

ARTICLE (#)  
BOARD OF DIRECTORS

Section 1. Management. The governance and control of ORG shall be vested in a Board of Directors, members of which shall be elected in the manner provided in these bylaws.

Section 2. Number of Directors. The ORG shall be governed by a Board of Directors which shall consist of no less than number (#) members and no more than number (#) members. These members shall be representative of the community at large and at least one-third (1/3) of the board shall live within the organization's geographic boundaries.

Section 3. Terms. Each Director shall be elected to serve for a term of three (3) years and may be re-elected twice, thus permitting three (3) consecutive terms. After an absence of not less than twelve (12) consecutive months from the Board, a Director, who has served three (3) consecutive prior terms, may be re-elected to the Board.

Section 4. Election. The Board of Directors shall be elected at the Membership Voting Meeting by a vote of the membership of the ORG. The terms of Board seats shall be staggered so that at least 1/3 of the seats on the Board of Directors are open for election each year. Candidates for Board seats must be a member of the ORG prior to the election and must be vetted and recommended by the Nominating Committee; nominations from the floor are not permitted.

Of the seats open for a given election, the minimum number of seats needed to maintain CDBG eligibility required by Section 2 of this Article will be established (the "CDBG Seats") and the Nominating Committee will identify and put forth a list of CDBG eligible candidates (the "CDBG Class") to be elected to these seats. Of the CDBG Class, those receiving the highest vote counts at the Membership Voting Meeting will fill the available open CDBG seats.

If the number of CDBG Seats is less than the total number of open seats, the Nominating Committee will also put forth a list of non-CDBG eligible candidates (the Non-CDBG Class) to be elected to those seats. Of the Non-CDBG Class, those receiving the highest vote counts at the Membership Voting Meeting will fill the available open Non-CDBG seats.

Section 5. Vacancy. Vacancies, however arising, shall be filled by appointment of the President with the approval of a majority of the Board of Directors. Such appointment shall be for the unexpired term of office of the vacancy being filled.

Section 6. Resignation and removal of members of the Board.

Any member of the Board of Directors may resign by giving written notice of his or her resignation to the President or Secretary of the Board of Directors. Such resignation shall be effective at the time specified in such notice, and acceptance shall not be necessary to make it effective. Any member of the Board of Directors may be removed in the interests of the ORG by a two-thirds vote of all members of the Board of Directors.

Section 7. Ex Officio Members. The Executive Director of the ORG shall serve as an ex officio, non-voting member of the Board of Directors. The Board of Directors may designate additional ex officio members by the vote of a majority of the Board of Directors. No ex officio members shall have voting rights on the Board of Directors.