

NEIGHBORHOOD SERVICES ORGANIZATION, INC. -BYLAWS-

ARTICLE I - GENERAL

Section 1 Official Name

The name of this organization shall be Neighborhood Services Organization, Inc., hereinafter referred to as “Corporation.”

Section 2 Fiscal Year

The Corporation’s fiscal year is July1 through June 30.

Section 3 Corporation’s Identification

The Corporation is a 501(c)(3) not-for-profit, faith-based organization established in 1920 in Oklahoma City by a group of Methodist women. Its original name was Wesley Community House. The Corporation maintains a “covenant relationship” with United Methodist Women National Office and is designated as one of its “National Mission Institutions.” Periodically, the Corporation and United Methodist Women evaluate their relationship and sign an updated covenant of agreement.

Section 4 Principal Office

The Corporation’s principal office is located at 431 S.W. 11th Street, Oklahoma City, OK 73109.

Section 5 Financial Support

The Corporation receives ongoing financial support from charitable and earned income sources including but not limited to United Methodist Women National, state and local entities; United Way of Central Oklahoma; an Oklahoma City Community Foundation endowment fund; individual donors; organizations; charitable foundations; corporations; congregations; and government grants.

ARTICLE II – PURPOSE / MISSION

Section 1 Purpose

The Corporation exists to facilitate the development, management and delivery of a variety of social service programs to individuals and families residing primarily in central Oklahoma to address basic human needs related specifically to emergency and long-term affordable housing and access to specialized primary and preventive healthcare services.

Section 2 Mission Statement

Transforming lives and encouraging independence through safe, healthy homes, dental care and nutrition.

ARTICLE III - GOVERNANCE

Section 1 Board of Directors

The Corporation shall be governed by a Board of Directors (hereinafter referred to collectively as “Board” or individually as “Director” or collectively as “Directors”), which shall exercise all the corporate powers of the

Corporation unless herein otherwise indicated or limited by the Certificate of Incorporation or law. The Board shall include Elected Directors and Ex-Officio Directors, each of whom has voting privileges. The total number of Directors shall not be less than twenty-one (21), nor more than thirty-three (33).

Section 2 Elected Directors

Elected Directors shall serve three-year terms, with one-third (1/3rd) of the Elected Directors being elected annually. They shall be apportioned as stated in the United Methodist Women Covenant Agreement.

Elected Directors shall include men and women in various age groups, lay and clergy, and nominated because of individual qualifications of ability, interest, profession, and experience, concern for the community, and a willingness to serve.

Section 3 Ex-Officio Directors and Other Directors

Ex-Officio Directors represent the United Methodist Church and are selected based on the positions they hold within the Church or a Church-affiliated organization. Ex-Officio Directors shall serve only during their term of office with the United Methodist Church and shall include those representatives stated in the United Methodist Women Covenant Agreement.

United Way Board Serve Placed Directors will have full voting privileges and serve a one (1) year term.

Section 4 Tenure and Rotation

Elected Directors are nominated by the Governance Committee and elected by the Board at the last meeting of the fiscal year. Vacancies may be filled by a majority of the Directors then in office, even if less than a quorum, at any duly-called meeting.

An Elected Director's term is three (3) years, with an option to stand for reelection for an additional three-year term. Any Director having served two consecutive terms must remain off the Board for one (1) year prior to being considered for reelection.

An Elected Director's term begins on the first day of the fiscal year (July 1) following election and ends on the last day of the third fiscal year (June 30) following election. The term of an Elected Director filling an unexpired term begins on the date of election and ends on the natural expiration date of the original term being filled.

Elected Directors filling unexpired terms as well as Board Serve Placed Directors serving a one (1) year term are eligible to additionally serve for two (2) full consecutive terms.

Section 5 Duties and Responsibilities

The Board shall

Determine the strategy for the Corporation.

Oversee the operations of the organization, including the establishment and maintenance of operating standards and policies, and oversight of activities to ensure consistency therewith and with the Corporation's mission, industry best practices, and those necessitated by agreement with United Way of Central Oklahoma and United Methodist Women.

Oversee the financial affairs of the Corporation, including establishing an annual budget, setting financial policies and plans, monitoring and evaluating financial performance, helping secure financial resources through fundraising and other activities, annually authorize and receive an audit by an independent accountant, and ensuring compliance with all government filing and tax obligations.

Hire and annually evaluate the President & CEO; set the compensation of all executives, including the President &

CEO, the CFO, and the COO, as applicable.

Annually review these Bylaws and approve revisions when needed.

Conduct all other responsibilities necessary to govern the affairs of the Corporation and provide guidance and direction to those tasked with carrying out its operations.

Directors shall not

Send substitute representation to meetings with a proxy vote, nor send in a proxy.

Section 6 Removal of Directors

The Board may dismiss any Director who misses three (3) consecutive meetings or fails to adhere to the Bylaws and board covenant; and shall do so by a vote of at least two-thirds of the disinterested Directors present at a duly-called meeting.

Section 7 Resignation

Any Director may resign at any time by delivering a written notice of such resignation, signed by such Director, to the Board Chair or the Board Secretary. Unless otherwise specified therein, such resignation shall take effect upon delivery.

Section 8 Compensation

Directors shall not be compensated for their service on the Board. However, Directors and Officers may be reimbursed for all reasonable expenses incurred on behalf of the organization.

ARTICLE IV - OFFICERS

Section 1 Officers

There shall be five officers of the Board of Directors, the Immediate Past Board Chair, and four (4) elected officers: Board Chair, Board Chair-Elect, Board Secretary, and Board Treasurer (“Officers”).

Officers must be Directors in good standing. A nominating panel consisting of the Immediate Past Board Chair, Board Chair, Board Chair-Elect and CEO shall develop recommendations for Officers and present these to the Board no less than thirty (30) days prior to the final meeting of the fiscal year. Officers shall be elected at the Annual Meeting and shall take office beginning on the first (1st) day of the fiscal year following election. Their term shall end on the last day of said fiscal year.

Section 2 Officer Terms

Officers shall be elected for a term of one (1) year. No Officer shall hold the same office more than two (2) consecutive terms.

Section 3 Vacancies

Any interim Officer vacancies on the Board shall be filled by the Governance Committee and the person elected shall hold office for the remainder of the unexpired term.

Section 4 Board Chair Duties

The Board Chair shall

Preside at all meetings of the Board and shall see that all orders and resolutions of the Board are carried into effect.

Sign, with the Board Secretary or any other proper Officer authorized by the Board, any deeds, mortgages, contracts or other instruments that the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or these Bylaws or by some statutes, or to some other Officer or Agent of the Corporation.

Cause to be called Regular and Special Meetings of the Board in accordance with these Bylaws.

Exercise all powers customarily lodged in this office.

Serve as an Ex-Officio Committee Member of all Committees except for the Governance Committee.

If needed, designate the Board Chair-Elect to work with specific Committees.

Section 5 Board Chair-Elect Duties

The Board Chair-Elect shall perform such duties as the Board shall prescribe.

In the absence or disability of the Board Chair, the Board Chair-Elect shall perform the duties and exercise the powers of the Board Chair in the order designated by the Board and these Bylaws.

Section 6 Board Secretary Duties

The Board Secretary or through his or her designee shall send any authorized notices to the Board. The Board Secretary shall also review all minutes and then submit them to the Board. The Board Secretary and/or designee shall also have charge of the corporate records and corporate seal.

Section 7 Board Treasurer Duties

The Board Treasurer chairs the Finance Committee and is responsible for presenting the annual audit report, overseeing the financial records of the Corporation, and keeping the Board informed about the status of the Corporation's finances. The Board Treasurer serves as the principal liaison between the Finance Committee and the Board.

Section 8 Delegation of Authority

The Board may from time to time delegate the powers or duties of any Officer to any other Officers or Agents (including an appropriate employee of the organization, provided the Board supervises the performance of the power or duty), notwithstanding any provision thereof.

ARTICLE V - MEETINGS

Section 1 Frequency

The Board shall meet at least six (6) times annually to conduct Corporation business ("Regular Meetings").

Committees can meet as frequently as needed but shall meet a minimum of six (6) times per fiscal year.

Section 2 Annual Meeting

The Corporation's Annual Meeting, which can count as one of the Board's six (6) meetings per year, shall take place within sixty (60) days prior to the Corporation's June 30 fiscal year end.

The election for Directors, Officers and Governance Committee members shall take place at the Annual Meeting.

Section 3 Meeting Notification

Written or electronic notice of the place, if any, date, and time of all Regular Meetings (and the means of remote communications, if any, by which Directors may be deemed to attend and vote at the meetings) shall be given, not less than ten (10) nor more than sixty (60) days before the date on which the meeting is to be held, to the Directors, except as otherwise provided herein or required by law or as required from time to time by the Oklahoma General Corporation Act or the Certificate of Incorporation.

Notice of Special Meetings shall be given orally, electronically, or in writing at least seventy-two (72) hours prior to the meeting time. Notice of a special meeting of the Corporation shall also state that it is a special meeting and identify the purpose or purposes for which the meeting is called. Business transacted at a Special Meeting shall be confined to that stated in the notice, except upon unanimous consent of all Directors.

Section 4 Notice of Adjourned Meetings

When a meeting is adjourned to another place, the place and time need to be provided. If the date of any adjourned meeting is more than thirty (30) days after the date for which the meeting was originally noticed, written notice of the place, if any, date, and time of the adjourned meeting shall be given in conformity herewith. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting.

Section 5 Quorum and Parliamentary Procedure

One-third (1/3) of all Directors constitute a quorum for transaction of business at a Board Meeting. A simple majority is required for all Committee Meetings, unless otherwise prescribed by these Bylaws. Parliamentary procedures generally consistent with *Robert's Rules of Order* shall be utilized in the conduct of all meetings.

ARTICLE VI - COMMITTEES

Section 1 Committee Chairs and Members

Committees are populated by Directors and Non-Directors, and both classes are referred to as Committee Members.

Committee Chairs shall be appointed by the Board Chair, except in the case of the Treasurer, who serves by virtue of his/her position as Treasurer as the Finance Committee Chair, and the Board Chair, who by virtue of his/her position as Board Chair serves as the chair of the Executive Committee. Where the members of the committee are elected by the Board, such as in the case of the Governance Committee, the Committee Chair shall be selected from those duly elected for service on that committee.

Each Director shall serve on at least one (1) Committee at all times during their tenure as a Director.

Only a Director shall serve as a Committee Chair, and the majority of a Committee's Members must be duly-elected Directors; however, additional Committee Members may be selected from the community at large unless noted otherwise in these Bylaws.

Section 2 Committee Types

The Corporation shall foster and support two (2) types of Committees: Project and Standing.

Project Committees shall be approved by the Board on an "as needed" basis and for a specific period of time not to exceed two (2) years and with a defined purpose not within the duty and scope of any Standing Committee. If an Elected Director is serving as a Committee Chair for a Project Committee when their term expires, they are eligible to continue service as Committee Chair until the Project is completed.

Standing Committees shall consist of all Committees required for the administrative or functional work of the Corporation.

Section 3 Standing Committees

A Committee Chair may serve only two (2) consecutive one (1) year terms.

Standing Committees include:

Section 4 Executive Committee

The Executive Committee shall consist of all Officers. This Committee shall have power to act between meetings of the Board, oversee the execution of executive contracts and administration of the executive compensation policy, monitor the Crisis Communication Plan, and make recommendations to the Board and carry out special responsibilities assigned to it by the Board, except as limited by law (e.g. amend or repeal Bylaws). In addition, the Executive Committee will review the overall risk assessment facing NSO annually. Any findings obtained by the risk assessment may be turned over to the Building & Ground, Finance, or other committee deemed appropriate. Any interim action must be ratified by the Board at its next meeting. The Board Chair chairs the Executive Committee. When an emergency matter is being considered, the Chair for the committee in the area of the emergency shall be invited to attend. Four (4) members of the Executive Committee shall constitute a quorum.

Section 5 Governance Committee

There shall be a Governance Committee composed of a Chair and a minimum of four (4) additional Committee Members elected by the Board, which shall include at least one Elected Director and one Ex-Officio Director.

A Governance Committee Member may serve for a maximum of six (6) consecutive one (1) year terms.

The Committee shall develop a Board recruitment plan aimed at ensuring the Board represents a diverse representation of qualities and characteristics. The Committee shall engage in outreach and screening of potential Board members and maintain a slate of nominees willing to serve as Directors, Officers, and Committee Members.

The Governance Committee shall maintain a current list of Ex-Officio Members as specified in Article III, Section 3.

The Governance Committee shall provide education and training to new and existing Board members related to governance roles and responsibilities, develop Board expectations, and monitor compliance with Board requirements.

The Governance Committee shall conduct an annual review of the Bylaws and Board processes and policies and propose any changes for ratification by the Board.

Section 6 Programs and Services Committee

There shall be a Programs and Services Committee composed of a Chair and a minimum of four (4) additional Committee Members.

The Committee is responsible for reviewing current programs and their average client costs to help determine their effectiveness and by studying people served and client outcomes.

The Committee will review new program opportunities as presented by staff and help to determine if they should be implemented.

Section 7 Finance Committee

The Corporation shall have a Finance Committee composed of a Treasurer, who is the Chair, and a minimum of four

(4) additional Committee Members.

The Committee provides financial oversight for the Corporation, including budgeting and financial planning, financial reporting, creation and monitoring of internal controls and accountability policies, and annually review insurance coverage and other risk management activities.

The Finance Committee shall

Be responsible for recommending to the Board policies and plans governing management of the Corporation's financial affairs.

Supervise the receiving and spending of the funds of the Corporation, and must approve expenditures exceeding amounts stated in the budget consistent with applicable policy.

Be responsible for review of the Corporation's annual budget with staff input, and shall present it to the Board for approval during the Annual Meeting and review of monthly financial reports.

Retain and work with an independent auditor to secure the annual audit.

Section 8 Building & Grounds Committee

The Corporation shall have a Building & Grounds Committee that includes a Chair and a minimum of four (4) additional Committee Members.

The purpose of the Committee is to provide oversight of all matters related to the Corporation's buildings, grounds, furnishings, fixtures, vehicles and property maintenance equipment.

The Building & Grounds Committee shall

Serve as the Corporation's liaison in all matters related to new construction, renovations, the leasing of building contracts, rental of property and other such matters in keeping with the purposes of the Corporation.

Annually review property maintenance plans and security plans; and inventories of all buildings, properties, vehicles, furnishings, and property maintenance equipment.

Complete an annual on-site visit to all NSO properties with a member of the committee and staff.

Recommend policies to the Board regarding property rental and the use of the Corporation's facilities by outside organizations.

Annually review and make recommendations to the Finance Committee regarding insurance coverages for the Corporation's properties and vehicles.

Section 9 Donor Development Committee

The Corporation shall have a Donor Development Committee that includes a Chair and a minimum of four (4) additional Committee Members.

This Committee shall be responsible for developing and facilitating the execution of a strategic Fundraising Plan to secure the Corporation's necessary contributed income, through all its sources, including but not limited to donations, individual gifts, sponsorships, foundation and corporate grants, church appeals and special events.

Section 10 Marketing Committee

There shall be a Marketing Committee composed of a Chair and a minimum of four (4) additional Committee Members.

The overall function of the Committee is to support the comprehensive marketing and communications strategy. Also, to partner with the NSO marketing staff to oversee a consistent and active communication strategy to all stakeholders for the purposes of program messaging, fundraising, awareness and branding.

The Marketing Committee shall

Be responsible for creating awareness of the good work that NSO does in the community by creating marketing campaigns, promoting events, creating advertising and posting on social platforms.

Work in tandem with the Donor Development Committee to raise needed revenue for continued operations and raise donations for the mission.

Develop strategies to communicate the message to particular donors through marketing efforts, specifically to generate interest in the mission of the organization.

Section 11 Strategic Planning Committee

There shall be a Strategic Planning Committee composed of the Chair-elect, who is the Chair, and Chairs from each Standing Committee.

The Strategic Planning Committee’s overall function is to formulate a strategic plan for the organization to achieve their objectives.

The Strategic Planning Committee shall

Work closely with the CEO to create a strategic plan based upon the future of the organization as it relates to the organization’s vision and mission.

Be responsible for identifying objectives by evaluating the organization’s strengths and weaknesses, opportunities and threats. The objectives that are established in the plan will be measurable and have time targets. The objectives will be based on the needs of the organization as well as the immediate needs of the community.

Be responsible for tracking the progress of strategic objectives and reporting to the Board a minimum of two (2) times per fiscal year.

Be responsible for coordinating an annual planning meeting to present the new strategic plan to the full Board.

ARTICLE VII – CONFIDENTIALITY & CONFLICT OF INTEREST POLICY

Section 1 Introduction

The Corporation’s reputation is one of its most valuable assets. Therefore, neither it nor anyone acting on its behalf should take any action that might be construed as compromising the Corporation’s professional integrity, financial or other interests, or its client and community relationships. Directors, as leaders of the Corporation, are expected to set an appropriate example by acting in a professional and ethical manner and, collectively, as a Board, take action to remedy any violations. All Directors are expected to conduct business affairs of the Corporation in good faith and with the highest ethical standards.

Section 2 Confidentiality

To fulfill their fiduciary and leadership obligations, Directors are exposed to confidential information related to the

Corporation. “Confidential Information” may also be referred to as proprietary information, is information known exclusively by the Corporation in conducting its business. It includes most information in the possession of the Corporation that is not otherwise publicly available, such as information regarding Corporation clients (including personally identifiable information, personal health information, etc.), marketing and business development activities and strategies, projects, policies and procedures, employee payroll and personnel records, financial matters (including funding strategies), trade secrets, and any other proprietary or business information.

Directors are required to safeguard Confidential Information obtained in connection with their service and to use and disclose it only as required to perform their service to NSO. Upon termination of service with the Corporation, a Director shall promptly return to the Board Secretary, or other designee of the Corporation, all copies of documents, electronic and paper, reference material and other properties entrusted to the member for purpose of fulfilling his or her obligations. This does not abrogate the Director’s continuing obligation to avoid the use and disclosure of any confidential information.

Directors should take reasonable measures to safeguard confidential information, whether such information is obtained, transmitted or stored in electronic or paper form. As part of this commitment, Directors should establish protocols to limit the unsecure electronic transmission of Confidential Information, should secure documents containing Confidential Information while in their possession and not leave them unattended or in visible view of non-authorized persons. Any loss or inadvertent disclosure of confidential information should be immediately reported to the Board Chair and President & CEO.

Directors should treat as Confidential Information any information provided or obtained that is proprietary to a third party or subject to a contract confidentiality clause or a separate confidentiality agreement, or for which a client would have a reasonable expectation that the information would not be disclosed in the ordinary course of the Corporation’s business, or is protected by law. Acquisition or disclosure of such information without proper authorization and a legitimate Corporation-related purpose is prohibited. In this regard, Directors should exercise all reasonable caution to ensure that any discussion of Confidential Information with anyone else – including (but not limited to) members of the public, donors, media, clients or family/friends of clients, or even employees of NSO is authorized.

Section 3 Conflicts of Interest

Directors, Officers, and Committee Members play a critical role in protecting the Corporation’s tax-exempt status by avoiding conflicts of interest. The Corporation’s Conflict of Interest Policy is designed to assist in the identification, reporting, and avoidance of potential conflict of interests that may arise when the Board is contemplating a transaction or agreement that could benefit the private interest of a Director, Officer, or Committee Member or could result in a possible excess benefit transaction. This policy does not replace, but rather supplements, all applicable state and federal laws. While this conflict of interest section addresses primarily financial interests, it shall apply to personal interests that may give rise to a conflict of interest, even if no financial interest is involved (e.g., romantic, family or close personal relationships, professional relationships such as service as a Director or Officer to another organization, or political interest).

For the purposes of this policy, the following definitions apply:

- **Interested Person:** Any Director, Officer or Committee member with a direct or indirect Financial Interest
- **Financial Interest:** A Financial Interest is one that a person has, directly or indirectly, through business, investment, or family, such as:
 - An ownership or investment interest in an entity with which the Corporation has a transaction or arrangement;
 - A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement (Compensation includes direct and indirect remuneration as well as gifts or favors that aren’t insubstantial); or
 - A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

A Financial Interest is not necessarily a conflict of interest. A person with a Financial Interest has a possible conflict of interest but does not have an actual conflict until the appropriate governing body decides that a conflict of interest exists.

If a Director, Officer, or Committee Member believes he or she has an actual or potential conflict of interest, he or she is an Interested Person and must disclose the existence of the financial interest and all material facts to the Board and Committee Members considering a proposed transaction or arrangement with which said interest may conflict or whose area of responsibility is implicated. After the Board or Committee has an opportunity to discuss the financial interest and the material facts with the Interested Person, the Interested Person should excuse him or herself from the meeting while the remaining members of the Board and/or Committee Members discuss and determine if a conflict exists. The remaining Board and/or Committee Members decide if a conflict of interest exists.

In determining whether such a conflict exists, the Chair or the Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement. After exercising due diligence, the Board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If such an alternative is not reasonably possible, the Board or Committee shall determine by majority vote of the disinterested Directors or Committee members whether the transaction or arrangement is in the Corporation's best interest and is fair and reasonable. Consistent with this determination, the Board or Committee shall determine whether to enter into the transaction or arrangement. Minutes of all discussion and votes related to the transaction shall be kept and include:

1. The name of the person who disclosed or was found to have a financial interest and the nature of the interest;
2. Any action taken to determine whether a conflict was present and the decision as to whether a conflict of interest in fact existed;
3. The names and persons of all present for discussions and votes relating to the transaction or arrangement;
4. The content of the discussion, including any alternatives to the proposed transaction or arrangement; and
5. A record of all votes taken in connection with the proceedings;

No Director, Officer, or Committee Member shall vote on any matter that would involve a conflict of interest. Additionally, the Director shall not use his or her personal influence on or participate (other than to present factual information or respond to questions) in the discussion or deliberation with regard to the contemplated contract, transaction, or determination.

If the Board or Committee has reasonable cause to believe a Director, Officer, or Committee Member has failed to disclose an actual or potential conflict of interest, it shall inform the Director of the basis for such belief and afford the individual an opportunity to explain the alleged failure to disclose. Upon hearing the individual's response and making all further investigation warranted, the Board or Committee shall determine whether the member has failed to disclose an actual or possible conflict of interest and, if so found, shall take all appropriate disciplinary and corrective action.

To ensure compliance with this policy, all Directors, Officers and Committee Members shall annually sign a statement that (a) affirms that the Director, Officer or Committee Member has received a copy of this policy, has read and understands it and its significance in relation to the Corporation retaining its tax-exempt status as a charitable entity and agrees to comply with it and that (b) discloses any businesses, investments or compensation sources that create or may create an actual or potential conflict of interest. The statement shall also require attestees to certify they understand the Corporation is charitable and must engage primarily in activities that accomplish one or more of its tax-exempt purposes to maintain its federal tax exemption. The Board shall also periodically review the reasonableness of all compensation arrangements and benefits and shall also review other transactions such as partnerships, joint ventures, and arrangements with management organizations to ensure that they conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further the Corporation's charitable interests, and don't result in inurement, impermissible private benefit, or

an excess benefit transaction.

Section 4 - Social Media

Social media has presented a great opportunity for the Corporation to promote its programs and mission, but such easy access warrants the implementation of certain safeguards for Directors using this media.

Directors are encouraged to visit and participate in Corporation-sponsored social media sites; however, they must always do so under their own name. Directors cannot use pseudonyms or try to post anonymously. Directors should be conscious that all postings are available to the general public and therefore exercise professional judgment with what is posted. Postings should be accurate and add value to the discussion and not disclose the Corporation's confidential information.

With respect to personal social networking, a Director should not "friend" a Corporation employee, but may accept any "friend" requests that are received. This helps avoid any potentially awkward situations that an employee may find himself/herself in upon receiving a request from someone in a position of authority over him/her (whether directly or indirectly).

Some people may use social media or other electronic resources as a means to air their grievances regarding the Corporation. Social media is not an effective dispute resolution tool. Any Director contacted by someone with a grievance should immediately consult with the President & CEO and/or the Board Chair and take the discussion off line.

Directors are considered role models and could find that their personal reputation may be tied to the Corporation's reputation; therefore, a Director posting on a social networking site could impair the Corporation's reputation if a level of professionalism is not maintained. This would apply even if the Director is not posting about the Corporation.

Section 5 Reporting Unethical or Illegal Conduct

To ensure that the Corporation maintains the highest ethical standards, it is important that all Directors who observe or suspect or learn of unethical or illegal conduct report it immediately and allow the Corporation the opportunity to investigate and eliminate it. Conduct that merits reporting includes financial impropriety (to include forgery, submission of false reports or claims, etc.); dishonesty; conflicts of interest; misuse or illegal use of the Corporation's real or personal property or that of its clients; and any other serious violation of company policy or violation of applicable law. Reports should be directed to the Board Chair or to the President & CEO.

Reports of ethical violations will be investigated, and appropriate corrective action will be taken against any person found engaging in the unethical conduct. To the extent feasible, the results of the investigation will be reported back to the reporting person.

The Corporation has zero-tolerance for retaliation against any person that makes a good faith report that is consistent with this policy. Retaliation includes any conduct that would dissuade a reasonable person from making such a report. Any act of retaliation could lead to the removal of a Director from the Board. Reports made pursuant to this policy are considered Confidential Information and should be treated accordingly.

ARTICLE VIII - INDEMNIFICATION

Section 1 Indemnification Definition

To the full extent permitted by the Oklahoma General Corporation Act, as amended from time to time, and by the Corporation's Certificate of Incorporation, the Corporation shall indemnify any Director, Employee or Agent against judgments, penalties (including excise and similar taxes), fines, settlements, and reasonable expenses (including

court costs and attorneys' fees) actually incurred by any such person who was, is, or is threatened to be named as a defendant or respondent in a proceeding because of that person's position with, or service to, the Corporation provided the person acted in good faith and with the reasonable belief that such action was in the best interests of the Corporation. Upon determination by the Board or independent legal counsel appointed by the Board made in accordance with applicable statutory standards, shall advance to such person such reasonable expenses as are incurred by such person in connection therewith. Any indemnification under this provision shall be only to the extent permitted of organizations that are exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code.

Section 2 Non-exclusive; Continuation

The indemnification provided by this Article shall not be deemed exclusive or any other rights to which the person claiming indemnification may be entitled under any agreement, any vote of disinterested Directors or otherwise, both as to any action in his or her official capacity and as to any action in another capacity while serving in his or her official capacity, and shall continue as to a Representative who shall have ceased to be engaged in any other enterprise at the request of the Corporation and shall inure to the benefit of the heirs, executors, and administrators of such person.

Section 3 Insurance or Other Arrangement

The Corporation shall have the power to purchase and maintain insurance or, to the extent permitted by applicable law, another arrangement on behalf of any Representative, Employee, or Agent of the Corporation, or a person who is or was serving at the request of the Corporation as a Director, Officer, Partner, Volunteer, Proprietor, Trustee, or Agent of another foreign or domestic association, partnership, joint venture, sole proprietorship, trust, employee, benefit plan, or other enterprise, against any liability asserted against such person and incurred by such person in such capacity, arising out of such person's status as such, regardless of whether such person is indemnified against such liability by the provisions of this Article.

Section 4 Indemnification of Employees or Agents

The Corporation may indemnify and advance expenses to an Employee or Agent who is not a Director or Officer to such further extent, consistent with the Corporation's Certificate of Incorporation, as may be provided by general or specific action of the Board, by contract, or as permitted or required by the Oklahoma General Corporation Act.

ARTICLE IX – AMENDMENTS

Section 1 Amendments

The Board may amend or repeal the Bylaws or adopt new Bylaws by a two-thirds (2/3) vote of the Directors at a meeting at which a quorum is present. Notice of the proposed amendment, repeal or adoption must be provided to Directors at least two (2) weeks in advance of the meeting, whether regular or special. The notice shall include a text of the proposed Bylaws changes.

ARTICLE X - DISSOLUTION

Section 1 Dissolution

The Corporation may be dissolved after approval of such proposal by an affirmative vote of the majority of the Board of Directors at a meeting called for considering such a proposal or by the written consent to such proposal signed by two-thirds (2/3) of the Directors and requiring a quorum. Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making a provision for the payment of all the liabilities of the Corporation, distribute all of the assets of the Corporation to one or more exempt 501(c)(3), not-for-profit organizations in Oklahoma City, Oklahoma, which have similar missions, or shall be distributed to the federal government, or to a

state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction in Oklahoma County, Oklahoma, exclusively for such purposes or to such organization or organizations, as said Court determines, which are organized and operated exclusively for such purposes.

NSO Bylaws Quick Reference Guide

Number of Directors: 21 (minimum) - 33 (maximum)

Composition: Elected and Ex-Officio, all of which have voting privileges

Director Term Lengths: Three (3) Years / Maximum Terms Allowed: Two (2), except Ex-Officio Directors and Other Directors

Terminology:

“Corporation” – Neighborhood Services Organization, Inc.

“Board” – Collective term for Elected and Ex-Officio persons that govern the Corporation

“Ex-Officio Director” – Individuals appointed to serve on the Board of Directors by virtue of the positions they hold within the United Methodist Church or United Methodist Women organizations

“Director(s)” – Individuals elected, appointed or placed to serve on the Board of Directors

“Officer(s)” – Directors elected to serve in leadership positions for a period of one (1) year

“Committee Member(s)” – Directors and Non-Directors who serve on Standing or Project Committees

“Disinterested Director” - Any director who does not have an actual or potential conflict of interest in the matter being voted upon, as determined by our Conflict of Interest policy.

Officers:

Board Chair

Board Chair-Elect

Board Secretary

Board Treasurer

Immediate Past Board Chair

Officer Terms:

One (1) year; with an option to serve an additional one (1) year term, if re-nominated up to a maximum of two (2) years total.

Staff Leadership:

President & CEO (non-voting position)

Standing Committees:

Executive -

Committee Composition: Board Chair (who acts as Committee Chair); Board Chair-Elect; Secretary; Treasurer and Immediate Past Board Chair.

Governance -

Committee Composition: Chair plus a minimum of four (4) additional Committee Members, all of whom are Directors on the Board (one of which must be an Elected Director and one of which must be an Ex-Officio Member).

Finance -

Committee Composition: Chair (Board Treasurer) plus a minimum of four (4) additional Committee Members.

Building & Grounds -

Committee Composition: Chair plus a minimum of four (4) additional Committee Members.

Donor Development -

Committee Composition: Chair plus a minimum of four (4) additional Committee Members.

Programs & Services -

Committee Composition: Chair plus a minimum of four (4) additional Committee Members.

Marketing-

Committee Composition: Chair plus a minimum of four (4) additional Committee Members.

Strategic Planning-

Committee Composition: Chair-elect, who is the Chair, and Chairs from each Standing Committee.