

Camp Washington Community Council Bylaws

ARTICLE I The Corporation

Section 1.1 Name and Organization. This organization is named the Camp Washington Community Council (the "CWCC"), and is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.2 Boundaries. Camp Washington is the neighborhood bordered on the north at the interstate 74 overpass with Spring Grove and Central Parkway, on the west by the Mill Creek channel, on the south by the Western Hills Viaduct, and on the east by Central Parkway.

Section 1.3 Mission. The mission of the CWCC shall be to raise the standards of our community and develop united efforts to attain a better community. The goals of the CWCC are to secure better housing (including both affordable and market rate), education, employment, recreation, and other factors that would make for a quality living environment for our residents, schools, businesses, police, and other groups interested in the well-being of our neighborhood. This includes representing the neighborhood and communicating on their behalf to Cincinnati's City Council on issues relating to zoning, development, and liquor permits, Neighborhood Support Program and other funds from the City for the neighborhood, and other matters as described in current and future City Motions and Ordinances

ARTICLE II Membership

Section 2.1 Membership Types. The Membership of the CWCC shall be composed of Regular Members and Associate Members (collectively, "Members").

Section 2.2 Membership Eligibility. Membership is open to adults, over 18 years of age, regardless of type of domicile and without regard to race, gender, religion, creed, national origin, or sexual or affectional preference, who subscribe to the aims and purpose of the Camp Washington Community Council,

- a) Regular Membership. Regular Membership is open to any adult resident, over the age of 18, of the neighborhood of Camp Washington.
- b) Associate Membership. Associate Membership is open to businesses, churches, and non-profits within the boundaries of Camp Washington, either locally owned or outside of the community.
- c) Proof of Eligibility.
 - a. Regular Membership. Acceptable proof of residency shall be two of the following, a current utility bill, phone bill, credit card statement, water bill, cable bill, lease, or driver's license/State ID with current address. Digital or printed proof accepted.
 - b. Associate Membership. Acceptable proof of business location within the boundaries of Camp Washington shall be two of the following which lists

- address: State of Ohio business registration; IRS tax status document;
invoice, or proof of contract related to utilities or landline/internet provider;
invoice or proof of contract of business transaction;
- d) Term of Membership. Membership will span one calendar year, January through December.

Section 2.3 Member Status

- a) Regular Membership. A person otherwise eligible for Membership under Section 2.2.a, will become a “Member” of the CWCC at such time as the eligible member pays the Membership dues established by the Board of Trustees. Fees for Regular Membership are \$4/year.
- b) Associate Membership. A person otherwise eligible for Membership under Section 2.2.b, will become a “Member” of the CWCC at such time as the eligible member:
- a. Pays the Membership dues established by the Board of Trustees. Fees for Associate Membership are \$25/year.
- And
- b. Files a conflict of interest disclosure with the Board.
- c) Termination. Membership will terminate if, by December 31, dues have not been received. Membership may also be suspended or terminated for just cause, such as behavior that violates the aims and purposes of the Camp Washington Community Council.
- d) Reinstatement. Membership terminated as a result of not receiving dues will be reinstated upon receipt of dues. A Member who has been suspended or terminated for just cause has the right to appeal, in writing, through the Board of Trustees to the Membership for reinstatement. The Board of Trustees shall have the right to reinstate a suspended or terminated member by a majority vote of a quorum present. In the event it is the recommendation of the Board of Trustees not to reinstate a suspended or terminated member, the member shall have the right to request a vote of the Membership at the next scheduled CWCC meeting.

ARTICLE III

Meetings of Members

Section 3.1 Annual Meeting. A meeting of the Members will be held at least once annually. The January Members’ meeting, first Monday, 7 pm, is designated as the Annual Meeting. The time and location of the Annual Meeting may be changed by a quorum of the Board of Trustees with due notification given to the Members.

Section 3.2 Special Meetings. Special meetings may be called by the President or the Board of Trustees upon written request of two (2) Regular Members of the CWCC. The purpose of the meeting must be stated in the call, and except in emergencies, at least three days’ notice shall be given.

Section 3.3 Time and Place of Meetings. Members meetings will be held monthly January through December on the second Monday of each month at 7 p.m. In months when this date falls on a holiday the meeting will move to the following Monday. The time and place of any

meeting may be changed by a quorum of the Board of Trustees with due notification given to the Members.

- a) Electronic meetings. Electronic participation in meetings is permissible under Ohio Law, by the use of authorized communication equipment by voting Members provided the authorized communication equipment enables the Members to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate. Any voting member who uses authorized communications equipment under this division is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized communications equipment. The Board of Trustees may adopt procedures and guidelines for the use of authorized communications equipment in connection with a meeting of voting members to permit the Board of Trustees to verify that a person is a voting member and to maintain a record of any vote or other action taken at the meeting. Permissible authorized electronic equipment includes telephone conferencing, electronic forums and electronic video conferencing.

Section 3.4 Submission of Items for the Agenda. Items for the agenda for any meeting of the Members shall be submitted to the President or the President's designee at least forty-eight (48) hours in advance of such meeting.

Section 3.5 Notice of Meetings. All meetings of the Members shall be announced through appropriate means by the Board of Trustees as to time, date, and place not less than seven (7) nor more than one hundred and twenty (120) days prior to such meetings. Appropriate means of notice include, but are not limited to, telephone, facsimile, electronic mail, by placing such notice on the CWCC web page or other social media outlet, United States mail, or publication in a newsletter or other publications sent by the CWCC to its Members. All other matters relating to notice and scheduling shall be at the discretion of the Board of Trustees.

Section 3.6 Waiver of Notice. Notice of the date, time and place of any meeting of the Members may be waived in writing, either before or after the holding of such meeting, by any Member. Such writing shall be filed with or entered upon the records of such meeting. The attendance of any Member at any meeting without protesting the absence of proper notice before or upon commencement of the meeting shall be deemed to be a waiver by such Member of notice of such meeting.

Section 3.7 Order of Meetings. Control of all meetings shall reside with the presiding officer, who shall be the President or other officer or Trustee as designated. Robert's Rules of Order, as modified by motions or resolutions of the Board of Trustees, shall be considered in disposing of any disputes and as the proper procedure for conducting CWCC meetings.

Section 3.8 Quorum. A quorum shall consist of five (5) members in good standing, two of whom must be Trustees.

Section 3.9 Vote Required. At all elections of Trustees, the nominees receiving the greatest number of votes shall be elected. For the authorization or taking of any other action voted upon

by the Members, the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be necessary.

Section 3.10 Voting Rights.

- a) General. Regular Members of the CWCC at the time a meeting is called to order shall be entitled to vote at such meeting. Such votes shall be cast in person, by proxy, or by absentee ballot; provided, however, that absentee ballots will be provided only upon the request of the Member. Each paid Regular Membership shall be entitled to one (1) vote on each matter submitted to the Members of the CWCC. Associate Members in good standing are entitled to (1) vote per business entity on matters pertaining to business before the CWCC. Associate Members may not vote in the general election of officers.
- b) Special Vote by Residents. Any group of at least five (5) residents of Camp Washington, may present to the Board of Trustees, 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.
- c) Neighborhood Support Program Matters. Notwithstanding Section 3.10(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 CWCC, shall be entitled to one (1) vote per resident.

Section 3.11 Civility. The CWCC values civility, order, and structure in its meetings. Its Board of Trustees and Members shall commit to a respectful discourse at its meetings and shall not tolerate discourteous tone, behavior and personal attacks.

ARTICLE IV Board of Trustees

Section 4.1 Number of Trustees and Term of Office. Until changed in accordance with the provisions of these Bylaws, the number of Trustees serving as the Board of the Camp Washington Community Council shall be seven (7). Each Trustee shall serve a term of two years beginning on February 1st following the Annual meeting and until each Trustee's successor is duly elected or appointed or until the earlier of each such Trustee's cessation of Membership, resignation, removal from office or death. No reduction in the number of Trustees shall of itself have the effect of shortening the term of any incumbent Trustee.

Section 4.2 Eligibility. To serve as a Trustee, a person must have attended at least 6 meetings in the preceding 12 months, be current on dues, and are Regular Members in good standing (as defined in Article II). Associate Members are not eligible to serve as Trustees of the Board of the CWCC.

Section 4.3 Election. The election of Trustees to serve on the Board shall be held at the Annual meeting at the January meeting of the election year for the successors to Trustees whose term has

expired. One vote per Regular Member is allowed for Trustees. Officer positions will be held in conjunction with each candidate listed on the ballot with the Officer position they are running for. The candidates for Trustee receiving the greatest number of votes shall be elected. If the annual meeting is not held or if one (1) or more Trustees are not elected at the Annual meeting, Trustees may be elected at a special meeting of Members called for such purpose.

- a) Any Regular member may vote in the general election providing:
 - a. They are in good standing and have paid their annual membership fee
 - b. They have attended at least 3 meetings in the last 12 months prior to the election

Section 4.4 Vacancies. In the event the position of Trustee becomes vacant for any reason, the remaining Trustees shall have the authority to fill such vacancy for the remainder of that Trustee's unexpired term. Vacancy appointees who wish to run for Trustee upon completion of the term shall go through the nominating committee process by submitting their name at least 30 days prior to the elections. Presidents may temporarily fill any vacancy for a period of 90 days without requiring Board approval.

Section 4.5 Nominations. A Nominating Committee of at least 3 residents will be elected to nominate candidates for Trustee positions to be filled at the annual meeting at least ninety (90) days prior to the annual meeting. The election of members of the Nominating Committee will occur during a Member meeting at which a quorum is present. Votes for the nominating committee will be on the council agenda. Following the nominating committee election, there will be a general announcement asking for candidates for the general election in January.

- a) The Board of Trustees will announce at the October Members meeting that nominations for the elections are open and interested members must present their names to the Nominating Committee prior to the November meeting
- b) The Nominating Committee will present the slate of candidates at the November Members meeting
- c) Members of the nominating committee cannot run for election to the Board of Trustees at the Annual Meeting for which they are vetting candidates.

Section 4.6 Removal of Trustees. A Trustee may be removed from the Board by a simple majority vote of the Members in good standing present at a Members meeting where a quorum is present. The following may be, but shall not be the only, grounds for removal of a Trustee:

- a) Absence of the Trustee from three (3) Board of Trustees meetings between elections
- b) Conduct unbecoming a Trustee
- c) Inability to function as a Trustee.

Section 4.7 Powers By virtue of their election by the Members, the Board of Trustees, as the governing body of the CWCC, shall have the power to:

- a) Conduct the ordinary business of the CWCC
- b) Guide, direct, oversee, and help the CWCC to reach its objectives
- c) Designate a Nominating Committee to present a slate of candidates for Trustee positions that will be open at the annual meeting of the Members, and thereafter as needed when vacancies occur
- d) Set the agenda for the annual meeting of the Members

- e) Have sole discretion to create and dissolve all standing and temporary committees and task forces and have sole discretion to determine the structure and areas of responsibility of all such committees and task forces
- f) Have sole discretion to hold executive sessions of the Board of Trustees to discuss matters requiring prompt resolution, including, but not limited to personnel issues, financial matters, litigation, and the awarding of contracts
- g) Have sole discretion to select committee chairpersons, who shall serve at the pleasure and discretion of the Board of Trustees
- h) Remove Trustees pursuant to the provisions of these Bylaws
- i) The Board of Trustees may adopt such other rules as it deems necessary to conduct its business.

Section 4.8 Meetings. A meeting of the Board of Trustees shall be held monthly preceding Members meetings. Special meetings may be called from time to time by the President, the Vice President or at the request to the President by three (3) Trustees. The Board may meet in Executive Session when a quorum of the Board is present being one-half (1/2) of the membership of the Board plus one (1).

Section 4.9 Notice of Meetings. All meetings of the Trustees shall be announced through an appropriate means as to time, date and place so as to permit Board Members to attend. Appropriate means of notice include, but are not limited to, telephone, facsimile, electronic mail, by placing such notice on the CWCC web page or other social media outlet, United States mail, or publication in a newsletter or other publications sent by the CWCC to its Members

Section 4.10 Waiver of Notice. Notice of any meeting of the Trustees may be waived in writing, either before or after the meeting, by any Trustee. Such writing shall be filed with or entered upon the records of such meeting. The attendance of any Trustee at any meeting of the Trustees without protesting, before or upon commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Trustee of notice of such meeting.

Section 4.11 Submission of items for Agenda. Items for the agenda for any meeting of the Trustees shall be promptly submitted to the President for inclusion in the agenda.

Section 4.12 Quorum. At any duly called meeting of the Trustees, five (5) Trustees shall constitute a quorum for such meeting. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board of Trustees, except as otherwise required by law or these Bylaws.

Section 4.13 Conflict of Interest. Whenever any member of the Board of Trustees has a financial or personal interest in any matter coming before the Board of the CWCC, the affected person shall

- a) Fully disclose the nature of the interest and
- b) Withdraw from discussion, lobbying, and voting on the matter.

ARTICLE V

Officers

Section 5.1 Qualifications. The Officers of the Camp Washington Community Council must each be a member of the Board of Trustees.

Section 5.2 Officers. The officers of the CWCC shall consist of a President, a Vice President, a Secretary, and a Treasurer. The Board of Trustees may from time to time designate other such Officers.

Section 5.3 President. The President shall preside at all meetings of the Members and the Board of Trustees unless he or she designates another Trustee to do so. The President, as presiding officer, only votes in the case of a tie. The President shall be an ex-officio Member of all standing committees and task forces and is responsible for assigning corresponding responsibilities. The President can fill a vacancy on the Board of Trustees for 90 days to allow the nominating committee time to vet a person for a special election to fill that position for the balance of the vacated term. The President shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.4 Vice President. The Vice President shall preside at the meetings of the Members and the Board of Trustees in the absence of the President if no other is designated. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have the power of, and be subject to the restrictions on, the President. The Vice President shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.5 Treasurer. The Treasurer or his or her designee(s) shall be responsible for managing the funds of the CWCC and for the collection of CWCC dues. The Treasurer shall also be responsible for providing regular financial reports to the Board of Trustees and shall, when requested by the Board of Trustees, provide to the Board of Trustees an audit report of the CWCC's books. The Treasurer shall provide the Treasurer's Report for monthly Members meetings. The Treasurer shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.6 Secretary. The Secretary or his or her designee(s) shall record the minutes of the meetings of the Board of Trustees and shall distribute such minutes to all of the Trustees. The Secretary or his or her designee(s) shall record the minutes of meetings of Members and distribute such minutes to Members. The Secretary or his or her designee(s) is responsible for archiving the minutes of meetings of the Board of Trustees and of meetings of the Members. The Secretary or his or her designee(s) shall also distribute all notices for meetings of Members or of the Board of Trustees, and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the CWCC. The Secretary shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.7 Removal From Office. An Officer may be removed from office, either with or without cause, at the sole discretion of the Board of Trustees by two-thirds (2/3) majority vote of the Board of Trustees at any Board of Trustees meeting at which a quorum is present

ARTICLE VI

Committees

Section 6.1 Standing Committees. The Board of Trustees may create one or more standing committees of the Trustees, each to consist of not less than three individuals, one of whom must be a Trustee, and may delegate to such committees any of the authority of the Trustees, other than that of filling vacancies among the Trustees or in the Committees of the Trustees. Such committees shall serve at the pleasure of the Trustees, shall act only in the intervals between meetings of the Trustees and shall be subject to the control and direction of the Trustees. Without limiting the foregoing sentence, the Trustees shall establish and maintain the following committees.

- a) Executive Committee. The Executive Committee shall consist of the Officers of the CWCC and shall have full power and authority to act in the absence of the Board of Trustees as may be necessary between regularly scheduled meetings of the Board of Trustees.
- b) Finance Committee. The Finance Committee shall consist of at least three members, two of which shall be from the Board of Trustees. The members of the Committee and the Chair shall be appointed by the Board. The Board of Trustees may remove or replace any Committee member at any time with or without cause. The Finance Committee shall meet at least two times annually. The Finance Committee is responsible for financial oversight, including development of the Council's budget and financial planning, creation of financial internal controls, and preparation and distribution to the board of timely and accurate financial reports.
- c) Nominating Committee. The Nominating Committee shall consist of at least three members, 1 of which shall be a Trustee. It is the responsibility of the Nominating Committee to vet and present a slate of candidates to the Members for the annual election. Members of the Nominating Committee must meet the following requirements:
 - a. Voted into the position by CWCC Regular Members in attendance at the October meeting
 - b. Must have attended 3 meetings in the preceding 12 months
 - c. Are Members in good standing (as defined in Article II)

Section 6.2 Ad Hoc Committees. From time to time, the Board of Trustees may decide to establish additional committees to further the business of CWCC and may delegate to such committees any of the authority of the Trustees, other than that of filling vacancies among the Trustees or in the Committees of the Trustees. Such committees shall serve at the pleasure of the Trustees, shall act only in the intervals between meetings of the Trustees and shall be subject to the control and direction of the Trustees

- a) NSP Committee. The NSP Committee shall consist of the Treasurer and a selected Member of Camp Washington Community Council and will fulfill the management

- responsibilities of the Neighborhood Support Program. The Member will be the designated “NSP Manager” and will be responsible for attending all meetings and seeing to all matters of the City’s NSP program. The NSP Manager will be nominated by the Treasurer and approved by the Board of Trustees. In the absence of a Member, a Trustee may be selected as NSP Manager.
- b) Community Development Committee. The Community Development Committee shall help identify and implement projects and activities which positively impact the neighborhood.
 - c) Legislative Committee. The Legislative Committee will address all legislative issues brought before the Council or which impact the community.
 - d) Liaison Committee. The Liaison Committee will represent CWCC to other Camp Washington community organizations, and, as necessary, the City of Cincinnati and other external organizations, and provide reports to the CWCC.
 - e) Events Committee. The Events Committee will plan, organize and help implement neighborhood events.

ARTICLE VII Miscellaneous

Section 7.1 Amendments to Bylaws. These by-laws may be altered, amended or repealed and new regulations adopted by first proposing the action at a meeting of the Members. Voting on the action shall take place at the next Members meeting after the action has been debated and approved by the Board of Trustees; if not approved, the amendment revision is considered dead. Any Regulation which is altered, amended, or repealed shall require a simple majority affirmative vote of those Regular Members in good standing present and have attended at least 3 meetings in the last 12 months.

Section 7.2 Review of Regulations and Bylaws. The Regulations and Bylaws of the CWCC shall be reviewed at least once every three (3) years by the Board of Trustees or a committee appointed at the discretion of the Board of Trustees.

Section 7.3 Invalid Provisions. In the event that any portion of these By-Laws is found in violation of any local, state or federal regulation, ordinance or statute, the remaining portion of these By-Laws shall be unaffected and shall remain in full force and effect.

Section 7.4 Fiscal Year. The fiscal year of the CWCC shall be from January 1 to December 31.

Section 7.5 Disposition of Assets. If the CWCC ceases to exist the assets of the organization will be disposed of by the Board of Trustees consistent with the intent expressed in Section 1.03 hereof.

Section 7.6 Financial Affairs. All CWCC funds shall be deposited in such banks, trust companies, or other depositories as are from time to time determined by a resolution adopted by a majority of the Board of Trustees. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the CWCC, shall be signed by such Officer, Agent or Agents of the CWCC and in such manner, and shall from time to time be

determined by a Resolution of the Board of Trustees. In the absence of such determination by the Board of Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of the CWCC.

Section 7.7 Indemnification. The CWCC shall indemnify any officer or trustee to the fullest extent permitted by law.

Section 7.8 Insurance. The CWCC may purchase and maintain insurance or furnish similar protection on behalf of any person who is or was a Trustee, officer, agent or volunteer of the CWCC 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 CWCC would have the obligation or the power to indemnify him or her against such liability under this ARTICLE VII or applicable law.

CERTIFICATION

This is to certify that the foregoing copy of the Bylaws of the CWCC is a true and complete copy thereof, adopted and approved by the Members, a quorum being assembled, at a meeting duly held upon proper notice on the _____ day of _____, 20__, to be effective for all purposes as of this date.

Secretary, Camp Washington Community Council

Date