

# BYLAWS OF THE KENNEDY HEIGHTS COMMUNITY COUNCIL

## Preamble

We come together as neighbors in this Council to embrace our diversity, preserve our heritage, and improve the community of Kennedy Heights for its residents, businesses, and other community organizations.

We encourage all residents and other persons with an interest to participate in this Community Council without regard to race, gender, age, disability, religion, creed, national origin, or sexual orientation.

## Article I- The Corporation

### Section 1.01 Name and Organization

This organization shall be known as the Kennedy Heights Community Council (the "KHCC"), and is a nonprofit corporation organized and existing under the Ohio Nonprofit Corporation Law.

### Section 1.02 Jurisdiction

The KHCC shall have jurisdiction over the area within the City of Cincinnati, Hamilton County, Ohio, identified in the 2010 edition of the United States Census as Census Tract number 58 hereinafter "Kennedy Heights."

### Section 1.03 Purposes

The KHCC is established to sustain the residential character, enhance the value and physical aesthetic of the neighborhood, promote safety, and encourage personal responsibility for the well-being of our community.

The purposes of the KHCC shall be:

- A. To provide the services of a community organization including the representation of residents, businesses and institutions of Kennedy Heights before Federal, State and Local governmental authorities, and to act on their behalf in securing and/or providing services necessary to the continued well-being of the community.
- B. To promote a better understanding among all residents through the free exchange of ideas.
- C. To assume responsibility for, and to promote, the welfare and improvement of Kennedy Heights.
- D. To obtain government, community and private funding necessary to accomplish the above purposes.
- E. To provide a means by which Kennedy Heights' residents may act effectively on matters affecting the welfare of the local or the larger community.

## Article II- Council Participation & Membership

### Section 2.01 Membership Eligibility

A Member is any person eighteen years of age or older who resides in Kennedy Heights. Because of their traditional affiliation with Kennedy Heights Community Council (KHCC), the residents of Glen Edge Lane, Edgeview Drive and Skyview Drive, Hill & Dale Drive, Dogwood Lane, Kenoak Lane, Monardi Circle and Lucille Drive will be considered Members. Residents on both sides of boundary streets may participate as Members.

Meetings of the membership will be the venue for the exercise of the Members' power. Hereafter these meetings will be identified as "Council".

### Section 2.02 Powers of Members

- A. Introduce motions, second motions, vote.
- B. Be nominated and, if elected, to serve on the Board of Trustees, defined in Section 4.01.
- C. Serve as Committee Members and/or Committee Chair.
- D. Elect Officers and Members-At-Large.
- E. Approve budgets.
- F. Petition for a Special Meeting of the Council.
- G. Approve major decisions regarding our Neighborhood Support Program.
- H. Approve any significant non-budgeted expenditures after prior approval by the Board of Trustees, and when not deemed to be emergency in nature.
- I. With approval in writing by the President(s), Members can make a spoken public comment or written statement in the name of the KHCC. (The requirement for prior approval does not apply to statements about previously adopted policies or positions, nor does it prohibit the explanation or clarification of those policies or positions.)
- J. Approve amendments to the Bylaws.

### Section 2.03 Other Council Participants

A Friend is any person eighteen years of age or older, who has indicated an interest in furthering the goals and objectives of the KHCC, whether that person is involved as a property owner, business owner, employee, educator, church affiliate or other affiliation within Kennedy Heights, or is a resident outside Kennedy Heights with such interest. Friends are permitted and encouraged to serve on committees and participate in discussions at meetings of the KHCC. Friends do not have any other powers of membership.

## Article III- Council Meetings

### Section 3.01 Meeting Schedule & Public Notice

- A. **Regular Council Meetings:** Regular Meetings, also known as General Council Meetings, will be held monthly, except for July and December, normally on the third Tuesday. A monthly meeting may be suspended at the Board's discretion with a minimum of two weeks' notice and a rationale for cancellation.
- B. **Annual Meeting:** An Annual Meeting of the Council Members shall be held each year. The purpose of the annual meeting is to review the past year's accomplishments, develop recommendations to the Board about unfinished items, set priorities for the current year, and raise new issues and concerns.
- C. **Special Council Meetings:** Special meetings of the Council may be called by: the President(s) or, in the absence of the President, by a Vice President; by a quorum of the Board of Trustees; or by a petition by the Council Members. Petitions can be made either at Council Meetings and require twenty-five votes or can be submitted in writing with 25 Member signatures to the President of 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 a petition. Members will be provided approximately a two-week notice and information about the primary agenda for that special meeting.
- D. Any cancellations must be communicated through every communication method available (email, social media, print if possible.) With appropriate notice and for good cause membership meetings may be held via an electronic medium (e.g. Zoom, Google Meets, etc.).
- E. All meetings of the Members shall be announced through appropriate means by the Board of Trustees as to time, date, and take place approximately seven (7) days and not more than one hundred and twenty (120) days prior to such meetings.
- F. Appropriate means of notice include, but are not limited to, telephone, electronic mail, social media, notice on the KHCC web page, United States mail, or publication in a newsletter or other publications sent by the KHCC to its Members.
- G. All other matters relating to notice and scheduling shall be at the discretion of the Board of Trustees.

### Section 3.02. Attendance

Any Council Member or Friend may attend any meeting of the Members or the Board of Trustees, except Executive Sessions. Any Member or Friend may participate in all discussions brought forward to the Members.

### Section 3.03 Agenda

Submission of Items for the Council Meeting Agenda: items for the agenda shall be submitted to the President(s) or the President's designee at least forty-eight (48) hours in advance of such meeting.

## Section 3.04 Order of Meetings, Code of Conduct

- A. Control of all meetings shall reside with the presiding officer, who shall be the President or other officer or Trustee as designated.
- B. 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 KHCC meetings.
- C. The KHCC values civility, order, and structure in its meetings. Its Board of Trustees and Members shall commit to a respectful discourse at its meetings and shall not tolerate discourteous tone, behavior, and personal attacks.

## Section 3.05 Quorum

A minimum of twelve (12) Members and four (4) Trustees constitutes a quorum for the transaction of business in any meeting of the Council, as defined in Section 3.01.

## Section 3.06 Voting

- A. Each Member shall be entitled to one (1) vote on each matter submitted to the Members of the KHCC, including the election of Trustees.
- B. 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 (i.e. Members). All residents who are Members as defined in Section 2.03 shall be entitled to one (1) vote.
- C. Members may vote when in attendance at meetings either in person or electronically during virtual or hybrid meetings. Members may not cast votes by proxy.
- D. Absentee ballots will be provided upon the request of the Member.
- E. At the sole discretion of the Board of Trustees, voting on elections and other matters may be conducted by mail or in a virtual meeting.

# Article IV- Board of Trustees

## Section 4.01 Trustee Positions

- A. The Board of Trustees (the Board) shall consist of the Executive Officers and Trustees-at-Large.
- B. Executive Officers include: President (or Co-Presidents), Vice President, Treasurer, Secretary.
- C. Co-Presidents: Two individuals may share the President's roles and responsibilities. In the first month of their term, a statement about who will primarily be responsible for what tasks shall be included in the minutes of a meeting of the Board.
- D. Vice Presidents: The responsibilities of Vice President can be shared among two individuals and Vice Presidents may have additional responsibilities as directed by the Board of Trustees.
- E. The Immediate Past President will be an ex-officio non-voting member of the Board.
- F. Trustees-at-Large represent the concerns and interests of residents in various sections of the community. They serve as a link between the Board of Trustees and the varied neighborhood entities.

Trustees-at-Large encourage involvement of neighbors in the well-being of the community and participate in as many community activities/projects as possible.

#### Section 4.02 Eligibility

- A. To serve as a Trustee, a person must have been a Member for at least sixty (60) days prior to the election of Trustees and must have attended at least three (3) General Council Meetings within the current calendar year.
- B. The position of Trustee shall be open to any Member regardless of race, gender, age, disability, religion, creed, national origin, or sexual orientation.

#### Section 4.03 Meetings

The Board shall hold monthly Board Meetings. The President(s) can also call special meetings of the Board. New Trustees will attend a special meeting to receive orientation to their roles and responsibilities at the beginning of their term. A quorum of the Board of Trustees will be a majority of the Board, or five (5) Trustees.

#### Section 4.04 Executive Officers

The Executive Officers of the KHCC at a minimum, shall consist of a President, a Vice President, a Secretary, a Treasurer. The Executive Officers shall also include such other officers as the Board of Trustees may from time to time designate.

- A. President/Co-Presidents. The President(s) shall convene and 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 appointing Chairpersons of Standing Committees and Task Forces who shall serve at the pleasure and discretion of the Board of Trustees. The President(s) is responsible for the creation of ad hoc committees, as dictated by urgency, and the appointment of chairpersons for such committees. The role of the President(s) may have other powers and duties as necessitated and prescribed by the Board of Trustees or the Board. The President shall represent the KHCC outside of Kennedy Heights and act as the primary liaison with Community Partners and the City.
- B. Vice President(s). The Vice President(s) shall preside at the meetings of the Members and the Board of Trustees in the absence of the President(s) 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(s), the Vice President(s) shall perform all the duties of the President(s) and when so acting shall have the power of, and be subject to the restrictions on, the President. The Vice President(s) shall have such other powers and shall perform such other duties from time to time as prescribed by the Board of Trustees. The Vice President(s) will obtain and preserve written statements of Conflict of Interest by each Board member and ensure the completion of the annual audit shortly after election to office. The Vice President(s) will participate in the Finance Committee. They will participate in and monitor implementation of the

Community Comprehensive Plan and shall provide regular progress reports to the Council about the development of new Neighborhood Plans and/or about the implementation of existing plans.

- C. Secretary. The Secretary or designee(s) shall record the minutes of the Council and Board meetings and prepare them for publication. Minutes will be available for review prior to the next meeting and a summary will be available online. The Secretary or 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 KHCC. 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.
  
- D. Treasurer. The Treasurer or designee(s) shall be responsible for managing the funds of the KHCC. The Treasurer shall serve on the Finance Committee and 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 KHCC'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. The Treasurer shall be bonded in an amount determined by the Executive Board and paid for by Council funds or by some other viable alternative.

#### Section 4.05 Board of Trustees & Powers

In addition to the Executive Officers, the Board of Trustees is expected to include a number of Trustees-at-Large. Trustees-at-Large represent the concerns and interests of residents in various sections of the community, serve as a link between the Board of Trustees and the varied neighborhood entities, encourage involvement of neighbors in the well-being of the community, and participate in as many community activities/projects as possible. The total number of Trustees-at-Large may vary according to availability and need, but should not total more than seven (7).

Working together, the Executive Officers and the Trustees-at-Large make up the Board of Trustees, which has the following powers:

- A. To transact all business not herein reserved to the Council.
- B. The Board of Trustees has sole discretion to create and dissolve all standing and temporary committees and task forces and has sole discretion to determine the structure and areas of responsibility of all such committees and task forces.
- C. To hold Executive Committee 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.
- D. To execute legal contracts such as grants and service agreements on behalf of the Council.
- E. To designate Officers or Agents as signatories for checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the KHCC.

- F. To appoint a Neighborhood Support Program (NSP) Manager each year. The NSP Manager prepares the annual grant application, presents the application to the review committee, and submits the final report. The NSP Manager reports to the President, and may, if deemed appropriate, be filled by a member of the Executive Committee or by a Regular Member.

#### Section 4.06 Term of Office

- A. Each Executive Officer will serve for a term of twelve (12) months, from June 1 through May 31, and until each Officer's successor is duly elected or appointed or until the earlier of each such Officer's cessation of Membership, resignation, removal from office or death. The Executive Committee is defined in section 6.03.
- B. Trustees-at-Large shall serve a term of three (3) years with terms starting June 1 and ending three years later on May 31. Each Trustee shall serve until their successor is duly elected or appointed or until the earlier of each such Trustee's cessation of Membership, resignation, removal from office or death.
- C. Executive Officers and Trustees-at-Large will serve no more than six consecutive years in one elective role.
- D. Loss of a Trustee shall not change the term of the remaining Trustees.
- E. A member of the Board may be removed for sufficient cause such as conduct unbecoming a Trustee or inability to function as a Trustee by action of a two-thirds (2/3) majority of the Board present and voting at a regular meeting of the Board.
- F. Any Board member who is absent without cause from three regular Board meetings during a calendar year will be considered as having resigned from the Board.

#### Section 4.07 Filling Vacancies

- A. 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.
- B. A vacant, unexpired Executive Officer's term will be filled for the duration of the current term by a person chosen by a majority vote of the remaining members of the Board of Trustees. The Trustee appointed to the vacant role will not have the duration of the remaining term counted towards term limits unless greater than six (6) months.

### Article V- Nomination & Elections

#### Section 5.01 Nominating Committee

The President shall appoint a Nominating Committee which will be responsible for managing the nominating and election process.

## Section 5.02 Trustee Nominations

- A. Trustee nominations will be received from the floor at the February and March General Council Meetings.
- B. The Nominating Committee may identify and recruit additional candidates.
- C. The Nominating Committee will submit a slate of proposed nominees for Officers and Trustees-At-Large at the Council's March General Council Meeting and Members can make additional nominations. By the end of the March General Council Meeting, there will be a Final Draft Slate.
- D. All nominees on the Final Draft Slate will be contacted by the Nominating Committee for their permission before the Final Slate is released prior to the April General Council Meeting.

## Section 5.03 Elections of Trustees

- A. Elections for Officers and Trustees-At-Large will be held at the April General Council Meeting.
- B. Anonymous ballots will be used.
- C. Each position is elected by a plurality of the Members who cast votes.

# Article VI- Executive Committee

## Section 6.01 Members

The Executive Committee is composed of the Executive Officers as defined in Section 4.04.

## Section 6.02 Meetings

The President(s) can convene a meeting of the Executive Committee as needed. The Executive Committee does not have regularly scheduled meetings.

## Section 6.03 Powers

- A. The Executive Committee is convened by the President to discuss sensitive matters pertaining to the Council, including legal and financial matters, concerns, and options.
- B. Executive Committee Meetings are not open to the public or to other Members of the Council.
- C. The Executive Committee may make recommendations to the Board of Trustees for action on legal and financial matters. Recommendations of The Executive Committee are not binding.

# Article VII- Standing Committees and Task Forces

## Section 7.01 Committee Structure

There are two types of Standing Committees; Governance and Program, which meet to achieve the work of the Council as outlined below. The Board has sole discretion to establish and dissolve all Standing and



Committees and Task Forces and has sole discretion to determine the structure and areas of responsibility of all such Committees and Task Forces. The President has the authority to appoint Chairpersons of Committees and Task Forces and to establish ad-hoc committees as dictated by urgency.

- A. **Governance Committees:** The Board of Trustees shall establish and maintain the following Governance Committees: Finance, Audit, and Nominating. Other Governance Committees may be established by the Board as needed to maintain the finances and administrative functions of the Council.
- B. **Program Committees:** The Board of Trustees may also establish Program Committees as needed. Program Committees will be particularly attentive to the Neighborhood Plan and coordinate their activities with the Vice President.
- C. **Committee Leadership:** Each committee will have a Chairperson, who is appointed by the President(s). No Member or Trustee will be Chair of more than two committees.
  - a. Governance Committees or Governance Task Forces must be Chaired by a Member, Program Committees may be chaired by any Council Member or Friend.
  - b. Committee Chairs are required to maintain records of meetings and activities and should regularly report their progress to Council.
- D. **Committee Membership:** Any Council Members and Friends can serve as Committee Members. Membership of Governance Committees should include at least one Executive Officer or Trustee-at-Large. The President shall be an ex-officio Member of all standing Committees and Task Forces
- E. **Meetings:** Committees shall meet as needed to accomplish work as assigned by the Board.

## Section 7.02 Governance Committees

- A. **The Finance Committee** consists of the Treasurer, NSP Manager, the Vice President, and two other members preferably with experience in development. The Finance Committee will prepare a proposed budget for the Board of Trustees to review at the October meeting. After approval by the Board it will be submitted to the Council for approval during the Council's November meeting. The budget will reflect the anticipated expenditures for the fiscal year, and not exceed revenues.
- B. **The Audit Committee** will annually examine the Treasurer's accounts. The Committee will consist of three persons who will be named by the Board in January. No more than two of the three members will be members of the Board. The Treasurer may not be a voting member of the Committee. The Audit Committee will report to the Board and the Council at the March meeting.
- C. **The Nominating Committee** is appointed in November of each term to recruit candidates for vacant seats on The Board. The Board of Trustees will appoint a minimum of three persons to the Nominating Committee. The Committee will select the chair from its membership. No more than two of its members will be from the Board of Trustees. The Nominating Committee is expected to have a Final Draft Slate ready for presentation at the March General Council Meeting. Additional nominations may be put forward at the March Meeting. After that, the Nominating Committee will contact the people on the Final Draft Slate to confirm their approval. This must all be completed with time to give two weeks' notice of the Final Slate to the neighborhood.

### Section 7.03 Program Committees

Program Committees shall be established as needed to fulfill the Comprehensive Community Plan, and/or to provide needed services and or outreach to the community as identified by the Council. Examples of Program Committees may include: Safety and Infrastructure, Housing, Communications and Events. The list of Program Committees will be reviewed and updated when the Board completes its strategic plan each year.

### Section 7.04 Task Forces

Task Forces or Working Groups may be established as needed to address time-limited issues or needs that require a rapid response as identified by the Council.

## Article VIII- Fiscal Management

### Section 8.01 Fiscal Year

The fiscal year of the Kennedy Heights Community Council shall be from January 1 to December 31.

### Section 8.02 Accounts

- A. All KHCC funds shall be deposited in such banks, trust companies, or other depositories as are from time to time determined by a resolution adopted by a majority of the Board of Trustees.
- B. All checks, drafts, or other orders for the payment of money, notes or other evidence of indebtedness issued in the name of the KHCC, shall be signed by the Treasurer and/or such Officer, Agent or Agents of the KHCC that shall from time to time be designated by a Resolution of the Board of Trustees.

### Section 8.03 Budget

- A. The Board of Trustees shall establish a yearly budget based on Comprehensive Neighborhood Plan priorities, grant funding and other planned needs in the fiscal year.
- B. This budget may be general in nature, but shall compare fixed expenses to assets and expected income.
- C. The budget shall be reviewed by the Board of Trustees and approved by the Council.
- D. Donations: A maximum of fifty percent (50%) of unrestricted council funds may be given each fiscal year for donations to benefit the community with Council approval. Any donation in excess of one hundred dollars (\$100.00) shall first be reviewed by the Board, and all requests in excess of one hundred dollars (\$100.00) shall be approved by the Council.
- E. Any unbudgeted expenses in excess of one hundred dollars (\$100.00) shall first be reviewed by the Board, and be approved by the Council.

## Section 8.04 Authorization of Expenditures

- A. The Board of Trustees will authorize the payment of bills within the budget after necessary revenues are in hand.
- B. The President(s) may authorize necessary expenditures less than one hundred dollars (\$100.00) which were not previously budgeted and that fulfill the Purposes as stated in Section 1.03.
- C. The Board may establish and renew from time to time as needed, a petty cash fund of up to \$250.00. This petty cash fund will be administered by the Treasurer, for payment of routine minor expenses. These payments will not require prior approval, but the Treasurer will provide detailed receipts with an accurate accounting on renewal of the fund, or when requested by the Board.

## Section 8.05 Insurance and Indemnification

- A. The Kennedy Heights Community Council must 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 KHCC 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 KHCC would have the obligation or the power to indemnify him or her against such liability under this article or applicable law.
- B. The KHCC shall indemnify any Executive Office or Trustee-at-Large to the fullest extent permitted by law.

# Article IX- Bylaws Review and Amendments

## Section 9.01 Review of Bylaws

The Regulations and Bylaws of the KHCC 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 9.02 Proposed Amendments and Revisions

- A. 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.
- B. Amendments shall be first presented at a monthly General Council Meeting, discussed at the next monthly General Council Meeting, and voted upon at the following (third) monthly Council Meeting
  - a. The second Council meeting will include any proposed amendments from the previous Council meeting and of proposed amendments provided in writing at the second meeting.
- C. Notice of proposed amendment(s) will be submitted in writing at each General Council Meeting. The fact that an amendment has been proposed and is to be voted upon and the substance thereof shall be included in all notices of such regular meeting.

- D. All members shall be informed of proposed amendments through every communication method available (email, social media, print if possible.) Appropriate means of notice include, but are not limited to, telephone, electronic mail, social media, notice on the KHCC web page, United States mail, or publication in a newsletter or other publications sent by the KHCC to its Members
- E. Text of amendments for consideration at the first meeting and of additional amendments proposed from the first meeting will be posted on the website and shared through email and social media, and in print communication if time allows.

**Section 9.03            Voting on Revisions to Bylaws**

- A. Upon a two-thirds (2/3) vote of the Board of Trustees present at a duly called meeting the Board may recommend to the Council approval of an amendment to the Regulations and Bylaws.
- B. Amendments to the Regulations and Bylaws shall be passed upon the recommendation of the Board of Trustees pursuant to Section 4.07(j) above and a two-thirds (2/3) vote of the Membership present at a duly called meeting.

**Section 9.04            Invalid Provisions**

If 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.

**Article X- Termination of Council**

Disposition of Assets. If the KHCC 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.

Any Member has a power to introduce a Resolution of Dissolution. Membership must receive 2 weeks of notice prior to a meeting to vote on the Resolution of Dissolution. A majority of the members present must vote to pass the Resolution.

**CERTIFICATION**

This is to certify that the foregoing copy of the Bylaws of the Kennedy Heights Community Council is a true and complete copy thereof, adopted and approved by the Members, a quorum being assembled, at a meeting duly held upon proper notice on the \_\_\_\_\_ day of \_\_\_\_\_, 2022, to be effective for all purposes as of this date.

Secretary \_\_\_\_\_

Kennedy Heights Community Council \_\_\_\_\_

Date \_\_\_\_\_

