



**Bylaws of the Over-the-Rhine Community Councils, Inc.  
Amended and Approved May 20, 2019**

**Preamble**

The Over-the-Rhine Community Council (OTRCC) 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. OTRCC voting membership is open to residents of Over-the-Rhine who elect trustees in open elections; officers are elected by the trustees and ratified by the voting membership. The mission of the organization is to improve Over-the-Rhine's quality of life by representing, with a recognizable voice, the residents' interests. The community council is recognized by the City of Cincinnati as the residents' planning, policy and implementation organization.

**Over-the-Rhine Community Council Values:**

- Advocating for the rights and responsibilities of residents of Over-the-Rhine.
- Sharing information and communications with residents and other Over-the-Rhine stakeholders.
- Formulating policies and positions that are a holistic approach to issues affecting Over-the-Rhine.
- Upgrading living standards in Over-the-Rhine, by working together toward common goals, while maintaining affordability.
- Conducting open discussions and problem solving that address issues affecting the community and taking appropriate action.
- Advocating for economic inclusion and environmental justice for Over-the-Rhine stakeholders.
- Creating and sustaining a green environment in the Over-the-Rhine neighborhood.
- Protecting Over-the-Rhine's historic legacy as one of America's unique historic districts.

## **Article I. Name and Boundary**

Article I-1. The name of this organization shall be Over-the-Rhine Community Councils, Inc.

Article I-2. For the purposes of these bylaws, the geographic boundary of the OTRCC 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 A is a map of this boundary.

Article I-3. The OTRCC shall include, but not be limited to, any area(s) assigned to it by the City of Cincinnati.

Article I-4. The OTRCC shall work with neighboring community councils on issues of concern if community-claimed boundaries overlap.

## **Article II. Policy**

Article II-1. The OTRCC shall 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.

Article II-2. The OTRCC 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 II-3. The OTRCC 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 II-4. The OTRCC shall not have any policy, regulation or rule in effect that is in violation of any local, state or federal law or ordinance.

Article II-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 III. Membership**

Article III-1. Any individual, eighteen (18) years of age or older, who resides within the community boundary defined in Article I-2, and has paid the annual dues shall be a resident member. Proof of residency may be requested.

Article III-2. Any individual, eighteen (18) years of age or older, who is a representative of a business or nonprofit organization located within the community boundary defined in Article I-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 III-3. The term of membership for resident members and nonresident members shall last for a maximum of one year and terminate on January 31. An existing member may renew their membership from November 1 through January 31 without loss of membership privileges, including but not limited to voting rights. Any individual who is applying for new membership shall have a one-month (1) waiting period before membership privileges, including but not limited to voting rights, are granted to such individual.

Article III-4. In January of each year, the board of trustees shall determine the amount for annual membership dues for that year.

### **Article IV. Board of Trustees**

Article IV-1. The thirteen (13) trustees of the OTRCC shall consist of the president, vice president, secretary, treasurer and nine (9) at-large trustees. These officers and trustees shall form the Over-the-Rhine Community Council Board of Trustees and perform the duties prescribed in these bylaws.

Article IV-2. The board of trustees shall hold regular monthly meetings at times and places fixed by the board of trustees. No fewer than ten (10) monthly meetings shall be held per calendar year.

Article IV-3. The board of trustees shall conduct emergency business of the OTRCC between meetings of the members. A quorum shall consist of seven (7) trustees in attendance at any meeting. Voting by electronic mail (email) is permitted for emergency business conducted by the board of trustees under these bylaws. In such cases, voting shall be open for a specified time period (no less than 48 hours, no more than five [5] days), and trustees shall have the right to submit a vote by email within that time period.

The board of trustees shall, when practicable, notify the membership in advance of any impending vote by the board of trustees to address emergency business. The board of trustees shall, as soon as possible and no more than four (4) days following any such vote, notify the membership of any emergency action taken.

Article IV-4. All actions taken by the board of trustees shall be submitted to the membership for ratification no later than the next regular member meeting.

Article IV-5. 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 IV-6. No member may hold more than one office at the same time. Each member shall serve for a term of two (2) years. No member may serve more than three (3) 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 (2) period off the board.

Article IV-7. The board of trustees shall, 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 IV-8. Trustees shall attend all regularly scheduled board meetings. Unexcused absences from four (4) board meetings per two-year (2) term shall result in removal from office with the consent of the majority of the other members of the board of trustees.

Article IV-9. Any five (5) 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 (14) 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 V. Election and Qualifications of Officers and Trustees**

Article V-1. It shall 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 V-2. The candidates for trustee must be members in good standing and agree, if elected, to serve the term of office.

Article V-3. At the regular meeting in March of odd-numbered years, the nomination committee shall present the plan for conducting elections to the board and the membership for approval. The plan shall include the following actions that the nominations committee shall 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 bylaws and any other protocols and policies of the organization.
- D. Solicit candidate information that shall 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. Not with standing 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. Candidates receiving the highest number of votes for the trustee positions shall be elected. In the event of a tie for the final trustee position, a runoff vote shall be immediately conducted by secret ballot.
- H. Distribute onboarding packets to newly elected trustees at the close of the June membership meeting.

Article V-4. Trustees shall be elected by secret ballot to serve on the board of trustees for a two-year (2) 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 numbers.

Article V-5. An officer or 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 V-6. When an officer or 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 (15) days to nominate individuals for the vacant position. Upon submission of nominations, the board shall have fifteen (15) days to deliberate and select the candidate. The membership shall approve the appointment of the candidate at the next regular meeting. The appointed officer or trustee shall serve the remainder of the term.

## **Article VI. Responsibility of Officers and Trustees**

Article VI-1. The president shall have general charge of the affairs of the organization, shall be the official representative of the OTRCC, shall preside at all meetings of the OTRCC and board of trustees, 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 OTRCC and board of trustees are implemented, and shall be cognizant of the rights and wishes of all members throughout the performance of their duties.

Article VI-2. The vice president shall assist the president in the management of the affairs of the OTRCC 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 their term, shall become the president for the remainder of the unexpired term.

Article VI-3. The secretary shall be the custodian of the OTRCC records and make them available to the members, shall record the minutes of all OTRCC and board meetings, shall publish meeting minutes not fewer than four (4) days before the next meeting, shall keep and make accessible these minutes at OTRCC or board meetings, shall keep these files up to date and, at the completion of their 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 VI-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 OTRCC, shall present a written financial statement to the board and OTRCC at each of their regular meetings, shall submit a detailed financial report through the last day of December to be distributed to the OTRCC 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 VI-5. Trustees shall prepare a biennial work program for the OTRCC 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 serve as chairpersons of committees as assigned, and shall accept duties so assigned by the membership.

Article VI-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 VII. Membership Meetings**

Article VII-1. The membership's regular monthly meetings shall be held on the fourth Monday of the month (except in May when the meeting shall be held on the third Monday of the month) at times and places fixed by the board of trustees and approved by the OTRCC. No fewer than ten (10) monthly meetings shall be held per calendar year. All meetings are open to the public.

Article VII-2. The regular meeting held in June shall be known as the annual meeting and shall be for the purpose of electing trustees (in odd numbered years), receiving annual board, officer, and committee reports and for any other business which might arise.

Article VII-3. A quorum shall consist of twelve (12) members in good standing, two (2) of whom must be trustees, in attendance at any regular or special meeting.

Article VII-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 VII-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. Approval of the minutes;
- B. Reading of officer and committee reports;
- C. Discussion of old and new business; and
- D. Presentation of voting items.

Article VII-6. Only items publicly scheduled as agenda items may be decided by the members at any meeting. Other items introduced at any time shall be made public and scheduled as agenda items for the next regular meeting.

Article VII-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 VII-4, shall be given to the membership at least seven (7) days prior to the date of the meeting. The public shall also be provided with general notice of such meetings.

## **Article VIII. Committees**

Article VIII-1. A nomination committee, comprised of three (3) members, shall be appointed by the board of trustees and approved by the members at the regular February 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 VIII-2. A membership committee may be appointed by the board of trustees and approved by the membership at the regular September meeting. If appointed, the committee shall recruit new members, shall validate community council members membership eligibility and status, and shall maintain membership records.

Article VIII-3. Other standing committees may be appointed by the board of trustees, as deemed necessary.

Article VIII-4. Ad-hoc committees may be appointed by the president or the OTRCC as they may deem necessary to carry out community council's objectives. All committees are part of the community council. Ad-hoc committees shall be dissolved when they have accomplished their mission or in two years, whichever occurs first.

Article VIII-5. The president is an ex-officio member of all committees except the nomination committee.

Article VIII-6. All committees, except the nomination committee, shall, 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 IX. Earnings, Political Activities and Ethics**

Article IX-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 IX-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 IX-3. No part of the earnings of the corporation shall inure 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 IX-4. Officers and/or trustees shall recuse themselves from engaging in community council activities that create an economic conflict of interest for themselves.



## **Article X. Review and Amendment of Bylaws**

Article X-1. No less than at least once every five (5) years, the board of trustees shall formally review the bylaws and report the results of such review, including recommended amendments, if any, to the membership in the same year.

Article X-2. These bylaws may be amended at any regular community council meeting by an affirmative vote of two-thirds of the members present.

Article X-3. These bylaws shall be amended by the following process:

- A. The bylaws, 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 twenty-eight (28) 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 bylaws, 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 bylaws 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 employed by the organization.

## **Article XI. Parliamentary Authority**

Article XI-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 bylaws.

## **Article XII. Fiscal Year**

Article XII-1. The fiscal year of the OTRCC shall be the calendar year, January 1 to December 31.

## **Article XIII. Adherence to Bylaws**

Article XIII-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 provide herein.

