

CONSTITUTION AND BYLAWS
OF
THE NORTHSIDE BUSINESS ASSOCIATION, INC.

MISSION STATEMENT

To promote Northside's many assets to the world at large and to bring together the many resources of the Northside business community in order to create and maintain a vital business climate that enhances the quality of life for Northside citizens.

ARTICLE 1

- 1.1 Purpose, Objectives & Location.** The purpose or purposes for which this Corporation is formed is to promote the municipal, civic, business, and educational welfare and the social interest of the territory embracing all of Northside, and parts of the City of Cincinnati adjacent thereto. This corporation shall be non-partisan, non-sectarian, non-denominational and non-factional in all its aims, purposes and methods. The words "Corporation" and "Association" whenever used herein shall be synonymous and whenever "Corporation" is used it shall also mean "Association" and visa versa.
- 1.2 Registered Office.** The principal office of the Corporation shall be located at any place as designated in the Corporation's current Annual Report and may have such other offices, as the Board of Directors of the Corporation ("Board") may deem advisable from time to time. The address of the registered office may be changed from time to time by the Board.

ARTICLE 2

- 2.1 No Capital Shares.** The Corporation shall have no capital shares or shareholders, and its business and affairs shall not be conducted for private pecuniary gain or profit, nor shall any of the Corporation's gain, profit or property inure to the incorporators thereof, nor officer or director thereof, except as otherwise provided in Section (2)(a) of ARTICLE II of the Corporation's Articles of Incorporation ("Articles") with respect to compensation for services rendered, but the Corporation's entire gain, profit, net earnings and property shall be devoted exclusively to the charitable and other uses and purposes set out in ARTICLE II of the Articles.

ARTICLE 3

Members

- 3.1 Members.** The Corporation shall have three classes of Members: Individual Members, Organization Members, and Corporate Members (individually, a "Member"). Membership is open to any person who has a business, resides in the community, or otherwise has the good of the community at heart.
- 3.2 Individual Members.** Individual Members shall consist of those persons who have made payment of the membership dues outlined in Section 3.5 of this Article. Any person shall

become a member of this Corporation upon payment of the contribution as provided in Section 3.5 of this Article.

- 3.3 Organization Members.** Organization Members shall consist of organizations or agencies, public or private, not organized for profit. Each Organization Member shall be entitled to only one (1) vote at membership meetings no matter how large said organization may be.
- 3.4 Corporate Members.** Corporate Members shall consist of those corporations, partnerships, limited liability companies, joint ventures, trusts, or other legal organizations that have paid their contribution as provided in Section 3.5 of this Article. Each Corporate Member shall be entitled to only one (1) vote at membership meetings no matter how large said organization may be.
- 3.5 Membership Dues.** The Board of Directors shall establish membership dues for each class from time to time.
- 3.6 Annual and Regular Meetings.** The annual meeting of the Members shall be held in the fourth quarter of each year, unless decided otherwise by the Board at such a time and place as may be specified in the notice, for the purpose of electing directors and the transaction of such other business as may properly come before the meeting. The Members or the Board may provide by resolution the time and place for holding the regular meetings.
- 3.7 Special Meetings.** Special meetings of the Members may be called by, or at the request of, the president, vice president, the number of Directors constituting a quorum as provided in Section 4.8, or by written petition signed by not less than one-tenth (1/10) of all Members entitled to vote, of the Corporation.
- 3.8 Notice of Meeting.** Notice of the date, time and place of any annual, regular, or special meeting shall be given at least ten (10) days prior thereto by mail, e-mail, fax, or telephone to each Member of record entitled to vote at such meeting at the Member's last known address. In the case of a special meeting, the purpose for which such meeting is called shall be included with the notice of such meeting.
- 3.9 Waiver of Notice.** A Member may waive any notice required by these Bylaws before or after the date and time stated in the notice. The waiver shall be in writing, signed by the Member and titled to the notice, and filed with the minutes or corporate records. A Member's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting,
- 3.10 Quorum and Voting.** Unless the Articles require a greater or lesser number, those Members attending a meeting in person or by proxy shall constitute a quorum of the Members for the transaction of business. Members entitled to vote and participate shall consist of such individual Members, organization Members, and corporation Members, as have paid their membership dues for the then current year. Each Member shall be entitled to one (1) vote, and shall further be entitled to vote by proxy, which shall be in writing but need not be sealed, witnessed or acknowledged.
- 3.11 Manner of Acting.** The actions of the majority of the Members present at a meeting in person or by proxy shall be regarded as the actions of the Members, unless otherwise required by the Articles or these Bylaws.

ARTICLE 4

Directors

- 4.1 General Powers.** All corporate power shall be exercised by or under the authority of, and the business and affairs of the Corporation shall be managed under the direction of, the Board, subject to any limitations set forth in the Articles.
- 4.2 Number, Election and Term.** The governing body of this corporation shall be a Board of Directors ("Board") consisting of five (5) officers and nine (9) other directors, a total of fourteen (14) members. All officers serve for one (1) year and other directors for three (3) years.
- 4.3 Removal and Resignations.** At a meeting of the Board called expressly for that purpose, any Director or the entire Board may be removed, with or without cause, by a vote of a majority of Directors then entitled to vote at an election of Directors. Any member of the Board may resign from the Board at any time by giving written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.
- 4.4 Annual and Regular Meetings.** An annual meeting of the Board shall be held in the fourth quarter of each year, unless decided otherwise by the Board immediately following adjournment of the annual meeting of the Members for the purpose of electing officers and the transaction of such other business as may properly come before the meeting. The Board may provide by resolution the time and place for the holding of regular meetings, held monthly.
- 4.5 Special Meetings.** Special meetings of the Board may be called by, or at the request of, the President, Vice President or the number of Directors constituting a quorum as provided in Section 4.8, of the Corporation.
- 4.6 Notice of Meetings.** Notice of the date, time and place of any regular or special meeting shall be given at least forty-eight (48) hours prior thereto by mail, e-mail, fax, or to each Director at the Director's business address.
- 4.7 Waiver of Notice.** A Director may waive any notice required by the Articles before or after the date and time stated in the notice. A Director's attendance at or participation in a meeting shall constitute a waiver of notice of such meeting.
- 4.8 Quorum and Voting.** Unless the Articles require a greater or lesser number, two-fifths (2/5) of the number of Directors fixed by the Board from time to time shall constitute a quorum of the Board; provided, however, that if less than said number of the Directors are present at a meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.
- 4.9 Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present or one-third (1/3) of the total number of Directors, whichever is greater, shall be the act of the Board, unless otherwise required by the Articles or these Bylaws.
- 4.10 Vacancy on Board.** If a vacancy occurs on the Board, including a vacancy resulting from an increase to the number of Directors, such vacancy shall be filled by the affirmative vote of the majority of the remaining Directors though less than a quorum of the Board. A Director elected to fill a vacancy shall be elected for the unexpired term of such Director's predecessor in office.

- 4.11 Bond.** The Board of Directors may by resolution require a bond of any officers, agents and employees of the corporation, at the expense of the corporation, for the faithful performance of the duties of their respective offices or positions and to comply with such other conditions as may from time to time be required by the Board.
- 4.12 Action by Written Consent.** Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors.
- 4.13 Chairperson and Vice Chairperson of the Board.** The officers of the Corporation serve as the officers of the Board.

ARTICLE 5

Officers

- 5.1 Required Officers.** All officers are elected by full membership. The Corporation shall have the officers described in these Bylaws or appointed by the Board in accordance with these Bylaws. A duly appointed officer may appoint one or more officers or assistant officers if authorized by the Board. The same individual may simultaneously hold more than one office in the Corporation. Section 5.10 delegates to the Secretary, if such office be created and filled, the required responsibility of preparing minutes of the Directors' meetings and for authenticating records of the Corporation. If such office shall not be created and filled, then the Board shall delegate to one of the officers of the Corporation such responsibility.
- 5.2 Appointment and Term of Office.** The officers of the Corporation shall be elected by the Board at every annual meeting of the Board for a one (1) year term. If the appointment of officers shall not be made at any such meeting, such appointment shall be made as soon thereafter as is practicable. Vacancies may be filled or new offices created and filled at any meeting of the Board. Each officer shall hold office until such officer's successor shall be duly elected or until such officer's death or until such officer shall resign or shall have been removed in the manner hereinafter provided.
- 5.3 Removal and Resignations of Officers.** The Board may remove any officer at any time with cause. An officer of the Corporation may resign at any time by delivering written notice to the Board. A resignation shall be effective when the notice is delivered unless the notice specifies a later effective date.
- 5.4 Contract Rights of Officers.** Appointment of an officer or agent shall not of itself create contract rights. An officer's removal shall not affect the officer's contract rights, if any, with the Corporation. An officer's resignation shall not affect the Corporation's contract rights, if any, with the officer.
- 5.5 Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board for the unexpired portion of the term.
- 5.6 Executive Director.** The Board may appoint an Executive Director who shall be responsible for the general direction and shall, in general, supervise and control the affairs and business of the Corporation, subject to control by the Board. The Executive Director shall supervise the employees of the Corporation and shall be ex-officio Member of all committees.

- 5.7 President.** The President, if that office be created and filled, shall be the chief executive officer of the Corporation, unless an Executive Director is appointed and designated chief executive officer pursuant to Section 5.6. The President may sign any deeds, mortgages, bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board from time to time. Unless otherwise ordered by the Board, the President shall have full power and authority on behalf of the Corporation to attend, act and vote at any meeting of Members or shareholders of any corporation in which the Corporation may hold membership or stock, and at any such meeting shall hold and may exercise all rights incident to membership or the ownership of such stock which the Corporation, as Member or owner, would have had and exercised if present. The Board may confer like powers on any other person or persons.
- 5.8 Vice-President.** In the absence of the President, or in the event of the President's death, inability or refusal to act, the Vice-President (or, in the event there be more than one Vice-President, the Vice-Presidents in order designated at the time of their appointment, or in the absence of any designation, then in the order of their appointment), if that office be created and filled, shall perform the duties of the President and when so acting shall have all the powers of, and be subject to all the restrictions, upon, the President. A Vice-President shall perform such other duties as from time to time may be assigned to such person by the executive Director, the President or the Board.
- 5.9 Treasurer.** The Treasurer, if that office be created and filled, shall (a) have charge and custody of, and be responsible for, all funds and securities of the Corporation, (b) be responsible for the receipt and giving of receipts for monies due and payable to the Corporation from any source whatsoever, and the deposit of all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Section 6.4, 7.1, 7.2, 7.3, 7.4, 7.5, 7.6, 7.7, 7.8 and (c) in general, perform all the duties incident to the Office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by President or the Board. If required by the Board, the Treasurer shall give a bond for the faithful discharge of such officer's duties (which may, but need not be, paid by the Corporation) in such sum and with such surety or sureties as the Board shall determine.
- 5.10 Secretary.** The Secretary, if that office be created and filled, shall (a) keep the minutes of the meetings of the Board in one or more books provided for that purpose, (b) see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, (c) be custodian of the corporate records and of the seal, if any, of the Corporation, (d) be responsible for authenticating records of the Corporation, (e) keep a register of the mailing address of each Member and Director and (f) in general, perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary to by the Executive Director, the President or the Board.
- 5.11 Assistant Treasurers and Assistant Secretaries.**
- (a) Assistant Treasurer.** The Assistant Treasurer, if that office be created and filled, shall, if required by the Board, give bond for the faithful discharge of such officer's duties (which may, but need not be, paid by the Corporation) in such sum and with such surety as the Board shall determine.

(b) Additional Duties. The Assistant Treasurer and Assistant Secretaries, in general, shall perform such additional duties as shall be assigned to them by the Treasurer or the Secretary, respectively, or by the President or the Board.

ARTICLE 6

Contracts, Loans, Checks and Deposits

- 6.1 Contracts.** The Board may authorize any officer or agent to enter into any contract and execute and deliver any instruments in the name of and on behalf of the Corporation. Such authority may be general or confined to specific instances.
- 6.2 Corporate Loans.** No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in the Corporation's name, unless authorized by a resolution of the Board. Such authority may be general or confined to specific instances.
- 6.3 Checks, Drafts, Etc.** All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or agent of the Corporation and in such manner as shall, from time to time, be determined by resolution of the Board.
- 6.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited, from time to time, to the credit of the Corporation in such banks, trust companies and other depositories as the Board may select.

ARTICLE 7

Property and Funds

- 7.1 Contributions.** The Northside Business Association, Inc. shall have the power to accept contributions of cash or property from other corporations, individuals, foundations, governments, and trusts for one or more of its purposes and limited in any manner provided by the donor or by the court having jurisdiction of the trust from which a gift is made.
- 7.2 Gifts.** Gifts may be made directly to the Corporation or through a trustee with the Corporation named as beneficiary, and when directed by the terms of the gifts, the custody or management of property constituting the corpus of a gift may be turned over to a bank or other corporation or individual for handling.
- 7.3 Purpose of Gifts.** Gifts may be made for the general purposes of the Corporation or may be limited for the benefit of a particular agency which is an active Member of the Corporation or in such other manner as the donor may prescribe if in furtherance of one or more of the purposes of the Corporation.
- 7.4 Permanent Endowment Fund.** The Corporation shall have the power to establish a Permanent Endowment Fund to aid in fulfilling the long-range purposes of the Corporation. Where funds or property are designated by the terms of a gift to be part of a Permanent Endowment Fund of the Corporation, the corpus thereof shall be invested in such manner as the Board, or its duly authorized officers, may direct, or as the terms of the gift may require

and the income shall be used for one or more of the purposes of the Corporation, or, if deemed advisable, added to the Permanent Endowment Fund. The corpus of the Permanent Endowment Fund shall be kept intact except that it may be used, where terms of a gift do not require otherwise, in the acquisition or construction of any needed structure, needed physical properties, or for financial exigencies as determined by the Board.

- 7.5 *Investment.*** All funds for investment may be invested in such securities or other property as the Board, or its duly authorized officers, may direct. The Corporation shall have the power to rent, lease, sell, or otherwise dispose of any and all of the property of the Corporation, invest and reinvest the proceeds received from the sale or disposition in other property or as occasion therefore may arise, and may execute any and all leases, deeds, or other instruments necessary or proper in the management of the funds and property of the Corporation.
- 7.6 *Audit.*** The Board shall cause the Books of the Corporation to be audited at least annually by a certified public accountant. Where so requested by a donor, the council shall give a separate accounting of the funds or property given by such donor showing all receipts and disbursements and the manner in which any balance is invested.
- 7.7 *Refuse to Accept a Gift.*** The Board shall have power to refuse a gift or devise if it determines that any condition attached to the gift or devise is not in furtherance of the purpose of the Corporation.
- 7.8 *Power of the Board.*** The Board may excise all powers given to nonprofit corporations under Ohio codes.

ARTICLE 8

Committees

- 8.1** At each annual meeting of the Board of Directors, the President with the approval of the Board shall appoint, from among the Members of the Board or otherwise, the following standing committees:
- (a) Web Page & Communication
 - (b) Business Development
 - (c) Budget, Finance & Fundraising
 - (d) Special Events
 - (e) Membership
 - (f) Parking Lots
 - (g) By-Laws
- 8.2 *Other Committees.*** The President may create and appoint from among its Members such other committees, consisting of two or more Directors, as from time to time it may consider necessary or appropriate to conduct the affairs of the Corporation. Each such committee shall have such responsibility and authority as the President may, from time to time, establish for it. The tenure and qualifications of the Members of each committee, the time, place and organization of such committee's meetings, the notice required to call any such meeting, the number of Members of each such committee that shall constitute a quorum, the affirmative vote of the committee Members required effectively to take action at any meeting at which a quorum is present, the action that any such committee can take without a meeting, the method in which a vacancy among the Members of such committee can be filled and the procedures

by which resignations and removals of Members of such committee shall be acted upon or accomplished, shall be fixed by the President relative to such matters.

ARTICLE 9

Amendments

- 9.1 Amendments:** This Constitution and By-Laws may be amended in the following manner: the proposed amendment shall be presented in writing, signed by at least five members of the Corporation in good standing, at a regular meeting. It shall then be read to the members of the Corporation present at two consecutive regular meetings. The first reading may be made at the meeting at which it is presented. The amendment shall become effective and become part of the Constitution and By-Laws when and if ratified by a two-thirds (2/3) vote of the members present at the meeting at which the proposed amendment is read the second time.

ARTICLE 10

Emergency Bylaws

- 10.1 Adoption of Emergency Bylaws.** The provisions of Section 10.2 shall be operative during any emergency. An emergency shall exist for purposes of Section 10.2 if a quorum of the Board cannot readily be assembled because of some catastrophic event. All provisions of these Bylaws provided elsewhere herein which are consistent with the Emergency Bylaws shall remain effective during the emergency. The Emergency Bylaws shall not be effective after the emergency ends.

10.2 Provisions of Emergency Bylaws.

(a) **Call of Meeting.** A meeting of the Board may be called by any officer or Director of the Corporation. Notice of the time and place of the meeting shall be given by the person calling the meeting to such of the Directors as it may be feasible to reach by any available means of communication. Such notice shall be given at such time in advance of the meeting as circumstances permit in the judgment of the person calling the meeting.

(b) **Quorum.** The Director or Directors in attendance at the meeting, as the case may be, shall constitute a quorum.

(c) **Lines of Succession.** The Board, either before or during any such emergency, may provide, and from time to time, modify lines of succession in the event that during such an emergency, any or all Directors, officers, employees or agents of the Corporation shall, for any reason, be rendered incapable of discharging their duties.

(d) **Change in Principal Office.** The Board, either before or during any such emergency, may, effective in the emergency, change the principal office or designate several alternative principal offices or regional offices, or authorize the officers to do so.

(e) **Liability of Officers and Directors.** All corporate action taken in good faith in accordance with these Emergency Bylaws shall bind the Corporation. No officer, Director or

employee acting in accordance with these Bylaws shall be liable for such action, except for bad faith.

10.3 Changes in Emergency Bylaws. These Emergency Bylaws shall be subject to repeal or change by further action of the Board, but no such repeal or change shall modify the provisions of Section 10.2 with regard to action taken prior to the time of such repeal or change.

ARTICLE 11

Miscellaneous

11.1 Limitations. Notwithstanding any other provision hereof, including, but not limited to any provisions of any Emergency Bylaws, the Corporation shall take no action contrary to the provisions these Articles.

11.7 Severability of Provisions. Except as may conflict with the provisions of these Articles, if any provision of these Bylaws, or its application to any person or circumstances, is held invalid or unenforceable by court of competent jurisdiction, the remainder of these Bylaws, or the application of such provisions to persons or circumstances other than those to which it was held to be invalid or unenforceable, shall not be affected thereby, and to this extent, the provisions of these Bylaws are severable.

The above Bylaws of the Corporation were adopted by the Board at its regular meeting on May 5, 2003.

Secretary

Attest:

President