

**BYLAWS COMMITTEE PROPOSALS FOR CTM BOARD REVIEW 8-6-18**

**Proposed new text.** Underlined

**~~Proposed deletion of current text.~~**—Strikethrough

Minor technical, non-substantive changes that have not been underlined include:

- a. Corrections to spelling and grammatical errors
- b. Replacing “this organization” with “CTM”
- c. Dividing text into enumerated sections with new sub-heading titles
- d. Text moved to a different article (*noted in italics*)

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88  
89 **CONSTITUTION AND BYLAWS OF THE CLIFTON TOWN MEETING**  
90

91 **ARTICLE I. NAME**

92 The name of this organization is the Clifton Town Meeting, hereafter known as CTM. CTM is a  
93 501(c)3 non-profit Ohio corporation and an official community council recognized by the City of  
94 Cincinnati.  
95

96 **ARTICLE II. OBJECT**

97 CTM is the residents' planning and policy organization for the community. The object of CTM is  
98 to preserve and develop the community of Clifton. The founders of this organization recognize  
99 that Clifton is one of Cincinnati's first suburbs and has a traditional charm; and that the unique  
100 character of Clifton should not be left to chance. On the contrary, its growth and development  
101 should be guided by actively interested residents. -CTM will concern itself with zoning  
102 regulations, housing code enforcement, traffic patterns, shopping, school and recreational  
103 facilities, attractive appearance, and other measures designed to preserve and upgrade the area  
104 known as Clifton.  
105

106 To achieve these objectives CTM will:

107  
108 1) encourage and provide informed communication between the varied interests within the  
109 community and between the community and all departments of the city government;  
110

111 2) provide effective procedures for the identification, deliberation and resolution of problems and  
112 issues; and  
113

114 3) implement projects and services in accordance with the adopted plans and goals of the  
115 community of Clifton and pursuant to City of Cincinnati Ordinance No. 220 and Ohio Revised  
116 Code Chapter 1702. CTM does not and will not discriminate in its membership qualifications,  
117 voting qualifications or in hiring with respect to race, sex, sexual or affectional orientation,  
118 religion, national origin, or the nature of housing quarters or place of abode except as defined by  
119 the boundaries of Clifton as stated in Article III.  
120

121 Sub-section 4 Conflict of Interest policy removed from this article and revised as Standing Rule  
122 to accompany COI provision in Article V Section 9.  
123

124 **ARTICLE III. JURISDICTION**

125 For the purposes of this organization, the term "Clifton" shall include the land encompassed  
126 within the following boundaries: A line running from the intersection of Vine Street and Ruther  
127 Ave., south on Ruther to Jefferson Ave., across Jefferson and south along the east lines of the  
128 properties fronting on the east side of Bishop St. to Martin Luther King Jr. Drive, west on Martin  
129 Luther King Jr. Drive to Central Parkway, north on Central Parkway to Ludlow Ave., northwest  
130 on Ludlow Ave. to Interstate Highway I-75, northeast on I-75 to west boundary of the Vine St.  
131 Hill Cemetery, south and east on the west and south boundaries of the Cemetery to Vine St.,  
132 south on Vine to Ruther.  
133  
134  
135

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

137 1. Members. CTM extends full membership to all dues paying Neighborhood Residents,  
138 Neighborhood Property Owners, and Operators of Neighborhood Businesses, who are eighteen  
139 years of age or older. For purposes of membership qualification, the term “Neighborhood” is  
140 defined by the boundaries of Clifton as stated in Article III. Eligibility can be evidenced by a  
141 driver’s license, voter registration card, property deed, rental lease, rent receipt, current utility  
142 bill, housing contract, business license, or other such documentation as may be deemed  
143 acceptable by the CTM Board of Trustees.  
144

145 2. Membership Dues. Membership dues shall be in such amount or amounts and payable on each  
146 date or dates as the Board of Trustees may fix from time to time.  
147

148 3. Life Membership. Any member may become a Life Member by payment of such amount as  
149 adopted by the Board of Trustees and, thereafter, there shall be no annual membership dues  
150 charged to said Life Member during this life.  
151

152 4. Annual Membership Meeting. CTM shall hold ~~two (2) a~~ general membership meeting  
153 annually, ~~one in the spring and one in the fall (generally May and November),~~ at a time and place  
154 to be determined by the Board of Trustees. A quorum of the Members for purposes of meetings  
155 shall exist when twelve (12) non-Trustee members and eight (8) Trustees are present. Concerns  
156 of members requiring discussion between annual membership meetings may be presented at  
157 monthly meetings of the Board of Trustees.  
158

159 5. Special Meetings of Members. Additional meetings of the members may be called at any time  
160 by the Board. Upon the written petition of forty-five (45) members, the Board shall call a special  
161 meeting of the membership at a time and place to be fixed by the Board. Only those matters  
162 contained in the notice for such special meeting may be acted upon at that special meeting. The  
163 quorum at a special meeting of members shall be forty-five (45) members (including trustees).  
164 Proxies are not allowed for either the establishment of a quorum or for the transaction of  
165 business.  
166

167 6. Notice of Special Meetings. Notice of all membership meetings shall be given to the members  
168 as provided in Section 9 of this article.  
169

170 7. Voting Rights of CTM Members.

171 CTM members may vote in elections for members of the Board of Trustees at the fall annual  
172 meeting or prior to the annual meeting in accordance with Article VIII. Section 2, or by  
173 presentation of absentee ballots at the annual meeting in accordance with standing rules. Voting  
174 by proxy shall not be permitted. CTM members may vote on proposed annual budget and  
175 strategic plan at the fall general membership meeting. CTM members may vote on amendments  
176 to the constitution and bylaws and major issues of broad community concern.  
177

178 8. Major Issue

179 a. A Major Issue of Broad Community Concern shall be defined as follows: any motion being  
180 considered by the Board of Trustees that is the subject of a request from any member, (including  
181 Trustees) to refer to the membership, which request is sustained by at least a simple majority of  
182 trustees present and voting.  
183

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184 b. Any request to refer a motion to the membership shall be considered by the Board of Trustees  
185 as a subsidiary debatable motion. If the request to refer to the membership is sustained the main  
186 motion shall be considered by the membership at the next meeting of the Board of Trustees  
187 following notification of the membership, which notification shall be given within ~~sixty~~ seven  
188 (~~60-7~~) days of the motion.  
189

190 c. Any motion of the Board of Trustees that is the subject of a petition to refer to the  
191 membership, which petition is signed by at least thirty (30) members and submitted to the  
192 President or Secretary on or before the day of the meeting that the motion is considered or within  
193 seven (7) days after such motion has been acted on by the Board. Any motion pertaining to the  
194 subject of such petition shall be ~~considered by the membership~~ decided by a majority vote of the  
195 members present at the next meeting of the Board of Trustees following notification of the  
196 membership, which notification shall be given within ~~sixty~~ seven (~~60-7~~) days after submission of  
197 the petition.  
198

199 d. Reconsideration of Major Issue.

200 Any major issue of broad community concern once decided by the membership may be  
201 reconsidered as a major issue of broad community concern only upon petition by at least ninety  
202 (90) members or by resolution of the Board of Trustees except that the membership shall not be  
203 required to reconsider the same issue more than once within a calendar year. In either such case  
204 (i.e., reconsideration being initiated by residents' petition or by trustees' resolution) the  
205 membership may decide such issue only if at least ninety (90) members are present and vote on  
206 the issue.  
207

208 **9. Notification.** "Notification of the membership" shall be deemed to have occurred if the issues  
209 to be voted on by the members and the dates, time, and place of voting have been ~~published in~~  
210 ~~the CTM bulletin or in a special notice and mailed or delivered~~ emailed to the subscriber list and  
211 posted the on Clifton Community website at least ten (10) days prior to the date of the  
212 membership vote.  
213

214 **10. Voting Rights of Non-resident CTM Members.** As required by City Ordinance 220-1989 any  
215 group of at least five (5) CTM members who are also Neighborhood Residents (e.g., residents  
216 within the territorial boundaries of Clifton and within the City of Cincinnati) may present to the  
217 CTM Board of Trustees or to the President of the CTM Board of Trustees, a petition calling for a  
218 special vote in which only CTM members who are also Neighborhood Residents may vote, to  
219 determine whether CTM members who are not neighborhood residents shall continue to be  
220 eligible to vote or to hold office in CTM. Such a special vote shall be held at the next general  
221 membership meeting after receipt of the petition or at a special meeting called for this purpose  
222 according to Section 9 above.  
223

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

225 As required by City Ordinance 220-1989 at all meetings of members and all meetings of  
226 Trustees voting and participation privileges on any and all matters regarding the Cincinnati  
227 Neighborhood Support Program (NSP) shall be open to all neighborhood residents eighteen  
228 years of age or older, whether they are members of CTM or not. Neighborhood residency may be  
229 evidenced by a driver's license, voter registration card, rental lease, rent receipt, current utility

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230 bill, housing contract, or other such documentation as may be deemed acceptable by the CTM  
231 Board of Trustees.

232

233 12. Text moved here from Article X Parliamentary Authority

234 *This organization shall be governed by these bylaws and the standing rules of the organization.*

235 *The latest edition of Robert's Rules of Order Revised shall govern all membership and Board*

236 *meetings of the organization in all cases to which they are applicable and in which they are not*

237 *inconsistent with the bylaws and the standing rules. The Board Secretary and Chair of the*

238 *Bylaws Committee have primary responsibility for identifying departures from the Bylaws,*

239 *applicable law and procedural rules. A majority of the Board can decide questions of Bylaws*

240 *interpretation and can vote to suspend the procedural rules within limits specified in the Bylaws.*

241

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

243 1. Number of Trustees. The management of CTM, its affairs, finances and property shall be  
244 entrusted to a Board of 15 Trustees.

245

246 2. Election of Trustees. On the date of the November or December Board meeting, the members

247 of the organization shall elect five Trustees to fill the vacancies created by the expiration of

248 terms, and the Trustees so elected shall serve for a term of three years, or until their successors

249 are elected and qualified. If for any reason more than five three year terms expire in the same

250 year, the five trustees who receive the most votes will serve three year terms. One year or two

251 year terms will be assigned based on number of votes as needed to return to the intended target

252 of five expiring three year terms per year. The members shall also elect Trustees to fill additional

253 vacancies that arise due to trustees leaving office prior to completion of their three year term.

254 Trustees so elected shall serve the length of the unexpired term. No person shall be elected as

255 Trustee by the general membership for more than two full consecutive terms or six years plus

256 any part of an unexpired term served as a result of appointment by the Board of Trustees.

257

258 3. Filling Vacancies. When the office of trustee becomes vacant, the Board of Trustees shall have

259 the power to fill such vacancy for the remainder of the current year until the next election. The

260 Nominating committee shall thereafter nominate at least one additional candidate for election to

261 fill the remainder of the unexpired term created by any such vacancy. Unexpired terms shall be

262 assumed by elected trustees having the least amount of votes.

263

264 4. Meetings of the Board of Trustees. All meetings of the Board shall be open to the public and

265 provide a monthly forum for members' concerns. Anyone who wishes to address the Board at

266 any meeting shall contact the President at least twenty-four (24) hours prior to the scheduled

267 hour of such meeting in order to be placed on the agenda

268

269 5. Regular meetings of the Board of Trustees shall be held monthly at a time and place to be

270 determined by the members of the Board of Trustees, or on call of the President. The first

271 monthly meeting of the annual session of the Board of Trustees shall be held in January. A

272 schedule of monthly meetings shall be established annually by the Board of Trustees. No

273 additional notice is required for regularly scheduled monthly meetings of the Board.

274

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275 6. Special Meetings. When Board action is required prior to a regularly scheduled meeting, the  
276 President or a majority of the Board may call a special meeting held either a) in person or b)  
277 electronically..

278  
279 7. Electronic Meetings. All Electronic Meetings shall be conducted in accord with the  
280 Electronic Meeting Standing Rule and ORC 1702.25.

281 a. The Rule shall define and allow the use of authorized communications equipment,  
282 require proper notice and a record of any vote or other action taken at the meeting.

283 b. The Rule must provide all Trustees an opportunity to participate in the meeting and to  
284 vote on matters submitted for decision, including an opportunity to read or hear the proceedings  
285 of the meeting, participate in the proceedings, and communicate with other Trustees, and for  
286 public participation.

287 c. Modification of the Electronic Meeting Standing Rule requires approval by ten of the  
288 fifteen Trustees.

289  
290 8. Quorum. ~~One more than one-half~~ A majority of the current elected and seated members of the  
291 Board shall constitute a quorum for the transaction of business at any meeting of the Board of  
292 Trustees.

293  
294 9. Powers and Duties. The Board shall have the power to vote on and transact all internal matters  
295 of CTM at any meeting of the Board. "Internal matters" shall include adoption of Standing Rules  
296 and all pertinent matters for which voting rights are not expressly vested in the CTM  
297 membership or in Neighborhood Residents. The Board will arrange for a centralized, secure  
298 location to store formal documents and financial records maintained by the Secretary and  
299 Treasurer. The organization will not take a public position on any candidate to be voted on in a  
300 public election.

301  
302 10 Voting. Board votes will be determined in accordance with the latest edition of  
303 Robert's Rules of Order by a simple majority of Board members voting except as  
304 otherwise required by these Bylaws. Board votes ~~shall not be effective for seven (7) days~~  
305 ~~after the date on which the vote is taken to enable~~ may be subject to community review of  
306 actions as provided in Article IV, Section ~~8 7B~~. At regular monthly Board meetings and  
307 synchronous electronic meetings, votes may be cast only in person and voting by proxy  
308 shall not be permitted. Email voting may be conducted in accord with the ORC 1702.25  
309 requirement of written, unanimous consent, an affirmative vote of approval signed by all  
310 the trustees.

311  
312 [8. Fiscal Responsibility. Moved to new Article X Financial Affairs]

313 11. Conflict of Interest: At the first meeting of each calendar year all Trustees will be  
314 required to sign the CTM Conflict of interest policy and Standing Rule. The voting  
315 privilege of any trustee may be denied on any item for which a conflict of interest or  
316 loyalty is challenged and sustained by a written majority vote of Trustees voting.  
317 Modification of the COI Standing Rule requires approval by ten of the fifteen Trustees.

318  
319 12. Termination and Removal of Trustees.  
320 Trustees shall attend all Board and membership meetings. Absence from four meeting in a  
321 calendar year may be cause for removal. Removal shall occur after a majority vote of the Board

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322 and after written notification from the President. Any trustee who, for any reason, can no longer  
323 meet the qualifications for membership in this organization set forth in Article IV, Section 1  
324 hereof, shall be deemed to have resigned as a trustee and that office shall be declared vacant by  
325 the Board of Trustees.  
326

327 10. Nonliability of Trustees. A trustee or an officer shall not be liable to the members, CTM, or  
328 third parties for any mistake of judgment or negligent act. CTM will purchase and maintain  
329 liability insurance to cover its events and its Board and Officers.  
330

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

332 The officers of the organization shall consist of a President, 1st Vice President, 2nd Vice  
333 President, a Secretary and a Treasurer who shall be elected by the Board of Trustees from among  
334 their members and who shall serve as such officers for one year or until their successors are  
335 elected and qualified. Election of officers shall take place at the first Board meeting the January  
336 meeting after the annual election of board members. No officer shall serve in the same capacity  
337 for more than two (2) consecutive years plus any part of an unexpired term created by a vacancy  
338 in said office prior to said trustee's election to such office in mid-year. Both Vice-Presidents  
339 shall be considered to serve in the same capacity for this purpose, i.e., time served in one counts  
340 as time served in the other. Any officer may be removed by a vote of two-thirds of the members  
341 of the Board of Trustees. The powers and duties of the officers shall be as follows:  
342

343 1. President. The President of the organization shall preside at all meetings of the membership, of  
344 the Board of Trustees, and of the Executive Committee and shall discharge any other duties the  
345 Board of Trustees or Executive Committee may require. The President shall prepare the  
346 proposed annual budget, with the advice of the Treasurer, for submission to the Board of  
347 Trustees for its approval, and supervise the activities of the CTM staff within guidelines  
348 approved by the Board. The President shall also appoint chairpersons of committees, whose  
349 members maybe persons other than Trustees and Officers so long as they are members of the  
350 organization. All committee chair appointments are to be subject to the approval by majority  
351 vote of the ~~Executive Committee.~~ Board of Trustees.  
352

353 2. Vice President. The Vice President (s) shall assist the President in the duties of that office, as  
354 requested by the President, and in the absence of the President, shall preside at all meeting of the  
355 organization and discharge all other duties of the President. If the President resigns, the 1st Vice  
356 President shall become the President and the 2nd Vice President shall become the 1st Vice  
357 President. If the 1st Vice President resigns, the 2nd Vice President shall become the 1st Vice  
358 President. The Board of Trustees shall decide when and if a vacancy of the 2nd Vice President  
359 position shall be filled for the vacancy of a term.  
360

361 3. Secretary. The Secretary shall keep the Bylaws and Standing Rules, the minutes of the  
362 meetings of the Board of Trustees and the Executive Committee and of the meeting of the  
363 members; shall see that all notices are duly given in accordance with the provision of the bylaws;  
364 shall keep the records of the organization; shall discharge all other duties as may be assigned  
365 from time to time by the Board of Trustees; and in general, shall discharge all duties incident to  
366 the office. The Board of Trustees shall elect a Trustee to fulfill any vacancy for Secretary.  
367



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368 4. Treasurer. The Treasurer shall keep and maintain all CTM financial records and be responsible  
369 for CTM funds, shall make reports as the Board of Trustees may require, and shall discharge  
370 duties incident to the office. Every two years the Treasurer will arrange for a review of CTM's  
371 accounting records by an independent professional as required by Article X. The treasurer is  
372 authorized to make deposits and file necessary local, state and federal financial and/or tax reports  
373 on behalf of the organization and to pay all budgeted expenses consistent with voting  
374 requirements of Article X, Section 1. The details of all financial transactions and correspondence  
375 are to be provided to the Board at the next monthly meeting. The Board of Trustees shall elect a  
376 Trustee to fulfill any vacancy for Treasurer.

### 377 **ARTICLE VII. EXECUTIVE COMMITTEE**

378 1. Membership of the Executive Committee.

379 The Executive Committee shall consist of at least five: the President, Vice-President(s),  
380 Secretary, and Treasurer, and an additional Trustee if appointed by the President.  
381  
382

383 2. Term of Office. All members of the Executive Committee shall serve for a period of one year,  
384 or until their successors are appointed and qualified.  
385

386 3. Quorum. A majority of the members of the Executive Committee shall constitute a quorum for  
387 the transaction of business of any meeting of the Executive Committee.  
388

389 4. Meetings of the Executive Committee.

390 Meetings of the Executive Committee shall be held at a time and place to be determined by the  
391 members of the Executive Committee or on call of the President.  
392

393 5. Powers and Duties. The Executive Committee shall have the responsibility for  
394 providing the direction and coordination of the Board. The Executive Committee shall have  
395 power to transact all necessary internal business of the organization for which voting rights are  
396 not expressly vested in the CTM membership or in Neighborhood Residents between meetings  
397 of the Board of Trustees only when it is not feasible to assemble a quorum of members of the  
398 Board of Trustees. Actions taken by the Executive Committee shall be recorded and reported at  
399 the next regular meeting of the Board of Trustees.  
400

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

402 In accord with the Board approved Standing Rule on Nominations and Elections:  
403

404 **1. Nomination of Trustees. Nominating Committee** Following the annual election of officers  
405 the ~~Executive Committee shall appoint a trustee as~~ Board selects a Trustee as chairperson of the  
406 Nominating Committee for the ensuing year, and ~~two other members of the Board of Trustees to~~  
407 serve on the committee. ~~and two members at large.~~ By August, the chairperson of the  
408 Nominating Committee must also recommend two members at large to serve on the committee.  
409 The five members of the committee shall be approved by the Board.  
410

411 **2. Eligibility** The position of Trustee shall be open to any CTM member regardless of race, age,  
412 gender, religion, national origin or sexual orientation.  
413

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414 **3. Nominating Committee Report** The Nominating Committee will file ~~its~~ a report with the  
415 Secretary at least sixty (60) days prior to the fall annual meeting. This report shall include at a  
416 minimum a list of those trustees with expiring 3 year terms and trustees who are choosing to end  
417 their terms early. It shall indicate which of the trustees with expiring terms are term limited. For  
418 those who are not term limited, the report shall indicate whether the trustee plans to seek re-  
419 election. The report will indicate the number of 3 year, 2 year, and 1 year terms that must be  
420 filled via the election. Lastly, the report shall include a list of key next steps and deadlines.

421  
422 **4. Nomination by Petition.** At any time, not later than forty-five (45) days prior to the annual  
423 meeting, any fifteen CTM members may file with the Secretary a nomination of a candidate or  
424 candidates for Trustees.

425  
426 **5. Notice to Members.** At least ten days prior to the annual meeting, the Secretary shall notify  
427 the members in writing of the names of the candidates nominated for Trustees by email to the  
428 subscriber list and posting on the Clifton Community website., or the names shall and any  
429 publication be published in a bulletin distributed to the members. ~~at least ten days prior to the~~  
430 ~~date of the meeting.~~

431  
432 **6. Ballots** The election of Trustees shall be conducted by written or printed ballots cast by the  
433 members on the date of the annual meeting. Prior to such date the Secretary shall prepare ballots  
434 containing the names of all candidates nominated for Trustees and shall provide sufficient  
435 ~~numbers thereof~~ ballots at the place where such meeting is to be held for the use of all members  
436 desiring to vote.

437  
438 **7. Voting** ~~Balloting~~ Voting shall be conducted at such place for a period not to exceed one hour  
439 immediately preceding the meeting. Ballots may also be provided, and ~~members may cast the~~  
440 ~~same, at such additional places and earlier times on such dates~~ \_ as the Board of Trustees may  
441 provide. All ballots shall be tabulated and the results of the election announced at the annual  
442 meeting. The number of candidates that each member can vote is equal to or less than the  
443 number of vacancies.

444  
445 **8. Results** The candidates who shall receive the largest number of votes cast at such election  
446 shall be elected Trustees for the available terms as set forth in Article V. The candidates with the  
447 highest vote counts will fill the available 3 year terms, those with the next highest vote counts  
448 will fill the available 2 year terms, and those with the lowest vote counts will fill the available 1  
449 year terms.

## 450 451 **ARTICLE IX. COMMITTEES**

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

454  
455 2. Chairpersons. Chairpersons shall be appointed annually in accordance with Article VI. Section  
456 1 and shall thereafter serve at the pleasure of the President. Chairpersons shall be selected from  
457 among the membership and shall have the duty to secure committee members and project  
458 volunteers.

459

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

462  
463 ~~[ARTICLE X. PARLIAMENTARY AUTHORITY—Move all to new Sec. 12 in Article IV]~~  
464

### 465 **ARTICLE X. FINANCIAL AFFAIRS**

466  
467 1. Moved from Article V Section 8 Trustees

468 *Fiscal Responsibility: The Board ~~should~~ shall approve, along with an annual budget, the annual*  
469 *and/or monthly payment of business expenses related to CTM operations. Any matter requiring*  
470 *a vote of the Board that is likely to have an unbudgeted impact of more than \$500 in either*  
471 *expenditure or revenue will require a report and discussion at one meeting, at a minimum, prior*  
472 *to holding a vote of the Board. This one meeting advance discussion requirement does not apply*  
473 *to budgeted expenditures. This requirement may be overridden by a unanimous vote of the Board*  
474 *members present and voting.*  
475

476 2. All CTM funds shall be deposited in such banks, trust companies, or other depositories as are  
477 from time to time determined by a resolution or Standing Rule adopted by a majority of the  
478 Board of Trustees. All checks, drafts or other orders for the payment of money, loans, notes or  
479 other evidence of indebtedness issued in the name of CTM, shall be signed by such Officer,  
480 Agent or Agents of CTM and in such manner, and shall from time to time be determined by a  
481 Resolution of the Board of Trustees. In the absence of such determination by the Board of  
482 Trustees, such instruments shall be signed by the Treasurer and countersigned by the President or  
483 Vice President of CTM.  
484

485 3. Fiscal Year. The CTM fiscal year shall be from January 1 to December 31.  
486

487 4. In odd numbered years the Treasurer in accord with a Board approved Standing Rule will  
488 arrange for a review of CTM's accounting records by an independent professional and will report  
489 the results to the membership at the annual meeting.  
490

491 5. Disposition of Assets. If CTM ceases to exist the assets of the organization will be disposed  
492 of by the Board of Trustees consistent with the intent expressed in Article II.  
493

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

495 1. Invalid Provisions. In the event that any portion of these By-Laws is found in violation of any  
496 local, state or federal regulation, ordinance or statute, the remaining portion of these By-Laws  
497 shall be unaffected and shall remain in full force and effect.

498 2. Bylaws Review. The Bylaws of CTM shall be reviewed at least once every three (3) years by  
499 the Board of Trustees or a committee appointed at the discretion of the Board of Trustees.

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501 3. The constitution and bylaws may be amended by the members at any regular or special  
502 meeting of the members by a vote of two-thirds of the members present and voting at such  
503 meeting, provided, however, that said amendments shall have been introduced in writing at a  
504 previous meeting of the Board of Trustees or of the members and written notice of the proposed  
505 membership vote on said amendment and a copy of proposed amendments shall have been given

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506 to the members at least ~~thirty (30)~~ forty five- (45) days prior to the meeting at which such vote is  
507 taken. Upon introduction of such amendment, notice shall be given within ~~ninety (90)~~ fourteen  
508 (14) days thereafter.

509  
510 Adopted: May 1994

511 Revised: February 2005

512 Revised: November 2005

513 Revised: September 2010

514 Revised: December 2015

515 Revised:                      2018