

NonProfit Alliance of Monroe County, Incorporated Bylaws

Article One – Name, Purpose, Organization

- A. The name of the organization shall be the NonProfit Alliance of Monroe County, Incorporated (commonly known as “NPA”).
- B. The purpose of the organization is to enrich the local community by strengthening the nonprofit sector through communication, collaboration, professional development, and outreach.
- C. NPA is an organization under 501(c)(3) of the Internal Revenue Code. The NPA shall not carry on any activities not permitted by an entity exempt from federal income taxes under Sections 501(c)(3) of the Internal Revenue Code.
- D. No part of the income of the NPA shall inure to the benefit of an individual.

Article Two – Membership

- A. Voting Members: Any individual who supports the purpose may pay dues and become a voting member. Any organization that supports the purpose may pay dues and designate one person as a voting member. Voting members are eligible to be on the Board of Directors (hereafter referred to as “Board”) and committee members.
- B. Non-voting Members: A for-profit business that supports the purpose of the NPA may be admitted as a non-voting member.

Article Three – Meetings

- A. The NPA shall hold at least one Annual Meeting during each calendar year. There will be at least 6 months between consecutive Annual Meetings. The Annual Meeting will serve as a membership forum and for electing members of the Board. Such meetings shall be announced at least three weeks in advance and may be announced by any common means of communication.
- B. The NPA may have other meetings as desired for committees, groups, or special functions. The Board shall meet at least 6 times per year.

Article Four – Governance

- A. The full Board shall be comprised of four officers, NPA Standing Committee chairs, and four members who are elected at large from the membership. In no case, shall the Board have less than 8 members.
- B. The NPA officers shall be:
 - 1. President
 - 2. Vice-President
 - 3. Secretary
 - 4. Treasurer
- C. Officers may hold the same office for a maximum of 3 consecutive years.
- D. The Board shall be elected at the Annual Meeting of the membership and the terms of office shall be until the next Annual Meeting.
- E. The President shall be responsible for the overall affairs of the NPA, shall chair the meetings, shall be the chair of the Board, and shall perform such other duties as are agreed upon by the Board.
- F. The Vice-President shall be responsible for supporting the President, shall perform the duties of the President if the President is absent or unable to fulfill the duties, and shall perform such other duties as are agreed upon by the Board.
- G. The Secretary shall notify members of meetings, coordinate communication among membership, keep files of the governing and historical documents of the NPA, and perform other such duties as are agreed upon by the Board.
- H. The Treasurer shall track all income and expenses of the NPA, complete all necessary finance reports, and perform such other duties as are agreed upon by the Board.
- I. Notwithstanding these bylaws the Board may determine that the Secretary and Treasurer positions may be combined.
- J. The Chairs shall act as leaders of their respective standing committees and shall perform such other duties as are agreed upon by the Board.
- K. If there is a vacancy in the Presidency, then the order of succession shall be as follows.
 - 1. Vice-President
 - 2. Secretary
 - 3. Treasurer
- L. If there is any other Board or officer vacancy, the Board will elect a replacement.
- M. The Board shall work to carry out the purpose and short- and long-term goals of the organization, establish or remove standing and ad-hoc committees, determine the annual budget for the NPA, set annual dues, and serve as a nominating committee.
- N. The Board will strive to include representation from organizations that make up the nonprofit community including but not limited to arts, animal welfare, education, environmental, government, health, human services, and youth services.
- O. A quorum is a majority of the current Board members and is required for making policy decisions consistent with the Board's responsibilities.
- P. The Board shall set the agenda for the regular meetings of the membership, coordinate other meetings as desired, and help recruit members for the NPA.
- Q. Board members can be removed by a 2/3 vote of the Board at a regular meeting.

Article Five – Standing Committees

The Board will establish or remove standing committees to carry out the mission of the NPA.

Article Six – Other Committees

- A. The Board may, at any time, appoint members and non-voting members to an Ad Hoc Committee.
- B. Any Standing or Ad Hoc Committee may appoint a sub-committee, comprised of members of the original committee and any other voting members and non-voting members of the NPA.

Article Seven – Rules of Procedure

- A. The NPA shall operate under the most current edition of *Robert's Rules of Order*, or an equivalent set of parliamentary procedures, so long as they are consistent with the laws of Indiana, the Articles of Incorporation, and the Bylaws.
- B. Any or all Directors may participate in a meeting of the Board by, or through the use of, any means of communication by which all Directors participating may simultaneously communicate with each other during the meeting. Participation by any such Director by this means shall be deemed to constitute presence in person at such a meeting.

Article Eight – Contracts, Checks, Deposits and Funds

- A. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the NPA, and such authority may be general or confined to specific instances.
- B. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the NPA, shall be signed by such officer or officers, or agent or agents of the NPA and in such manner as shall from time to time be determined by resolution of the Board.
- C. All funds of the NPA shall be deposited to the credit of the NPA in such banks, trust companies, or other depositories as the Board may select.
- D. The Board may accept on behalf of the NPA any contribution, gift, bequest or device for the general purpose or for any special purpose of the NPA.
- E. No loan shall be contracted on behalf of the NPA and no evidence of indebtedness shall be issued in its name unless authorized by the Board.
- F. The fiscal year of the corporation shall begin at the beginning of the first day of January and end at the close of the last day of December in each year.

Article Nine – Amendment of Bylaws

These Bylaws may be amended, repealed, or modified, and new Bylaws adopted, by an affirmative vote of two-thirds of the voting members of the NPA present at a called membership meeting. Any notice of a meeting at which these Bylaws are to be amended must include notice of such proposed action.

Article Ten – Dissolution of Organization

Upon the voluntary or involuntary dissolution of the Corporation, the Board, after paying or making provision for payment of all of the liabilities of the Corporation, shall distribute any remaining assets to organizations which qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine.

Article Eleven – Indemnification

Each person who at any time is or was a Board member, officer, employee or agent of the Corporation shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Indiana Nonprofit Corporation Act of 1991 or as amended, and by any subsequent Indiana nonprofit corporation law.