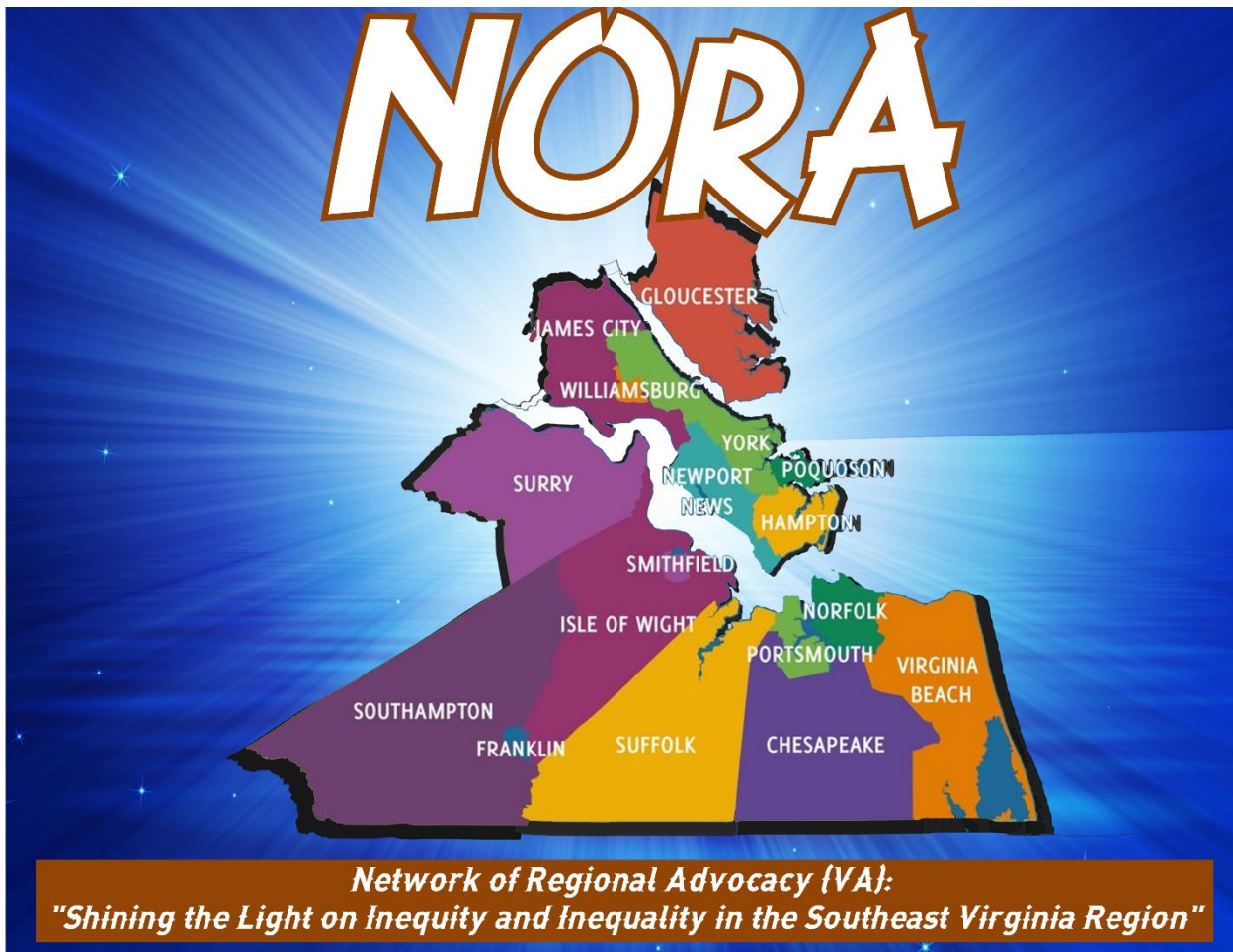


# **NORA:**

**Network of Regional Advocacy**

**Organization Bylaws**

**Ratified: September 21, 2021**



# NORA – Network of Regional Advocacy (VA) Organization Bylaws

## ARTICLE I – Purpose:

The **Network of Regional Advocacy (NORA)** is organized as a Nonprofit Tax Exempted Organization exclusively for the charitable purposes within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1986, or any corresponding provision of any succeeding law (the “code”), hereinafter generally called “exempt purposes.”

Pursuant to the general exempt purposes set forth above, the organization will serve as a vehicle for collective community impact by utilizing the interconnected resources and services of **NORA** Community Partners - churches, nonprofit community development corporations and other benevolent nonprofit agencies. **NORA** will equip and empower Community Partners in the greater Hampton Roads region to address the causes, factors, and outcomes of five **Core Concerns of Inequity and Inaccessibility (CCII)**: Food Availability, Healthcare Accessibility, Housing Accessibility, Financial Literacy, and Workforce Development.

### Section 1: Name

This organization is incorporated under the laws of the state of Virginia and shall be known as **The Network of Regional Advocacy (NORA)**

### Section 2: Purposes

**NORA** is organized to achieve these **Core Concerns of Inequity and Inaccessibility (CCII)** objectives:

1. **IMPROVE AVAILABILITY OF NUTRITIOUS FOOD IN UNDERSERVED AND MARGINALIZED COMMUNITIES:** In too many communities, particularly communities of color, access to healthy and affordable food is limited or non-existent. Either poor quality food is offered at increased prices or fast-food restaurants sell items that are high in sodium and saturated fats. In both cases, the outcomes are poor health, increased stress, and decreased life expectancy. By obtaining resources, **NORA** will provide Community Partners with resources to plant “community gardens.” Community gardens allow persons to grow their own food, buy items from others, and even sell surplus produce for profit.
2. **IMPROVE ACCESSIBILITY TO QUALITY, AFFORDABLE HEALTHCARE IN UNDERSERVED AND MARGINALIZED COMMUNITIES:** Statistics show that Black and Brown people stay sick longer and die sooner due to health disparities. Overall, persons in underserved communities tend to have reduced physical health, undiagnosed mental illness, increased stress, and decreased life expectancy. These predispositions all

highlight the need for access to quality and affordable healthcare. With provided resources, **NORA** Community Partners will team with healthcare agencies that offer pre-emptive training on common diet-related diseases (hypertension, obesity, and diabetes) and present proactive health management strategies at trusted, accessible sites within underserved communities of color. Beyond these initial offerings, **NORA** will facilitate broader scopes of healthcare access through **Healthcare Access Granted at Residence (HAGaR)**, which will collaborate with medical professionals to provide community house call services for women's OB/GYN services; public mental health services; public immunization and vaccination services; and public chemical dependency treatment.

3. **IMPROVE ACCESSIBILITY TO PERMANENT AFFORDABLE HOUSING IN UNDERSERVED AND MARGINALIZED COMMUNITIES:** The issue of housing is central to quality living. The place people call home should serve as a place of retreat, relaxation and mental restoration. If maintaining a home is too costly, it produces stress and reduces the capacity to address other needs. If the home is inadequate for the number of residents, additional stress is created. This often leads to episodes of domestic tension and violence. If the home is unsafe, due to internal infrastructure or external elements, the occupants are left unprotected and insecure. When housing is unaffordable, inadequate, or unsafe, it fails to function as intended. **NORA** Community Partners will assist persons in the preparation and process of gaining appreciable housing through Credit Counseling programs, low-cost mortgage partnerships, and community housing initiatives. As a result, the Greater Hampton Roads region will experience restoration and recovery as persons gain access to affordable, comfortable and safe homes. Over time these homes will become appreciable assets that families and individuals can use as spring boards to generational wealth and financial viability.
  
4. **IMPROVE LITERACY IN THE AREA OF FINANCIAL MANAGEMENT IN UNDERSERVED AND MARGINALIZED COMMUNITIES:** Unfortunately, poverty and culture often combine to influence persons to make poor financial decisions. Financial management is a learned life skill that either goes untaught or is learned too late. Expensive purchases of depreciable goods, emotional spending habits, mistrust of banks, and predatory payday loans – even among the highly educated – foster a 'paycheck-to-paycheck' lifestyle and contribute to a major wealth gap in marginalized communities. When persons can manage money, they make better financial decisions. With better financial decision-making comes increased creditworthiness and buying power. This new creditworthiness and buying power open the door to home ownership and a more stable lifestyle. **NORA** Community Partners will use provided resources to empower persons to manage their finances by sponsoring public-private trainings and partnerships that connect wealth management partners to the local community. By working with trusted churches and nonprofits, partnering financial institutions can equip people with needed information, and produce a new crop of potential community investors.
  
5. **IMPROVE DEVELOPMENT OF PERSONS FOR THE WORKFORCE IN UNDERSERVED AND MARGINALIZED COMMUNITIES:** The COVID-19 Pandemic has taught the American public a critical lesson around employment. In many cases, persons employed before the pandemic had made themselves content with jobs that offered very little in the way of adequate pay and advancement. As businesses reopened, they were

faced with a workforce that had, by necessity, turned to entrepreneurship or self-directed labor (Uber, Lyft, Door Dash, etc.) It is not enough to simply have a job. Viable employment must also offer livable wages and increasing opportunities. If persons do not see themselves as having the potential for growth over time, they will constantly seek new options or drop out of the workforce to do self-directed tasks. **NORA** Community Partners will use provided resources to support Workforce Development for non-employable persons (no skills or education) or persons seeking to transition to new trades or careers. This includes the development of in-house career centers, job skills training, and transitional settings for unskilled citizens returning from incarceration.

### **Section 3: Geographic Area**

The Region served by the organization shall be comprised of the following localities:

- Chesapeake
- Hampton
- Newport News
- Norfolk
- Portsmouth
- Suffolk
- Virginia Beach
- Other Cities/Towns Making Up Greater Hampton Roads

### **Section 4: Limitation of Methods**

**NORA** shall observe all local, state, and federal laws that apply to a nonprofit organization as defined in Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE II – Membership and Shareholders**

The organization shall have no members nor shareholders.

## **ARTICLE III - Meetings**

### **Section 1: Annual Meeting**

The annual meeting of the corporation, in compliance with state law, shall be held during a month designated by the Board of Directors each year. The time and place shall be fixed by the Board of Directors and notice thereof mailed to each Board member at least 10 days before said meeting.

### **Section 2: Additional Meetings**

Board meetings may be called by the chair of the Board at any time, or upon petition in writing of any 2/3 of the Board. Notice of special meetings shall be mailed to each Board member at least 10 days prior to such meetings. Committee meetings may be called at any time by the chair of the Board or by the Committee's chair.

### **Section 3: Quorums**

At a Board meeting, a majority of the Directors present shall constitute a quorum. At Committee meetings, a majority shall constitute a quorum except when a Committee consists of more than 9 members. In that case, 5 shall constitute a quorum.

### **Section 4: Notices, Agendas, and Minutes**

Written notice of all Board meetings must be given at least 10 days in advance, unless otherwise stated. An advance agenda and minutes must be prepared for all meetings. A detailed outline for preparation of both shall be a part of the organization's procedures manual.

## **ARTICLE IV - Board of Directors**

### **Section 1: Composition of the Board**

The Board of Directors shall be composed of a minimum of 7 members and a maximum of 21 members. Each of the seven localities served by the organization will have a minimum of 1 and maximum of 3 members on the Board. One-third of the Board shall be elected annually to serve for 3 years or until their successors are elected and qualified. Subject to the approval of the Board, the initial chair of the Board shall appoint from 3 to 6 members to the Board to serve one-year terms. The governance and policy-making responsibilities of the organization shall be vested in the Board of Directors, which shall control its tangible and intangible properties, be responsible for its finances, and direct its affairs. If a Board member is elected or appointed to any local, state, or federal office or is placed on the ballot for said offices, he or she shall immediately notify the Board of Directors in writing to avoid any conflicts of interest. It shall be the responsibility of the elected, appointed or balloted Board member to abstain from all Board agenda topics, discussions or votes which may reasonably be deemed a conflict of interest with the goals of **NORA**, **NORA** Community Partners, or any other parties doing business with **NORA**.

### **Section 2: Selection and Election of Directors**

Within 3 months of the adoption of these bylaws, the Board of Directors shall amend this section to set forth the policies and procedures for the election of new Directors following the expiration of the initial 1 year term. Board members will be term limited to a maximum of 6 years. Non-returning Board members may enter a non-voting advisory status if approved by the majority of the Board.

### **Section 3: Vacancies**

Unless confined by illness, it is the expectation that members of the Board of Directors attend regularly scheduled meetings and any special meetings announced with at least 10 days' notice by the chair. A member of the Board of Directors who shall be absent from 3 consecutive regular meetings of the Board of Directors, without notification or advisement to the Board Chair, shall be subject to removal from the Board of Directors by a majority vote of those voting at any full Board meeting thereof. Vacancies on the Board, or among the Board leadership, shall be filled by the Board by a majority vote.

#### **Section 4: Policy Statements**

The Board of Directors is responsible for establishing procedure and formulating policy for the organization. It is also responsible for adopting all policies of the organization. These policies shall be maintained in a policy manual to be reviewed annually and revised as necessary.

#### **Section 5: Management**

The Board of Directors shall hire or terminate the Executive Director and other consultants as deemed necessary. Other executive employees must be approved by the Board of Directors. All executive salaries, compensations and benefits shall be approved by the Board of Directors.

#### **Section 6: Indemnification**

The organization shall, by resolution of the Board of Directors, indemnify all board members, officers or agents of the organization for actions taken on behalf of the organization.

### **ARTICLE V - Directors**

#### **Section 1: Determination of Directors**

The Board of Directors (new and retiring) at its regular meeting shall reorganize for the coming year. The Governance Committee (comprised of committee chairs) shall nominate candidates for open Board and leadership positions each year. At this meeting, the Board shall elect new members to the Board as well as any open leadership positions (chair of the Board, vice chair, and the treasurer). Board Committee leaders will be elected from members of the newly elected Board members. All leadership positions shall take office on the first day of the new fiscal year and serve for a term of 3 years or until their successors assume the duties of office.

#### **Section 2: Duties of Directors**

##### **1. Chair of the Board**

The chair shall serve as the chief elected leader of the organization and shall preside at all meetings of the Board of Directors. The chair of the Board shall be an ex-officio member of all Board Committees. The chair of the Board shall, with the advice and counsel of the Governance Committee and Executive Director, assign the vice chair to an organizational responsibility, subject to Board approval. The chair of the Board shall, with the advice of the Governance Committee, appoint Board members to each Committee, subject to approval of the Board of Directors. The chair will also serve as the chief spokesperson for the organization. In the event the chair of the Board is unable to perform his/her duties, the Vice Chair shall operate as acting chair of the Board. If the chair of the Board is permanently removed, then within 90 days the acting chair of the Board shall call a board meeting to elect a new chair of the Board.

##### **2. Vice Chair**

The duties of the vice chair shall be such as those assigned by the chair of the Board. The vice chair, during all scheduled Board, Committee and special meetings, performs the duties of the chair on those occasions when the chair is absent. The vice chair will also have under their immediate jurisdiction all Committees pertaining to responsibilities assigned to them by the chair.

3. Treasurer

The treasurer shall be responsible for the safeguarding of all funds received by the organization and for their proper accounting. Such funds shall be kept on deposit in financial institutions or invested in a manner approved by the Board of Directors. The treasurer shall ensure the production of and dissemination to the Board, a monthly financial report of the organization. The treasurer shall be bonded and subject to a criminal background check. The treasurer shall be chair of the Finance and Audit Committee.

4. Board Members:

The governance and policy-making responsibilities of the organization shall be vested in the Board of Directors, which shall control its property, be responsible for its finances, and direct its affairs. The Board, under the leadership of the chair, shall be responsible for the hiring, discharging, directing, and supervising of the Executive Director. Every Board member is expected to share and support the values, beliefs, mission and goals of **NORA**. In that regard, each Board member will be expected to cultivate donors to the organization as well as contribute individually.

The Board of Directors shall meet at such times and places as required by these bylaws. They will register their addresses with the Secretary of the organization so that notices of meetings mailed to them as such addresses shall be valid thereof. The Board of Directors, except for the non-voting Executive Director, shall serve without compensation.

## **ARTICLE VI Officers**

### **Section 1: Executive Director**

The Executive Director shall be the chief executive officer. The Executive Director shall serve as secretary to the Board of Directors and prepare notices, agendas, and minutes of Board meetings. The Executive Director shall serve as adviser to the chair of the Board and Program of Work Committee on program planning and shall assemble information and prepare special reports as directed by the program of the organization.

### **Section 2: Voting Privileges and General Responsibilities**

1. The Executive Director shall be a non-voting member of the Board of Directors, the Executive Committee, and all other Committees.
2. The Executive Director in consultation with the Treasurer, shall be responsible for the preparation of an operating budget covering all activities of the organization subject to approval of the Board of Directors and the dissemination of full financial statements monthly to Board of Directors.
3. The Executive Director shall also be responsible for all expenditures within approved budget allocations.
4. The Executive Director will be responsible for leading and managing all employees of the organization.

5. The Executive Director will be responsible for presenting all executive staff candidates for hire to the Board of Directors for approval.

## **ARTICLE VII - Committees**

### **Section 1: Appointment and Authority**

The chair of the Board, by and with the approval of the Board of Directors, shall appoint all Committees and Committee chairs. The chair may appoint such ad hoc Committees and their chair as deemed necessary to carry out the programs of the organization. Committee appointments shall be at the will and pleasure of the chair of the Board and shall serve concurrently with the term of the appointing chair of the Board, unless a different term is approved by the Board of Directors. It shall be the function of Committees to make investigations, conduct studies and hearings, make recommendations to the Board of Directors, and carry out such activities as may be delegated to them by the Board.

### **Section 2: Limitation of Authority**

No action by any Committee, employee, Director, or officer shall be binding upon, or constitute an expression of, the policy of the organization until it has been approved or ratified by the Board of Directors. Committees shall be discharged by the chair of the Board when their work has been completed and their reports accepted, or when, in the opinion of the Board of Directors, it is deemed wise to discontinue the Committees.

### **Section 3: Executive Committee**

The Executive Committee shall act for and on behalf of the Board of Directors when the Board is not in session but shall be accountable to the Board for its actions. It shall be comprised of a total of 7 voting members, including the vice chair and treasurer. The Executive Director shall be a non-voting member of the Executive Committee. The chair of the Board will serve as chair of the Executive Committee. Any Board member is authorized to attend Executive Committee meetings, however only members of the Executive Committee will have voting privileges.

## **ARTICLE VIII - Finances**

### **Section 1: Funds**

All money granted or awarded to **NORA** shall be placed in a general operating fund. Unused funds from the current year's budget may be placed in a reserve account.

### **Section 2: Disbursements**

Disbursement requests may be submitted to the Finance and Audit Committee for specific expenditures that have been approved by the full Board. Upon approval of the budget, the Executive Director is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the Board of Directors.

### **Section 3: Fiscal Year**

The fiscal year of the organization shall close on Dec 31st of each year.



**Section 4: Budget**

The Finance and Audit Committee shall adopt the budget for the coming year and submit it to the Board of Directors for approval no later than Oct 1st of each year. The full Board of Directors will approve the coming year budget no later than Dec 31st of the current year.

**Section 5: Annual Audit**

The accounts of NORA shall be fully audited annually as of the close of business on June 30<sup>th</sup> commencing in January and ending no later than March by a certified public accountant. In the event an audit review is advised, the Board of Directors must approve of such. The audit shall always be available to Board members of the organization within the offices of the organization.

**ARTICLE IX - Dissolution**

The organization shall use its funds only to accomplish the objectives and purposes specified in these bylaws, and no part of said funds shall inure or be distributed to the members of the organization. On dissolution of the organization, any funds remaining shall be distributed to one or more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the Board of Directors as defined in IRS Section 501(c)(3).

**ARTICLE X - Parliamentary Authority**

The current edition of Robert's Rules of Order shall be the final source of authority on all questions of parliamentary procedures when such rules are not consistent with the charter or bylaws of the organization.

**ARTICLE XI - Amendments**

**Section 1: Initial Revisions**

During the three-month period following their initial adoption, these bylaws may be amended by a majority vote of the Board of Directors provided the amendments are submitted to the Board members at least 24 hours in advance of the meeting on which they are to be acted upon. Line amendments to proposed amendments may be made at Board meetings where proper notice of proposed amendments has been given.

**Section 2: Further Revisions**

Following three months from their adoption, these bylaws may be amended or altered only by a two-thirds vote of the Board of Directors provided that notice for the meeting includes the proposals for amendments. Any proposed amendments or alterations shall be submitted to the Board in writing at least 10 days in advance of the meeting at which they are to be acted upon.

## **ARTICLE XII - Conflict of Interest Policy**

### **Section 1: Purpose**

The purpose of the conflict-of-interest policy is to protect viability and integrity of the tax-exempt organization's interest when it is contemplating entering a transaction or arrangement that might benefit the private interest of an officer or director of the organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Conflict of interest arises when a Board member, employee, or consultant has a financial interest that conflicts with the interests of **NORA** or arises in situations where a Board member, employee, or consultant has divided loyalties.

### **Section 2: Definitions**

1. Interested Person: Any Board Director, agent or employee of the organization who has a direct or indirect financial interest, as defined below, is an interested person. If a person is an interested person with respect to any entity in the affairs of which the organization is a part, he or she is an interested person with respect to all entities in the organization.
2. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:
  - a. An ownership or investment interest in any entity with which the organization has a transaction or arrangement.
  - b. A compensation arrangement with the organization or with any entity or individual with which the organization has a transaction or arrangement.
  - c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the organization is negotiating a transaction or arrangement. Compensation includes direct and indirect remuneration as well as gifts of favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article XI, Section 2, a person who has a financial interest may have a conflict of interest only if the Board of Directors decides that a conflict of interest exists.

### **Section 3: Procedure for Disclosing and Handling of Conflicts of Interest**

Upon determination of an individual conflict of interest, the affected party shall immediately report such conflict to the chair of the Board of Directors, or to the vice-chair or other member of the Board in circumstances where the chair and/or vice chair are themselves conflicted, and to the Executive Director on a form to be prescribed by the Board.

Following such disclosure, the Executive Director shall recommend a course of action designed to best protect the interests of **NORA** and comply with all applicable laws. The full Board, with the exception of any conflicted members, shall vote to either accept the recommendation of the Executive Director or modify and accept the recommendation as they see fit.

In the event the Executive Director is the subject of a conflict of interest, the chair of the Board shall prepare the recommendation to be voted on by the Board.

Under no circumstances shall any Board member with a conflict of interest be involved in the preparation of or voting on decisions related to the disposition of their conflict.

#### **Section 4: Ethics Policy**

1. Board members must exercise their duties solely in the interest of **NORA** and its partners.
2. No Board member shall use his or her position to further the manufacture, distribution, promotion, or sale of any materials, products or services in which he or she has either direct or indirect financial interest.
3. No Board member may serve in a staff position.
4. No Board member shall use the name of the organization to promote the goals of or solicit funds for any other profit or non-profit organization without the approval of the Board of Directors.
5. Board members shall ensure that fundraising is lawful, ethical and confidential.
6. Board members shall value the privacy and interests of all those affected by their actions.
7. Board members shall adhere to the principle that all donor and prospect information is the property of the organization and shall not be transferred or removed without the expressed permission of the Board.
8. No list of donors' personal contact information shall be loaned, given or sold to any individual or organization for any purposes. No donor's name or amount given shall be made public without the express written authorization of the donor.
9. Board members shall not disclose privileged information to unauthorized parties and shall agree to keep constituent information confidential.

**Section 5: Orientation and Acknowledgement**

Within 30 days of the appointment of the newly elected Board or staff member, the Governance Committee shall provide an orientation on conflict of interest policy and receive a signed acknowledgement thereof.

**Date Adopted:**

**Date Amended:**

**Chair of the Board:** \_\_\_\_\_ (signature)

\_\_\_\_\_ (printed name)