

1. THE BOND HILL COMMUNITY COUNCIL

PREAMBLE

The Bond Hill Community Council is organized to maintain the personal, community and business assets, both moral and physical of the Bond Hill community in a superior manner. These assets include, but are not limited to: an abundance of fine families, well-kept homes, real property, convenient shopping centers, superior schools staff with highly qualified instructors, and a variety of businesses. The organization welcomes into the Bond Hill community all persons sincerely interested in sustaining its assets. The organization also provides a forum in which to air possible improvements to the community and issues affecting the well-being of the community and its residents, with the intent that reason, justice and good will shall prevail.

ARTICLE I. NAME OF ORGANIZATION

Section 1. The name of this organization shall be the Bond Hill Community Council; herein also referred to as the Council, and abbreviated as BHCC.

Section 2. The boundaries of the Bond Hill Community, Cincinnati, Ohio, as defined by the Cincinnati Planning Commission (1974):

South Boundary: Tennessee Avenue. **East Boundary:** Norwood Corporation Line, Tennessee Avenue. (Intersection of Tennessee Avenue & Rhode Island Avenue.) **West Boundary:** St. Bernard Corporation Line, Tennessee Avenue. (Intersection of Tennessee Avenue & Ross Avenue – St. Bernard).

West Boundary: St. Bernard Corporation Line, Ross Avenue **South Boundary:** Tennessee Avenue & Ross Avenue Then north to Norwood Lateral (Rt. 562); then west to Interstate 75 & North to Intersection of Interstate 75 & Seymour Avenue – Carthage Corporation Line.

North Boundary: Seymour Avenue **West Boundary:** Carthage Corporation Line (Intersection of Interstate 75 and Carthage Avenue).

East Boundary: Norwood Corporation Line. Then west to Rhode Island Avenue and South to Tennessee Avenue to intersection of Tennessee Avenue & Ross Avenue – Norwood Corporation Line.

ARTICLE II. PURPOSE OF ORGANIZATION

The Bond Hill Community Council is organized exclusively for charitable, religious, educational, and scientific purposes, including for such purposes, the making of distribution to organizations that qualify as exempt organization under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE III. MEMBERSHIP

Section 1. Active membership in the Council shall be open to any person eighteen (18) years of age or older who subscribes to the aims and purposes of the Council upon payment of the established dues, without regard to race, gender, religion, creed, national origin or sexual preference. Annual membership will span one calendar year, January through December. A Member shall remain a Member so long as the Member continues to pay Membership dues as they become due, but may unilaterally and voluntarily withdraw his, her or its Membership at any time without refund. In addition, a Member can vote in Officer's elections after attending four Council meetings.

Section 2. Active membership will terminate, if by January 31, dues have not been received. Immediate reinstatement may take place once payment is made. Membership may also be suspended or terminated for just cause, such as behavior that violates the aims and purposes of the Council.

Section 3. For dues payment purposes only, there will be four types of membership: Single, Family, Life and Business. All memberships are afforded equal rights and privileges.

Section 3A. Voting Rights

Regular Members of the BHCC, at the time a meeting is called to order, shall be entitled to vote at such meeting. Such votes shall be cast in person, 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 BHCC, including the election of Officers. Each business, institution or other organization with a paid Regular Membership shall be entitled to one (1) vote to be exercised by any duly authorized representative of such business, institution or organization. Each Family membership will have a maximum of two (2) votes. Each Lifetime membership will have a maximum of two (2) votes, providing that the membership is inclusive of spouses. Notwithstanding the foregoing provisions of this Section Article 3.1; a Member must be at least eighteen (18) years of age in order to vote on any matter submitted to the Members of the BHCC.

The Bond Hill Community Council is committed to transparency and collaboration with Bond Hill residents. At least two (2) weeks notice will be given to membership via BHCC website, email, social media, Bond Hill Recreation Center Council's mailbox (when available) will be given regarding any vote that may affect the community. Exclusions would be emergency meetings/votes held by the Board of Directors that does not allow time for membership to be notified.

Section 4. A suspended and/or terminated member has the right to appeal, in writing, through the Board of Directions and/or Executive Committee to the membership at large for reinstatement.

The Board of Directors and/or Executive Committee 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 Directors or Executive Committee not to reinstate a suspended or terminated member; the member shall have the right to request a vote of the general membership at the next scheduled Council meeting.

Section 5. Any group of at least five members who reside within the territorial boundaries of the community the organization represents (see Article 1, Section 2), i.e. neighborhood residents, may present to the Board of Directors, or a designated officer, a petition requiring a special vote in which only neighborhood residents may participate, to determine whether “persons *other than* neighborhood residents’ shall continue to have voting privileges and/or be eligible to hold office. Such special vote shall be held at the next general meeting after the receipt of the petition.

ARTICLE IV. NOMINATIONS AND ELECTIONS

Section 1. The General Council, by plurality vote, will elect three members in good standing as a Nominating Committee. It will be their duty, during an election year, to present to the November General Council Meeting at least one member in good standing for elective office, who has either previously served in an elective office of the Council, worked for one term on one or more standing committee(s), or attended six(6) meetings during the previous year. Each nominee will be provided a copy of the duties of his/her potential office and all other elective offices. Nominations from the floor will be permitted providing eligibility to hold office is verified by the Membership Committee prior to the casting of the ballots.

Section 2. The election of officers, an annual activity, will occur during the annual meeting in December of each election year. This meeting is open to all members in good standing. To vote, a member’s dues must be current and paid 30 days prior to the date of the elections. Elections will be by secret ballot. The entire board is not elected at the same time. The community will elect a President and Treasurer and during even numbered years. Elections for the Vice President and Secretary and Member at Large will occur during odd numbered years.

Section 3. Newly elected officers will assume their duties at the first Board of Directors meeting following the election. Both incoming and outgoing officers will attend.

ARTICLE V. OFFICERS AND DUTIES

Section 1. The officers of the Council shall be a President, Vice President, Secretary, Treasurer and Member at Large. Commencing with the first Board of Directors meeting following the election, officers will serve a term of two (2) years or until their successors is elected. Officers may serve more than one consecutive term. However any elected Officer who has served on the

Board for three (3) consecutive terms (six (6) years is not eligible to run for re-election for a period of at least two (2) years. Additionally, if an officer resigns, they no longer hold a position on the Executive Board in that role.

Section 2. It is the duty of the President to preside at all Executive Committee, Board of Directors, and general membership meetings of the Council. The President will, with ratification of the Board of Directors, appoint chair-person(s) and vice chair-person(s) of all good standing(s) and special ad hoc committees except the Nominating Committee. The President shall have such other powers will perform such other duties which usually pertain to the office. The President is an ex-officio member of all committees, with the exception of the Nominating Committee. The President has the privilege of inviting or appointing a Parliamentarian to be present at any meeting.

Section 3. It is the duty of the Vice President to preside at the general membership meetings, Executive Committee and of the Board of Directors in the absence of the President if no other arrangement is designated and when so acting shall have the power of, and be subject to the restrictions on, the President. In the absence, resignation and/or termination of the President, the Vice President shall assume the position of the President and perform all the duties of the President (See Article V. Section 2). To manage the Neighborhood Support Program, and to perform such other duties as may be assigned to him/her by the President.

Section 4. It is the duty of the Secretary to keep a correct record of business transacted at all meetings of the general membership, Board of Directors, and the Executive Committee. The Secretary will receive from the standing committees, regular written reports of their activities, and perform such secretarial duties as requested by the President. Additionally, the Secretary or his or her designee(s) authorized by the Executive Committee shall also distribute all notices for meetings of Members or of the Board of Directors, Executive Committee, and/or General Council members and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the Bond Hill Community. As directed, the Secretary will prepare communications for the Council and perform such other secretarial duties as requested by the President.

Section 5. It is the duty of the Treasurer to deposit in the Council's bank account all funds of the council, to pay all bills contacted for and approved by the Board of Directors, Executive Committee, or the general membership by majority vote. The Treasurer will maintain proper ledger(s) and supporting documents for all funds of the council, submit all required records for audit and/or review annually, one month prior to the election of officers, upon relief or resignation from office, or at the request of the Executive Committee. A written monthly treasurer's report will be submitted to the monthly Board of Directors and General Council meetings. The monthly treasurer's report will include as separate entries the receipts and

expenditures of all Council Committees. Council Committee Chairpersons will maintain proper documentation of their committee's activities to include but not be limited to all receipts and expenditures. Committee Chairpersons will provide the treasurer with a written statement of financial activities one week prior to the monthly Board of Directors meeting. The Treasurer shall make all financial documents available for review upon request of any board member, e.g., check request forms, purchase orders, physical bank statements, etc.

Section 6. Committee chairs, etc. may be removed from their positions for failure to carry out their duties, for cause, or for any other acts deemed in violation of the aims and purposes of the Council by a majority vote of the Board of Directors.

ARTICLE VI. MEETINGS

Section 1. A general meeting open to the public will be held **January through July and September through December**, on the first Thursday of each month, except in months when this date falls on a holiday, unless otherwise ordered by Council. In the event of a holiday, the general meeting will be held on the second Thursday. This meeting will convene at a public place accessible to the handicapped, with assistance if necessary.

Section 2. Civility

Bond Hill Community Council values civility, order, and structure in its meetings. The Executive Board, Board of Directors and all General Council Members shall commit to a respectful discourse at its meetings and shall not tolerate discourteous tone, behavior and personal attacks.

Section 3. The general meeting held the first Thursday in December will be known as the annual meeting and will be for electing officers (bi-annually), receiving annual reports of officers and committees, and for any other business that might arise.

Section 4. A quorum for a General Council meeting will consist of no less than 40% of members in good standing; three of whom must be Council officers.

Section 5.. Control of all meetings shall reside with the presiding officer, who shall be the President or other officer or Trustee as designated.

ARTICLE VII. BOARD OF DIRECTORS AND EXECUTIVE BOARD

Section 1. The Board of Directors, consisting of the Council President, Vice President, Secretary, Treasurer, Immediate Past President, Member at Large, Chairpersons of Standing Committees will conduct normal and routine business of the Council between the regular monthly meetings of the members.

Section 2. The Board of Directors will meet monthly prior to general council meetings.

Section 3. A quorum of the Board of Directors will consist of no less than 50% of the board, two of whom must be an elected officer.

Section 4. The Board of Directors will at all times be subject to the orders of the membership at large and none of its action shall conflict with any directives or actions taken by the Council.

Section 5. The Executive Board, consisting of the President, Vice President, Secretary and Treasurer, and Member at Large will make emergency decisions and/or commitments for the good of the Council only when it is not possible to convene a quorum of the Board of Directors. However, if special circumstances arise concerning fiduciary decisions with time restraints, the Executive Committee has the authority to act in the best interest of the Council. In no case will such decision and/or commitments be made or entered into by fewer than three Executive Board members. All emergency action will be submitted to the Board of Directors and General Council membership no later than the next regular meeting(s).

ARTICLE VIII. PARLIAMENTARY AUTHORITY

Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of Council in all cases to which they are applicable and in which they are not inconsistent with these bylaws or any special rules which Council may adopt.

Section 1. By virtue of their election by the General Council of Members, the Executive Board as the governing body of Bond Hill Community Council shall have the power to:

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

- (b) 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;
- (c) Have sole discretion to hold executive sessions of the Board of Directors to discuss matters requiring prompt resolution, including, but not limited to personnel issues, financial matters, litigation, and the awarding of contracts;
- (d) Have sole discretion to select committee chairpersons, who shall serve at the pleasure and discretion of the Board of Directors;
- (e) Remove Officers pursuant to the provisions of these Regulations and Bylaws; by a majority vote of the Board of Directors and Membership.
- (f) The following may be examples of but not limited to purposes for removal of an officer
 1. Absence of the Officer from six (6) total Executive/Board of Directors meetings between elections
 2. Conduct unbecoming of an Officer
 3. Inability to function as an Officer.
- (g) Upon a two-thirds (2/3) vote of the Board of Directors present at a duly called meeting the Executive Board may recommend to the Membership approval of an amendment to the Regulations and Bylaws.

ARTICLE IX. COMMITTEES

The BHCC will have the following standing committees: Beautification, Membership, Neighborhood Support Program, Fundraising, Legislative, Communications, Safety, Youth, and Audit. The Executive Board shall have the authority to establish other committees, permanent or temporary, as necessary.

Section 1. A Beautification Committee composed of three or more members shall identify and, once approved, implement projects and activities which enhance the overall appearance of the community.

Section 2. A Membership Committee composed of three or more members shall maintain membership records, staff annual membership drives, and identify and implement activities and procedures designed to increase all levels of Council membership.

Section 3. A Neighborhood Support Program (NSP) Committee composed of the treasurer, NSP manager and additional members shall suggest projects and activities to be funded by NSP monies as well as revisions of approved NSP proposals. 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 BHCC, shall be entitled to one (1) vote per resident.

Section 4. A Communications Committee composed of the Newsletter Coordinator/Editor and at least three or more members shall prepare and distribute the Council's newsletter.

Section 5. A Safety Committee composed of three or more members in good standing shall report on neighborhood safety concerns and activities.

Section 6. A Youth Committee composed of three or more members shall design and cause to be implemented activities focusing on the academic, social, and personal growth and well-being of area youth.

Section 7. An Audit Committee composed of the Treasurer and other members as designated by the President shall conduct a financial audit of BHCC finances, annually, and report said results to the Executive Board and Community. At least one external audit shall be conducted by a licensed agency during each Presidential term.

Section 8. Legislative Committee

A Legislative Committee shall be composed of three members that shall serve as a resource and an advocate with accountability to the Executive Committee and BHCC at large. The Legislative Committee shall have oversight in the interpretation of By-laws, making decisions to bring resolve, reviewing any legislative concerns of internal membership conflict.

Section 9. Fundraising Committee

A Fundraising Committee composed of three or more members shall lead the strategic efforts to attract money and necessary resources to help BHCC fulfill its mission goals.

Section 10. Such other committees, standing or special ad hoc, shall be appointed by the president as the Council or the Executive Board shall from time to time deem necessary. Special ad hoc committees will cease to exist once the need(s) for which they are established are met.

ARTICLE X. AMENDMENT OF THE CONSTITUTION AND BY-LAWS

Any Member may propose an amendment to these Regulations and Bylaws by submitting the proposed amendment in writing to the President at least four (4) weeks in advance of the next meeting of the Board of Directors. Amendments to the Regulations and Bylaws shall be passed upon the recommendation of the Board of Directors and a two-thirds (2/3) vote of the Membership present at a duly called meeting.

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.

ARTICLE XI. EARNINGS AND POLITICAL ACTIVITIES

No part of the earnings of the corporation shall incur to the benefit of, or be distributed to its members, trustees and/or executive board, officers, or private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in Article IX hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements corporation shall not carry on any other activities not permitted to be carried on, (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section (170(c)(2) of Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE XII

Indemnification and Insurance

Section 1. Indemnification. The BHCC shall indemnify any officer or trustee to the fullest extent permitted by law.

Section 2. Insurance. The BHCC 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 BHCC 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 BHCC would have the obligation or the power to indemnify him or her against such liability under this ARTICLE XII or applicable law.

ARTICLE XIII. DISSOLUTION OF THE CORPORATION

Upon the dissolution of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the City of Cincinnati (the County of Hamilton, The State of Ohio) exclusively for such purpose or to such organization(s) as said court shall determine which are organized and operated exclusively for such purposes.