.

Section 6. The Treasurer

The Treasurer shall keep, or cause to be kept, full and correct accounts of all financial transactions involving the organization. He/she shall deposit, or cause to be deposited, all monies due to the organization in accounts

bearing the name of the organization and to the credit of the organization, in such banks or depositories as may be named by the Board of Directors. He/she shall provide a financial report at each regular meeting of the Board of Directors. He or she shall be a member of the Finance Committee.

The Board of Directors shall name check signers and shall require two signatures on all checks of the organization.

Members of the Board of Directors shall not receive compensation for their services, shall not enter into any income generating contractual agreements with the organization, and shall not receive any loans or guarantees.

Section 7. Removal

An officer may be removed by a two-thirds vote of the Board of Directors attending a regular or duly called special meeting of the Board when it is in the interests of the organization to do so.

Section 8. Vacancies

The Board of Directors may fill any vacancy among the officers of the Board by removal or resignation. Any vacancy among the members of the Board of Directors by resignation or lack of attendance at meetings shall be filled by election or appointment of a new Board representative by the member organization that sent the original member.

An individual filling any vacancy (officer or representative) is deemed to fill the unexpired term of his or her predecessor.

Article VI. Executive Committee

Section 1. Composition

The Executive Committee shall be composed of the officers of the organization plus the chairpersons of any committees duly appointed by the Executive Committee Board Officers.

Section 2. General Powers and Responsibilities

The Executive Committee shall act on behalf of the Board of Directors between regular and/or special meetings of that body. The President of the Board shall cause a full report of the deliberations of the Executive Committee to be given to representatives of member organizations by mail, electronic communication or at the next regular meeting of the Board of Directors. The Executive Committee shall provide reports and recommend actions to the Board of Directors to be approved, disapproved or amended.

Section 3. Quorum

More than fifty percent of the Executive Committee shall constitute a quorum for the transaction of Executive Committee business

Article VII. Dissolution

Section 1. Method to be Used

This organization may be dissolved by action of the Board of Directors at a regular or special meeting duly called in accordance with the provisions of these Bylaws, excepting that at least thirty days written notice must be given to the member organizations prior to a vote to dissolve.

Section 2. Disposal of Assets

Upon dissolution of this corporation, the Board of Directors shall, after paying or making provision for payment of all liabilities of the organization, dispose of all the assets of the corporation by giving them over to one or more similar organizations as may be chosen. However, any such recipient group must be organized and operated exclusively for charitable, educational religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501 (C) (3) of the IRS Code of 1986 (or any future US IRS code).

ARTICLE VIII. Statement of Non-Discrimination

The organization shall not discriminate against any person in the hiring of personnel, election of members of the Board of Directors, eligibility for membership, provision of service to the public, the contracting for or purchasing of services or in any other way, on the basis of race, religious, color, gender, national origin, disability, age, sexual orientation, or any other basis prohibited by law. This policy against discrimination includes, but is not limited to, a commitment to full compliance with Title VI of the Civil Rights Act of 1964; Section 504 of the Rehabilitation Act of 1973, and the Age Discrimination Act of 1975, and any subsequent amendments of these statutes.

ARTICLE IX. Indemnification

To the maximum extent permitted by the Tennessee Nonprofit Corporations Act, the Corporation shall indemnify and advance expenses to any person who is or was a Director or Officer of the Corporation, and may indemnify and advance expenses to any person who is or was an employee or volunteer of the Corporation, or to such person's heirs, executors and administrators, for the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative, and whether formal or informal (any such action, suit or proceeding being hereinafter referred to as the "Proceeding"), to which such person was, is, or is threatened to be made, a named defendant or respondent, which indemnification and advancement of expenses shall include counsel fees actually incurred as a result of the Proceeding or any appeal thereof, reasonable expenses actually incurred with respect to the Proceeding, all fines (including any excess tax assessed with respect to an employee benefit plan), judgments, penalties and amounts paid in settlement thereof, subject to the following conditions:

- a) The Proceeding was instituted by reason of the fact that such person is or was a Director or Officer of the Corporation; and
- b) The Director or Officer conducted himself or herself in good faith, and he or she reasonably believed: (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; (ii) in all other cases, that his or her conduct was at least not opposed to the best interests of the Corporation; and (iii) in the case of any criminal proceeding, that he or she had no reasonable cause to believe his or her conduct was unlawful. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director or Officer did not meet the standard of conduct herein described.

Article X. Robert's Rules of Order

These bylaws shall govern NOAH but when these bylaws do not address an issue, matter or concern, Robert's Rules of Order shall be followed. If and when there is a conflict between NOAH's bylaws and Robert's Rules of Order, these bylaws shall take precedence.

Article XI. Revision of these Bylaws

Section 1. Method to be Used

These Bylaws shall be revised only by a two-thirds vote of member organizations acting at a duly called meeting at which a quorum is present.

A written notice of intent to introduce an amendment to the Bylaws must be sent via regular mail or electronically to each member organization's representatives at their address of record at least 30 days before such action is to be taken.

Acknowledgment of Board Approval of these Bylaws

I, undersigned Secretary of the Board, hereby certify that the above styled Bylaws, consisting of Articles I - X and pages 1 - 7 constitute the complete and correct set of Bylaws of the Nashville Organized for Action and Hope (NOAH) organization, as approved by the Board on _____, _____, 20____. (date).

Carleen Dowell, Secretary