

Proposed Amendments to CTM Constitution and Bylaws

Article	Original	Proposed
<p>Item A: Article IV/ Section 1</p> <hr/> <p><i>Delete the word “full” from the original article. Neighborhood Property owners and neighborhood business owners do not have full membership rights.</i></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>Item B: Article IV/ Section 3</p> <hr/> <p><i>Remove right to vote to lifetime members if they have moved away from Clifton</i></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.</p> <p>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</p>

		have any voting rights pursuant to Article IV, Section 7.
<p>Item C: Article IV/ Section 4</p> <p><i>Clarification of intent based on practice</i></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 “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>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 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><i>If a motion is referred to full membership, it should be voted by a minimum number of</i></p>	<p>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</p>	<p>Add to the end of Section 8.a:</p> <p>Voting on said Motion shall require forty-five (45) Members (including</p>

<p><i>members. Consistent with article 4 in bylaws. That number is only about 12% of total membership.</i></p>	<p>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>trustees). Proxies are not allowed for either the establishment of a quorum or for the transaction of business</p>
<p>Item E: Article IV/Section 10 <i>Same as D</i></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 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</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 quorum or for the transaction of business</p>

	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.	
Item F: Article V/Section1 <u>Reduce the number of trustees from 15 to 11. More manageable, still higher than other community councils.</u>	Number of Trustees. The management of CTM, its affairs, finances and property shall be entrusted to a Board of 15 Trustees.	Number of Trustees. The management of CTM, its affairs, finances and property shall be entrusted to a Board of 11 Trustees
Item G: Article V/ Section 3 <u>The original article does not mandate filling a vacancy. The change gives the board the option to not fill if close to an election.</u>	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.	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.
Item H: Article V/ Section 4 <u>Give the option of not having a meeting when agenda light with no pressing issue.</u>	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	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

	<p>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.</p>	<p>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 2/3 of the Trustees.</p>
<p>Item I: Article V/ Section 9 <i>Correction for inaccurate Ohio Revised Code reference</i></p>	<p>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</p>	<p>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</p>

	<p>conducted in accord with ORC 1702.25 requirement of written, unanimous consent, an affirmative vote of approval signed by all the trustees.</p>	<p>conducted in accordance with the Electronic Discussion and Voting Standing Rule in effect at the time of the vote.</p>
<p>Item J: Article VI/ Section 4 <i>CTM accounting is already reviewed by an independent accountant for filling taxes. The proposed change would establish an independent committee instead of a single independent professional (see Item N) for ongoing monitoring.</i></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 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>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 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>Item K: Article VIII/ Section 2</p> <hr/> <p><i>Change allows for Board members to be Clifton business owners and property owners as long as they do not exceed 2.</i></p>	<p>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>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>Item L: Article VIII/ Section 3</p> <hr/> <p><i>Whether orally or in writing the membership report is captured in the minutes of the meeting</i></p>	<p>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.</p>	<p>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 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> <hr/> <p><i>Each committee should have seating board member that serves as a liaison to the board.</i></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>Item N: Article X/ Section 4</p> <hr/> <p><i>See item J</i></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>