



## **Corporate By-Laws**

### **Rebuilding Together Long Island, Inc.**

#### **Article I: Principal Office**

The principal office of Rebuilding Together Long Island, Inc. (hereinafter called the "corporation"), shall be located in New York, with such additional offices as may from time to time be designated by the Board of Directors

#### **Article II: Purposes**

The corporation is organized and will be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1954 or its successor provisions.

In furtherance of these purposes, the corporation shall sponsor volunteer projects to repair the homes of income qualified households at no cost to them and where funded, community projects.

Consistent with the foregoing purposes the corporation may engage in any lawful activity that may be incidental or reasonably necessary to those purposes and may exercise all powers now or hereafter available to corporations organized under the State of New York Nonprofit Corporation Act.

*Rebuilding Together's* vision: Safe homes and communities for everyone.

*Rebuilding Together's* mission: Repair homes. Revitalize communities. Rebuild lives.

*Rebuilding Together's* core values are:

- We are committed to helping income-qualified households and communities and to respecting their integrity, strengths, and assets. We strengthen lives, homes, and communities.
- We work in partnership with communities, involving neighbors whenever possible, in all aspects of our work. We value collaboration with other groups who share similar goals.
- We believe in high quality planning, delivery, and evaluation of our services.
- We believe in inclusiveness and seek to promote a diversity that is reflective of our communities.
- Our core initiative and our common denominator is that of volunteers delivering free services, along with the cost-effective leveraging of donated materials, supplies, and labor.

## **Article III: Persons Eligible for Assistance**

Those persons who are income-qualified, including seniors, veterans, person(s) with a disability or families with children, as determined from time to time by the Board of Directors, who occupy homes in need of repair, such disrepair imposing discomfort or a safety hazard on its occupants, and who are unable to affect such repairs themselves, are eligible to receive no cost assistance from the corporation.

## **Article IV: Board of Directors**

**Section 1. *General Powers.*** The affairs of the corporation shall be managed by its Board of Directors.

**Section 2. *Number and Election.*** The number of Directors constituting the Board of Directors shall be a minimum of seven.

**Terms:** New Directors shall be elected by the current Board of Directors at annual meetings to hold office for a three (3)-year term. At the end of the three-year term, that position shall be considered open and nominations may be accepted to fill the Board position.

Nominations may include the names of the Directors who have completed their term.

The terms of Directors shall be staggered so that approximately one-third of the Directors shall be elected at each annual meeting.

Any vacancy on the Board that occurs prior to the annual election meeting may be filled at any other regular meeting of the Board or at a special meeting and any Director so elected shall serve the remainder of the term of that membership.

Director Emeritus. A Director Emeritus status is created to utilize the counsel and assistance of a past Director who has demonstrated special traits of voluntary help. This Emeritus seat has no voting status and does not count in the total count of Directors. The individual shall be selected by a majority vote of the Board.

**Section 3. *Regular Meetings.*** The Board of Directors will hold regular **monthly** meetings, as fixed by these bylaws or by resolution of the Board of Directors, for the purpose of transacting such business as properly may come before the Corporation's Board of Directors. A minimum of four regular including one annual meetings of the Board of Directors shall be held without other notice than this By-Law. The Board of Directors may provide by resolution the time and place for the holding of additional regular meetings of the Board without other notice than such resolution. *At the annual meeting, the Board of Directors will review the Affiliate Partnership Agreement, By-laws, Articles of Incorporation, Standards of Excellence and evaluation results to establish yearly action plans.*

**Section 4. *Special Meetings.*** Special meetings of the Board of Directors may be called by or at the request of the President or any two Directors. The place of the meeting shall be specified in the notice of the meeting.

**Section 5. *Notice.*** Notice of any special meeting of the Board of Directors shall be given at least two days previously thereto by written notice delivered personally, sent by mail or electronic mail to each Director at his/her address as shown by the records of the corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

**Section 6. *Quorum and Voting.*** A quorum of the Board of Directors shall be comprised of 51% of the Board members in office for the transaction of all business. The affirmative vote of a majority of the Directors present shall be the act of the Board of Directors on any question, except where the Act of a greater number is required by these By-Laws or by statute.

**Section 7. *Powers Duties Size Compensation.*** The Board of Directors shall have the control and management of the affairs and property of the corporation. The Directors may delegate certain of their duties to the officers of the corporation, but such delegation shall not relieve the Board of Directors of the responsibility for any action so taken. The Directors must practice Duty of Care, Loyalty, and Obedience. The Directors also bear the fiduciary responsibilities of the Corporation. By Board resolution the members must certify that the affiliate meets the minimum Standards of Excellence. The Board shall have up to 16, but not fewer than 7 members. The Board receives no compensation other than reasonable expenses.

**Section 8. *Records or Proceedings.*** The minutes of the governing Board and all committees with Board powers shall contain the names of persons who were present for discussions and votes relating to Corporation business and record of any votes taken in connection with the proceedings. Minutes shall be distributed to all the Board Members prior to each subsequent meeting.  
All corporate records must be kept in a historical repository to ensure its safe keeping.

**Section 9. *Committees:*** The Board may create committees as needed, with the following standing committees such as fundraising, public relations, project organization, nominating, etc. The Board Chair appoints all committee chairs.

**Section 10. *Ad Hoc Committees:*** The Board of Directors shall be authorized to establish one or more committees, comprised both of persons who are and are not members of the Board of Directors. A committee member appointed by the Board of Directors may be removed by the Board of Directors, with or without cause.

**Section 11. *Resignation and Removal of Directors.*** Any Director or officer may resign at any time. The resignation of a Director shall be made in writing or electronic mail and shall take effect at the time specified therein and if no time be specified, at the time of its receipt by the President or Secretary. The acceptance of a resignation shall not be necessary to make it effective. The remaining Directors may select a replacement Director to serve until the next regular meeting at which Directors are elected.

Directors may be removed for good cause, including repeated failure to attend three consecutive regular monthly meetings, or four regular monthly meetings within a twelve-month period, by a two-thirds vote of the Directors at a meeting at which a quorum is present. Notice of a proposed removal shall be given to the affected Director at least seven days prior to any vote on such removal.

## **Article V: Officers**

**Section 1. *Officers Specified.*** There shall be a President, Vice-Presidents, Secretary and Treasurer.

**Section 2. *Relationship with the Board of Directors.*** Officers of the corporation shall be elected for a term of three years by the Board of Directors at its regular election meeting. An officer is eligible to succeed himself or herself in office, or to succeed any other officer.

### **Section 3. *Duties and Powers.***

**President.** The President shall be the chief executive officer of the corporation and shall direct the activities of the corporation in a manner prescribed by the Board of Directors for any and all purposes in conducting the business of the corporation. The President shall also serve as Chairman of the Executive Committee.

**Vice Presidents.** In the absence of the President or in the event of his/her death, inability or refusal to act, the Senior Vice President, unless otherwise determined by the Board of Directors of the corporation, shall perform the duties of the President and when so acting shall have all the powers and be subject to all the restrictions upon the President.

**Secretary.** It shall be the duty of the Secretary to keep the minutes of all meetings of the Board of Directors, to issue proper notices of all meetings, to file reports and statements as required by law, and to perform such other duties as shall from time to time be assigned by the Board.

**Treasurer.** It shall be the duty of the Treasurer to collect all monies whatsoever due the corporation and to have custody of the funds of the corporation and to place the same in such depositories as may be approved by the Board. He or she shall approve the payment of all bills against the corporation, and shall record and submit to the Board of Directors a report of all receipts and disbursements, which the Board may cause to be audited by a firm of chartered or certified accountants of its own selection. The Treasurer shall, at the discretion of the Board of Directors, furnish a satisfactory bond in such sum as the said

Board shall prescribe. The Treasurer shall perform such other duties as may be assigned by the Board of Directors.

## **Article VI: Corporate Funds, Contracts, Gifts**

**Section 1.** All funds of the corporation not otherwise employed shall be deposited in such banks, savings and loan associations or trust companies as the Board of Directors may from time to time determine.

All checks, drafts, notes and evidence of indebtedness of the corporation shall be signed by the President and/or such other officer or officers of the corporation as the Board of Directors from time to time may designate.

**Section 2. Contracts.** The Board of Directors may authorize, in writing, one or more officers, agents, or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

**Section 3. Gifts.** The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors determines.

## **Article VII: Fiscal Year**

The fiscal year for the corporation shall be the calendar year, January 1<sup>st</sup> to December 31<sup>st</sup>.

## **Article VIII: Action by Consent**

**Section 1.** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if a written or electronic mail consent to such action is signed by all members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board.

**Section 2. Proxies.** A Director may vote either in person or by proxy executed in writing by the Director, by electronic mail, or a duly authorized attorney-in-fact.

## **Article IX: Waiver of Notice**

Whenever notice is required to be given to any Director of the corporation under the provisions of the law or under the provisions of the Articles of Incorporation or by these By-Laws, a waiver thereof in writing signed by the person or persons entitled to such notice,

whether before or after the time stated therein, shall be equivalent to the giving of such notice. Presence without objection shall also constitute a waiver of notice.

## **Article X — Director and Staff**

*Executive Director:* The executive director is hired by the Board. The executive director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The executive director will attend all Board meetings, report on the progress of the organization, answer questions of the Board members and carry out the duties described in the job description. The Board can designate other duties as necessary. The Executive Director shall be an ex-officio member of the Board, without voting privileges.

## **Article XI: Indemnification**

To the extent not inconsistent with applicable law, every person who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding.

## **Article XII: Dissolution Clause**

The affiliate may be dissolved only with authorization by its Board of Directors given at a special meeting called for that purpose and with subsequent approval by a two-thirds (2/3) vote of the Active Members. Upon dissolution all remaining assets of the affiliate, after payment in full of all its debts, obligations, and necessary final expenses, or after the making of adequate provision therefore, shall be distributed to such tax-exempt organizations (with purposes similar to those of the affiliate) and as shall be chosen by the then existing Board of Directors.

## **Article XIII: Amendments**

These By-Laws may be altered, amended, or repealed by a majority vote of the Directors then in office at any duly scheduled meeting, by mail ballot, or electronic mail of the Board of Directors.