

For Discussion:

Proposed Amendments to CTM Constitution and Bylaws

Article/Section	Original Paragraph	Proposed Paragraph	Rationale
<p>Item A:</p> <p>Article IV/ Section 1</p>	<p>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.</p>	<p>CTM extends 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.</p>	<p>Deleted the word “full” in first sentence as amendment made to ByLaws in 2021 excluded Members who are Neighborhood Property Owners and Neighborhood Businesses from being Trustees</p>
<p>Item B:</p> <p>Article IV/ Section 3</p>	<p>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 charge to said Life Member during this life.</p>	<p>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 charge to said Life Member during this life. Should said Life Member no longer qualify as a Neighborhood Resident, Neighborhood Property Owner or Operator of a Neighborhood Business than said Life Member will no longer have any voting rights pursuant to Article IV, Section 7.</p>	<p>Voting rights should only be extended to CTM members who actually have some physical connection with the community.</p>
<p>Item C:</p> <p>Article IV/ Section 4</p>	<p>CTM shall hold a general membership meeting annually, in the Fall, at a time and place to be determined by the Board of Trustees. If the Board, by a majority vote of all current Trustees, determines that circumstances warrant, the Board may designate a teleconferencing platform be included as a</p>	<p>CTM shall hold a general membership meeting-annually, in conjunction with the election of Trustees, at a time and place to be determined by the Board of Trustees. If the Board, by a majority vote of all current Trustees, determines that circumstances warrant, the Board</p>	<p>Since this is how we how we operate just thought we would make it clear that when we hold our elections is when we have our annual meeting.</p>

	<p>“place” for the annual membership meeting. Circumstances warranting holding the annual membership meeting virtually include, but are not limited to: public health emergencies, natural catastrophes, civil or military disturbances, or similar circumstances. 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.</p>	<p>may designate a teleconferencing platform be included as a “place” for the annual membership meeting. Circumstances warranting holding the annual membership meeting virtually include, but are not limited to: public health emergencies, natural catastrophes, civil or military disturbances, or similar circumstances. 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.</p>	
<p>Item D: Article IV/ Section 8.a</p>	<p>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 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.</p>	<p>Add to the end of Section 8.a: Voting on said Motion shall require forty-five (45) Members (including trustees). Proxies are not allowed for either the establishment of a quorum or for the transaction of business</p>	<p>If a motion is being referred to the full membership in this situation it should require the same quorum as that for a special meeting. Already in Article 4 section 5</p>
<p>Item E: Article IV/ Section 10</p>	<p>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</p>	<p>Add to the end of the paragraph: Voting on said petition shall require forty-five (45) Neighborhood Residents (including trustees). Proxies are not allowed for either the establishment of a</p>	<p>Requirements for bringing vote to CTM Resident Members should be consistent with a special meeting requirement. Already in Article 4 section 5</p>

	<p>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.</p>	<p>quorum or for the transaction of business</p>	
<p>Item F: Article V/ Section 1</p>	<p>1. Number of Trustees. The management of CTM, its affairs, finances and property shall be entrusted to a Board of 15 Trustees.</p>	<p>1. Number of Trustees. The management of CTM, its affairs, finances and property shall be entrusted to a Board of 11 Trustees</p>	<p>The number of Trustees required is far more than any other neighboring community council and it is difficult to recruit nominees every election cycle, including filling vacancies. Looking at 3 yr terms of 4/4/3. Believe we will get there through attrition. Any references in the ByLaws requiring 15 votes would have to be rewritten as well.</p>
<p>Item G: Article V/ Section 3</p>	<p>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.</p>	<p>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. However, the Board may elect to not fill a vacancy if there is less than six (6) months remaining until 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.</p>	<p>Finding people to run for election at the same time as replacing Trustees becomes a bit difficult and distracting. Any references requiring 15 votes would be have to be rewritten.</p>
<p>Item H: Article V/ Section 4</p>	<p>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-</p>	<p>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</p>	<p>Added a provision that a monthly board meeting may be canceled as long as 2/3 of the Trustees agree.</p>

	<p>four (24) hours prior to the scheduled hour of such meeting in order to be placed on the agenda. 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.</p>	<p>at least twenty-four (24) hours prior to the scheduled hour of such meeting in order to be placed on the agenda. 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. A monthly Board meeting may be canceled upon a vote of $\frac{2}{3}$ of the Trustees.</p>	
<p>Item I: Article V/ Section 9</p>	<p>9. Voting. Board votes will be determined in accordance with the latest edition of Robert’s Rules of Order by a simply 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 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 ORC 1702.25 requirement of written, unanimous consent, an affirmative vote of approval signed by all the trustees.</p>	<p>9. Voting. Board votes will be determined in accordance with the latest edition of Robert’s Rules of Order by a simply majority of Board members voting except as otherwise required by these Bylaws. The Board may be subject to community review of actions as provided in Article IV, Section 8. At regular monthly meetings and synchronous electronic meetings, votes may be cast only in person and voting by proxy shall not be permitted. Email voting shall be conducted in accordance with the Electronic Discussion and Voting Standing Rule in effect at the time of the vote.</p>	<p>The prior reference to ORC 1702.25 is illogical, because ORC 1702.25 covers voting procedures used in two different circumstances, neither of which are present here with CTM. Moreover, ORC 1702.25 is inconsistent with the current Electronic Discussion and Voting Standing Rule. Thus, to eliminate confusion and inconsistency, this change will streamline the rule and make reference back to the Standing Rule. The Governance Committee will make a proposed revision to the Standing Rule if/when this rule is formally amended and revised.</p>
<p>Item J: Article VI/ Section 4</p>	<p>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</p>	<p>Treasurer. The Treasurer shall keep and maintain all CTM financial records and be responsible for CTM funds, shall</p>	<p>Acquiring an independent professional has been difficult and expensive, proposing in</p>

	<p>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.</p>	<p>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 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.</p>	<p>Article X a financial committee chosen from the CTM membership.</p>
<p>Item K: Article VIII/ Section 2</p>	<p>2. Eligibility. The position of Trustee shall be open to any CTM member who is a Neighborhood Resident regardless of race, age, gender, religion, national origin or sexual orientation.</p>	<p>2. Eligibility. The position of Trustee shall be open to any CTM member who is a Neighborhood Resident, Neighborhood Property Owner, or Neighborhood Business Owner regardless of race, age, gender, religion, national origin or sexual orientation. Notwithstanding the foregoing, the Board shall not comprise more than two (2) Trustees who are either a Neighborhood Property Owner or Neighborhood Business Owner, and non resident</p>	<p>Revisiting allowing Neighborhood Property Owners and Neighborhood Business Owners to be on the Board but limiting the number.</p>
<p>Item L: Article VIII/ Section 3</p>	<p>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</p>	<p>3. Nominating Committee Report. The Nominating Committee will file a report with the Secretary or orally report at a monthly meeting at least sixty (60) days prior to the fall annual meeting. This</p>	<p>Either way the Report is communicated to the community and recorded by the Secretary.</p>

	<p>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</p>	<p>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</p>	
<p>Item M: Article IX/ Section 2</p>	<p>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.</p>	<p>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, including at least one (1) Trustee and project volunteers.</p>	<p>Important to have least one Trustee on a committee. Whether the Trustee is an actual chairperson or not can be debated.</p>
<p>Item N: Article X/ Section 4</p>	<p>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.</p>	<p>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 a financial committee comprised of CTM Members and will report the results to the Membership at the annual meeting.</p>	<p>Obtaining an independent professional has been difficult and expensive. We believe proper oversight can be obtained through a committee from the CTM membership.</p>
<p>Item O: Article IV/ Section 1</p>	<p>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.</p>	<p>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; provided however that voting rights pursuant to Article IV/Section 7 shall not be in effect for the first three (3) months of membership.</p>	<p>Concern about signing up large number of members just before an issue to be voted on to sway the vote.</p>