

**RUTLAND WEST NEIGHBORHOOD HOUSING SERVICES, INC.  
d/b/a NEIGHBORWORKS OF WESTERN VERMONT**

Amended and adopted, December 15, 2021

**ARTICLE I-NAME**

The name of this corporation shall be RUTLAND WEST NEIGHBORHOOD HOUSING SERVICES, INC. d/b/a NEIGHBORWORKS OF WESTERN VERMONT (the "Corporation"). The Corporation was incorporated as a non-profit corporation under the laws of the state of Vermont on November 12, 1985.

**ARTICLE II-MISSION**

The mission of NeighborWorks of Western Vermont (NWWVT) is to strengthen the development of a regional economy by promoting safe, efficient and stable housing, and community projects through education, technical assistance, and financial services. NWWVT helps individuals develop self-reliance through education, counseling, technical, and financial services.

**ARTICLE III-POWERS AND PURPOSE:**

**Section 1. Powers.** The general powers of the Corporation shall be those, which are not inconsistent with the Vermont law governing not-for-profit corporations, the Certificate of incorporation, regulations of the Internal Revenue Service, these By-Laws and the stated purposes of the Corporation.

**Section 2. Purpose.** The purpose of the Corporation is to undertake any activity that may be undertaken by a nonprofit corporation organized under the Vermont Nonprofit Corporation Act and recognized as tax-exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, which includes, but is not limited to, the following:

- a. Providing decent housing for the community, with an emphasis on serving low and moderate-income people,
- b. Providing -education, community service, and support for cooperative development throughout the community,
- c. Preserving the affordability of housing for members of the community, with a particular emphasis on serving low and moderate-income people, through affordable, special financing products, through perpetuity, when appropriate, and including acquiring property for such purposes, when appropriate,
- d. Combating deterioration in economically disadvantaged communities by the development, rehabilitation, and maintenance of decent housing in these neighborhoods; by promoting economic opportunities for residents of these neighborhoods; by making land available for projects and activities that improves the life in these neighborhoods; and by assisting residents of these neighborhoods in improving the safety and well-being of their community, and
- e. Protecting the natural environment and to promote the ecologically sound use of land and natural resources and the long-term health and safety of the community, including acquiring property for such purposes.

## **ARTICLE IV - BOARD OF DIRECTORS**

**Section 1. General Powers.** The Board of Directors (the "Board") shall have full power and exclusive authority to operate and manage the corporation. The Board may delegate the authority to manage certain affairs of the Corporation a committee of the Board or an officer, employee or agent of the Corporation, as it may deem, in its reasonable judgment, beneficial to the interests of the Corporation. Delegation of any such authority shall not relieve the board of its responsibility to oversee the affairs of the Corporation.

**Section 2. Powers Reserved to the Board of Directors.** Notwithstanding anything to the contrary in these By-laws, the affirmative consent of two-thirds (2/3 rds.) of the full Board of Directors shall be required for the following actions of the Corporation:

- a. Amendments. The amendment of the Corporation is Articles of Incorporation or these By-laws.
- b. Merger. The merger of the Corporation with another entity in a transaction in which the Corporation is not the surviving entity.
- c. Sale of Assets. The sale, lease, exchange, or dispose of all or substantially all of the Corporation's assets.
- d. Dissolution or Liquidation. The dissolution and liquidation of the business and affairs of the Corporation.

## **Section 3. Composition of Board; Term; Termination.**

- a. Composition of the Board. The number of Directors shall be not more than twenty-one (21) but may be modified by a two-thirds vote of the total seated members of the board. At least fifty-one percent (51%) of the Board of Directors shall be residents of the counties served by the Corporation. The remaining board positions shall be filled by government representatives from the municipalities within the geographic areas served by the Corporation, if possible, and representatives of the business community. Business representatives' may also, qualify as resident representatives if they live within the Corporation's service area. In addition, the Board of Directors may award "Ex Officio" membership to the Board to individuals whose affiliation is deemed by the Board of Directors to be in the best interests of the Corporation. Such "Ex Officio" Directors shall have no authority to vote on the matters decided by the Board.
- b. Term. The Board of Directors shall be elected for staggered three-year terms. Each Director shall hold office until the end of the term or until a successor shall be elected and qualified.
- c. Termination. The President may request the resignation of a Director if a Director is unable to attend three (3) or more consecutive regular meetings of the Board. The Board may waive this request for resignation by a vote of two-thirds (2/3rds) of the Directors, not including the Director who has been asked to resign. The Board may request the resignation of any Director for any other reason upon the affirmative vote of at least two-thirds (2/3rds) of the Board, not including the Director whose membership is under vote.

**Section 4. Nominating Committee.** Prior to the Annual Meeting of the Directors, the Governance Committee shall obtain the consent of all proposed nominees to have their names submitted for election at the Annual Meeting. Not less than fifteen (15) days prior to the Annual Meeting, the Chair of the Governance Committee shall submit the list of proposed nominees to the Secretary. The Secretary shall include the list with the notice of the Annual Meeting, as further described in Article V.

**Section 5. Vacancies.** Any vacancy occurring on the Board of Directors (including any vacancy arising from the increase in the number of the board of directors) shall be filled by the board of directors. A member of the board of directors elected to fill a vacancy shall be elected for the unexpired term of their predecessor in office and in the same category. Directors appointed because of an increase in the number of directors shall fill the office until the next annual meeting and election of the board of directors.

**Section 6. Conflicts of interest.**

- a. **Conflict of Interest Policy.** Any duality of interest or possible conflict of interest on the part of any Director shall be disclosed to the other Directors and made a matter of record through an annual procedure to be established by the Board and also when the interest becomes a matter of Board action. Any Director having such duality or possible conflict of interest shall not vote or use his/her influence on the matter in question and shall not be counted in determining a quorum for the meeting. The minutes of the meeting shall reflect such disclosure, abstention from voting, and the names of the directors who participated in the vote concerning such matter.

The foregoing shall not be construed to prevent a Director from briefly stating his/her position in the matter, nor from answering pertinent questions of the other Directors.

No Director, officer, committee member, employee or agent of the Corporation may participate in the evaluation, review and approval of any application for a loan or any other matter in which the member has a direct financial interest. The decision of the Board of Directors shall be final in determining whether a Director, officer, committee member, employee or agent should be disqualified from participating in any way in the matter.

Any new Director, officer, or committee member will be advised of this policy upon entering upon the duties of his/her office.

- b. **Annual Acknowledgment Statement.** Each Director, officer, employee, and member of a committee with board delegated powers, shall annually sign a statement which affirms that such person (a) has received a copy of the conflict of interest policy, (b) has read and understands the policy, (c) has agreed to comply with the policy, and (d) understands that the corporation is a charitable organization and that in order to maintain its federal tax exemption, it must engage primarily in activities which accomplish one or more of its tax exempt purposes.

**Section 7. Compensation.** The Board of Directors shall serve without compensation, but reasonable expenses incurred may be reimbursed when expended for and in the interest of the Corporation and approved by the Board of Directors.

## **ARTICLE V - MEETINGS OF THE DIRECTORS**

### **Section 1. Annual and Regular Meetings.**

- a. **Annual Meetings.** The Board of Directors shall conduct an Annual meeting for the purpose of electing Directors and for any other business as may be brought before the Board. The President shall designate the place, date and time of the Annual meeting, and the Secretary shall provide Notice of Meeting in accordance with the provisions of Section 4, below.
- b. **Regular meetings.** At the Annual meeting, the Board of Directors shall adopt a schedule of regular meetings of the Board to be held throughout each calendar year. There shall be no less than four regularly scheduled meetings each year.

**Section 2. Special Meeting.** A special meeting of the Board of Directors may be called by, or at the request of, the President or any three members of the Board of Directors. The person, or persons, authorized to call special meetings of the Board of Directors may designate any place within the Corporation's service area as the place for holding such a meeting.

**Section 3. Time and Place of Meetings.** Each meeting of the Directors shall be conducted at the time and place designated by the President and set forth in the Notice of Meeting. Directors may participate in any regular or special meetings (including the Annual Meeting) of the Board by, or conduct the meeting through the use of, any means of communication, including telephone or video conference call, by which all directors participating can simultaneously hear each other during the meeting. Participation by such means shall constitute presence in person at such a meeting.

**Section 4. Notice of Meeting.** Written notice stating the place, day and hour of the Annual Meeting and any special meeting of the Directors shall be delivered, either personally or by regular or electronic mail to each member at least two (2) days before the date of the meeting, by or at the direction of the President, the Secretary, the officers or persons calling the meeting. The purpose or purposes for which any special meeting is called shall be stated in the notice. The corporation shall not be required to provide notice of regular meetings of the board.

**Section 5. Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board. If less than a majority of the Board of Directors is present, a majority of those present may adjourn the meeting. Once a quorum is established, it shall remain for the duration of the meeting.

**Section 6. Action by Written Consent.** Action that may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by a majority of the Directors. Each action must be evidenced by: (i) one or more written consents describing the action taken, signed by at least a majority of Directors then sitting; or (ii) written e-mails from at least a majority of Directors approving of the action taken, and included in the minutes filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last Director signs the consent or indicates his or her approval, unless the consent specifies a different effective date.

## **ARTICLE VI - OFFICERS**

**Section 1. Number and Title.** The officers of the Board of Directors of the Corporation shall be President, Vice-President, Treasurer, Secretary and such other officers as may be elected in accordance with the provisions of this Article.

- **Election.** The officers of the Board of Directors of the Corporation shall be elected annually by the Board of Directors at the Annual Board Meeting. If the election is not held at such meeting, then the election shall be held as soon thereafter as convenient. Each officer shall hold office until a successor shall be duly elected.  
Officers may be elected for more than one year but in no case shall any office be elected for more than four consecutive years.
- **Removal.** Any officer or agent elected or appointed by the Board of Directors may be removed by an affirmative vote of two-thirds of the total Board of Directors Whenever, in its judgment, the best interest of the Corporation would be served.

**Section 2. President.** The President shall preside at all meetings of the Board of Directors and the Executive Committee. S/he shall see that all orders and resolutions of the Board of Directors are carried out and shall have general superintendence of all other officers of the Board of Directors of the Corporation and shall see that their duties are properly performed. The President shall, from time to time, report all matters to the Board of Directors within his/her knowledge, which the interests of the Corporation may require.

**Section 3. Vice President.** The Vice President shall perform such duties as may be assigned from time to time by the President or the Board of Directors. In the absence of the President, or the President's inability or refusal to act, the Vice President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions of, the President.

**Section 4. Treasurer.** The Treasurer shall have primary responsibility for the financial affairs of the Corporation and in general shall perform all duties as from time to time may be assigned by the President or by the Board of Directors. S/He shall have charge and custody for all funds and securities of the Corporation, assuring proper receipt for money due and payable to the Corporation from any source whatsoever and insuring proper deposit of all monies in the name of the Corporation from any source whatsoever in such bank or other financial institution as shall be selected by the Board.

**Section 5. Secretary.** The Secretary serves as Clerk of the Corporation and performs all the duties incident to the Secretary and such other duties as from time-to-time may be assigned by the President or by the Board of Directors. The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose, see that all notices are duly given in accordance with the provisions of these by-laws, or as required by law, be custodian of the Corporate records and seal of the Corporation and see that the seal of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these by-laws; keep a register of the name and Post Office and e-mail address of each member, and in general, perform all duties incident to the office

## **ARTICLE VII – COMMITTEES**

**Section 1. Committees.** The permanent committees shall be the Executive Committee, the Loan Committee, the Finance Committee, the Governance Committee, and the Programs Committee. The Board of Directors may establish such additional committees as are necessary and appropriate to carry out the business of the Corporation. Each Committee shall have a written committee description with responsibilities that shall be approved by the Board of Directors and act in an advisory capacity to the Board of Directors, unless otherwise specified in these by-laws.

- a. **The Executive Committee:** The purpose of the NeighborWorks of Western Vermont Executive Committee is to transact routine business between meetings of the Board of Directors and to act in emergencies. Any action permitted to be taken by the Board and not otherwise exclusively reserved by the NWWVT By-laws or Board resolution may be taken by the Executive Committee on behalf of the Board between meetings. Such actions shall commit the Corporation and must be approved by the full Board at their next regular meeting or at a special meeting of the Board.

The Executive Committee shall consist of the officers of the Board of the Corporation and, by Board decision, the chairpersons of the permanent committees which include the Executive, Governance, Loan, Finance, and Programs Committees. Other committees may be established by the Board, and, as appropriate, may include temporary, ad hoc committees that are formed for a single, one-time purpose. The Executive Committee composition may also expand, as necessary, to include the chairpersons of other committees.

The Executive Committee shall perform an annual performance review of the Executive Director and shall provide the Board of Directors with a report of the performance review.

- b. **The Loan Committee:**
- (i) The NeighborWorks of Western Vermont's (NWWVT) Loan Committee is charged with oversight of NWWVT's Lending Program which provides loans to low- and moderate-income residents and those who might not otherwise have access to credit from conventional banking institutions. The Loan Committee, in accordance with the Corporation's loan policies, is responsible for reviewing all applications for loans from the funds of the Corporation and shall make recommendations to the Board as to the granting of such applications.
- The Loan Committee oversees the NWWVT policies, as outlined in the Loan Policy guidelines, to fully comply with federal and state lending regulations and to maintain certification by the U.S. Treasury as a Community Development Finance Institution (CDFI). The Loan Committee also oversees management of the Revolving Loan Fund and compliance with its multiple funders.
- (ii) **Membership.** The Committee shall include at least two board members, representatives from local lending institutions and may include, at the Board's discretion, members representing NWWVT constituents, including community members and business representatives. Representation may be extended to certain institutional investors where access to the investment proceeds is contingent upon prior approval on a project-by-project basis. Such representation may be limited to those cases involving restricted funds.

(iii) **Actions of the Committee.** No actions may be taken without a quorum present, either in person or by telephone or video conference. A quorum shall consist of (3) committee members, of which one (1) must be a resident and one (1) must be a lender. The Corporation shall not make any loan unless the application for such a loan has been approved by a vote of the majority of the Loan Committee present. All loans authorized by the Loan Committee shall be reported thereafter to the Board of Directors.

- c. **Finance Committee:** The NeighborWorks of Western Vermont Board of Director's Finance Committee is responsible for establishing financial policies that ensure the fiscal accountability and financial sustainability of the Corporation. The Finance Committee is also responsible for overseeing and managing the annual audit process for the Corporation. The members of the Finance Committee, which includes the Executive Director and Director of Finance, should have experience in accounting, banking, investment planning and/or financial management.
- d. **Governance Committee:** The purpose of the NeighborWorks of Western Vermont Board of Director's Governance Committee is to ensure that the Board monitors and implements strategic goals and evaluates program effectiveness; ensures compliance with laws and ethical standards; articulates, safeguards, and models organizational values; provides educational and training opportunities for the Board; orients new members to the Board; provides an annual performance assessment of the Executive Director and recruits and nominates new members to the Board. The committee will consist of at least two Board members, with one acting as Chair, and the Executive Director.
- e. **Programs Committee:** The NeighborWorks of Western Vermont Board of Director's Programs Committee is responsible for supporting all NWWVT programs except for those within the Lending Department. The Program Committee evaluates existing programs, oversees program expansion or development, and facilitates Board conversations about its programs. The Program Committee will serve in an advisory role for existing programs and work to identify resources for the continuance and expansion of the Corporation programs. The Committee shall include at least two board members, the Executive Director, the Director of Operations, the Homeownership Director and may include, at the Board's discretion, members representing NWWVT constituents, including community members and local stakeholders.

**Section 2. Other Committees.** The Board of Directors may establish or eliminate such additional committees as are necessary and appropriate to carry out the business of the Corporation. Each committee shall have the duties and responsibilities delegated to it by the Board of Directors.

**Section 3. Membership.** Except for the Loan Committee, members shall be appointed by the Chairperson of each Committee in consultation with the President of the Board of Directors and the Executive Director. Committee members (including Loan Committee members) may or may not be members of the Board of Directors.

**Section 4. Commissions.** The duties, responsibilities, authority and composition of all standing and ad hoc committees shall be stated in writing and adopted by resolution of the Board of Directors.

- a. **Term.** All committee members shall serve until the next Annual Meeting following their appointment or until their successors have been appointed. All committee chairs may serve for more than one year, but in no case shall any committee chair serve more than three consecutive years.
- b. **Reporting.** Each committee shall submit activity reports to the Board of Directors as prescribed in its commission

## **ARTICLE VIII - EMPLOYED STAFF**

**Section 1. Employees.** The Board of Directors shall employ the Executive Director and shall authorize the employment of other employees as are needed to carry out the program of the Corporation. The Executive Director shall select the other employees who shall be hired by the Executive Director. Termination of an employee shall be done by the Executive Director and reported to the Board of Directors with the reasons for the termination.

**Section 2. Executive Director.** The Executive Director shall serve at the pleasure of the Board of Directors for such compensation as the Board of Directors may determine. Appointment and removal shall require a two-thirds vote of the entire Board of Directors. S/he shall have general direction over the operations of the Corporation and shall be its official representative. S/he shall comply with Board policies and shall submit to the Board of Directors such reports, analyses, statistics, plans and other information as may be required from time to time, and shall assist the Treasurer in the preparation of its annual budget. S/he shall be a non-voting member of all committees of the Corporation. The Executive Director gives staff support to the Board of Directors and to the Executive Committee and is the only staff member who has line responsibility to the Board of Directors. That authority shall be exercised only by and through the President of the Board.

## **ARTICLE IX - MISCELLANEOUS**

**Section 1. Office.** The principal office of the Corporation shall be located at such location in the central area of Vermont as shall be determined by the Board of Directors.

**Section 2. Finances.** The fiscal year of the Corporation shall end on the last day of December each year. The financial books and records of the Corporation shall be audited annually by a Certified Public Accountant.

- a. **Signatories.** The policy regarding the number of signatures will be defined by the Executive Director and the Finance Committee.

**Section 3. Gifts.** The Board of Directors may accept on behalf of the Corporations any contribution, gift, bequest, or device to be used for the general purpose or for any specific purpose of the Corporation.

**Section 4. Bonding.** The Board of Directors may require the Treasurer and any other officer or employee of the Corporation to give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Corporation shall pay the premiums required for such bond.



**Section 5. Contracts.** The Board of Directors may authorize any officer or agent of the Corporation, in addition to the officers authorized by these By-laws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**Section 6. Records.** The Corporation shall keep correct and complete books and records of accounts and shall keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors. All minutes should include corporate actions taken and list names of all directors present at meetings. All books and records of the Corporation, except confidential loan files and personnel files, may be inspected by any member of the Board of Directors or his/her agent or attorney or the general public for any proper purpose at any reasonable time.

**Section 7. Dissolution.** In the event of dissolution of the Corporation, the Board of Directors shall, after payment of all liabilities of the Corporation, dispose of the assets of the Corporation, exclusively for the purposes of the Corporation, or to such establishments organized for the purposes substantially similar to that of the Corporation and operating exclusively for charitable educational, religious or scientific purposes, as shall qualify as exempt under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended from time to time, or the corresponding provision of any future United States Internal Revenue Law.

**Section 8. Indemnification of Directors and Officers.** The Corporation shall indemnify and hold harmless any member, Director, staff member, committee person and/or officer from any legal action or threat of same brought by any person or entity against any member, Director, staff member, committee person and/or officer of the Corporation when s/he is acting within the scope of his/her authority or employment on behalf of said Corporation or any division thereof. However, no such person shall be indemnified against or reimbursed for any claim or liability arising out of his/her willful misconduct or gross negligence.

**Section 9. Non-Discrimination.** This Corporation is an Equal Opportunity Employer and shall make all of its employment decisions and make available all of its services without regard to race, sex, sexual orientation, age, color, ancestry, religion, national origin or physical handicap.

**Section 10. Political Activity.** The Corporation shall not, in any way, use corporate funds in the furtherance of, nor engage in, any political activity for or against any candidate for public office.

#### **CERTIFICATION OF BY-LAWS**

This is to certify that the foregoing Amended and Restated By-laws of the Rutland West Neighborhood Housing Services inc. d/b/a NeighborWorks of Westering Vermont have been duly adopted as herein amended at a special meeting of the Board of Directors on and shall become effective on the date set forth below.

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Gabrielle Gladding, Secretary

Dated this 15<sup>th</sup> Day of December 2021