

# CTM CONSTITUTION AND BYLAWS

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**CONSTITUTION AND BYLAWS OF  
THE CLIFTON TOWN MEETING**

**ARTICLE I. NAME**

The name of this organization is the Clifton Town Meeting, hereafter known as CTM. This organization is an Ohio non-profit corporation and an official community council recognized by the City of Cincinnati.

**ARTICLE II. OBJECT**

CTM is the residents' planning and policy organization for the community. The object of this organization is to preserve and develop the community of Clifton. The founders of this organization recognize that Clifton is one of Cincinnati's first suburbs and has a traditional charm; and that the unique character of Clifton should not be left to chance. On the contrary, its growth and development should be guided by actively interested residents. The organization will concern itself with zoning regulations, housing code enforcement, traffic patterns, shopping, school and recreational facilities, attractive appearance, and other measures designed to preserve and upgrade the area known as Clifton.

To achieve this objective, the organization will:

- 1) encourage and provide informed communication between the varied interests within the community and between the community and all departments of the city government;
- 2) provide effective procedures for the identification, deliberation and resolution of problems and issues; and

- 3) implement projects and services in accordance with the adopted plans and goals of the community of Clifton and pursuant to City of Cincinnati Ordinance No. 220 and Ohio Revised Code Chapter 1702. CTM does not and will not discriminate in its membership qualifications, voting qualifications or in hiring with respect to race, sex, sexual or affectional orientation, religion, national origin, or the nature of housing quarters or place of abode except as defined by the boundaries of Clifton as stated in Article III.

4. The standard of behavior at Clifton Town Meeting (CTM) is that all board members and committee members scrupulously avoid any conflict of interest between the interests of CTM and the Clifton community on one hand, and personal, professional, and business interests on the other. This includes avoiding actual conflicts of interest as well as perceived conflicts of interest.

The purposes of this policy are: to protect the integrity of CTM's decision-making process, to enable our constituencies to have confidence in our integrity, and to protect the integrity and reputation of volunteers and board members.

In the course of CTM meetings or activities or in the conduct of CTM business, trustees or committee members will disclose any interests in a transaction or decision where they (including their business or other nonprofit affiliation), family and/or significant other, employer, or close associates will receive a benefit or gain. Further any trustee with a conflict of interest will recuse themselves from any vote on the question.

This policy is meant to be a supplement to good judgment, and all trustees and committee members will respect its spirit as well as its wording. If a trustee or committee member is not sure if a conflict exists he/she should seek clarification or reclude themselves from the vote in question.

To make sure that each trustee is aware of CTM's conflict of interest policy they will be asked to sign a copy of the policy each year that they serve as a trustee at the first meeting of the calendar year.

### **ARTICLE III. SCOPE OF OPERATIONS**

For the purposes of this organization, the term "Clifton" shall include the land encompassed within the following boundaries: A line running from the intersection of Vine Street and Ruther Ave., south on Ruther to Jefferson Ave., across Jefferson and south along the east lines of the properties fronting on the east side of Bishop St. to Martin Luther King Jr. Drive, west on Martin Luther King Jr. Drive to Central Parkway, north on Central Parkway to Ludlow Ave., northwest on Ludlow Ave. to Interstate Highway I-75, northeast on I-75 to west boundary of the Vine St. Hill Cemetery, south and east on the west and south boundaries of the Cemetery to Vine St., south on Vine to Ruther.

### **ARTICLE IV. MEMBERSHIP AND MEETINGS OF MEMBERS**

**1. Members.** CTM extends full membership to all Neighborhood Residents, Neighborhood Property Owners, and Operators of Neighborhood Businesses, who are eighteen years of age or older. For purposes of membership qualification, the term "Neighborhood" is defined by the boundaries of Clifton as stated in Part III of this document.

Eligibility can be evidenced by a driver's license, voter registration card, property deed, rental lease, rent receipt, current utility bill, housing contract, business license, or other such documentation as may be deemed acceptable by the CTM Board of Trustees.

**2. Membership Dues.** Membership dues shall be in such amount or amounts and payable on each date or dates as the Board of Trustees may fix from time to time.

**3. Life Membership.** Any member may become a Life Member by payment of such Page 3 amount as adopted by the Board of Trustees and, thereafter, there shall be no annual membership dues charged to said Life Member during this life.

**4. Regular Meetings of Members.** This organization shall hold two (2) general membership meetings annually, one in the spring and one in the fall (generally May and November), at a time and place to be determined by the Board of Trustees of the organization. Concerns of members requiring discussion between regular membership meetings may be presented at monthly meetings of the Board of Trustees.

**5. Special Meetings of Members.** Additional meetings of the members may be called at any time by the Board. Upon the written petition of forty-five (45) members, the Board shall call a special meeting of the membership at a time and place to be fixed by the Board. Only those matters contained in the notice for such special meeting may be acted upon at that special meeting. The quorum at a special meeting of members shall be forty-five (45) members (including trustees). Proxies are not allowed for either the establishment of a quorum or for the transaction of business.

**6. Notice of Special Meetings.** Notice of all membership meetings shall be given to the members as provided in Section 9 of this article.

**7. Voting Rights of CTM Members.**

CTM members may vote in elections for members of the Board of Trustees at the fall annual meeting or prior to the annual meeting in accordance with Article VIII, Section 2, or by presentation of absentee ballots at the annual meeting in accordance with standing rules. Voting by proxy shall not be permitted. CTM members may vote on proposed annual budget and strategic plan at the fall general membership meeting. CTM members may vote on amendments to the constitution and bylaws. CTM members may vote on major issue of broad community concern. "Major issue of broad community concern" shall be defined as follows:

a. Any motion being considered by the Board of Trustees that is the subject of a request from any member, (including trustees) to refer to the membership, which request is sustained by at least a simple majority of trustees present and voting. Any request to refer a motion to the membership shall be considered by the Board of Trustees as a subsidiary debatable motion. If the request to refer to the membership is sustained the main motion shall be considered by the membership at the next meeting of the Board of Trustees following notification of the membership, which notification shall be given within sixty (60) days of the motion.

b. Any motion of the Board of Trustees that is the subject of a petition to refer to the membership, which petition is signed by at least thirty (30) members and submitted to the President or Secretary on or before the

day of the meeting that the motion is considered or within seven (7) days after such motion has been acted on by the Board. Any motion pertaining to the subject of such petition shall be considered by the membership at the next meeting of the Board of Trustees following notification of the membership, which notification shall be given within sixty (60) days after submission of the petition.

**8. Reconsideration of Major Issue.** Any major issue of broad community concern once decided by the membership may be reconsidered as a major issue of broad community concern only upon petition by at least ninety (90) members or by resolution of the Board of Trustees except that the membership shall not be required to reconsider the same issue more than once within a calendar year. In either such case (i.e., reconsideration being initiated by residents' petition or by trustees' resolution) the membership may decide such issue only if at least ninety (90) members are present and vote on the issue.

**9. Notification.** "Notification of the membership" shall be deemed to have occurred if the issues to be voted on by the members and the dates, time, and place of voting have been published in the CTM bulletin or in a special notice and mailed or delivered at least ten (10) days prior to the date of the membership vote.

**10. Voting Rights of Non-resident CTM Members.** Any group of at least five (5) CTM members who are also Neighborhood Residents (e.g., residents within the territorial boundaries of Clifton and within the City of Cincinnati) may present to the CTM Board of Trustees or to the President of the CTM Board of Trustees, a petition calling for a special vote in which only CTM members who are also Neighborhood

Residents may vote, to determine whether CTM members who are not neighborhood residents shall continue to be eligible to vote or to hold office in CTM. Such a special vote shall be held at the next general membership meeting after receipt of the petition or at a special meeting called for this purpose according to Section 9 above.

**11. Voting Rights of Neighborhood Residents.**

At all meetings of members and all meetings of trustees voting and participation privileges on any and all matters regarding the Cincinnati Neighborhood Support Program (NSP) shall be open to all neighborhood residents eighteen years of age or older, whether they are members of CTM or not. Neighborhood residency may be evidenced by a driver's license, voter registration card, rental lease, rent receipt, current utility bill, housing contract, or other such documentation as may be deemed acceptable by the CTM Board of Trustees.

**ARTICLE V. BOARD OF TRUSTEES AND BOARD MEETINGS**

**1. Number of Trustees.** The management of the organization, its affairs, finances and property shall be entrusted to a Board of 15 Trustees. Trustees.

**2. Election of Trustees.** On the date of the November or December Board meeting, the members of the organization shall elect five Trustees to fill the vacancies created by the expiration of terms, and the Trustees so elected shall serve for a term of three years, or until their successors are elected and qualified. If for any reason more than five three year terms expire in the same year, the five trustees who receive the most votes will serve three year terms. One year or two year terms will be assigned based on

number of votes as needed to return to the intended target of five expiring three year terms per year. The members shall also elect Trustees to fill additional vacancies that arise due to trustees leaving office prior to completion of their three year term. Trustees so elected shall serve the length of the unexpired term. No person shall be elected as Trustee by the general membership for more than two full consecutive terms or six years plus any part of an unexpired term served as a result of appointment by the Board of Trustees.

**3. Filling Vacancies.** When the office of trustee becomes vacant, the Board of Trustees shall have the power to fill such vacancy for the remainder of the current year until the next election. The Nominating committee shall thereafter nominate at least one additional candidate for election to fill the remainder of the unexpired term created by any such vacancy. Unexpired terms shall be assumed by elected trustees having the least amount of votes.

**4. Meetings of the Board of Trustees.** Meetings of the Board of Trustees shall be held at a time and place to be determined by the members of the Board of Trustees, or on call of the President. The first monthly meeting of the annual session of the Board of Trustees shall be held at the January monthly meeting. All meetings of the Board shall be open to the public and provide a monthly forum for members' concerns. Anyone who wishes to address the Board at any meeting shall contact the President at least twenty-four (24) hours prior to the scheduled hour of such meeting in order to be placed on the agenda. A schedule of monthly meetings shall be established annually by the Board of Trustees. No additional notice is required

for regularly scheduled monthly meetings of the Board.

**5. Quorum.** One more than one-half of the current elected and seated members of the board shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

**6. Powers and Duties.** The Board shall have the power to vote on and transact all internal matters of CTM at any meeting of the Board. "Internal matters" shall include all pertinent matters for which voting rights are not expressly vested in the CTM membership or in Neighborhood Residents. The organization will not take a public position on any candidate to be voted on in a public election.

**7. Voting.** Board votes will be determined by a simple majority of Board members voting (an abstention is not a vote) except as otherwise required by these rules and the latest edition of Robert's Rules of Order. Board votes shall not be effective for seven (7) days after the date on which the vote is taken to enable community review of actions as provided in Article IV, Section 7B. The voting privilege of any trustee may be denied on any item for which a conflict of interest is challenged and sustained by a majority vote of trustees voting. Votes may be cast only in person and voting by proxy shall not be permitted.

**8. Fiscal Responsibility.** The Board should approve, along with an annual budget, the annual and/or monthly payment of business expenses related to the operation of the organization. Any matter requiring a vote of the Board that is likely to have an unbudgeted impact of more than \$500 in either expenditure or revenue will require a report and discussion at one meeting, at a minimum, prior to holding a vote of the

Board. This one meeting advance discussion requirement does not apply to budgeted expenditures. This requirement may be overridden by a unanimous vote of the Board members present and voting.

**9. Termination and Removal of Trustees.** Trustees shall attend all Board and membership meetings. Absence from four meeting per session may be cause for removal. Removal shall occur after a majority vote of the Board and after written notification from the President. Any trustee who, for any reason, can no longer meet the qualifications for membership in this organization set forth in Article IV, Section 1 hereof, shall be deemed to have resigned as a trustee and that office shall be declared vacant by the Board of Trustees.

**10. Nonliability of Trustees.** A trustee or an officer shall not be liable to the members, CTM, or third parties for any mistake of judgment or negligent act. CTM will purchase and maintain liability insurance to cover its events and its Board and Officers.

#### **ARTICLE VI. OFFICERS.**

The officers of the organization shall consist of a President, 1st Vice President, 2nd Vice President, a Secretary and a Treasurer who shall be elected by the Board of Trustees from among their members and who shall serve as such officers for one year or until their successors are elected and qualified. Election of officers shall take place at the first Board meeting the January meeting after the annual election of board members. No officer shall serve in the same capacity for more than two (2) consecutive years plus any part of an unexpired term created by a vacancy in said office prior to said trustee's election to such office in mid-year. Any officer may be removed by a

vote of two-thirds of the members of the Board of Trustees. The powers and duties of the officers shall be as follows:

**1. President.** The President of the organization shall preside at all meetings of the membership, of the Board of Trustees, and of the Executive Committee and shall discharge any other duties the Board of Trustees or Executive Committee may require. The President shall prepare the proposed annual budget, with the advice of the Treasurer, for submission to the Board of Trustees for its approval, and supervise the activities of the CTM staff within guidelines approved by the Board. The President shall also appoint chairpersons of committees, whose members maybe persons other than Trustees and Officers so long as they are members of the organization. All committee chair appointments are to be subject to the approval of the Executive Committee.

**2. Vice President.** The Vice President (s) shall assist the President in the duties of that office, as requested by the President, and in the absence of the President, shall preside at all meeting of the organization and discharge all other duties of the President. If the President resigns, the 1st Vice President shall become the President and the 2nd Vice President shall become the 1st Vice President. If the 1st Vice President resigns, the 2nd Vice President shall become the 1st Vice President. The Board of Trustees shall decide when and if a vacancy of the 2nd Vice President position shall be filled for the vacancy of a term.

**3. Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Trustees and the Executive Committee and of the meeting of the members shall see that all notices are duly given in accordance

with the provision of the bylaws; shall keep the record of the organization; shall discharge all other duties as may be assigned from time to time by the Board of Trustees; and in general, shall discharge all duties incident to the office. The Board of Trustees shall elect a Trustee to fulfill any vacancy for Secretary.

**4. Treasurer.** The Treasurer shall keep and maintain all financial records of the organization and be responsible for funds of this organization. Shall make reports as the Board of Trustees may require, and shall discharge duties incident to the office. The treasurer is authorized to make deposits and file necessary local, state and federal financial and/or tax reports on behalf of the organization and to pay all budgeted expenses consistent with voting requirements of Article V, Section 8. The details of all financial transactions and correspondence are to be provided to the Board at the next monthly meeting. The Board of Trustees shall elect a Trustee to fulfill any vacancy for Treasurer.

## **ARTICLE VII. EXECUTIVE COMMITTEE**

### **1. Membership of the Executive Committee.**

The Executive Committee shall consist of at least five: the President, Vice-President(s), Secretary, and Treasurer, and an additional Trustee if appointed by the President.

**2. Term of Office.** All members of the Executive Committee shall serve for a period of one year, or until their successors are appointed and qualified.

**3. Quorum.** A majority of the members of the Executive Committee shall constitute a quorum for the transaction of business of any meeting of the Executive Committee.

**4. Meetings of the Executive Committee.**

Meetings of the Executive Committee shall be held at a time and place to be determined by the members of the Executive Committee or on call of the President.

**5. Powers and Duties.** The Executive Committee shall have the responsibility for providing the direction and coordination of the Board. The Executive Committee shall have power to transact all necessary internal business of the organization for which voting rights are not expressly vested in the CTM membership or in Neighborhood Residents between meetings of the Board of Trustees only when it is not feasible to assemble a quorum of members of the Board of Trustees. Actions taken by the Executive Committee shall be recorded and reported at the next regular meeting of the Board of Trustees.

**ARTICLE VIII. NOMINATION AND ELECTION OF TRUSTEES**

**1. Nomination of Trustees.** Following the annual election of officers the Executive Committee shall appoint a trustee as chairperson of the Nominating Committee for the ensuing year, and two other members of the Board of Trustees and two members at large. By August, the chairperson of the Nominating Committee must also recommend two members at large. The members of the committee shall be approved by the Board. The Nominating Committee will file its report with the Secretary at least sixty (60) days prior to the fall annual meeting. This report shall include at a minimum a list of those trustees with expiring 3 year terms and trustees who are choosing to end their terms early. It shall indicate which of the trustees with expiring terms are term limited. For those who are not term

limited, the report shall indicate whether the trustee plans to seek re-election. The report will indicate the number of 3 year, 2 year, and 1 year terms that must be filled via the election. Lastly, the report shall include a list of key next steps and deadlines. At any time, not later than forty-five (45) days prior to the annual meeting, any fifteen members of the organization may file with the Secretary a nomination of a candidate or candidates for Trustees. At least ten days prior to the annual meeting, the Secretary shall notify the members in writing of the names of the candidates nominated for Trustees, or the names shall be published in a bulletin distributed to the members at least ten days prior to the date of the meeting.

**2. Election of Trustees.** The election of Trustees shall be conducted by written or printed ballots cast by the members on the date of the annual meeting. Prior to such date the Secretary shall prepare ballots containing the names of all candidates nominated for Trustees and shall provide sufficient numbers thereof at the place where such meeting is to be held for the use of all members desiring to vote. Balloting shall be conducted at such place for a period not to exceed one hour immediately preceding the meeting. Ballots may also be provided, and members may cast the same, at such additional places and earlier times on such dates as the Board of Trustees may provide. All ballots shall be tabulated and the results of the election announced at the annual meeting. The number of candidates that each member can vote is equal to or less than the number of vacancies. The candidates who shall receive the largest number of votes cast at such election shall be elected Trustees for the available terms as set forth in Article V. The candidates with the highest vote counts will fill the available 3 year terms, those with the next

highest vote counts will fill the available 2 year terms, and those with the lowest vote counts will fill the available 1 year terms.

## **ARTICLE IX. COMMITTEES**

**1. Kinds of Committees.** The Board of Trustees may establish such standing committees and such adhoc committees as it shall determine to be necessary or desirable.

**2. Chairpersons.** Chairpersons shall be appointed annually in accordance with Article VI. Section 1 and shall thereafter serve at the pleasure of the President. Chairpersons shall be selected from among the membership and shall have the duty to secure committee members and project volunteers.

**3. Authority.** Committee action shall be subject to the direction and prior approval of the Board of Trustees.

## **ARTICLE X. PARLIAMENTARY AUTHORITY**

This organization shall be governed by these bylaws and the standing rules of the organization. The latest edition of Robert's Rules of Order Revised shall govern meetings of the organization in all cases to which they are applicable and in which they are not inconsistent with the bylaws and the standing rules.

## **ARTICLE XI. AMENDMENT OF CONSTITUTION AND BYLAWS**

The constitution and bylaws may be amended by the members at any regular or special meeting of the members by a vote of two-thirds of the members present and voting at such meeting, provided, however, that said amendments shall have been introduced in writing at a previous meeting of the Board of Trustees or of the members and written notice of the proposed

membership vote on said amendment and a copy of proposed amendments shall have been given to the members at least thirty (30) days prior to the meeting at which such vote is taken. Upon introduction of such amendment, notice shall be given within ninety (90) days thereafter.

**Adopted: May 1994**

Revised: February 2005

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Revised: September 2010

Revised: December 2015