

**AMENDED AND RESTATED  
REGULATIONS AND BYLAWS  
OF THE  
OAKLEY COMMUNITY COUNCIL**

**EFFECTIVE FEBRUARY 1, 2005**

**ARTICLE I  
The Corporation**

Section 1.01 Name and Organization. This organization shall be known as the Oakley Community Council (the "OCC"), and is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

Section 1.02 Jurisdiction. The OCC shall have jurisdiction over the area within the City of Cincinnati, Hamilton County, Ohio, identified in the 1990 edition of the United States Census as Census Tract numbers 52, 53, and 54, hereinafter "Oakley."

Section 1.03 Purpose. The OCC is a non-profit entity organized for the purpose of preserving and improving the community of Oakley for its residents, businesses, institutions and other community organizations.

**ARTICLE II  
Membership**

Section 2.01 Membership Types. The Membership of the OCC shall be composed of Regular Members, Associate Members and Honorary Members (collectively, "Members").

Section 2.02 Membership Eligibility. The membership requirements of the OCC are as follows:

(a) Regular Membership. Regular Membership is open to all adult residents of Oakley, over 18 years of age, property owners of Oakley or their designees or business owners of Oakley or their designees, without regard to race, gender, religion, creed, national origin or sexual preference, except that any group of at least five Oakley residents (regardless whether such persons are Members) may demand a special vote at the annual meeting of the Members to determine whether persons other than Oakley residents shall continue to have voting privileges or be eligible to hold office.

(b) Associate Membership. Associate Membership is open to any other individual who has a residential, economic, or other interest in Oakley, without regard to race, gender, religion, age, creed, national origin or sexual preference. Such Memberships are non-voting.

(c) Honorary Membership. The Board of Trustees of the OCC (the "Board") may grant an Honorary Membership to any individual who, in its sole discretion, merits such membership by virtue of his or her service to, or interest or participation in, the community of Oakley. If such Honorary Member otherwise meets the requirements for Regular Membership, such Honorary Member shall have the rights associated with Regular Membership. If such Honorary Member is not eligible for Regular Membership, such Honorary Member shall have the rights associated with Associate Membership. All dues shall be waived for all Honorary Memberships.

Section 2.03 Acquiring Member Status. A person otherwise eligible for Membership in the OCC under Section 2.02 of these Regulations and Bylaws shall become a "Member" of the OCC at such time as the eligible member pays the Membership dues established by the Board of Trustees. A Member shall remain a Member so long as the Member continues to pay Membership dues as they become due, but may unilaterally and voluntarily withdraw his, her or its Membership at any time.

### **ARTICLE III** **Meetings of Members**

Section 3.01 Annual Meeting. A meeting of the Members of the OCC shall be held at least once annually.

Section 3.02 Special Meetings. Special meetings of the Members may be called by the President or, in the absence of the President, by the Vice President, by a quorum of the Board of Trustees or by petition made by ten percent (10%) of the Regular Members to the Board of Trustees. Such special meetings, unless otherwise agreed upon by the affected parties, shall occur within four (4) weeks of the Board's receipt of such petition.

Section 3.03 Time and of Place Meetings. The time and place of each meeting of the Members shall be as determined by the Board of Trustees.

Section 3.04 Submission of Items for the Agenda. Items for the agenda for any meeting of the Members shall be submitted to the President or the President's designee at least forty-eight (48) hours in advance of such meeting.

Section 3.05 Notice of Meetings. All meetings of the Members shall be announced through appropriate means by the Board of Trustees as to time, date, and place not less than seven (7) nor more than one hundred and twenty (120) days prior to such meetings. Appropriate means of notice include, but are not limited to, telephone, telegram, telecopy, facsimile, electronic mail, United States mail, express mail, courier service, publication in a newspaper of general circulation in Oakley or publication in a newsletter or other publication sent by the OCC to its Members. All other matters relating to notice and scheduling shall be at the discretion of the Board of Trustees.

Section 3.06 Waiver of Notice. Notice of the date, time and place of any meeting of the Members may be waived in writing, either before or after the holding of such meeting, by any Member. Such writing shall be filed with or entered upon the records of such meeting. The attendance of any Member at any meeting without protesting the absence of proper notice before or upon commencement of the meeting shall be deemed to be a waiver by such Member of notice of such meeting.

Section 3.07 Order of Meetings. Control of all meetings shall reside with the presiding officer, who shall be the President or other officer or Trustee as designated. Robert's Rules of Order, as modified by motions or resolutions of the Board of Trustees, shall be considered in disposing of any disputes and as the proper procedure for conducting OCC meetings.

Section 3.08 Quorum. A quorum of the Members for purposes of meetings shall exist when twelve (12) Members are present.

Section 3.09 Attendance. Any Member may attend any meeting of the Members or the Board of Trustees, other than executive sessions, and such Member may participate in all discussions brought forward to the Members.

Section 3.10 Organizational Meetings. Organizational meetings for purposes of these Regulations and Bylaws shall include all meetings of the Members, Board of Trustees meetings, and committee meetings, other than executive sessions.

Section 3.11 Vote Required. At all elections of Trustees, the nominees receiving the greatest number of votes shall be elected. For the authorization or taking of any other action voted upon by the Members, the affirmative vote of a majority of the Members present at a meeting at which a quorum is present shall be necessary.

Section 3.12 Voting Rights.

(a) General. Regular Members of the OCC at the time a meeting is called to order shall be entitled to vote at such meeting. Such votes shall be cast in person or by absentee ballot; provided, however, that absentee ballots will be provided only upon the request of the Member. In the sole discretion of the Board of Trustees, voting on elections and other matters may be conducted by mail. No votes shall be cast by proxy. Each paid Regular Membership shall be entitled to one (1) vote on each matter submitted to the Members of the OCC, including the election of Trustees. Each business, institution or other organization with a paid Regular Membership shall be entitled to one (1) vote to be exercised by any duly authorized representative of such business, institution or organization. Notwithstanding the foregoing provisions of this Section 3.12(a), a Member or representative of a Member must be at least eighteen (18) years of age and not been convicted of a felony in order to vote on any matter submitted to the Members of the OCC.

(b) Special Vote by Residents. Any group of at least five (5) residents of Oakley, as defined by the City of Cincinnati ("Neighborhood Residents") may present to the Board of Trustees, or a designated officer, a written petition requiring a special vote at 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. Such vote shall be held at the next annual meeting after receipt of the petition. All requirements of City of Cincinnati Ordinance No. 220-1989 are hereby incorporated by reference into these Regulations and Bylaws.

(c) Neighborhood Support Program Matters. Notwithstanding Section 3.12(a), all proposals for funding by the Neighborhood Support Program of the City of Cincinnati shall be presented at a meeting open to all Neighborhood Residents at which all Neighborhood Residents, whether or not Members of the OCC, shall be entitled to one (1) vote per resident.

#### **ARTICLE IV** **Board of Trustees**

Section 4.01 Number of Trustees and Term of Office. Until changed in accordance with the provisions of these Regulations and Bylaws, the number of Trustees shall be no more than twelve (12), divided into three classes as nearly equal in number as possible. Each Trustee shall serve a term of three years and until each Trustee's successor is duly elected or appointed or until the earlier of each such Trustee's cessation of Membership, resignation, removal from office or death. The number of Trustees may be fixed or changed at a meeting of the Members for which notice is given and at which a quorum exists, only by the affirmative vote a majority of the Members present. No reduction in the number of Trustees shall of itself have the effect of shortening the term of any incumbent Trustee.

Section 4.02 Eligibility. To serve as a Trustee, a person must have been a Regular Member for at least sixty (60) days prior to the election of Trustees and must have attended at least three (3) organizational meetings (as defined in Section 3.10) within the current calendar year. The position of Trustee shall be open to any otherwise eligible Regular Member regardless of race, age, gender, religion, national origin or sexual preference.

Section 4.03 Election. At each annual meeting of Members, the successors to the Trustees whose terms shall expire in the year of such annual meeting shall be elected; provided, however, that if the annual meeting is not held or if one (1) or more Trustees are not elected there at, Trustees may be elected at a special meeting of Members called for such purpose. The candidates for Trustee receiving the greatest number of votes shall be elected.

Section 4.04 Vacancies. In the event the position of Trustee becomes vacant for any reason, the remaining Trustees shall have the authority to fill such vacancy for the remainder of that Trustee's unexpired term.

Section 4.05 Nominations. A Nominating Committee may be appointed by the Board of Trustees to nominate candidates for the offices to be filled at the annual meeting. The Nominating Committee shall submit its recommendations to the Board of Trustees. Additional nominations, if any, shall be taken from the floor.

Section 4.06 Removal of Trustees. A Trustee may be removed from the Board only by a two-thirds (2/3) majority vote of the Board of Trustees at any Board of Trustees meeting at which a quorum is present. The following may be, but shall not be the only, grounds for removal of a Trustee:

- (a) Absence of the Trustee from three (3) Board of Trustees meetings between elections;
- (b) Conduct unbecoming a Trustee; or
- (c) Inability to function as a Trustee.

Section 4.07 Powers. By virtue of their election by the Members, the Board of Trustees, as the governing body of the OCC, shall have the power to:

- (a) Conduct the ordinary business of the OCC;
- (b) Guide, direct, oversee, and help the OCC to reach its objectives;
- (c) Designate a Nominating Committee to present a slate of candidates for Trustee positions that will be open at the annual meeting of the Members, and thereafter as needed when vacancies occur;
- (d) Set the agenda for the annual meeting of the Members;
- (e) Have sole discretion to create and dissolve all standing and temporary committees and task forces and have sole discretion to determine the structure and areas of responsibility of all such committees and task forces;
- (f) Have sole discretion to hold executive sessions of the Board of Trustees to discuss matters requiring prompt resolution, including, but not limited to personnel issues, financial matters, litigation, and the awarding of contracts;
- (g) Have sole discretion to select committee chairpersons, who shall serve at the pleasure and discretion of the Board of Trustees;
- (h) Remove Trustees pursuant to the provisions of these Regulations and Bylaws;

- (i) Elect, from the Board of Trustees, all OCC officers, each of whom shall serve at the pleasure and discretion of the Board of Trustees; and
- (j) Amend the Regulations and Bylaws of the OCC.

Section 4.08 Meetings. A meeting of the Board of Trustees shall be held at least once every three (3) months. Special meetings may be called from time to time by the President, the Vice President or at the request to the President by three (3) Trustees.

Section 4.09 Notice of Meetings. All meetings of the Trustees shall be announced through an appropriate means as to time, date and place so as to permit Board Members to attend. Appropriate means of Notice include, but are not limited to telephone, telegram, telecopy, facsimile, electronic mail, United States mail, express mail, courier service, publication in a newspaper of general circulation in Oakley or publication in a newsletter or other publication sent by the OCC to its members.

Section 4.10 Waiver of Notice. Notice of any meeting of the Trustees may be waived in writing, either before or after the meeting, by any Trustee. Such writing shall be filed with or entered upon the records of such meeting. The attendance of any Trustee at any meeting of the Trustees without protesting, before or upon commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by such Trustee of notice of such meeting.

Section 4.11 Submission of Items for the Agenda. Items for the agenda for any meeting of the Trustees shall be promptly submitted to the President for inclusion in the agenda.

Section 4.12 Quorum. At any duly called meeting of the Trustees, a majority of the Trustees then in office shall constitute a quorum for such meeting. The act of a majority of the Trustees present at a meeting at which a quorum is present is the act of the Board of Trustees, except as otherwise required by law or these Regulations and Bylaws.

Section 4.13 Committees of Trustees. The Board of Trustees may create one (1) or more committees of the Trustees, each to consist of not less than one (1) Trustee, and may delegate to such committees any of the authority of the Trustees, other than that of filling vacancies on the Board of Trustees or on any committees of the Trustees. Without limiting the foregoing, the Trustees shall establish and maintain an Executive Committee that will consist of the officers of the OCC and shall have full power and authority to act in the absence of the Board of Trustees as may be necessary between regularly scheduled meetings of the Board of Trustees.

## **ARTICLE V**

### **Officers**

Section 5.01 Qualifications. The officers of the OCC must each be a member of the Board of Trustees.

Section 5.02 Officers. The officers of the OCC shall consist of a President, a Vice President, a Secretary, a Treasurer and such other officers as the Board of Trustees may from time to time designate.

Section 5.03 Election. Officers shall be elected by the majority vote of the Board of Trustees at the first Board of Trustees meeting following the election of the Board or if action is not then taken or if there is a vacancy, at any regular or special meeting of the Board of Trustees for which notice is given in accordance with these Regulations and Bylaws.

Section 5.04 President. The President shall preside at all meetings of the Members and the Board of Trustees unless he or she designates another Trustee to do so. The President shall be an ex-officio Member of all standing committees and task forces and is responsible for assigning corresponding responsibilities. The President is responsible for the creation of ad hoc committees, as dictated by urgency, and is responsible for appointing chairpersons for such committees. The President shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.05 Vice President. The Vice President shall preside at the meetings of the Members and the Board of Trustees in the absence of the President if no other is designated, and shall be an ex-officio Member of all standing committees and task forces. In the absence or disability of the President, the Vice President shall perform all the duties of the President and when so acting shall have the power of, and be subject to the restrictions on, the President. The Vice President shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.06 Secretary. The Secretary or his or her designee(s) shall record the minutes of the meetings of the Board of Trustees and shall distribute such minutes to all of the Trustees. The Secretary or his or her designee(s) shall also distribute all notices for meetings of Members or of the Board of Trustees, and shall perform such other administrative duties as shall be necessary or desirable to carry out the purposes of the OCC. The Secretary shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.07 Treasurer. The Treasurer or his or her designee(s) shall be responsible for managing the funds of the OCC and for the collection of OCC dues. The Treasurer shall also be responsible for providing regular financial reports to the Board of Trustees and shall, when requested by the Board of Trustees, provide to the Board of Trustees an audit report of the OCC's books. The Treasurer shall have such other powers and shall perform such other duties as from time to time may be prescribed by the Board of Trustees.

Section 5.08 Terms of Office. Officers shall each serve at the pleasure of the Board of Trustees for a term of one (1) year, such term commencing immediately upon the officer's election by the Board of Trustees and ending upon the election of officers of the OCC following the next annual meeting of Members, unless such officer resigns or is removed from office as provided by these Regulations and Bylaws. In the event of a vacancy, such vacancy may be filled at any regular or special meeting of the Board of Trustees for which notice is given.

Section 5.09 Removal from Office. An officer may be removed from office, either with or without cause, at the sole discretion of the Board of Trustees by two-thirds (2/3) majority vote of the Board of Trustees at any Board of Trustees meeting at which a quorum is present.

**ARTICLE VI**  
**Indemnification and Insurance**

Section 6.01 Indemnification. The OCC shall indemnify any officer or trustee to the fullest extent permitted by law.

Section 6.02 Insurance. The OCC may purchase and maintain insurance or furnish similar protection on behalf of any person who is or was a Trustee, officer, agent or volunteer of the OCC or its predecessors against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the OCC would have the obligation or the power to indemnify him or her against such liability under this ARTICLE VII or applicable law.

**ARTICLE VII**  
**Miscellaneous**

Section 7.01 Amendments. Any Member may propose an amendment to these Regulations and Bylaws by submitting the proposed amendment in writing to the President at least four (4) weeks in advance of the next meeting of the Board of Trustees. Amendments to the Regulations and Bylaws shall be passed by a majority vote of the Board of Trustees.

Section 7.02 Review of Regulations and Bylaws. The Regulations and Bylaws of the OCC 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.

Section 7.03 Invalid Provisions. In the event that any portion of these By-Laws is found in violation of any local, state or federal regulation, ordinance or statute, the remaining portion of these By-Laws shall be unaffected and shall remain in full force and effect.

Section 7.04 Fiscal Year. The fiscal year of the OCC shall be from January 1 to December 31.

Section 7.05 Disposition of Assets. If the OCC ceases to exist the assets of the organization will be disposed of by the Board of Trustees consistent with the intent expressed in Section 1.03 hereof.