

LIVABLE COMMUNITIES' COALITION

BYLAWS

DRAFTED - April 22, 2024

I. Livable Communities Coalition

The name of the Corporation is Livable Communities Coalition. The Corporation shall always comply with the Indiana State Nonprofit Corporation Act (1991) and all provisions of state and federal not-for-profit laws needed to maintain tax-exempt educational organization status.

II. Mission

A coalition of nonprofit organizations serving people with disabilities has joined with the City of Shelbyville to be a more inclusive community. The City is making efforts to make our public buildings and facilities accessible to all and continues to work toward this goal. To further the City's endeavors of being an inclusive community the Mayor created the Livable Communities Coalition, comprised of City Officials and local advocates, and adopted a Transition plan. Shelbyville Common Council has passed Ordinances which reinforce the City's commitment to diversity and inclusiveness.

III. Board of Directors

- A. The Board of Directors shall serve without pay and consist of not fewer than four and not more than eight members.
- B. To be eligible to serve on the Board, a person should have experience with non-profit organizations, and a deep commitment to livability and walkability of modern communities.
- C. Board members shall serve four-year terms. The initial Board members shall draw lots to determine when their terms expire.
- D. Vacancies shall be filled by the Board, in consultation with the Mayor of Shelbyville.
- E. Board members missing more than four consecutive board meetings shall be dismissed from the Board unless a majority of the remaining Board members affirmatively vote to excuse their absence.
- F. Board members shall not receive compensation for their service as Board members, but may be compensated for out-of-pocket expenses including travel in service of the Corporation. This does not preclude a Board member from contracting with the Corporation to provide professional services to the Corporation outside the role of a Board member.
- G. A Board member may resign at any time by submitting a written or electronic notice to the Secretary.
- H. Removal of a Board member for cause shall require a minimum of three-fourths vote by the remaining Board members.

IV. Officers

- A. The officers of the Board shall consist of a President, Vice-President, Secretary and Treasurer nominated by the Board.
- B. Elected officers will serve a term of one year, beginning on January 1 and ending on December 31 of each year.
- C. The President shall preside at all Board meetings, appoint committee members, and perform other duties as associated with the office. The Vice-President shall assume the duties of the President in case of the President's absence.
- D. The Secretary shall be responsible for the minutes of the Board, keep all approved minutes in a minute book, and send out copies of minutes to all. The Treasurer shall

oversee the records of the organization's annual budget and prepare monthly financial reports as needed.

V. Other Members

- A. The President, in consultation with the Mayor, may appoint other members to serve and attend Coalition meetings. All such members will be non-voting members but may serve on committees or in an advisory capacity to the Board.

VI. Committees

- A. The Board may appoint standing and ad hoc committees as needed.
- B. The Board shall appoint a Nominating Committee of three Board members at least three weeks prior to the Annual Meeting. The Nominating Committee shall recommend candidates for appointment to the Board, and for election to the offices of the Board.

VII. Meetings

- A. The Annual Meeting will be held on the third Thursday of October, unless a different date is adopted by the Board prior to September 15 of any year.
- B. Regular Board meetings shall be held monthly. Board meetings will be held immediately following a regular meeting unless Board members are notified otherwise at least two weeks prior to any change.
- C. Special Board meetings may be held at any time when called for by the President or a majority of Board members.
- D. Regular or special Board meetings may be held in person or by telephone conference calls or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time.
- E. The Board may act on any item except election of Board members, amendment of the Bylaws, or adoption of the annual budget outside of a Board meeting by a unanimous vote cast by email. On an email action item, no vote shall be counted for at least twenty-four hours after a motion is made, to allow time for rebuttal positions to be made and considered.
- F. Agendas shall be provided at least twenty-four hours in advance of all regular Board meetings.
- G. Records of the meetings of the Board shall be prepared by the Secretary, and kept in the office of the Corporation.

VIII. Voting

- A. A majority of Board members shall constitute a quorum.
- B. In the absence of a quorum, no formal votes shall be taken except to adjourn the meeting to a subsequent date.
- C. Passage of a motion requires a simple majority (i.e., one more than half the Board members present).

IX. Conflict of Interest

The Board shall adopt a Conflict-of-Interest policy by resolution.

X. Nondiscrimination Policy

The Board shall adopt a Nondiscrimination policy by resolution.

XI. Fiscal Policies

- A. The fiscal year of the Corporation shall be January through December.
- B. If the annual actual income of the Corporation is less than \$25,000, an Audit Committee composed of at least 3 Board members, shall conduct an annual audit of

the financial records. A report of findings shall be presented to the Board no later than March 15 of the subsequent year.

- C. If the annual actual income of the Corporation exceeds \$25,000, an outside accounting firm shall be retained by the Board to provide an annual independent audit and review of the Corporation's financial records.

XII. Fundraising

The organization shall conduct fundraising events or seek grants and other donations as needed to accomplish the goals and purposes established by the Board of Directors.

XIII. Dissolution

The organization may be disbanded by a two-thirds vote of the Board of Directors. All remaining funds and assets shall be given to other like non-profits organizations serving seniors and/or persons with disabilities in Shelby County.

XIV. Amendments

These Bylaws may be amended by a two-thirds vote of the Board members present at any meeting, provided a quorum is present and provided a copy of the proposed amendment(s) are provided to each Board member at least one week prior to said meeting.

XV. Effective Date

These Bylaws shall take effect immediately upon ratification by a two-thirds vote of the Board at a regular or special meeting of the Board.

Secretary

Date