

Bylaws of the Northside Community Council

Revised and approved, November, 2015

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PREAMBLE	

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

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

- a. volunteer, come up with new ideas, and to help implement them;
- b. be positive in seeking ways to resolve issues;
- c. express our opinions at membership meetings, 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. use public forums to express our ideas and opinions — not do so behind the scenes;
- g. be enthusiastic and, above all, keep a sense of humor;
- h. broadly inform the community members of meetings, activities, and needs.

ARTICLE I - NAME

The name of this corporation shall be the Northside Community Council as recorded with the City of Cincinnati in accordance with the Cincinnati Municipal Code (“Code”) Sec. 111-1.

ARTICLE II - PURPOSE AND POLICIES

Section 1 – Purpose

The Northside Community Council (hereafter referred to as “Council”) is a volunteer, community-based, Ohio non-profit 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, collaboration, 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, age, sex, religion, national origin, or sexual or affectional preference or affiliation in hiring and no one is barred from Council membership by reason of any of the aforementioned criteria.
- d. Council shall receive and respond to notices from the City of Cincinnati, (“City”) as mandated or described in various parts of the Code via the President or Board designee.
- e. (“Written Notification”) shall include electronic mail to the full membership email or on a sufficient number of social media.
- f. (“Approval”) is a simple majority.

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 (“Registered”). Resident members are eligible to:

- a. Vote in Council elections, if a Registered Resident Member for 14 days;
- b. Make and/or second motions before the Council, if a Registered Resident Member for 14 days;
- c. Vote on motions before the Council, if a Registered Resident Member for 14 days;
- d. Serve as committee chairpersons;
- e. Be nominated for any position on the Board or as an Officer (“Office”) provided they have, during the previous calendar year completed both:
 1. Attended at least three regular meetings of Council
 2. Become a Registered Resident Member of Council;
- f. Attend regular meetings of the Board, with prior written notification given to the president. (However, they may not participate unless recognized by the presiding Officer.)

Section 4 – Non-Resident or Youth Council Members

4. 1 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 Council.

4. 2 Youth Council members shall be defined as those individuals under the age of 18, but at least 12 years of age, who have paid their annual dues and reside within Northside. Youth Council members shall be eligible to:

- a. Attend and present at regular meetings of the Council.
- b. Participate in committee meetings.

Section 5 – Dues

- a. Resident members shall owe annual dues at the then current rate (“Annual Dues”), at the first Council meeting of the year.

- b. Members who join the Council on or after July 1st shall pay one-half (1/2) the then current Annual Dues.

Youth Council annual dues, shall be \$1.

- c. Resident members over the age of 50 or over shall pay half the then current Annual Dues.
- d. The amount of Annual Dues may be modified for the subsequent year by the Board subject to the approval of the Council by previous November meeting.
- e. New members who pay full Annual Dues in November or December of any year shall also be credited with paying dues for the following year.

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 of Council

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, any such meeting shall have at least 7 days written notice.

Section 4 – Council Activities

The Council shall perform the following during the year:

- a. At least once per year, and with at least 6 months between reports, the Treasurer shall provide a detailed report of the Council account totals, and the planned annual budget;
- b. By the February Board meeting, the Council shall provide a list and analysis of the previous year's activities of the Council;
- c. By the March Board Meeting, the Council shall set goals for the upcoming year and present those goals at the April Council Meeting.
- d. Election of Board members for any vacancies or for annual vacancies during the first Council meeting of the year;
- e. Proposals for the Neighborhood Support Program (NSP) funds shall be openly solicited during at least two Council Meetings.

- a. A vote for the allocation of the NSP Funds shall be held after Council knows the yearly available monetary amount.
- b. The Board shall review the Proposals prior to voting to assure compliance with current NSP Regulations.
- c. The Board shall manage and distribute NSP Funds according to the yearly-approved Programs the residents of Northside vote on at a Council Meeting.
- d. All attendees, that are residents of Northside, whether members or not shall be eligible to vote.

Section – Special Meetings of Council

- 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, and this can be electronic transmissions.
- b. All Resident Council members must be notified in writing, including electronic transmission, 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 is a volunteer body that manages the policies, business and affairs of the Council. It consists of Officers and Directors elected by Resident 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. 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.
- c. The Board may not enter into any contracts with any organization, individual or governmental agency without approval of the Council.
- d. 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.
- e. All Board Members will abide by the NCC Bylaws at all times.
- f. Official business can also be conducted by electronic means or teleconference.
- g. Notice for any board activity can be provided by email or other electronic transmissions.

Section 3 – Vacancies

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

- a. The vacancy shall be announced at the immediately succeeding (“Opening Meeting”) regular Council meeting follows the creation of the vacancy.
- b. At the regular Council immediately following the Opening Meeting, nominations of persons to fill the vacancy shall be made from 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 III, Section 3, Clause e.)
- c. Such back filled opening shall fill the existing term of the vacancy.
- d. Such partial term shall not count towards a Board Members term limit
- e. 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.

Section 4 – Removal of Board Members

Any Board member not abiding by the Bylaws of the NCC may be removed by a vote of two-thirds of the Council present at:

- a. A special meeting of Council called for the purpose of considering the Board member’s performance;
- b. A subsequent Council meeting if 7 day advanced written, election transmissions shall suffice, notice has been given to Resident Members that the matter shall be on the agenda.
- c. The regular Council meeting following any Board Meeting where a two-thirds majority vote of Board Members present vote to remove any Board member.

ARTICLE VI - BOARD MEETINGS

Section 1 – Quorum

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

For electronic or teleconferences quorum is demonstrated by a simple majority of the Board responding to the email moved, or saying present on a teleconference,

respectively.

Section 2 – Attendance

Any Board member's three consecutive absences without prior written notice, from Board meetings shall be deemed just cause for removal with the approval of majority of the Resident Members at the next Council Meeting.

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 provided when requested.

Section 4 – Special Meetings

Special meetings of the Board 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 email, no less than 24 hours in advance of the meeting.

ARTICLE VII - BOARD OFFICERS

Section 1 – Officers

The Board shall have the following officers, who shall attend all Board and Council Meetings:

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

7. Shall endeavor to participate or appoint someone from the board to participate in the The Cincinnati Community Development Advisory Board as described in the Cincinnati City Ordinance Sec. 207.5 as amended over time or other committees as appropriate or the need arises.

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)”, which shall include at a minimum the date, those present and absent, motions, votes, and guests of all Board meetings. Such minutes shall be approved at the next meeting

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 President pro tem is elected. Should the Board Secretary also be absent, this last named duty shall fall to the Council Secretary.

d. The Treasurer:

1. Shall have charge and custody of all monies of the organization.
2. Shall expeditiously 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 financial statement to the Board at each of its regular meetings or at intervals agreed to by the Board, not less than quarterly.
 5. Shall provide a summary report at all Council meetings when the quarterly financial statement is given, and provide a detail of such report as requested by Resident Members.
 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.
 7. Shall track and maintain records of Council assets.
- e. The Council Secretary:
1. Shall record the Minutes of all Council meetings, which shall be approved at the next Board meeting..
 2. Shall keep these minutes on file, publish on Northside.net, 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 Board Secretary.
 4. Maintain the access shared electronic accesses and removal of past Officer and Board members to secure Council assets.
- 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 send renewal notices, via email and regular mail when necessary.
 6. Shall assist in sending out notices for special meetings.
- g. The Communication Secretary:
1. Shall retrieve and distribute the mail from the PO Box
 2. Shall post social media on social media sites and keep current events postings on social media sites.

3. Maintain and update Northside.net
4. Lead the efforts to make known the Council's activities.
5. Shall draft and archive letters on behalf of the Council and committees.

Section 3 – Terms

Each officer shall serve a two-year term, except that for the purpose of staggering elections, in 2016, the roles of the Vice President and Council Secretary, shall have a 1 year term.

Section 4 – Term Limits

No officer shall serve in the same office for more than two consecutive terms. A term-limited officer is not precluded from being elected in another office or a director at the next election.

ARTICLE VIII - BOARD DIRECTORS

Section 1 – Directors

There shall be at least four (4) but no more than 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 as a director. A term-limited director is not precluded from being elected an officer at the next election.

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 committee, however is subject to approval by the Board and Council. Board Members who are acting as temporary committee chairs for special events or meetings are required to follow the same Policies and Procedures outlined below for Committees.

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. All correspondence sent out by the committees, must be saved to the shared electronic storage or copies must be sent to the Board Secretary.
- 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 as needed or requested, but not less than biannually.
- h. Chairpersons are encouraged to provide the Northsider and other appropriate media, such as Northside.net, with regular articles on their meetings and activities.

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 Communication Secretary no later than the December Board meeting.
- c. All chairpersons must submit a budget plan for the year by the November Board meeting to the Treasurer.
- d. Chairpersons may call meetings as often as they wish; however, they shall select a regular monthly date and time for their meetings.
- e. The chairperson shall contact the President if he/she wants to add an item to either the Board or the Council agenda.
- f. If a chairperson leaves his/her position for whatever reason, all records and materials must be turned over to his/her successor, or if no successor to the Board Secretary.

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 provide 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. All nominees who are not present at either the November or December Council Meetings shall be notified by the Board Secretary in writing (which may include electronic transmissions if a response is received, if not immediate response, written notification is required) immediately after the December Council meeting stating they have been nominated. Residents Members have until January 7th to accept their nomination by replying to the Board Secretary stating such.
- c. The Board Secretary shall publish the final list of nominations by the second Monday of January on Northside.net and either within the January Northsider or other social networking media widely distributed within the neighborhood such as “Bits and Pieces.”
- d. 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 at the annual election, only Resident Members with current memberships, see article III, section 3, are eligible to vote.

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 such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (3) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law 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 affirmative vote of the Resident Council members present, 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 Board shall review these bylaws every five (5) years. The next review shall be in 2020. Approved amendments will be incorporated into the bylaws and the revision date shall be noted on the front page of the Bylaws. The Board Secretary shall immediately:

- a. deposit a copy of the revised Bylaws in the Northside Community Council safe deposit box.
- b. Deposit a copy of the revised Bylaws at the Northside Branch of the Public Library and shall check with the Library to make sure a current copy is available for review.

This document was typeset in Trebuchet 14 point bold and Georgia 11 point.