



By-Laws of the Over-the-Rhine Community Councils, Inc.

(Boundary Map is Attachment One)

Amended and Approved _____

Preamble

The community council is run by volunteers and organized for charitable and educational purposes, including fundraising and the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code or corresponding section of any future federal tax code. The mission of the organization is to improve the quality of life within the community by empowering the community and organizing it into a recognizable voice. The community council is recognized by the City of Cincinnati as the residents' planning, policy and implementation organization.

The Over-the-Rhine Community Council's purpose is to:

- A. Guarantee rights and responsibilities of residents of Over-the-Rhine.
- B. Be a source of information and communication.
- C. Formulate policies and regulations pertaining to Over-the-Rhine services.
- D. Upgrade living standards in Over-the-Rhine by working together toward common goals.
- E. Discuss and offer solutions related to problems affecting the community and take appropriate action.

ARTICLE 1. Name and Boundary

Article 1.1 The name of this organization shall be Over-the-Rhine Community Council, Inc. ("OTRCC").

Article 1.2 For the purposes of these by-laws, the geographic boundary of the community council shall consist of the area within the following boundary: Starting at the intersection of Central Parkway and Plum Street, north along Central Parkway to the Brighton Approach, north along the Brighton Approach to McMicken Avenue, north along McMicken Avenue to Warner Street, east along Warner Street to Vine Street, south along Vine Street to, and including, the north most property line on Mulberry Street, southeast along the north most property line on Mulberry Street to Lang Street, northeast along Lang Street to Seitz Street, east along Seitz Street to Sycamore Street, south along Sycamore Street to Liberty Street, east along Liberty Street to Reading Road, south and west along Reading Road to Central Parkway, and west along Central Parkway to Plum Street. Attachment One is a map of this boundary.

Article 1.3 The community council shall include, but not be limited to, any area(s) assigned to it by the City of Cincinnati.

Article 1.4 The community council shall work with neighboring community councils on issues of concern if community-claimed boundaries overlap.

ARTICLE 2. Policy

Article 2.1 The community council will implement projects and services in accordance with the adopted plans and goals of the community and the Cincinnati Neighborhood Support Program procedures, where applicable, and pursuant to City of Cincinnati Ordinance No. 220-1989, as amended from time to time. **Projects funded by Invest in Neighborhood A16 funds will adhere to the procedure and be in accordance with the annual Interest Grant Guidelines.**

Article 2.2 The community council shall develop, encourage and provide a forum for communication within the community and between the community and the City of Cincinnati, other governmental units, other community organization and businesses, as appropriate, to achieve its mission.

Article 2.3 The community council shall encourage and welcome all community volunteers working on community committees, events and activities. Diverse opinions shall be encouraged and accepted as a positive attribute and a positive contribution to the community.

Article 2.4 The community council shall not have any policy, regulation or rule in effect that is in violation of any local, state or federal law or ordinance.

Article 2.5 To foster an environment of greater understanding, tolerance and inclusiveness, the OTRCC encourages all organizations and individuals to endorse and practice a nondiscrimination policy that opposes discrimination in employment, housing, credit, public accommodations and education opportunity, based on an individual's race, color, religion, sex, marital status, national origin, political affiliation, age, disability, sexual orientation and gender identity.

ARTICLE 3. Membership

Article 3.1 Any individual, eighteen years of age or older, who resides within the community boundary defined in Article 1.2, **or who was an original Employee member at the time when these by-laws were originally passed and who have been grandfathered in**, and has paid the annual dues shall be a resident member. Proof of residency **or employment** may be requested. **Grandfathered, non-resident members are not eligible to serve on the Board of Trustees.**

Article 3.2 Any individual, eighteen years of age or older, who is a representative of a business or nonprofit organization located within the community boundary defined in Article 1.2, and has paid the annual dues shall be a nonresident member. Nonresident members enjoy all of the rights and responsibilities of resident members, except that nonresident members may not vote in general membership votes nor hold office as an officer or trustee. They may serve, however, as members of a committee and chair of a committee, except the nominations committee. Proof of affiliation may be requested.

Article 3.3 The term of membership for resident members and nonresident members shall last for one **calendar** year and **must be renewed annually as of January 1 for that calendar year. Failure to pay dues on or before January 1 will result in** loss of membership privileges, including but not limited to voting rights. **Members may join at any time throughout the year by paying membership dues, which shall not be prorated, but any** individual who is applying for new membership shall have a one-month waiting period before membership privileges, including but not limited to voting rights, are granted to such individual. **Non-resident but grandfathered members (Cassandra Barham, Mary Rivers, and**

Andy Hutzel) can remain members until they no longer work in an OTR business or if they do not pay dues.

Article 3.4 In January of each year, the board of trustees shall determine the amount for annual membership dues for that year.

ARTICLE 4. Board of Trustees

Article 4.1 The thirteen trustees of the community council shall consist of the president, vice president, secretary, treasurer and nine at-large trustees. These officers and trustees shall form the board of trustees and perform the duties prescribed in these by-laws.

Article 4.2 The board of trustees will conduct emergency business of the community council between meetings of the members. A quorum shall consist of seven trustees in attendance **in person or by conference call** at any meeting.

Article 4.3 The membership, by majority vote, may grant additional decision-making power to the board of trustees or revoke any decision-making power from the board of trustees.

Article 4.4 All actions taken by the board of trustees will be submitted to the membership for ratification no later than the next regular member meeting.

Article 4.5 No member may hold more than one office at the same time. Each member shall serve for **staggered terms** of two years. No member may serve more than three consecutive terms as a trustee. Trustees who are term-limited by this article may again run for the board of trustees after a two-year period off the board. **To achieve the staggered status of the Trustees, at the Annual Meeting that is held on or around June of 2017, the top seven vote getters will hold terms of two years and the other six Trustees will hold terms of one year. After that, elections will be annual for 6 or 7 open positions.**

Article 4.6 The board of trustees will, at all times, be subject to the decisions of the membership and none of the board's actions shall conflict with any actions taken by the membership.

Article 4.7 Trustees shall attend all board meetings. Unexcused absences from four board meetings per two-year term will result in removal from office with the consent of the majority of the other members of the board of trustees.

Article 4.8 Any five members may petition to have any officer or trustee recalled for cause. Once the secretary receives written notice listing the grievances, written notice shall be given to the membership at least fourteen days prior to the next regular meeting, and the recall petition shall become the first order of business at that regular meeting. Members may recall a sitting officer by a two-thirds majority vote, after due deliberation, at the next regular meeting.

ARTICLE 5. Election and Qualifications of Officers and Trustees

~~Article 5.1~~ It will be the duty of the nomination committee, as defined in Article VIII, to organize and conduct the election of trustee positions to be filled at the Annual meeting in June ~~of odd-numbered years.~~

Article 5.2 The candidates for trustee must be members in good standing and agree, if elected, to serve the term of office.

Article 5.3 At the regular meeting in March ~~of odd-numbered years~~ each year, the nomination committee will present the plan for conducting elections to the board **for open trustee positions** and the membership for approval. The plan shall include the following actions that the nominations committee will perform or oversee:

- A. Publicize the election of trustees and the election process steps and dates.
- B. Recruit candidates, for the trustee positions, striving for multiple candidates for the positions.
- C. Provide all candidates with a copy of these by-laws.
- D. Solicit candidate information that will be distributed to the membership prior to the election.
- E. Nominations for candidates to the board of trustees shall be submitted in writing to the nomination committee no later than April 30 ~~of such year~~.
- F. Nominated candidates shall be introduced at the regular May membership meeting. The board of trustees or its designee shall present the names, backgrounds and statements of all candidates. Notwithstanding subsection (E), the board of trustees may allow for additional candidates to be nominated from the floor at the May meeting.
- G. The election of trustees shall be at the June membership meeting. The election shall include determining voter eligibility; the printing, distribution, collection, counting of all ballots; and reporting of election results. Voting shall be by secret ballot; proxy voting is not allowed.

Article 5.4 Trustees shall be elected by secret ballot to serve on the board of trustees for a two year term or until their successors are elected. The term of office begins at the close of the June meeting ~~of odd-numbered years~~. At the Board meeting following the June meeting, the trustees shall elect officers from among their number **and shall fill any mid-election vacancies in the same manner**.

Article 5.5 An officer or a trustee who no longer meets the membership qualifications set forth in Article III shall be deemed to have resigned as an officer or trustee and that office shall be declared vacant.

Article 5.6 When ~~an officer or~~ a trustee position becomes vacant, the board of trustees shall appoint a candidate to fill the vacancy by the following process. Upon the position becoming vacant, the secretary shall give notice to the membership at the next regular meeting. The membership shall have fifteen days to nominate individuals for the vacant position. ~~Upon submission of nominations, the board~~ **The Board will deliberate and select a new Board member who will be presented at the next regular membership meeting.** The appointed trustee shall serve the remainder of the **original** term.

ARTICLE 6. Responsibility of Officers and Trustees

Article 6.1 The president shall have general charge of the affairs of the organization, shall be the official representative of the community council, shall preside at all meetings of the community council and board, may sign or endorse checks in the absence of the treasurer, shall serve as an ex officio member of all committees (except the nominations committee), shall see that resolutions of the board and community council are implemented, and shall be cognizant of the rights and wishes of all members throughout the performance of his/her duties.

Article 6.2 The vice president shall assist the president in the management of the affairs of the community council by performing duties assigned by the president and/or the board, shall preside, in the

absence of the president, at meetings and perform other duties of the president that require immediate attention, and, should the president for any reason leave office prior to the expiration of his/her term, ~~shall become president for the remainder of the unexpired term~~ **temporarily serve as president until the vacancy is filled pursuant to Article 5.4.**

Article 6.3 The secretary shall be the custodian of the community council's records and make them available to the members, shall record the minutes of all community council and board meetings, shall publish meeting minutes not fewer than four days before the next meeting, shall keep and make accessible these minutes at community council or board meetings, shall keep these files up to date and, at the completion of his/her term, turn them over to a successor, shall in the absence of both the president and vice president call meetings to order and preside until a chair pro tem is elected.

Article 6.4 The treasurer shall have charge and custody of all monies of the organization, shall promptly deposit these monies in the organization's bank account, shall disperse these monies as directed by the board and/or community council, shall present a written financial statement to the board and community council at each of their regular meetings, shall submit a detailed financial report through the last day of December to be distributed to the community council by the March meeting, and shall in the absence of both the president, vice president, and secretary call meetings to order and preside until a chair pro tem is elected.

~~Article 6.5 Trustees shall prepare a biennial work program for the community council. and its committees by the September meeting following their election, shall submit a budget for each fiscal year and subsequent amendments or revisions as necessary, shall and serve as chairpersons of committees. as assigned, and shall accept duties so assigned by the membership.~~

Article 6.6 Each person who is or was a trustee of the corporation (including the heirs, executors, administrators or estate of such person) shall be indemnified by the corporation to the full extent permitted by the Nonprofit Corporation Law of the State of Ohio against any liability, cost or expense incurred as a trustee, or arising out of each person's status as a member or trustee except in relation to matters as to which each is adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty to the corporation. The corporation may (but shall not be obligated to) maintain insurance, at its expense, to protect itself and any such person against any such liability, cost or expense. (For the purposes of this Article, references to "the corporation" include all constituents absorbed in a consolidation or merger as well as the resulting or surviving corporation.)

ARTICLE 7. Membership Meetings

Article 7.1 The membership's regular monthly meetings will be held on the fourth Monday of the month at times and places fixed by the board of trustees and approved by the community council. No fewer than ten monthly meetings will be held per calendar year. All meetings are open to the public.

Article 7.2 The regular meeting held in June shall be known as the annual meeting and will be for the purpose of electing trustees ~~(in odd numbered years), receiving annual board, officer, and committee reports~~ and for any other business that might arise.

Article 7.3 A quorum shall consist of ~~twelve~~ **twenty-five (25)** members in good standing, ~~two~~ **five (5)** of whom must be trustees, in attendance at any regular or special meeting.

Article 7.4 The president shall prepare the agenda prior to the meeting. Written notice of the agenda, with accompanying documents, shall be given to the membership by no later than 11:59 PM EST on Thursday prior to the date of the regularly scheduled meeting. The form of notice to be provided,

pursuant to this section, shall include but not be limited to messaging via electronic media, public postings, and physical mailings.

Article 7.5 Meeting agendas shall be approved at the beginning of such meeting. Meetings may also include but not be limited to the following items:

- A. **Consent items:** Approval of the minutes **and treasurer's report;**
- ~~B. Reading of officer and committee reports;~~ **Reports on committee work**
- C. Discussion of old and new business; and
- D. Presentation of voting items.

~~Article 7.6~~ Only items ~~publicly scheduled as~~ **on the public agenda and specifically designated as being up for a vote** may be ~~decided~~ voted on by the members at any **membership** meeting. ~~Other items introduced at any time shall be made public and scheduled as agenda items for the next regular meeting.~~

Article 7.7 Special meetings may be called by the president or a majority of members present at any meeting. Notice of a special meeting shall include justification for the meeting, agenda, date, time and place for the meeting. Notice, as provided for in Article 7.4, shall be given to the membership at least seven days prior to the date of the meeting. The public shall also be provided with general notice of such meetings.

ARTICLE 8. Committees

Article 8.1 A nomination committee, comprised of three members, shall be appointed by the board of trustees and approved by the members at the regular March meeting in odd-numbered years. Included in this action shall be the appointment of the committee chair. The committee shall recruit candidates for office and conduct elections as described in Article V. It shall be dissolved following the completion of elections in June.

Article 8.2 A membership committee may be appointed by the board of trustees and approved by a majority of the members in attendance at the annual meeting in June. If appointed, the committee shall recruit new members, shall validate community council members membership eligibility and status, and shall maintain membership records.

Article 8.3 Ad-hoc committees may be appointed by the president or the community council as they may deem necessary to carry out community council's objectives. All committees are part of the community council. Ad-hoc committees will be dissolved when they have accomplished their mission or in two years, whichever occurs first.

Article 8.4 The president is an ex-officio member of all committees except the nomination committee.

~~Article 8.5~~ All committees, **work will align with OTRCC's mission and OTRCC approved work plans.** ~~except the nomination committee, will at all times, be subject to the decisions of the membership and none of the committee's actions shall conflict with any actions taken by the membership.~~

ARTICLE 9. Earnings, Political Activities and Ethics

Article 9.1 Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities prohibited by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code. The corporation shall not

participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

Article 9.2 Notwithstanding any other provisions of these articles, the corporation shall not carry on any activities prohibited by a corporation permitted to receive deductible contributions under Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any future federal tax code.

Article 9.3 No part of the earnings of the corporation shall incur to the benefit of, or be distributed to its members, trustees, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of community council goals and objectives. All such payments shall be reported in the treasurer's report.

Article 9.4 Officers and/or trustees shall recuse themselves from engaging in community council activities that create an economic conflict of interest for themselves.

ARTICLE 10. Dissolution of the Corporation

Article 10.1 Upon the dissolution of the corporation, assets shall be distributed to a community-based 501(c)(3) nonprofit as the board of trustees shall determine, in accordance with applicable regulations of the Internal Revenue Code.

ARTICLE 11. Review and Amendment of By-Laws

Article 11.1 No less than at least once every five years, beginning in 2015, the board of trustees shall formally review the by-laws and report the results of such review, including recommended amendments, if any, to the membership in the same year.

Article 11.2 These by-laws may be amended at any regular community council meeting by an affirmative vote of two-thirds of the members present.

Article 11.3 These by-laws shall be amended by the following process:

- A. The by-laws, with proposed additions and deletions highlighted, shall be submitted in writing at the regular membership meeting prior to the meeting when the vote is to be taken.
- B. Notice shall be given to the public and written notice given to the membership at least thirty days prior to the date of the meeting when the vote is to be taken.
- C. The members shall vote on the proposed amendment(s), after due deliberation, at the meeting.

Resident members in good standing at the date of passage of these by-laws, and who live within the community boundary defined at the time of their becoming members, shall continue to be eligible for membership until such time as their memberships lapse, or they no longer reside in said area.

Employee members in good standing at the date of passage of these by-laws shall continue to be eligible for membership until such time as their memberships lapse, the organizations they work for are not located in the community, or they are no longer are employed by the organization.

ARTICLE 12. Parliamentary Authority

Article 12.1 Rules contained in the current edition of *Roberts Rules of Order, Newly Revised*, shall govern the proceedings of council in all cases to which they are applicable and in which they are not inconsistent with these by-laws.

ARTICLE 13. Fiscal Year

Article 13.1 The fiscal year of the community council shall be the calendar year, January 1 to December 31.

ARTICLE 14. Adherence to By-Laws

Article 14.1 The board of trustees and members shall adhere to the terms of the bylaws and such adherence shall not be suspended for any reason other than as provided herein.

Revisions: These by-laws were previously revised in July, 2012; April, 2011; June, 1996; April, 1992; September, 1989; April, 1985; February, 1984; April, 1981; February, 1980; and as adopted with reform December 5, 1977.

