

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. CTM is a 501(c)3 non-profit Ohio 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 CTM 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. CTM 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 these objectives CTM 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.

ARTICLE III. JURISDICTION

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 dues paying 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 Article III. 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 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. Annual Membership Meeting. CTM shall hold a general membership meeting annually, in the Fall, at a time and place to be determined by the Board of Trustees. A quorum of the members for purposes of meetings shall exist when twelve (12) non-Trustee members and eight (8) Trustees are present. Concerns of members requiring discussion between annual 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 and major issues of broad community concern.

8. Major Issue. A 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.
- b. 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 seven (7) days of the motion.
- c. 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 decided by a majority vote of the members present at the next meeting of the Board of Trustees following notification of the membership, which notification shall be given within seven (7) days after submission of the petition.
- d. 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 members' 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 emailed to the subscriber list and posted on the Clifton Community website at least ten (10) days prior to the date of the membership vote.

10. Voting Rights of Non-resident CTM Members. As required by City Ordinance 220-1989 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. As required by City Ordinance 220-1989 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.

12. 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 all membership and Board 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. The Board Secretary and Chair of the Bylaws Committee have primary responsibility for identifying departures from the Bylaws, applicable law and procedural rules. A majority of the Board can decide questions of Bylaws interpretation and can vote to suspend the procedural rules within limits specified in the Bylaws.

ARTICLE V. BOARD OF TRUSTEES AND BOARD MEETINGS

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

5. Regular Meetings of the Board of Trustees. Regular meetings of the Board of Trustees shall be held monthly 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 in January. 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.

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

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

- a. The Rule shall define and allow the use of authorized communications equipment, require proper notice and a record of any vote or other action taken at the meeting.
- b. The Rule must provide all Trustees an opportunity to participate in the meeting and to vote on matters submitted for decision, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and communicate with other Trustees, and for public participation.
- c. Modification of the Electronic Meeting Standing Rule requires approval by ten of the fifteen Trustees.

8. Quorum. A majority 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.

9. 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 adoption of Standing Rules and all pertinent matters for which voting rights are not expressly vested in the CTM membership or in Neighborhood Residents. The Board will arrange for a centralized, secure location to store formal documents and financial records maintained by the Secretary and Treasurer. The organization will not take a public position on any candidate to be voted on in a public election.

10. Voting. Board votes will be determined in accordance with the latest edition of Robert's Rules of Order by a simple majority of Board members voting except as otherwise required by these Bylaws. Board may be subject to community review of actions as provided in Article IV, Section 8. At regular monthly Board meetings and synchronous electronic meetings, votes may be cast only in person and voting by proxy shall not be permitted. Email voting may be conducted in accord with the ORC 1702.25 requirement of written, unanimous consent, an affirmative vote of approval signed by all the trustees.

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

12. Termination and Removal of Trustees. Trustees shall attend all Board and membership meetings. Absence from four meeting in a calendar year 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.

13. 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. Both Vice-Presidents shall be considered to serve in the same capacity for this purpose, i.e., time served in one counts as time served in the other. 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 may be 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 by majority vote of the Board of Trustees.

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 meetings 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 Bylaws and Standing Rules, 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 records 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 CTM financial records and be responsible for CTM funds, shall make reports as the Board of Trustees may require, and shall discharge duties incident to the office. Every two years the Treasurer will arrange for a review of CTM's accounting records by an independent professional as required by Article X. 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 X, Section 1. 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. Nominating Committee. Following the annual election of officers the Board selects a Trustee as chairperson of the Nominating Committee for the ensuing year, and two other Trustees to serve on the committee. By August, the chairperson of the Nominating Committee must also recommend two members at large to serve on the committee. The five members of the committee shall be approved by the Board.

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

3. Nominating Committee Report. The Nominating Committee will file a 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.

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

5. Notice to Members. 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 by email to the subscriber list and posting on the Clifton Community website, and any publication distributed to the members.

6. Ballots. 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 ballots at the place where such meeting is to be held for the use of all members desiring to vote.

7. Voting. Voting shall be conducted at such place for a period not to exceed one hour immediately preceding the meeting. 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.

8. Results. 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 *ad hoc* 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. FINANCIAL AFFAIRS

1. Fiscal Responsibility: The Board shall approve, along with an annual budget, the annual and/or monthly payment of business expenses related to CTM operations. 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.

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

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

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

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

ARTICLE XI. AMENDMENT OF CONSTITUTION AND BYLAWS

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

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

3. Amendments. 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 forty five (45) days prior to the meeting at which such vote is

taken. Upon introduction of such amendment, notice shall be given within fourteen (14) days thereafter.

Adopted: May 1994

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Revised: September 2010

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