

THE EAST END AREA COUNCIL OF CINCINNATI, OHIO INC.

BYLAWS

Revision No. 14, *New Date*

DRAFT Revised as of 11-28

ARTICLE I. NAME

The name of this organization is: "THE EAST END AREA COUNCIL OF CINCINNATI, OHIO, Inc.", an Ohio not-for-profit corporation. Said organization is referred to herein as the "EEAC."

ARTICLE II. BOUNDARIES

The area of the East End Area Council is bounded on the west by a line extending from Columbia Parkway due south to the Ohio River that transects the point where Riverside Drive begins. The northern boundary is the centerline of Columbia Parkway beginning at this western boundary extending to Delta Avenue, then south along the centerline of Delta Avenue to Eastern Avenue, then east along the centerline of Eastern Avenue to the intersection with Airport Road. Then further east along the centerline of Airport Road to the Oasis Railroad line. Then north along the centerline of the railroad to Lunkenpark Drive. Then east along Lunkenpark Drive extended to the Little Miami River. Then south to the mouth of the Little Miami River at the Ohio River, which is the southern boundary of the East End Area.

ARTICLE III. MISSION

The Mission of the EEAC as follows:

- To develop a feeling of cooperation in the community
- To promote civic and community welfare and improvement of the physical, cultural, and economic opportunities to the residents of the community and encourage their participation in the activities of the community
- To promote better relationships between neighbors and groups of people living in the East End

ARTICLE IV. MEMBERSHIP

SECTION 4.1 Members

Membership is open to any person who: (a) is eighteen (18) years of age or older, (b) is a resident, property owner, or business owner in the East End neighborhood, and (c) has an interest in the purpose of the organization. Membership shall be without regard to housing type, race, gender, religion, creed, national origin, or sexual orientation. Membership fees are \$1.00 per year.

SECTION 4.2 Membership Eligibility

Eligibility for membership are as follows:

- a) Regular membership: Any resident 18 years of age or older, whose primary residence is within the boundaries described in Article II.
- b) Ownership membership:
 - i. Property Members are defined as owners of one or more parcels of property within the boundaries described in Article II.
 - ii. Business Members are defined as owners of local businesses within the boundaries described in Article II.

Members shall only exercise the rights and privileges of one category of membership and are not entitled to the rights or privileges of multiple categories of membership

SECTION 4.3 Acquiring Membership Status

Any person otherwise eligible for Membership in the EEAC shall become a Member of the EEAC at such time as the eligible member pays the annual membership dues of \$1.00

- a) Membership must be renewed annually, within 60 days of the annual meeting.
- b) To maintain good standing, Members must have paid their dues and attend a minimum of 2 meetings per year.

SECTION 4.4 Voting rights

- a) Members in good standing are entitled to vote on all matters brought to the general body by the Board at regular meetings, special meetings, and in the annual Election
 - i. Property Members in good standing are entitled to one vote, regardless of the number of properties or parcels or the number of owners of said property
 - ii. Business Members in good standing are entitled to one vote per Business, regardless of the number of owners, subsidiaries, or employees of said Business. Businesses shall designate one person as the Business representative in voting matters.
- a) Special Vote by Residents. Any group of at least five (5) may present to the Board of Directors or a designated Officer, a written petition requiring a special vote at which only Neighborhood Residents may vote to determine whether persons other than Neighborhood Residents shall continue to have voting privileges or be eligible to hold office. Such vote shall be held at the next annual meeting after receipt of the petition. All requirements of City of Cincinnati Ordinance No. 220-1989 are hereby incorporated by reference into these Regulations and Bylaws.
- b) Neighborhood Support Program Matters. Notwithstanding Section 3.12(a), all proposals for funding by the Neighborhood Support Program of the City of Cincinnati shall be presented at a meeting open to all Neighborhood Residents at which all Neighborhood Residents, whether or not Members of the EEAC, shall be entitled to one (1) vote per resident.

SECTION 4.5 Conflict of Interest

Whenever a Member of the EEAC has a financial or personal interest in any matter coming before the EEAC, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a simple majority of Members present determine that it is in the best interest of the EEAC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

ARTICLE V MEETINGS

SECTION 5.1 Regular Meetings

Regular meetings will be held on the first Monday of each month at 7:00 pm at LeBlond Recreation Center, unless the President at the previous meeting designates another location. Should the first Monday fall on a holiday, the meeting will be held the following Monday.

SECTION 5.2 Annual Meeting

The Annual meeting of the EEAC shall be held at the regularly scheduled monthly meeting in December. The annual report of the EEAC shall be presented to the Members. Elections shall be held at the Annual meeting

SECTION 5.3 Special Meetings

Special meetings may be called at the discretion of the President or by the direction of three Directors. Notification must be provided with as much advance notice as possible and every good faith effort made to inform all Members of the special meeting.

SECTION 5.4 Authorized Communications Equipment

All meetings (including those of the Board of Directors, if so approved by a majority of the Board) may be held through any authorized communications equipment so long as all persons so participating can hear each other or contemporaneously communicate with each other and such participation shall constitute presence at such a meeting

SECTION 5.5 Quorum

The quorum for any EEAC meeting shall be ten (10) Members, at least one (1) of whom shall be an Officer.

SECTION 5.6 Removal and Suspension of Voting Privileges

A Member who disrupts or behaves discourteously at an EEAC meeting, may be removed from the meeting by the President (or whomever is conducting the meeting in the absence of the President). The Board of Directors, at their meeting following the meeting where the removal

occurred, may consider the actions of the Member so removed and determine by majority vote whether such Member should be suspended for a specific term, up to a year. The Member may choose to request that the EEAC reconsider the Board's decision. If such a request is made, the next EEAC Newsletter shall include a brief notice stating that the issue will be on the agenda of the very next EEAC meeting, when the Members may review the Board's decision and confirm, modify, or reject the decision by majority vote.

ARTICLE VI BOARD OF DIRECTORS

SECTION 6.1 Directors

The Board of Directors shall consist of the elected Officers, and the Chairs of all Standing Committees set forth in Article VII. The minimum number of Board Members shall be (3) three; the total number of Board Members shall not exceed (7) seven.

SECTION 6.2 Eligibility

Only EEAC Members, in good standing, who have attended a minimum of (3) meetings in the previous year, shall be eligible to be Directors.

SECTION 6.3 Responsibilities

The Board of Directors shall establish EEAC policies, have general supervision of the affairs of the EEAC between its regular meetings, and propose a budget in November to be presented to the EEAC for consideration and revision, which shall be voted upon in December. In addition, the Board shall identify and oversee fund-raising and community-wide efforts to improve the quality of life and appearance of the East End.

SECTION 6.4 Conflict of Interest

Whenever a member of the Board of Directors has a financial or personal interest in any matter coming before the Board of Directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of Directors determine that it is in the best interest of the EEAC to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

SECTION 6.5 Resignation and Vacancies

Resignation by any Director shall be presented to the Secretary in writing; the Director resigning shall return all EEAC books and material to the Secretary at that time. Vacancies in any elective office shall be filled by the Board of Directors for the interval until the next annual election.

SECTION 6.6 Meetings

The Board of Directors shall meet as needed by the demands of EEAC business. Directors missing more than a third of the meetings without an excuse during a twelve (12) month period shall be removed from office. The quorum for the Board shall be five (5) Members.

ARTICLE VI.

OFFICERS

The Officers of EEAC shall be: President, Vice President, Secretary, Treasurer, and the NSP Manager. There are no term limits, but no Officers shall hold more than one office at a time.

President: The president shall preside at all EEAC meetings, regular or called, shall: serve as ex-officio member of all committees (except the Nominating and Election Committee), appoint Committee Chairs, call all Board of Directors Meetings, delegate tasks to other Officers and Committees, compile and oversee meeting agendas, and interpret and see that the Bylaws and Robert's Rules of Order are followed.

Vice President: The Vice President shall serve in the capacity of the President in the President's absence. In the event of the President's removal, death or resignation, the Vice President shall automatically become President. The Vice President shall contact meeting speakers at the President's request.

Secretary: The Secretary shall take minutes of all EEAC meetings and Board of Directors meetings and shall be responsible for all records of EEAC business, membership-sign-in records, committee reports and other important records. EEAC minutes shall be recorded and distributed for approval at the next meeting. The Secretary shall manage mail for EEAC and ensure that it is handed to the appropriate Director. In addition, the Secretary shall carry on correspondence as directed by the President or by the Board. All verbal and written correspondence must first be approved by the President. The Secretary shall maintain copies of all incoming and out-going correspondence.

Treasurer: The Treasurer shall be responsible for all incoming monies directed to EEAC and their deposit into the appropriate EEAC account. The Treasurer is responsible for collecting membership fees. In addition, the Treasurer is responsible for the issuance of all checks for duly authorized obligations of the EEAC as set forth in the budget. All financial records shall be kept in a ledger available for review by Members and for the yearly review. The Treasurer shall provide the NSP Manager with copies of all invoices and checks related to NSP reimbursable funds for its report to the NSP.

NSP Manager: The NSP Manager shall be the NSP Committee Chair. The NSP Manager shall supervise project work falling under NSP funding, facilitate and coordinate proposals for the next year's NSP monies, attend training sessions when available, and provide periodic written progress reports to the EEAC.

ARTICLE VII.

STANDING COMMITTEES

There shall be the following Standing Committees:

- A) Community Relations Committee: The Community Relations Committee shall be responsible for publication and distribution of the community newsletter. In addition, the Committee shall be responsible for any social activities, outreach and educational programs carried out on behalf of EEAC in the East End Area. Members who wish to serve on the Committee shall inform the Board who shall name the Committee members.

- B) Community Development Committee: The Community Development Committee shall monitor and oversee projects within the purview of development plans endorsed by EEAC. In cooperation with the City of Cincinnati Liaison, it shall develop and forward to EEAC responses to the City of Cincinnati requests for input on development and zoning matters. It shall also identify and encourage new developments that will enhance the value and quality of living in the East End Area. In addition, the Committee will identify and oversee projects to improve the environment and appearance of the East End. The scope of work planned by the Community Development Committee shall be presented to the Board for approval. Members who wish to serve on the Committee shall inform the Board who shall name the Committee members.

- C) Nominating and Election Committee: The Nominating and Election Committee shall consist of not fewer than three (3) Members of EEAC and shall nominate candidates before the end of each year to be elected at the first meeting in the next year. The Committee shall elect a Chair from among its members, and shall make a diligent effort to nominate one or more qualified Members for each office and shall obtain the consent and commitment to serve of each person nominated. Members who wish to serve on the Committee shall inform the Board who shall name the Committee members.

- D) City of Cincinnati Liaison Committee: The City of Cincinnati Liaison Committee shall remain informed and current on any and all City and area-wide matters affecting the East End – including but not limited to zoning, planning, transportation, and development – and communicate these matters to the Board of Directors as needed, but at least monthly. Members who wish to serve on the Committee shall inform the Board who shall name the Committee members

ARTICLE VIII.

REMOVAL FROM OFFICE

SECTION 1.

Process

A Director may be removed from office by either of the methods set forth in Subsection A) or Subsection B):

- A) If the Board of Directors rules by a two-thirds vote that any Director is failing to act in the best interest of EEAC (as described in Section 2) below), said Director shall be removed from office. In that event, a designee of the Board shall make a written report setting forth the reasons for the removal of said Director which shall be on the agenda of the next regular meeting of EEAC. At that meeting, a representative of the Board shall present the reasons for the Board's recommendation and the Director subject to removal shall be given the opportunity to respond. At that time, a vote of the membership shall be taken by secret

written ballot, and the Director shall be removed if more than 2/3 of the membership present so determines.

- B) Any 7 Members may recommend the removal of any Director at a regular meeting of the EEAC. That recommendation shall proceed only if 2/3 of the membership present determines that the Director has failed to act in the best interest of the EEAC, in which case a Member shall make a written report setting forth the reasons for the removal of said Director. At the next regular meeting, the written report shall be presented, and the Director subject to removal shall be given the opportunity to respond. At that time, a vote of the membership shall be taken by secret written ballot, and the Director shall be removed if more than 2/3 of the membership present so determines.

SECTION 2. Best interest

A Director's behavior is not in the best interest of the EEAC if it consists of (a) unexcused absence from three Board meetings between elections, (b) neglecting or ignoring Director's duties, (c) conduct unbecoming a Director, (d) willful neglect of duty, or (e) inability to function as a Director.

SECTION 3. Post -- Removal

Any Director who has been removed shall immediately deliver to a designee of the Board of Directors any and all property in his/her possession belonging to EEAC, and shall not be eligible to hold office for a full three (3) years.

SECTION 4. Suspension

The Board of Directors may, by a 2/3 vote, suspend any Director for up to two (2) months if it finds such Director is failing to act in the best interest of the EEAC. After (2) months the Director shall be restored to office unless he or she has been removed by the membership of the EEAC. Any Director subject to suspension shall have the right to vote at any meeting of the Board or the general membership at which the suspension is being considered. Upon suspension the Director so sanctioned shall immediately cease performing the duties of the position from which he/she has been suspended.

ARTICLE VIII. ELECTIONS

SECTION 1. Calendar and Responsibilities for the Nominating Process

August – President appoints Nominating and Election Committee.

October – The Nominating and Election Committee shall submit a preliminary written report of nominations at the regular October meeting. After accepting the report of the Nominating and Election Committee, the President shall ask whether there are additional nominations from the Floor.

November – The Nominating and Election Committee shall submit a written report of nominations to the EEAC at the regular November meeting. To be valid, each nomination from

the EEAC must have the acceptance and commitment to serve stated by the nominee orally, if the nominee shall be present, or in a written statement of the nominee, if the nominee shall be absent.

December – The Nominating and Election Committee shall oversee the election of Officers and their installation. New Officers shall be installed the same evening as elections are held. New Officers will publicly accept by confirming they will fill their positions to the utmost of their abilities in accordance with the Bylaws. The public acceptance of positions will be led by the current President or another current Officer if the President is unavailable.

January – As early as possible, all books, files, and information from old Officers shall be transferred to new Officers at the next Board of Directors meeting after the election of new Officers.

SECTION 2. Elections Procedure

The Nominating and Election Committee shall prepare a written ballot to be used for the election of Officers at the December meeting. All Members of the EEAC in good standing shall be eligible to vote. The Chair of the Nominating and Election Committee shall supervise the conduct of the election which shall be by secret written ballot. All ballots shall be counted by members of the Nominating and Election Committee in public during the meeting. If there is a dispute as to whether a ballot has been properly cast, that dispute shall be resolved by a majority vote of the Nominating and Election Committee. The Secretary shall maintain EEAC's membership records and be present at the December meeting. In the event that there is a dispute as to the eligibility of a Member to vote, that dispute shall be resolved by a majority vote of the Nominating and Election Committee. All ballots will be destroyed after the conclusion of the election. No election may be conducted unless a quorum is present. In the event that no quorum is present, the current Directors shall maintain their positions until the next regular meeting of the EEAC, at which an election shall be conducted as set forth herein.

ARTICLE IX. FINANCIAL

SECTION 1.

Unless otherwise fixed by the Board of Directors, the fiscal year of EEAC shall be the calendar year ending on December 31.

SECTION 2.

There shall be a review of all financial records of the EEAC annually. This review shall be done by someone outside EEAC. Copies of the review shall be made available at the regular meeting of EEAC in March of each year

ARTICLE X. AMENDMENTS OF BYLAWS

Amendments to these Bylaws may be proposed by the Board of Directors, or by 5 or more Members, and discussed at any regular meeting of the EEAC. If the proposed amendments are

approved, as presented or modified by a two-thirds (2/3) vote of Members present, notice shall be published that such amendments to the Bylaws will be considered at the next regular meeting of the EEAC. If the proposed amendments are approved by a two-thirds (2/3) vote of Members present at said regular meeting, the amendments shall be adopted.

Article XI.

MISCELLANEOUS PROVISIONS

- 1) All expenditures or withdrawals from EEAC's banking accounts of greater than \$500.00 shall require the original signature of no less than two Officers;
- 2) The financial reports of EEAC shall be made reasonably available to its members for review. It shall be considered reasonable to have the reports for the current fiscal year available for review at the time of a regular meeting of EEAC upon a written request made no less than fourteen (14) days before such general meeting;
- 3) Except as provided herein, Committee members shall serve at the pleasure of the Committee's Chair
- 4) Proxy voting is not permitted. Members must be present (in person or electronically) to vote at a meeting.
- 5) The ANC shall indemnify any Officer or Trustee to the fullest extent permitted by law.
- 6) The EEAC shall purchase and maintain insurance or furnish similar protection on behalf of any person who is or was a Director, Officer, agent or volunteer of the ANC or its predecessors against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the EEAC would have the obligation or the power to indemnify him or her against such liability under these Bylaws or applicable law.

ARTICLE XII.

BYLAWS

The Bylaws of EEAC shall at no time conflict with the laws of the City of Cincinnati, the State of Ohio or the Constitution of the United States of America.

ARTICLE XIV.

PARLIAMENTARY AUTHORITY

These Bylaws shall govern EEAC; "Roberts' Rules of Order Newly Revised" shall govern all areas not covered by EEAC's Bylaws.