

By-Laws of the Clifton Heights Business Association**PREAMBLE**

The purpose of the Clifton Heights Business Association is to promote the economic growth and improve conditions under which merchants and professionals conduct their business within the Clifton Heights Community. The CHC is generally defined as the area East of Ravine Street; West of Vine Street; South of Calhoun Street and North of Klotter Street.

ARTICLE I: MEETINGS

Section 1. There shall be held a general membership meeting on the third Thursday of every month at a place and time as designated by the President of the Association. At the September meeting all committees shall give a final report on their activities for the year.

Section 2. The fiscal year of the Association is to run from January 1st to December 31st.

Section 3. Special meetings of the members may be held at any time at the call of the president or any ten regular members. Notice of the special meeting must be in writing as outlined in Section 4. The 10 regular members must submit their petition in writing, to the president. The president is required to call this meeting.

Section 4. Notice of special meetings, other than those specified in Article 1 Section 1, shall be given to all members in writing, at least 48 hours prior to the date of the meeting.

Section 5. The following shall constitute a quorum for conducting business at any regular or special meeting:

A. If membership is between 1 and 20 members, then one third (1/3) of the regular membership shall constitute a quorum.

B. If membership is between 21 and 35 members, then one fourth (1/4) of the regular membership shall constitute a quorum.

C. If membership exceeds 35 members, then one fifth (1/5) of the regular membership shall constitute a quorum.

Section 6. All meetings will be conducted in conformance with "Roberts Rules of Order".

ARTICLE II: ELECTIONS AND OFFICER'S RESPONSIBILITIES AND DUTIES

Section 1. Election of officers shall be held at the November meeting, with a majority of all votes of regular members cast determining the choice. Officer's terms are two years. The term of

President and Treasurer shall be voted upon in each odd year. The term of Vice-President and Secretary shall be voted upon in each even year.

Section 2. The officers of the Association, who shall be regular members, are as follows:

A. A President; whose duty it shall be to preside at the meetings of the Association, and who shall represent the Association in all matters as the executive head thereof.

B. A Vice-President; whose duty it shall be to assist the president, in any and all matters and to act in lieu of the president in his or her absence.

C. A Secretary; whose duty shall be to keep full and accurate records of all transactions of the Association and minutes of all meetings. Copies of the minutes shall be kept in a minute book open to inspection at all reasonable times by any active member thereof.

D. A Treasurer; who shall be the custodian of the funds of the Association, and who shall keep records of all transactions; all of which records shall be the sole property of the Association and open to inspection at all reasonable times by any active member thereof. The treasurer shall give a full financial report at each regularly scheduled meeting.

Section 3. No officer shall run for the same office more than three consecutive terms.

Section 4. An officer who fails to perform his/her duty as described above may be removed from office as directed by the Executive Committee. The Executive Committee shall appoint a replacement to fill the resulting vacancy for such office until the vacancy can be filled in accordance with Article X. Section 1.

ARTICLE III: EXECUTIVE COMMITTEE

Section 1. The Executive Committee of the Association shall consist of the four officers of the Association and the chairman of any committees appointed by the president of the Association.

Section 2. The Executive Committee shall have complete control of the business affairs of the Association and control the management of its funds and property; subject, however, to the right of the regular members in meeting assembled, to veto any action taken by the Executive Committee or to direct it to take such action as they deem proper.

Section 3. The Executive Committee shall meet on an as needed basis. Meetings of the Executive Committee may be called at any time the president deems proper, or at a call of a majority of the Committee. A simple majority shall be sufficient to pass on any subject before the Executive Committee.

ARTICLE IV: OTHER COMMITTEES

Section 1. President and /or Executive Committee can form ad hoc committees as deemed necessary such as;

A. Promotion and Advertising: Develops marketing strategy for the overall promotion of the CHBA, presents ideas to the membership and works with merchants and community groups in the development of a cohesive plan to promote Clifton Heights.

B. Economic Development: Works with the city and neighboring communities in the development of programs that benefit the business district.

ARTICLE V: MEMBERSHIP

Section 1. A business located within the boundaries of Clifton Heights is eligible to apply for voting membership (hereafter referred to as a regular member) if it meets one or more of the following criteria: 1) It is a retail business or service open to the public (any person or entity that is duly authorized, licensed and / or incorporated to conduct business and have an established presence in Clifton Heights (see above boundary definition) as a purveyor of merchandise and / or services, or as an authorized representative thereof.); 2) It is a commercial or residential property rental business, comprised of two or more separate non-owner occupied properties; 3) It is a manufacturing business.

Section 2. Any person, corporation, partnership or association not qualifying under the above section may be eligible for associate membership.

Section 3. Upon acceptance for membership by the executive committee, each member will abide by all provisions of the By-Laws of the Association and will demonstrate conduct strictly in accordance with the provisions and regulations set forth in the By-Laws.

Section 4. Members who by their actions, do not abide by all provisions of the By-Laws of the Association or who demonstrate disruptive behavior or do not demonstrate conduct strictly in accordance with the provisions and regulations set forth in the By-Laws can have their membership privileges suspended for a period of time. A petition, signed by at least ten members, to suspend a membership, shall be required to initiate a suspension. The Executive Committee shall recommend a suspension period, ranging from none to permanent, and shall bring the petition to the membership for a vote. A majority will be required to pass.

ARTICLE VI: MEMBERSHIP DUES

Section 1. Each member shall pay annual dues in October. Dues shall be \$50 for those members who attend four or more meetings in the immediately preceding twelve months. If a member is unable to attend four or more meetings, they are eligible for membership at an increased rate of \$100. New members are eligible for the \$50 dues for the first year.

Section 2. The amount of the dues shall be suggested by the Executive Committee and voted on by the regular membership.

Section 3. Any member of the Association whose dues are not paid by January 1st shall automatically be dropped from membership. Reinstatement is only by reapplication.

ARTICLE VII: FUNDS

Section 1. All funds of the Association shall be held in the custody of the treasurer, and no bond shall be required for the faithful performance of his/her duties. The funds of the Association shall be deposited in a financial institution in the name of the Association. No expenditures shall be made except by check or ACH drawn by Members of the Executive Committee, and then only after the expenditure has been approved by the membership: except authorized expenses and all miscellaneous expenses and program pass-through disbursements. Miscellaneous expenses are not to exceed \$250.00. All checks over \$1,000 must be signed by two Members of the Executive Committee.

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ARTICLE VIII: BY-LAWS

Section 1. By-law changes and amendments can be proposed by a vote of a majority of regular members at any meeting. For adoption, proposed amendments must be submitted to the full membership at least 10 days prior to the next meeting, where the vote for adoption will take place.

ARTICLE IX: VOTE

Section 1. Each and every regular member of the Association shall have one vote in the Association on all matters including the amending of the By-Laws.

Section 2. A regular member may not vote on any matters until they have been a paid member in good standing for 60 days.

Section 3. Absentee voting is permissible only for the election of officers. Signed ballots must be received by the membership chair no later than 24 hours prior to the election. There shall be no voting by proxy at any of the meetings. Regular members will be able to designate, in writing, a primary voting representative and an alternate. The alternate would be allowed to cast a vote for the regular member, only in the primary representatives absence.

Section 4. All decisions made and votes taken shall be based on a simple majority unless specifically addressed in the by-laws.

ARTICLE X: SPECIAL ELECTION

Section 1. It shall be permissible for a special election to be held at any regular meeting for the purpose of filling any vacancy existing among the officers of the Association.

Section 2. The Executive Committee shall appoint a replacement to fill the vacancy for such office until the vacancy can be filled in accordance with Section 1.

ARTICLE XI: INDEMNIFICATION

Section 1. The corporation shall, to the full extent permitted by the Ohio Nonprofit Corporation Laws, indemnify all persons whom it may indemnify pursuant to such laws.

ARTICLE XII: DISSOLUTION OF ASSOCIATION

Section 1. To dissolve the Association, a resolution in writing, asking for such dissolution, shall be adopted by the Executive Committee, or requested in writing by the holders of at least twenty-five per cent of the voting power of the regular membership.

Section 2. The Executive Committee shall then call a special meeting of the regular members for the purpose of considering and acting upon such resolution; and if, at such meeting, members representing a majority of the voting power of the regular members entitled to vote under the provisions of these By-Laws, vote for the dissolution, the Executive Committee shall take the necessary steps to wind up the affairs of the Association subject to contract obligations, if any, and in accordance with statutory requirements existing at the date such action is taken.

Section 3. Any assets of the Association remaining after fulfilling the obligations of Section 2 above, shall be transferred to a successor organization or donated to a 501(c)(3) charity or charities at the direction of the Executive Committee.

Proposed Amendment 11-17-16

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