

Concerns about the 2023 Proposed Amendments to the Bylaws

MDM / Rev 10-1-23-1937

The 15 amendments cover a range of topics, but prevailing theme is concerning because too many of them shift power to a smaller, less representative group of people. Of particular concern are the transfer of power from neighborhood residents to nonresident business and property owners, and diminishing transparency, accountability, and engagement with the community. In the interest of brevity, issues of less importance will not be addressed here. In general, possible improvements through editing the amendments are not discussed because the deadline has passed for changes to be communicated to the membership for the bylaws. Nonetheless, suggestions to give them merit would still be appropriate.

All of the following amendments should be opposed:

Items A, B, E, K

These amendments would grant nonresident property and business owners the same privileges as residents to serve as trustees, and afterwards impede future challenges to their higher status. This is contrary to the purpose of CTM and its effectiveness to serve as the residents' council and voice in civic affairs.

- Per its Constitution, "CTM is the resident's planning and policy organization for the community....Its growth and development should be guided by actively interested residents."
- Nonresident business and property owners already have membership and voting privileges in CTM. That gives them an appropriate voice for their concerns; they need no other.
- Businesses have their own organization, CBA (which itself disallows residents). CTM cooperates and coordinates successfully with CBA on an ongoing basis, and together they are collaborative business partners in the operation of the Ludlow Plaza. There is no need to change this.
- Nonresident property owners differ significantly from resident property owners because their focus is on profit rather than quality of life. They are essentially Clifton businesses with less visibility than storefronts; if they belong anywhere, it would be in CBA. They are already eligible for CTM membership and full voting privileges and should have no additional privileges.
- Other community councils have been taken over by nonresident business and property owners. Clifton should gird itself against that eventuality by strengthening rather than weakening its protections against inappropriate development to the detriment of its charm and character.
- The City looks to CTM for resident representation: ORD 220-1989 states, "WHEREAS, it is the determination of City Council that it is in the best interest of the City that a Council or organization should be deemed by City Council as representative of a City neighborhood and eligible for Neighborhood Support Program funding only if the Council or organization can limit its membership to residents within the neighborhood."
- The City adds additional emphasis (ORD 220-1989 1D) by requiring that as a condition of recognition, "A neighborhood council or organization shall not extend voting privileges or eligibility to hold office to other than Neighborhood Residents, unless the articles of incorporation, bylaws or regulations of the Council or organization provide that at least once per year any group of at least five Neighborhood Residents may require a special vote which only

Neighborhood Residents may vote to determine whether persons other than Neighborhood Residents shall continue to have voting privileges or be eligible to hold office.”

Item E would appear to violate ORD 220 – 1989 by loading it with an additional requirement that at least 45 residents participate in said vote. Item E has the potential to render CTM ineligible for NSP funds, but – and this would be devastating – could prevent CTM from being recognized as the community council. We would then lose our seat at the table as CTM would no longer be a “representative of a neighborhood in connection with neighborhood issues such as zoning issues, formulating or commenting on proposed development plans, funding request, or objections to liquor permits.” (There has been no opportunity to get a formal legal opinion, but given the consequences, it would be most unwise to proceed without it.)

Item I

When CTM Bylaws were amended in 2018 to allow electronic voting, the bylaws committee wrote this article to comply with the requirements of ORC 1702.25 on the advice of legal counsel. Failure to follow the law could put CTM at risk of loss of its authorization as a nonprofit corporation or other legal action, such as challenges to the legitimacy of its decisions. CTM has been sued before, and it would be irresponsible to pursue this path simply for the potential convenience of some trustees.

Even if there were no legal requirement, the current procedure should remain as it is because what it prescribes is considered to be a best practice by parliamentary authorities (including that of CTM, Roberts Rules of Order). The great value of the existing bylaw is that it mandates transparency and facilitates good decision-making by requiring *synchronous*, *i.e.*, simultaneous or real-time discussion. This is in distinct contrast to email threads which are non-simultaneous or *asynchronous*. As anyone who has participated in (or even tried to follow) an email exchange with several branching trains of thought, it is exceedingly difficult to have a fully successful, coherent discussion when it is unclear who said what, to whom they responded, what they were responding to, and when it was said. Participants are understandably prone to misunderstanding, frustration, and disengagement. It should come as no surprise that people whose ideas have merit give up and give in before their input informs the outcome. Email discussion among trustees is less transparent because the board need not open its internal discussions to public observation, let alone participation.

With the loss of transparency comes the loss of the community’s trust. Without it, no neighborhood council can be effective.

Item L

The nominating process is critical to the health of the organization. Allowing an oral report to substitute for a written one is an invitation to error and different understandings of its content where accuracy, clarity, and transparency are paramount.

It should be a far greater concern that the nominating committee has been chaired by the president for the last two years. Structurally, that creates a major risk to the health of an organization because it gives

overwhelming power to the incumbency to populate the slate with sympathetic candidates. It also undermines trust in CTM.

Item O

The principle of requiring a modicum of participation in CTM before granting voting rights has merit. The problem here is that a three-month membership requirement would invalidate CTM's standing as a community council in the eyes of the City, which allows a maximum of 60 days (ORD 220-1989 2B). An acceptable provision to consider would be a 60 day membership requirement was participation at least three times in the past year in a board or committee meeting. In addition to forestalling an overwhelming special-interest influx, it would encourage greater member participation in CTM and lead to a better informed and engaged pool of voters.