

Bylaws of the Northside Community Council

Last Revised October, 2006

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PREAMBLE

Northside is a community which reflects a wide variety of opinions and beliefs. It is made up of many kinds of people. Every effort will be made to welcome and include Northside's diversity in Council's membership and affairs. As a volunteer organization, we can represent only those persons willing to give the time and energy to make their opinions known.

Therefore we, as members of the Northside Community Council, shall:

- a. volunteer, come up with new ideas, and be willing to help implement them;
- b. be positive in seeking ways to resolve issues;
- c. speak out at membership meetings, express our opinions, and respect the right of everyone to do so;
- d. help to maintain an open atmosphere at all community meetings and encourage participation;
- e. bring problems to the attention of the Board of Directors or the President personally;
- f. not carry tales nor be involved in petty bickering;
- g. recognize that no one can always carry out their responsibilities perfectly, so we shall be tolerant;
- h. use public forums to express our ideas and opinions — not do so behind the scenes;
- i. be enthusiastic and, above all, keep a sense of humor.

ARTICLE I - NAME

The name of this corporation shall be the Northside Community Council.

ARTICLE II - PURPOSE AND POLICIES

Section 1 – Purpose

The Northside Community Council (hereafter referred to as “Council”) is a volunteer, community-based organization that provides an opportunity for all individuals and groups in the community to participate in Northside’s present and to chart Northside’s future. As such, it is committed to bringing people of diverse backgrounds and opinions together in an atmosphere that fosters cooperation and communication.

Section 2 – Policies

- a. Council shall engage in only those activities permissible under Section 501(c)(3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law. This policy appears in detail in the 1982 revision of the Articles of Incorporation of the Council.
- b. Council shall not support or oppose any political party or any candidate.
- c. Council shall not discriminate on the basis of race, sex, religion, national origin, or sexual or affectional preference in hiring and no one is barred from Council membership by reason of any of the aforementioned criteria.

ARTICLE III - MEMBERSHIP

Section 1 – Eligibility

Any individual, 18 years of age or over, who subscribes to the purpose and policies of the Council shall be eligible for membership.

Section 2 – Types of Membership

The membership of this organization shall be composed of resident members and non-resident members.

Section 3 – Resident Members

Resident members shall be defined as those individuals who reside within Northside* and have paid their annual dues. Resident members are eligible to:

- a. Vote in Council elections
- b. Make and/or second motions before the Council
- c. Vote on motions before the Council

- d. Serve as committee chairpersons
- e. Be nominated for any office provided they have, during the previous twelve months:
 - 1. Attended at least three regular meetings of Council
 - 2. Been a resident member of Council
- f. Attend regular meetings of the Board. (However, they may not participate unless recognized by the chair.)

* The boundaries of Northside shall be determined by the City of Cincinnati

Section 4 – Non-Resident Members

Non-resident members shall be defined as those individuals who have paid their annual dues but do not reside within Northside. Non-resident members shall be eligible to:

- a. Attend regular meetings of the Board. (However, they may not participate unless recognized by the chair.)

Section 5 – Dues

- a. Annual dues shall be due on the first day of January.
- b. Members who join the Council on or after July 1st shall pay one-half (1/2) the annual dues amount.
- c. The amount of dues shall be fixed by the Board subject to the approval of the Council.

ARTICLE IV - COUNCIL MEETINGS

Section 1 – Invitation to Attend

Council meetings shall be open to all persons interested in any aspect(s) of the purpose, policies, business or affairs of Council. (See Article III, Section 3 for eligibility to vote and make or second motions.)"

Section 2 – Quorum

At all Council meetings, fifteen (15) resident members shall constitute a quorum.

Section 3 – Regular Meetings

Regular Council meetings shall be held no less than eleven (11) times a year at times and places fixed by the Board and approved by the Council.

Section 4 – Annual Meeting

The January Council meeting shall be the Annual Meeting. It shall include the following items in addition to regular business:

- a. Detailed Treasurer’s report;
- b. Report on the previous year’s activities of the Council;
- c. Analysis of the previous year’s activities of the Council;
- d. Election of Board members;
- e. Establishment of goals and objectives for current year. These goals shall then be presented to the Council in February for approval

Section 5 – Goals Meeting

The goals recommended by the Board at their February meeting (see Article VI, Section 4) shall be presented to the Council at the February meeting for their approval.

Section 6 – Special Meetings

- a. Special Council meetings may be called by the Board or by a petition of fifteen (15) or more resident members. The petition must include the purpose(s), time and place of the meeting.
- b. All Council members must be notified in writing at least one week before the date of the special meeting. This notification must include the purpose(s), time and place of the meeting.

ARTICLE V - BOARD

Section 1 – Definition

The Board of Directors is a volunteer body that manages the policies, business and affairs of the Council. It consists of officers and directors elected by active Council members.

Section 2 – Policies and Procedures

- a. The Board shall not expend any general funds over \$250 on any one (1) item without Council approval.
- b. The Board shall distribute Neighborhood Support Program (NSP) Funds according to the yearly approved categories. NSP funds shall be awarded on the basis of applications submitted according to established criteria and approved by the Board.
- c. Neither the Board as a body nor any of its officers or directors may commit the Council to any major action without the approval of the Council.

- d. The Board may not enter into any contracts with any organization, individual or governmental agency without approval of the Council.
- e. No Board member shall be eligible to receive money from the Board for any business, either for-profit or non-profit, that is owned in full or in part by said Board member.

Section 3 – Vacancies

If a vacancy should occur before the end of a term in any office other than that of president, the vacancy shall be filled according to the following procedures:

- a. The vacancy shall be announced at the regular Council meeting that immediately follows the creation of the vacancy
- b. At the second regular Council meeting to take place after the creation of the vacancy, nominations of persons to fill the vacancy shall be made by the resident members. Immediately upon conclusion of the nominations, a vote shall be taken by secret ballot. The nominee with the most votes shall be considered the winner. Voter requirements are the same as those for regular elections. (See Article X, Section 4, Clause d.)
- c. In the event that no nominations are made at the Council meeting indicated in paragraph b. above:
 - 1. If a director's seat is vacant, that seat shall remain vacant until the next regular election.
 - 2. If an officer's seat is vacant, then the process of opening the floor to nominations and holding a vote as outlined in b. above, shall continue until the seat is filled.

Section 4 – Removal of Board Members

Any Board member may be removed by a vote of two-thirds of the Council present at:

- a. A special meeting called for the purpose of considering the Board member's performance;
- b. A regular Council meeting if due notice has been given to members that the matter shall be on the agenda.

ARTICLE VI - BOARD MEETINGS

Section 1 – Quorum

At all meetings of the Board, a simple majority of the Board shall constitute a quorum.

Section 2 – Attendance

Any Board member's three consecutive unexcused absences from Board meetings shall be deemed just cause for removal with the approval of the Board.

Section 3 – Regular Meetings

A regular meeting of the Board shall be held prior to every regular Council meeting. The dates, times and places of these meetings shall be determined by the Board and shall be announced at the Council meeting prior to the Board meeting.

Section 4 – Goals Meeting

The February meeting shall include establishment of goals and objectives for the current year. These goals shall then be presented to the Council at the February meeting for their approval.

Section 5 – Goals Review Meeting

The December meeting shall be devoted to evaluating the previous year's goals and objectives, with a final evaluation, in written form, to be presented at the January Council meeting.

Section 6 – Special Meetings

Special meetings may be called upon request of (a) three (3) members of the Board, or (b) the President. Notice of any special meeting shall be given to each member of the Board by the most expeditious means possible at least 24 hours in advance of the meeting.

ARTICLE VII - BOARD OFFICERS

Section 1 – Officers

The Board shall have the following officers:

- a. President
- b. Vice President
- c. Board Secretary
- d. Treasurer
- e. Council Secretary
- f. Membership Secretary

Section 2 – Duties of Officers

- a. The President:

1. Shall have general charge of the affairs of the organization.
2. Shall preside at all meetings of the Council and of the Board.
3. May sign or endorse checks in the absence of the Treasurer.
4. Shall serve ex officio as a member of all committees.
5. Shall see that resolutions of the Board are implemented.
6. Shall be cognizant of the rights and wishes of all Council members throughout the performance of his/her Presidential duties.

b. The Vice President:

1. Shall assist the President in the management of the affairs of the organization by performing duties assigned by the President and/or the Board.
2. Shall, in the absence of the President, preside at meetings and perform other duties of the President that require immediate attention.
3. Shall, should the President, for any reason, leave office prior to the expiration of his/her term, become the President for the remainder of the unexpired term.

c. The Board Secretary:

1. Shall record the minutes of all Board meetings.
2. Shall keep and make accessible these minutes at Council or Board meetings. (Board meeting minutes indicate those in attendance). He/she shall keep these files up to date and, at the completion of his/her term, turn them over to a successor.
3. Shall, in the absence of both the President and Vice President, call the Board meeting to order and preside until a chairman pro tem is elected. Should the Board Secretary also be absent, this last named duty shall fall to the Treasurer.

d. The Treasurer:

1. Shall have charge and custody of all monies of the organization.
2. Shall deposit these monies in the organization's bank account.
3. Shall disperse these monies as directed by the Board and/or Council.
4. Shall present a written financial statement to the Board at each of its regular meetings.

5. Shall make a detailed, printed report available at all Council meetings.
 6. Shall submit a detailed report through the last day of December for inclusion in the Annual Report to be distributed to the Council at the Annual Meeting.
- e. The Council Secretary:
1. Shall record the minutes of all Council meetings.
 2. Shall keep these minutes on file and make them accessible at Council and Board meetings. He/she shall keep these files up to date and, at the completion of his/her term, turn them over to a successor.
 3. Shall, in the absence of both the President and Vice President, call the Council meeting to order and preside until a chairman pro tem is elected. Should the Council Secretary also be absent, this last named duty shall fall to the Treasurer.
- f. The Membership Secretary:
1. Shall work to recruit new members.
 2. Shall work to retain existing members.
 3. Shall maintain computerized membership and attendance records.
 4. Shall create membership and non-membership sign-in lists for each meeting.
 5. Shall mail renewal notices.
 6. Shall assist in sending out notices for special meetings.

Section 3 – Terms

Each officer shall serve a one-year term.

Section 4 – Term Limits

No officer shall serve in the same office for more than four consecutive terms.

ARTICLE VIII - BOARD DIRECTORS

Section 1 – Directors

There shall be six (6) directors on the Board.

Section 2 – Duties of Directors

- a. Each director is required to serve on a least one committee.
- b. Each director is required to attend all regular and special Board meetings. Absences must be reported to the President or a Secretary prior to the meeting itself to be considered an excused absence.

Section 3 – Terms

Each director shall serve for a two-year term.

Section 4 – Term Limits

No director shall serve for more than two consecutive terms.

ARTICLE IX - COMMITTEES

Section 1 – Establishment

The Board shall determine what committees they deem necessary for the successful operation of the Council, and the duties of these committees shall be defined by the Board subject to the approval of the Council.

Section 2 – Policies and Procedures

- a. No committee shall contract for the expenditure of general (non-NSP) funds without both Board and Council approval.
- b. Committees may not presume to speak for the Council without first seeking the approval of the Board of Directors. When addressing a public forum, committee members must specify whether they are speaking for themselves, the committee, or the Council.
- c. No correspondence, other than meeting notices or requests for information may be sent under the name of the Council without approval of the President.
- d. The Board Secretary must receive copies of all correspondence sent out by the committees.
- e. The Board may approve emergency expenditures for a committee.
- f. Committees shall select their own chairpersons.
- g. Each committee is accountable to the Board through its chairperson or designee who shall report to the Council on a monthly basis.
- h. Chairpersons are encouraged to provide the *Northsider*, *Northside.net* and other relevant media with information as appropriate.

Section 3 – Duties of Chairpersons

- a. Each committee chairperson shall be accountable to the Board and Council for all actions taken by his/her committee and shall not act in the name of the organization without Council approval.
- b. All chairpersons must submit a written annual report of the previous year's activities to the president no later than the December Board meeting.
- c. Chairpersons may call meetings as often as they wish; however, they shall select a regular monthly date and time for their meetings.
- d. The chairperson shall contact the President if he/she wants to add an item to either the Board or the Council agenda.
- e. If a chairperson leaves his/her position for whatever reason, all records and materials must be turned over to his/her successor.

Section 4 – Dissolution

Any committee may be dissolved by the Board subject to the approval of the Council.

ARTICLE X - NOMINATIONS AND ELECTIONS

Section 1 – Nominations

- a. At the November and December Council meetings, the Membership Secretary shall read a list of those eligible for nomination. Nominations can be made from people on this list.
- b. Nominations shall be accepted at the November and December Council meetings.
- c. Nominations shall be closed at the end of the December Council meeting.
- d. The list of nominations shall be published in the January *Northsider* and other appropriate media, such as Northside.net.
- e. If the slate of officers is not filled by the end of the December Council meeting, the nomination process shall remain open for one more month, and voting shall be delayed accordingly.

Section 2 – Elections

The Board Secretary shall make arrangements for ballots, a ballot box and tellers to be in readiness for the election.

Section 3 – Voting

- a. Voting for officers and directors by written ballot shall occur at the organization's Annual meeting unless postponed for lack of candidates (see Section 1 above).
- b. There shall be neither absentee voting nor write-in candidates.

- c. For each office, the candidate who has the most votes shall be considered the winner.
- d. To vote for candidates at the annual election, a member must have attended at least three regular Council meetings. Attendance at the Annual Meeting (see Article IV, Section 3 above) shall count toward the total of three meetings.

Section 4 – Resolution of Tie Votes

If two candidates for the same office receive the same number of votes, there shall be a second vote for the two candidates. If the result is still a tie, the winner shall be decided by coin toss.

Section 5 – Transition

- a. Newly elected Board members shall assume their duties at the February Board meeting.
- b. Outgoing Board members shall attend the February meeting to ensure a smooth transition.
- c. Outgoing Board members shall turn over all records and files and any property belonging to Council to their successors before the February meeting.

ARTICLE XI - FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE XII - INDEMNIFICATION

The corporation shall indemnify any person who is a director, officer, employee or agent of the corporation to the full extent permitted by Ohio Revised Code, Section 1702.12, as from time to time amended.

ARTICLE XIII - DISSOLUTION

Upon the dissolution of the Council, the board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to a community-based 501(c)(3) non-profit organization as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Hamilton County exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XIV - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XV - AMENDMENTS

These bylaws may be amended by a two-thirds vote of the Council, at any regular Council meeting, provided the amendment or amendments were submitted to the members, in writing, at least one week in advance of the meeting. The amended bylaws shall take effect as and when passed.

ARTICLE XVI - REVIEW OF BYLAWS

The bylaws shall be reviewed by the Board every five (5) years. The next review shall be in 2010.