

**CODE OF REGULATIONS  
OF  
CINCINNATI NORTHSIDE  
COMMUNITY URBAN REDEVELOPMENT CORPORATION**

**ADOPTED September 22, 2005**

**ARTICLE I. NAME**

The name of this non-profit Corporation shall be Cincinnati Northside Community Urban Redevelopment Conservation. (CNCURC)

**ARTICLE II. MEMBERSHIP**

Section 1. Definition of Membership. The members of this corporation are those persons having membership rights in accordance with the provisions of these Regulations.

Section 2. Members. The members of this corporation are those elected to the Board of Directors.

Section 3. Transferability of Membership. Membership in this Corporation is nontransferable and non assignable.

**ARTICLE III. MEETINGS**

Section 1. Place of Meetings. Meetings of the Members of the Board will be held in Northside or at such other place as shall be agreed upon.

Section 2. Meetings. Regular meetings of the Members of the Board shall be held at least quarterly, beginning in June 2005, at a time and place designated by the President convenient to all. Special meetings shall be called by the President, or may be called by the Secretary on the written request of three (3) Directors.

Section 3. Annual Members Meetings. The annual meeting of the Members of the Board will be held on the second Thursday in November in Northside or at such other time and place as are set by the Board Members.

Section 4. Special Members Meetings. Special meetings of the Members of the Board may be called by any of the following:

- (a) The President.
- (b) The Board of Directors.

Section 5. Notice of Members Meetings. Notice of time, place, hour and purpose (or agenda) of any annual, regular or special meeting of Members of the Board shall be served upon each Director, either personally or (only if personal delivery is not practical) by written, oral or electronic means to the Director's last known address and must be delivered not less than twenty-four (24) hours nor more than sixty (60) days before the date of the Members meeting at the direction of the President, Secretary, or the Member calling the meeting, to each Member entitled to vote at such meeting. The Secretary will keep records of all notices.

Section 6. Quorum. At all meetings of the Board a quorum for the transaction of business shall consist of a majority of the duly-elected Directors; but less than a quorum may adjourn a meeting from time to time without further notice until a quorum is present.

Section 7. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Directors may be authorized or taken without a meeting by the written or electronic consent of all of the Directors who would be entitled to notice of a meeting for such purpose. Any such written or electronic agreement shall be filed with the records of the Corporation.

#### **ARTICLE IV. BOARD OF DIRECTORS**

Section 1. Powers. In addition to the other powers granted to it by this Code of Regulations, the Board of Directors shall have the power to:

- a) Manage and administer the affairs of the Corporation;
- b) Elect Officers of the Corporations;
- c) Enter into and authorize any Officer to enter into such agreements with any person, firm, corporation, or governmental agency which will, in the judgment of the Directors, further and be consistent with the purposes of the Corporation;
- d) Approve the budget of the Corporation; and
- e) Otherwise do and perform all acts authorized by the laws of the State of Ohio to be done by the Corporation not inconsistent with this Code of Regulations.

Section 2. Number, Appointment. The minimum number of Board of Directors may be no less than four (4) and the maximum number of Board of Directors no greater the twenty-one (21). The initial elected Officers of the Board of Directors shall be those individuals named in the Corporation's Amended Articles of Incorporation.

Section 3. Term. The Directors shall each serve for two (2) years and may be reappointed to serve additional terms or serve until their successors are appointed, or upon their early resignation or removal from office for cause.

Section 4. Vacancies. Should any vacancy/ies occur the Director/s shall be filled by the appointment of the remaining Directors.

Section 5. Resignation or Removal. Any of the Directors may resign at any time giving written notice to the President or may be removed at any time by a majority vote of the whole authorized number of Directors, but excluding the Director whose removal is being considered.

Section 6. Vote. Each Director shall be entitled to one vote on each matter submitted. Any act of a majority of the Directors present and voting at a meeting (a quorum being present) shall constitute the act of the Board, unless a greater affirmative vote is expressly required by this Code of Regulations or the laws of the State of Ohio.

Section 7. Compensation. The Directors shall serve without compensation; provided, however, that nothing in this section shall prohibit reimbursement of a Director for reasonable expenses incurred during the course of Corporation activities approved by the Board or payment of reasonable salaries to Directors who are otherwise employees of the Corporation.

## **ARTICLE V. OFFICERS**

Section 1. Officers. The Officers of the Corporation shall be the President, Vice-President, Treasurer and Secretary and will be selected by the Board. The Board may appoint additional Officers with specified duties, including serving as committee members, as it deems appropriate to serve as long as needed.

Section 2. Selection and Term of Office. The Board of Directors shall elect the Officers of the Corporation at every other Annual Meeting of the Board to serve for a term of two (2) years, or until their successors shall have been duly elected and qualified. The initial Directors may elect Officers who will serve until the first full meeting of the Board of Directors.

Section 3. Resignation and Removal. Any Officer may resign at any time by giving written notice of such resignation to the President of the Corporation. Any Officer may be removed from office by an affirmative vote of the majority of the members of the Board in attendance at any meeting of the Board called for such purpose, at which a quorum is present.

Section 4. President. The President shall preside over all meetings of the Board of Directors and shall be a member ex officio of all committees. This individual shall have the power, for and in the name of the Corporation, to make and execute other legal instruments when authorized by the Board of Directors. The President shall also have such other powers and perform such other duties as may normally be incumbent upon the office of President and as may be assigned to him/her from time to time by the Board.

Section 5. Vice-President. The Vice-President shall perform all the duties of the President during the President's absence.

Section 6. Treasurer. The Treasurer shall have general supervision over the care and custody of the funds of the Corporation. He/She shall deposit the same or cause the same to be deposited in the name of the Corporation in such banks, savings banks or other depositories as the Board may designate. He/She shall cause the funds of the Corporation to be disbursed by checks or drafts upon the authorized depositories of the Corporation and shall cause to be taken and preserved proper vouchers for all funds dispersed. He/She shall keep or cause to be kept full and accurate accounts of all receipts and disbursements of the Corporation and shall present to the Board whenever requested a complete report of receipts and disbursements and of the financial condition of the Corporation.

Section 7. Secretary. The Secretary shall keep or cause to be kept the minutes of all meetings and all other correspondence of the Board of Directors. He/She shall give cause to be given all notices of meetings of the Board and in general shall perform or cause to be performed all duties incident to the office of Secretary, and shall perform such other duties as may be assigned to him/her from time to time by the Board.

Section 8. Vacancies. A vacancy in the office of the President, Vice-President, Secretary or treasurer shall be filled for the unexpired term by the Board at any regular meeting or at a special meeting called for that purpose.

#### **ARTICLE VI. CONFLICT OF INTEREST**

Neither Director nor any member of any committee shall discuss or vote on any matter which would involve conflicts of interest with said Director or committee member. Whenever a Director or committee member has cause to believe that a matter to be voted upon would involve him/her or another Director or committee member in a possible conflict of interest this Director or committee member shall announce such possible conflict of interest, and the question of whether an actual conflict of interest exists shall be decided by a majority vote of the Directors or committee members present, excluding the Director or committee member present who has already been disqualified from discussion or voting on the issue due to a conflict of interest. If a conflict of interest is found to exist, the Director or committee member who has such a conflict shall abstain from both the discussion and voting on such matter but may respond to specific requests from the chair for information concerning the matter.

#### **ARTICLE VII. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES**

##### **AND AGENTS**

The Corporation shall and does hereby agree to indemnify any Director, Officer, employee or agent to the full extent permitted by the provisions of Ohio Revised Code 1702.12 (E) (1)-(5) as they now exist or may hereafter be amended, which provisions, in their entirety, are incorporated by this Regulation. In addition, the indemnification provided by this Regulation shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under the Articles of the Regulations of this Corporation, or any agreement, or otherwise, both as to action in official capacity and as to action in another capacity while holding such office. Such

indemnification shall continue as to a person who has ceased to be a Director, Officer, employee or agent, and shall inure to the benefits of the heirs, executors and administrators of such person. The Corporation may purchase and maintain insurance on behalf of any person who is or was a Director, Officer, employee or agent of the Corporation.

**ARTICLE VIII. EXEMPT ACTIVITIES**

These Regulations and any powers or authorizations contained herein shall be subject to the restrictions and prohibitions contained in the Articles of Incorporation of the Corporation, and, notwithstanding any other provisions of the Regulations, no Director, officer, employee or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501 (c) (3) of the Internal Revenue Code of 1986, as amended.

**ARTICLE IX. FISCAL YEAR**

The fiscal year of this Corporation shall be any twelve (12) month period as the Board may designate by resolution.

**ARTICLE X. SEAL**

No seal shall be necessary to validate any instrument otherwise executed on behalf of this Corporation.

**ARTICLE XI. AMENDMENTS**

This Code of Regulations may be amended at any meeting of the Member of the Corporation called for such purpose by the affirmative vote of the Member; provided, however, that the proposed changes shall first have been submitted in writing to the Member for review, not less than ten days prior to such meeting. The Directors may adopt, wither before or during an emergency as defined in Division (U) of Section 1701.01 of the Ohio Revised Code, such emergency regulations as are allowed by Division (c) of Section 1702.11 of the Ohio Revised Code, which shall be operative only during such emergency.