

**BYLAWS  
OF  
THE ROSELAWN COMMUNITY COUNCIL, INC.  
AS AMENDED EFFECTIVE MAY 9, 1996**

**ARTICLE ONE**

MEMBERS

Section 1.01. Purpose. The purpose of The Roselawn Community Council, Inc. (the "Council"), shall be to promote the interests of the residents, businesses, institutions and other organizations of the Roselawn Community.

Section 1.02. Community Boundaries. The Roselawn Community shall be an area defined as generally bounded on the south by the northerly line of the Maketewah Country Club located west of Reading Road and by that part of Seymour Avenue located east of Reading Road; bounded on the east by Golf Manor and Amberly Village; bounded on the north by the City of Reading and the City of Arlington Heights; and bounded on the west by I-75.

Section 1.03. Membership. Subject to Section 2.08(b) of these Bylaws, membership in The Roselawn Community Council, Inc., shall be open to all residents, businesses, institutions and other organizations residing in or with offices located in the Roselawn Community. The payment of dues, as set forth in these Bylaws, is a requirement of membership.

Section 1.04. Dues. Membership dues shall be as follows:

- (a) Individual membership: \$5.00 per year.
- (b) Family membership: \$10.00 per year.
- (c) Business, institutional or other organization membership: \$25.00 per year.
- (d) Individual Senior Citizen membership (for individuals 65 years of age or older): \$3.00 per year.

The payment by an eligible member of the dues set forth herein shall entitle the member to membership from the date of payment until the next December 31; provided, however, that dues paid after the commencement of a meeting of members shall not entitle such person to membership until after the conclusion of such meeting, including adjournments thereof. Dues shall not be prorated for portions of a year.

Section 1.05. Membership Book. The Council shall keep and maintain a membership book containing the name and address of each member and the date of admission to membership.

## ARTICLE TWO

### MEETINGS OF MEMBERS

Section 2.01. Regular Meetings. Meetings of the members of the Council shall be held not less than twice every year, including an annual meeting to be held on the second Thursday in May of each year at which trustees and officers shall be elected as set forth herein (the "Annual Meeting"). The date of the Annual Meeting of the Council may be changed to some other date in May as determined by the Board of Trustees and upon notice mailed to the members of the Council at least 30 days before the new meeting date.

Section 2.02. Special Meetings. Special meetings of the members may be called by the President or, in the case of the President's absence, death or disability, the Executive Vice President or any Vice President; by action of the Board of Trustees at a meeting or by a majority of the Trustees acting without a meeting; or by the lesser of 25 members or 50% of the total number of members.

Section 2.03. Time and Place of Meetings. The time and place of each meeting of the members of the Council shall be as determined by the Board of Trustees.

Section 2.04. Notice of Meetings. Notice of the date, time and place of each meeting shall be given either (a) in writing by personal delivery or by mail not less than seven days nor more than six months before the meeting to each member on the books of the Council on the date notice is provided by or at the direction of the President, the Executive Vice President, any Vice President or the Secretary, or (b) by announcement at the immediately preceding meeting of the members. If mailed, such notice shall be addressed to the member at the address appearing on the records of the Council. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 2.05. Waiver of Notice. Notice of the date, time and place of any meeting of the members of the Council 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 2.06. Quorum. At any meeting of members, fifteen members shall constitute a quorum for the transaction of business at the meeting.

Section 2.07. 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 2.08. Voting Rights.

(a) General. Members who are on the books of the Council at the time a meeting is called to order shall be entitled to vote at such meeting. Each person who has paid dues under an individual membership or a senior citizen membership and each family member residing in the household of a family which has paid dues under a family membership shall be deemed a member and entitled to one vote on each matter submitted to the members of the Council. Each business, institution or other organization shall be entitled to one vote exercised by any duly authorized representative of such business, institution or organization. Notwithstanding the foregoing provisions of this Subsection (a), no one who is not at least 18 years of age may vote on any matter to be voted upon by the members of the Council.

(b) Special Vote by Residents. Any group of at least five residents of the Roselawn Community, as defined by the Department of Neighborhood Housing and Conservation of Cincinnati ("Neighborhood Residents"), who are individual or senior citizen members or members under a family membership 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.

(c) Neighborhood Support Program Matters. Notwithstanding Subsection (a) of this Section 2.08, all proposals for funding by the Neighborhood Support Program of the City of Cincinnati shall be presented at a meeting open to all residents of the Roselawn Community at which all residents of the Roselawn Community, whether or not members of the Council, shall be entitled to one vote per resident.

## **ARTICLE THREE**

### **BOARD OF TRUSTEES**

Section 3.01. Authority and Qualification. Except where the law, the Articles or these Bylaws otherwise provide, all authority of the Council shall be vested in and exercised by the Board of Trustees. Any individual or senior citizen member, any member under a family membership, and any duly authorized representative of a business, institution or other organization member shall be qualified to serve as a Trustee.

Section 3.02. Number of Trustees and Term of Office. Until changed in accordance with the provisions of these Bylaws, the number of Trustees shall be twelve, 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 each such Trustee's earlier cessation of membership, removal from office or death. The number of Trustees may be fixed or changed at a meeting of the members called for the purpose of electing Trustees at which a quorum is present, only by the affirmative vote of not less than a majority of the members represented at the meeting. No reduction in the number of Trustees shall of itself have the effect of shortening the term of any incumbent Trustee.

Section 3.03. Nominations. The Nominating Committee shall report to the members at the meeting of members immediately preceding the Annual Meeting a list of candidates to fill the vacancies on the Board of Trustees created by the expiration of the terms of the Trustees at such Annual Meeting. Any three members of the Council may nominate one or more additional candidates to serve as Trustee by delivering to the President or the Nominating Committee, received not less than 14 days before the Annual Meeting, a written nomination signed by such three members containing the name and address of, and, if applicable, the business, institution or other organization represented by, each person being so nominated.

Section 3.04. 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 or more Trustees are not elected thereat, Trustees may be elected at a special meeting called for the purpose. The candidates for Trustee receiving the greatest number of votes shall be elected.

Section 3.05. Removal. A Trustee or Trustees may be removed from office, with or without cause, only by the vote of a majority of the members represented at a meeting of members called for such purpose, except as set forth in Section 3.12 of these Bylaws.

Section 3.06. Vacancies. Vacancies on the Board of Trustees shall be filled by the Trustees until the next Annual Meeting of members, at which time the vacancy shall be filled by the vote of the members for the balance of the term of the office of the person who has vacated such office.

Section 3.07. Meetings. A meeting of the Trustees shall be held not less than four times per year. Additional meetings may be called from time to time by the President, the Executive Vice President, any Vice President, at the request to the President of three Trustees or by a majority of the Executive Committee.

Section 3.08. Notice of Meetings. Notice of the time and place of each meeting of Trustees shall be given to each Trustee by a writing mailed not less than two days before such meeting and addressed to the residence or business address of the Trustee on the books of the Council, by a writing delivered to such address not later than one day before the date on which such meeting is to be held, or personally or by telephone not later than one day before the date on which the meeting is to be held. Any such notice need not specify the purpose or purposes of the meeting.

Section 3.09. 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 3.10. Quorum. At any meeting of Trustees, seven Trustees shall constitute a quorum for the transaction of business at 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, the Articles or these Bylaws. At any meeting of the Board of Trustees at which a quorum is present at the commencement of the meeting, any action may be taken at such meeting on any proposition to come before the Trustees present even though a sufficient number of Trustees later absent themselves from the meeting prior to adjournment, and the remaining Trustees shall be deemed to constitute a quorum for the transaction of business at the meeting.

Section 3.11. Committees of Trustees. The Board of Trustees may create one or more committees of the Trustees, each to consist of not less than three Trustees, and may delegate to such committees any of the authority of the Trustees, other than that of filling vacancies among the Trustees or in the Committees of the Trustees. Such committees shall serve at the pleasure of the Trustees, shall act only in the intervals between meetings of the Trustees and shall be subject to the control and direction of the Trustees. Without limiting the foregoing sentence, the Trustees shall establish and maintain the following committees.

(a) Executive Committee. The Executive Committee shall consist of the officers of the Council 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.

(b) Nominating Committee. The President of the Council shall, at least four weeks before each Annual Meeting of the members of the Council, appoint a committee of at least three Trustees who shall nominate and report to the Secretary at the meeting of members immediately preceding the Annual Meeting of members, a list of candidates to fill the vacancies on the Board of Trustees created by the expiration of the terms of the Trustees at each such Annual Meeting.

Section 3.12. Attendance. Any Trustee who has failed to attend three consecutive meetings of the Board of Trustees may be removed from office by a vote of the Board of Trustees.

## ARTICLE FOUR

### OFFICERS

Section 4.01. Offices and Qualification. The officers of the Council, who must be Trustees of the Council, shall be a President, an Executive Vice President, one or more Vice Presidents, a Secretary and a Treasurer. Any individual or senior citizen member, any member under a family membership and any duly authorized representative of a business, institution or other organization member shall be qualified to serve as an officer.

Section 4.02. Duties of the President. The President shall preside at all meetings of the members, all meetings of the Board of Trustees and all meetings of the Executive Committee and shall perform such other duties as shall be assigned by the Board of Trustees.

Section 4.03. Duties of the Executive Vice President. The Executive Vice President shall perform the duties of the President when the President is not available or able to perform such duties and shall perform such other duties as shall be assigned by the Board of Trustees.

Section 4.04. Duties of the Vice Presidents. The Vice Presidents shall perform the duties of the President and the Executive Vice President when the President and the Executive Vice President are not available to perform such duties and shall perform such other duties as shall be assigned by the Board of Trustees.

Section 4.05. Duties of the Secretary. The Secretary shall record the minutes of all regular and special meetings of the members of the Council, the Board of Trustees and the Executive Committee and shall send all communications from the Council to the members of the Council as directed by the Board of Trustees or the President.

Section 4.06. Duties of the Treasurer. The Treasurer shall receive all funds of the Council, keep accurate records of receipts and expenditures and pay out funds as authorized. The Treasurer shall also present a report of the Council's finances to the members at the Annual Meeting and as required by the Board of Trustees.

Section 4.07. Election. The officers of the Council shall be elected by the members from among the members of the Board of Trustees.

Section 4.08. Tenure of Office. The officers of the Council shall hold office at the pleasure of the members for a term of one year beginning July 1 and ending June 30 of the following year. No officer shall serve as President for more than three consecutive years. Any officer of the Council may be removed, either with or without cause, at any time, by the affirmative vote of a majority of all of the members.

## **ARTICLE FIVE**

### **FINANCES**

Section 5.01. Deposits. All funds, investments and securities owned by the Council shall be deposited in such depositories as may be designated by the Board of Trustees.

Section 5.02. Access. No access to such deposits nor withdrawal of funds shall be made without the signature of at least two officers of the Council.

Section 5.03. Budget. The budget of the Council shall be approved by the Board of Trustees.

Section 5.04. Report to Members. A report of the finances of the Council shall be presented at each Annual Meeting of the members.

Section 5.05. Audit. The financial accounts of the Council shall be examined annually by an Audit Committee of not less than three Trustees who shall be appointed by the Board of Trustees. The Audit Committee shall report, in writing, of its findings at least 20 days before the Annual Meeting.

Section 5.06. Fiscal Year. The fiscal year of the Council shall be from January 1 to December 31.

## **ARTICLE SIX**

### **MISCELLANEOUS**

Section 6.01. Procedural Rules. Robert's Rules of Order Revised shall govern this Council where applicable and not inconsistent with these Bylaws. If otherwise qualified to vote, the presiding officer of any meeting of the members or the Board of Trustees shall have the right to vote on any matter to come before such meeting and shall not be deprived of the right to vote merely by reason of acting as such presiding officer.

Section 6.02. Amendment. These Bylaws may be amended, or new Bylaws may be adopted, at any regular or special meeting of the members of the Council only by the affirmative vote of not less than a majority of the members of the Council present and voting at such meeting, provided that notice of the proposed amendment shall have been given to the members of the Council by mail not less than 30 days prior to such meeting upon the request of the Board of Trustees or the Executive Committee or upon written request of not less than 10 members.

Section 6.03. Prohibition Against Discrimination. The Council shall not discriminate, at any time or in any respect, including in membership or in any of its activities, based on race, sex, religion, national origin or sexual or affectional preference.