

**AMENDED AND RESTATED BY-LAWS
of the
THE MT. WASHINGTON COMMUNITY COUNCIL, INC.**

**ARTICLE I
NAME AND LOCATION**

Section 1.01. Name. The name of the organization shall be “The Mt. Washington Community Council Inc.”, hereinafter referred to as "MWCC” or the “Corporation”.

Section 1.02. Principal Office and Geographic Boundaries. The post office address of the principal office of MWCC is P.O. Box 30387, Cincinnati, Ohio 45230. The geographic boundaries of the MWCC are the boundaries of Mt. Washington as defined by the City of Cincinnati, Ohio.

**ARTICLE II
PURPOSES**

Section 2.01. Purposes. The purposes for which the Corporation is formed are exclusively charitable and educational and consist of the following:

- A. The specific and primary purposes are to:
1. To improve the quality of life for citizens of Cincinnati in and around the MWCC area by providing an opportunity for residents to collaborate with other communities and business organizations to address and resolve issues of mutual concern;
 2. To coordinate programs with the City of Cincinnati Police Department related to crime prevention and neighborhood safety strategies to enhance Police-Community relations;
 3. To prevent the deterioration of the MWCC area and the City of Cincinnati by collaborating with the City of Cincinnati on matters related to municipal code enforcement and zoning regulations;
 4. To improve the appearance in and around the MWCC area by collaborating with the City of Cincinnati on matters related to beautification and landscaping of public and park property;
 5. To provide opportunities for adults and youth to participate in civic activities which encourage community participation and volunteerism;
 6. To support educational and recreational opportunities and programs for youth and adults in collaboration with various organizations including, but not limited to, the Cincinnati Public Schools, Public Recreational Centers and Public Library;
 7. To sponsor multi-cultural opportunities and programs which promote diversity and discourage racial and ethnic discrimination; and
 8. To pursue all other charitable and educational purposes desired by the membership that are consistent with the activities permitted under Section 501(c)(3) of the Internal Revenue Code.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on corporations formed under Ohio Revised Code Chapter 1702 (hereinafter referred to as the "Act"), provided, however, that the MWCC shall not engage in any activities or exercise any powers prohibited by the Articles of Incorporation. The MWCC shall not have any policy,

regulation or rule in effect that is in violation of any local, state, or federal anti-discrimination law or ordinance. The MWCC shall have all of the general rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, but shall be limited to the exercise of only such powers as are: (i) in furtherance of the purposes expressly provided for in Section 2.01 of this Article, (ii) in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, and (iii) in furtherance of activities permitted to be carried on by a corporation, contributions to which are deductible under Section 170(c)(2), Section 2055(a)(2), and Section 2522(a)(2) of the Code. No substantial part of the activities of MWCC shall be the carrying on of propaganda or otherwise attempting to influence legislation, and MWCC shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office.

ARTICLE III **MEMBERSHIP and VOTING**

Section 3.01. Qualifications. There shall be two (2) classes of membership in MWCC: Voting and Non-Voting members.

- A. VOTING MEMBERS. This class shall consist of the following:
1. All persons who have attained the age of eighteen (18) years and
 - (a) are residents of Mt. Washington; or
 - (b) own property located within the MWCC boundaries; or
 - (c) own or are a designee of a business, commercial enterprise, corporation or association located within the MWCC boundaries; and
 2. shall have paid the annual MWCC membership dues as determined by the Voting Members. A Voting Members shall have the right to be nominated for and, if elected, to serve as a MWCC Director; the right to vote in the election of Directors; the right to vote on any issue presented for the consideration of the membership; the right to be heard on any issue presented for consideration of the membership; the right to bring before the Board of Directors any issue which the member deems worthy of consideration; and the right to attend all MWCC meetings.
- B. NON-VOTING MEMBERS. This class shall consist of all persons who subscribe to the purposes of the MWCC but who do not meet the criteria contained in Article III, Section 1(A). Non-Voting members shall not be permitted to serve as a member of the MWCC Board of Directors or as the Chairperson of any MWCC Committee.

Section 3.02. Voting. There shall be no limitations on the number of Voting Members residing in any household. Any owner or designee of a business, commercial enterprise, corporation, or other association desiring to become a Voting Member shall be entitled to only one (1) Voting Member and no Voting Member shall hold more than one (1) Voting Member designation. A Voting Member must be present to vote, and proxy voting is not permitted.

Section 3.03. City Code 1989-220. Once per annum, Voting Members residing in the MWCC area may choose to extend membership privileges or revoke previously extended membership privileges to persons residing outside of the MWCC area.

Section 3.04. City Allocations. Voting on the allocation of City of Cincinnati Neighborhood Support Program (“NSP”) funds shall be open to all residents of the Mt. Washington community regardless of their affiliation with MWCC.

ARTICLE IV
MEMBERSHIP MEETINGS

Section 4.01. Regular Meetings. The Regular Meeting of the membership shall be held monthly at the same date, time, and location as mutually determined by the Board of Directors and the membership except, in an emergency, when the Board of Directors, by a majority vote, change the date, time, or location of the membership meeting. In the case of a change in the date, time, or location of the Regular Meeting, the Board of Directors must provide, at least, fourteen (14) days prior notice to the members and this notice requirement shall be satisfied by placing such notice on MWCC’s web page and sending an email to members.

Section 4.02. Annual Meetings. The Regular Meeting held in January of each year shall be known as the Annual Meeting and shall be called for the following purposes:

- A. Receipt of previous year’s financial report from the Treasurer;
- B. Hear the final report of the Nominating Committee;
- C. Receive nominations for Directors from the floor;
- D. Election of Directors; and
- E. Conduct any other business which may arise.

Notice of the date, time, and location selected for the Annual Meeting is to be given to the membership at least fourteen (14) days prior to the date selected and this notice requirement shall be satisfied by placing such notice on MWCC’s web page.

Section 4.03. Special Meetings. Special Meetings of the membership may be called by any of the following:

- A. The President of the Board, or, in the case of the President’s absence, death, or disability, the Vice-President authorized to exercise the authority of the President;
- B. The Directors by action at a meeting, or a majority of the Directors acting without a meeting; or
- C. The lesser of (a) ten per cent (10%) of the voting members or (b) twenty-five (25) of the voting members.

When a Special Meeting is called, the Board of Directors shall provide at least fourteen (14) days prior notice to the members and this notice requirement shall be satisfied by placing such notice on MWCC’s web page and sending an email to the members.

Section 4.04. Quorum. At any Regular, Annual or Special Meeting, a quorum of the Voting Members must be found to be in attendance prior to conducting any business. The requisite quorum for these meetings shall be ten (10) Voting Members and four (4) Directors.

ARTICLE V
BOARD OF DIRECTORS and OFFICERS

Section 5.01. Functions, Number, Election and Terms. The Board of Directors shall have responsibility for the general supervision of the business, property and affairs of MWCC. The Board of Directors shall make recommendations of policy or action to the membership; and perform any other duties as specified by these By-laws, permitted by law, and desired by the membership. The Board of Directors shall, at all times, be subject to the policies approved by the membership of MWCC and no act of the Board of Directors shall conflict with any action taken by the membership. The Board of Directors shall consist of nine (9) Directors elected by the Voting Members at the Annual Meeting in January. The newly elected Directors shall take office at the first meeting of the Board of Directors following the Annual Meeting. Three (3) Directors shall be elected each year and each Director shall serve a term of three (3) years or until a successor is selected.

Section 5.02. Resignation and Vacancies. Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or Secretary of MWCC. A resignation is effective upon delivery unless the notice specifies a later effective date. When a vacancy occurs on the Board of Directors, the Board shall appoint a Voting Member to fill the vacancy subject to the approval of the membership at the next Regular Meeting. This appointed Director shall then serve the remaining portion of the vacating Director's term.

Section 5.03. Removal. Any MWCC Director may be removed from office by a two-thirds (2/3) vote of the Voting Members present at a meeting where a quorum is present. However, such action may only be undertaken upon a finding by the President or three (3) Directors that one of the following causes of action exists:

- A. Dereliction of Duty;
- B. Misappropriation of MWCC funds; or
- C. Unexcused absences resulting from the combination of four (4) consecutive Board and membership meetings.

In no case shall an action to remove a Director be undertaken unless the Director in question receives written notice at least fourteen (14) days prior to the vote on her/his removal and is afforded the opportunity to present a defense to the charge(s).

Section 5.04. Meetings and Notice of Meetings. The Board of Directors shall fix the date, time and location of all MWCC Board Meetings and notice of Board Meetings shall be provided on MWCC's web page.

Section 5.05. Quorum. A quorum of the Board of Directors at any Annual, Regular or Special meeting of the Board of Directors shall be five (5) Directors then occupying office. The act of a majority of the Directors present at a meeting where there is a quorum shall be an act of the Board of Directors.

Section 5.06. Officers. The Officers shall perform the duties prescribed in these By-laws, applicable statute, ordinance, or regulation, directed by the legal actions of the membership and/or the Board of Directors, and set forth in the provisions contained in Article VII that address Parliamentary Authority. The officers of MWCC shall be:

- A. **President.** The President shall preside at all Regular, Annual, and Special Meetings and perform all other such duties that pertain to the office.
- B. **Vice President.** The Vice President shall perform the duties of the President in the President's absence.
- C. **Secretary.** The Secretary receives all correspondence, is responsible for transcribing the minutes from Regular, Annual, and Special Meetings and coordinates all written communications as directed by the Board or membership. The Secretary shall also maintain a current list of the members of MWCC. The list shall serve as the basis for determining members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, and for any other proper reason. This list shall be kept open at the time and place of any and all membership meetings for inspection by any members during the course of such meeting.
- D. **Treasurer.** The Treasurer is responsible for the receipt and distribution of all funds and maintaining accurate records of income and expenses. The Treasurer is also responsible for the preparation, completion, and submission of all reports as required by City, County, State, and Federal governments and is Chairperson of the Finance Committee.

Section 5.07. Election and Terms. The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting. Each Officer shall serve a term of office of one (1) year but shall not hold more than one (1) office at any given time.

Section 5.08. Compensation and Loans. No MWCC Director or Officer shall be eligible to receive any compensation for his/her service in such capacity. MWCC shall not lend money to or guarantee the obligations of any Officer or Director.

ARTICLE VI **COMMITTEES**

Section 6.01. Scope of Authority. All MWCC committees are subject to the Board of Directors and shall not undertake any action(s) unless specifically directed to do so by the Board of Directors.

Section 6.02. Standing Committees. The number, names, and duties of any Standing Committees shall be determined by a majority of the Board of Directors. Standing Committees may be continued from year to year or disbanded as determined by a resolution adopted by a majority of the Board of Directors. The President shall appoint the Chairperson of each Standing Committee.

Section 6.03. Ad Hoc Committees. The President shall appoint Ad Hoc Committees and their Chairpersons to carry out the purposes of MWCC. Ad Hoc Committees may be continued from year to year or disbanded at any time as determined by a resolution adopted by a majority of the Board of Directors.

Section 6.04. Nominating Committee. At least sixty (60) days prior to the Annual Meeting, a Nominating Committee shall be appointed by the Board of Directors. This Committee shall consist entirely of Voting Members. No fewer than three (3) members shall be named to the Nominating Committee. It shall be the duty of this Committee to nominate candidates for the Board of Directors to be elected at the Annual Meeting. Before the election of Directors at the Annual Meeting, the final

report of the Nominating Committee shall be presented to the membership and additional nominations shall be taken from the floor.

Section 6.05. President’s Role on Committees. With the exception of the Nominating Committee, the President of MWCC shall be considered an ex-officio member of all Standing and Ad Hoc Committees with voting rights.

ARTICLE VII
PARLIAMENTARY AUTHORITY

Section 7.01. Parliamentary Procedure. The rules contained in the most current edition of the publication known as “Robert’s Rules of Order” shall govern MWCC in all cases in which they are applicable and when they are not inconsistent with these By-laws or with any special rule of order adopted by the MWCC membership.

ARTICLE VIII
MISCELLANEOUS PROVISIONS

Section 8.01. Non-Discrimination. Participation as a Voting or Nonvoting Member of MWCC shall not be denied nor limited on the basis of race, national origin, color, religion, gender, sexual orientation, economic status, disability, nor for any reason other than those defined in Article III.

Section 8.02. Severability. In the event that any portion of the By-laws is found in violation of any local, state, or federal regulation, ordinance, or statute, the remaining provisions of the By-laws shall be unaffected and shall remain in full force.

Section 8.03. Indemnification. The Directors, Officers, and employees, if any; together with any persons who may have formerly held these positions in MWCC shall be indemnified by MWCC to the full extent permitted by Ohio Revised Code, Section 1702.12 as amended. The Board of Directors shall have the power to purchase and maintain insurance to achieve this purpose.

Section 8.04. Fiscal Year. The fiscal year for MWCC shall commence January 1 and end December 31.

Section 8.05. Financial Affairs. All MWCC funds shall be deposited in such banks, trust companies, or other depositories as from time to time determined by a resolution adopted by a majority of the Board of Directors. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of MWCC, shall be signed by such officer, agent or agents of MWCC and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President or Vice President of MWCC.

Section 8.06. Contracts. The Board of Directors may authorize an Officer, employee or Agent, if any, to enter into any contract or execute and deliver any instrument in the name of and on behalf of MWCC, and such authority may be general or confined to a specific instance. Unless so authorized by the Board

of Directors, no Officer, employee or Agent shall have the power to bind MWCC by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

ARTICLE IX
AMENDMENT OF BY-LAWS

Section 9.01. Amendment. These By-laws may be amended, altered, or repealed and new By-laws may be adopted at any MWCC membership meeting, a quorum present, provided that written notice of such meeting setting forth in detail the proposed By-law revisions with explanations provided to the members not less than fourteen (14) days prior to such meeting. Such notice with the proposed amendments and an explanation of the amendments shall also be contained on MWCC's web page. Any amendment of the By-laws shall require a two-thirds (2/3) vote of the Voting Members attending the meeting where the amendment is considered.

ARTICLE X
DISSOLUTION

Section 10.01. Dissolution. Upon the dissolution of MWCC and pursuant to the majority vote of the Voting Members, all assets of MWCC shall be distributed to an organization(s) recognized as a tax-exempt charitable organization(s) pursuant to Ohio Revised Code Chapter 1702 and Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code provisions.

CERTIFICATION OF THE SECRETARY

This is to certify that the foregoing copy of the Amended and Restated By-laws of Mt. Washington Community Council, Inc. is a true and complete copy thereof, adopted and approved by the Voting Members, a quorum being assembled, at a meeting duly held upon proper notice on the 16th day of July, 2008 to be effective for all purposes on the 1st day of August, 2008.

Scott Kelley, Secretary
Mt. Washington Community Council, Inc.