

LINWOOD COMMUNITY COUNCIL, INC.

CODE OF REGULATIONS

ARTICLE I: MEETINGS

Section 1.1

Time and Place of Meetings: The regular meetings of The Corporation shall be held once each month ~~on the fourth Wednesday~~ Tuesday at 7:00 ~~30 p.m.~~ at a time and location to be designated by the officers, for a minimum of ten (10) meetings per year published annually at least thirty days ahead of the first meeting of the year. Said meetings may be cancelled or rescheduled by the officers of The Corporation whenever circumstances so require.

[*Amended at General Council Meeting January 22, 2013]

Section 1.2

Special Meetings: Special meetings of The Corporation may be called by the trustees, the officers or by 25 or more dues-paying members by signing a petition therefore.

[*Amended at General Council Meeting January 22, 2013]

Section 1.3

Notice of Meetings: The Secretary shall ~~deliver~~ give written notice of all the meetings of The Corporation for regular meetings, stating the time and place, and for special meetings, the object thereof, to each member to the best of the Secretary's ability and publically at least twenty-four hours before such regular meetings, and at least forty-eight hours before such special meetings.

Section 1.4

Quorum: ~~The~~ A minimum of four voting members present at any previously announced meeting of the membership shall constitute a quorum for such meeting.

[*Amended at General Council Meeting January 22, 2013]

ARTICLE II: MEMBERSHIP

Section 2.1

Qualification: In order to qualify as a member of this Corporation, a person must reside, own property, or

operate a business within the boundaries of Linwood. Said boundaries are as follows:

Beginning at a point at the eastern boundary for Ault Park intersecting with the City of Fairfax boundary; then following the City corporation lines to the north; the City corporation line along the eastern bank of the Little Miami River to the west; the Lunken Airport property boundary to a point intersecting with the extension of Wortman Street to the south; and the western boundary for Columbia Parkway along the western boundary of the Taft Center; along Columbia Parkway, north to a point intersecting LeBlond Avenue and Mayer Place to east of Shattuc Avenue along the Ault park boundary to the place of beginning.

Section 2.2

Voting Rights: Each member of The Corporation shall have one vote in every matter that The Corporation considers that shall be determined by a majority vote of the members at a meeting at which a quorum of the members is present.

ADDENDUM: Section 2.3

Qualifications of Membership:

Any group at least five members who are resident within the territorial boundaries of the organization and with the territorial boundaries of the City of Cincinnati ("Neighborhood Residents") may present to the Board or designated officer thereof a 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. That vote shall be held at the next meeting at which nominations for elective office are made.

In witness thereof:

[Handwritten signature]

James T. Wall, President

[Handwritten signature]

Peggy Gilfillen, Treasurer

Section 2.3 Amended

Qualifications for membership:

Any group of at least five dues paying members who are resident within the territorial boundaries of the organization and within the territorial boundaries of the City of Cincinnati ("Neighborhood Residents") may present to the board or designated officer thereof, a 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. The community shall be contacted in writing regarding this vote, and that vote will be held at the next scheduled meeting at which nominations for elective office are made.

[*Amended at General Council Meeting January 22, 2013]

ARTICLE III: TRUSTEES

Section 3.1

Number of Trustees: The number of trustees shall be sixteen (16) and includes four officers of the corporation and up to twelve (12) additional trustees.

Section 3.2

Qualifications: To qualify for nomination as a trustee, such person shall be a resident, property owner, or business owner of Linwood as defined in Article II, 2.1.

Section 3.3

Election of Trustees: The election of trustees shall be held at the annual meeting of the membership, which shall be the ~~March-April~~*November regular meeting of said membership, or at a special meeting called for that purpose. The candidates will be those nominated by the membership. The twelve (12) candidates who receive the greatest number of votes shall be elected.

[*Amended by the General Council, Meeting 2009]

Section 3.4

Terms of Office: Each trustee shall hold office for one year, when his successor shall be elected, or until his earlier resignation, removal from office, or death. There are no limits to the number of terms a trustee can hold.

[*Amended by the General Council, Meeting January 22, 2013]

Section 3.5

Vacancies and Removal from office: The position of elected trustee becomes vacant if such trustee dies, resigns, or is removed from office during his term. A trustee may be removed by a two-thirds vote of the members at any announced meeting of the membership of The Corporation for just cause. A trustee may

be removed from office by a majority of the trustees for failure to maintain his or her status as a trustee defined as attending a minimum of one meeting out of every three trustee meetings and/or general meetings over the course of his or her term. Any trustee vacancy shall be filled by a majority vote of the membership present at the first monthly meeting in which the vacancy exists. Such person elected by a majority shall fill the unexpired term.

[*Amended by the General Council, January 22, 2013]

Section 3.6

Authority of Trustees: All authority of The Corporation shall be exercised by its Board of Trustees. The Board of Trustees shall at its ~~March-April~~ October meeting nominate a slate of at least one candidate for each office of President, Vice President, Secretary and Treasurer. Persons nominated as candidates for the offices of President and Vice President must have served as trustees for at least three months prior to their nomination. Said slate of nominees shall be presented to the membership prior to and again at the regular meeting in ~~April~~ November of each year.

Section 3.7

Meetings: The Board of Trustees shall meet at least ~~once each month eight (8)~~ six (6) times per year with the officers and designated committee chairpersons some time prior to the regular meeting of the membership. Said meetings may be cancelled or rescheduled by the Board of Trustees whenever circumstances so require. Emergency or special meetings of the Board of Trustees may be called upon the request of the President, the Vice President, or any two trustees. All official action taken by the Board of Trustees must have the affirmative vote of at least ~~three (3)~~ four (4) trustees, including any of the officers. Notice of the time and place of each meeting shall be given to each ~~person~~ member as is possible and published publically at least twenty-four hours before the meeting.

[*Amended by the General Council, January 22, 2013]

Section 3.8

Quorum: The presence of at least ~~three (3)~~ four (4) trustees is required at each such meeting in order to constitute a quorum to transact business.

ARTICLE IV: OFFICERS

Section: 4.1

Officers: The officers of The Corporation shall consist of a President, Vice President, Secretary and Treasurer. All officers must be members of The Corporation.

Section 4.2

Qualifications: All persons nominated for the offices of President or Vice President, whether by the Board of Trustees or by the membership, must have been a trustee for at least three months prior to his or her nomination. Any member of The Corporation is eligible to run for the offices of Secretary of Treasurer.

Section 4.3

Election: Nominations for each office shall be taken from the slate of candidates nominated by the Board of Trustees as presented to the membership at the regularly scheduled general election ~~April~~ meeting, as well as those who meet the requirements stated above, taken from the floor at the regularly scheduled general election ~~April~~ meeting. The members may vote by secret ballot for each office immediately after the nominations have been closed for that particular office, first the President, then Vice President, then Secretary, then Treasurer. In the case of a ballot vote, votes shall be counted by the person(s) so designated by the Board of Trustees. Candidates receiving the greatest number of votes for each office shall be elected.

[*Amended by the General Council, January 22, 2013]

AMENDMENT: Section 4.3
Nominations for each office shall be taken from the slate of candidates nominated by the Board of Trustees as presented to the membership at the October Board of Trustees meeting and announced as candidates at the October general membership meeting, as well as those who meet the requirements stated above, taken from the floor at the November general membership ~~April~~ meeting.

VOTE TALLY:

In FAVOR of changing Bylaw Section 4.3:

Opposed: 0

Abstain: 13

Date: 1-22-13

[*handwritten signature*] Tom Salamon, President

[*handwritten signature*] Eileen Salamon, Secretary

Section 4.4

Terms of Office: All officers of The Corporation shall be elected for one-year terms at the ~~April~~ regular meeting of The Corporation, or until their successors are elected.

AMENDMENT SECTTION 4.4

Terms of Office: All officers of The Corporation shall be elected for one-year terms at the ~~April~~ November general meeting of The Corporation, or until their successors are elected.

VOTE TALLY:

In FAVOR of changing Bylaw Section 4.4:

Opposed: 0

Abstain: 13

Date: 1-22-13

[handwritten signature] Tom Salamon, President

[handwritten signature] Eileen Salamon, Secretary

Section 4.5

Vacancies: The position of elected officer becomes vacant if such officer dies, resigns, or is removed from office during his term. An officer may be removed by a two-thirds vote of the members at any meeting of the membership of The Corporation. Any vacancy shall be filled by the membership of The Corporation at a special meeting called for that purpose or at the first monthly meeting at which the vacancy exists, by taking nominations from the floor and voting on the candidate may be by secret ballot. The nominee receiving the greatest number of votes of the members present shall fill the unexpired term.

[*Amended by the General Council, January 22, 2013]

Section 4.6

Duties of the President: The President shall preside at all regular meetings of the membership of The Corporation. The President shall perform such duties as the Board of Trustees delegates. The President may appoint committees unless a majority of the Board of Trustees dictates otherwise.

Section 4.7

Duties of the Vice President: The Vice President shall perform all the duties of the President in case of the absence or disability of the President. In case both the President and Vice President are absent or unable to perform their duties, the Board of Trustees shall elect a President pro tempore.

Section 4.8

Duties of the Secretary: The Secretary shall keep a proper Secretary's book and Registrar's book, and shall properly record the minutes and proceedings of all transactions of The Corporation and the Board of Trustees. The Secretary shall give all notices required by law and all notices provided by the Regulations

of The Corporation. The Secretary shall have custody of and responsibility for the maintenance of all books, records and papers of The Corporation, except those in charge of the Treasurer. The Secretary shall perform such other duties as may be required of him/her by the President or the Board of Trustees. At the expiration of his/her term in office, the Secretary shall deliver all books, papers and property of The Corporation into the hands of his/her successor or the President.

Section 4.9

Duties of the Treasurer: The Treasurer shall receive and safely keep all monies, rights and choices in action belonging to the Corporation, and the same shall be disbursed under the direction of and to the satisfaction of the Board of Trustees.* ~~All corporate account withdrawals must be signed by the Treasurer or the President.~~ * Proper records shall be made concerning all such disbursements and withdrawals. It shall be the Treasurer's duty to keep an accurate account of the finances of The Corporation on the books of The Corporation prepared and furnished for that purpose, and all books shall be open for inspection and examination by the Board of Trustees or any committee of the membership appointed for that purpose. The Treasurer shall render an account of the standing of The Corporation at each monthly meeting of the membership and at such other times as the Board of Trustees may require. The Treasurer shall perform all such other duties as may be required of him/her by the President or the Board of Trustees. At the expiration of his/her term in office, the Treasurer shall deliver all monies, property and rights of The Corporation into the hands of his/her successor or the President. The Treasurer's books, excluding those being reviewed by Invest In Neighborhoods or the City of Cincinnati or other outside granting agency, shall be reviewed in March of each year by a committee or individual appointed by the Board of Trustees.

[*Amended by the General Council, January 22, 2013]

AMENDMENT TO SECTION 4.9

-7A- (refers to original page number)

Revision:

Article IV Officers
Section 4.9 - Duties of the Treasurer
2nd sentence revised to read:

“All corporate account withdrawals and checks must be signed by the Treasurer and the President, or the

President's designee.”

This revision adopted by the Linwood Community Council at its regular meeting on July 30, 1986.

In witness thereof

[handwritten signature on copy]
Mary A. Owens, Acting President

[handwritten signature on copy]
Peggy Gifillen, Secretary

DATE of Amendment: September 24, 1986

Section 4.10

Authority of Officers: No officer, trustee or member has the authority to act in the name of The Corporation or to commit funds or make appropriations from the treasury without the approval of the Board of Trustees.

ARTICLE V: COMMITTEES

Section 5.1

Designation: The President, with the approval of a majority of the Board of Trustees shall designate and define the purpose of such committees as is determined to be necessary or beneficial to the management of The Corporation.

Section 5.2

Committee Chairperson: The President shall designate a person within the membership to serve as a committee chairperson for each such committee designated in accordance with Article V, Section 5.1. Any committee chairperson may be removed by a majority approval by the officers or by a majority vote of the membership of The Corporation at a special meeting called for such purpose.

Section 5.3

Authority: No committee chairperson has any authority to act in the name of The Corporation without express approval by the President.

Section 5.4

Duties: Said committee chairperson shall be responsible for properly carrying out the purpose for which the committee was established. The committee chairperson shall make such reports to the Board of

Trustees at such times as the Board of Trustees requests.

Section 5.5

Termination: Any committee shall be terminated at such time when its purpose or function has been properly carried out. The President, with the approval of a majority of the Board of Trustees, may terminate such committees whenever proper or necessary. Unless extended by a vote of the majority of the Board of Trustees at the ~~April~~-regularly scheduled general election meeting, such committees shall terminate as of that date.

[*Amended by the General Council, January 22, 2013]

ARTICLE VI: AMENDMENTS

Section 6.1

Amendments: The Articles of Incorporation and this Code of Regulations of Corporation and as it may be amended from time-to-time, may be amended, altered, repealed, or added to by an affirmative vote of a majority of the membership of The Corporation present at the regular monthly meeting or at a special meeting called for such purpose.

IN WITNESS WHEREOF, the Trustees of LINWOOD COMMUNITY COUNCIL, INC. have hereunto set their hands this *29 day of **November, 1978.* *[handwritten]

[*handwritten signature*] Debra Taylor

[*handwritten signature*] John Marker

[*handwritten signature*] Judith C. Wagner

AMENDMENT TO THE BY-LAWS

BOARD MEMBERS RESPONSIBILITIES

Attendance at regularly scheduled Board Meetings is expected of all Board Members. Any Board Member whose unexcused absences exceed half of the regular Board Meetings of their term is subject to removal from the Board by a majority vote of the Board.

Supporting Statement

The Linwood Community Council is dependent upon active participation to carry out its mission. The Board and the Council is best served by expecting regular attendance at Board and Council Meetings.

The LCC may be held legally liable for its actions and the actions of its Board Member. This legal standing demands informed and active participation by the Board and dissuades actions by uninformed

and inactive Board Members.

VOTE TALLY:

IN FAVOR: 11 [handwritten]
OPPOSED: 6 or 0 [handwritten]
ABSTAIN: 6 or 0 [handwritten]

Date: 06/23/1996 [handwritten] [handwritten] signature of James T. Walls
James T. Walls, President

AMENDMENT TO THE BY-LAWS

COUNCIL GENERAL MEETING DATE & TIME

During the months of January through October, the Council will hold a General Meeting on the fourth Tuesday of the month at 7:30 p.m. For the months of November and December, the General Meeting will be held on the third Tuesday of the month at 7:30 p.m.

Supporting Statement

The Council strives to provide a meeting place and time that will provide for the most active participation in the Council. Many active members have expressed their desire to establish the meeting at the above time.

Traditionally, the Council has held the General Meeting during the last two months of the year on the third week of the month instead of the fourth to accommodate the holidays.

VOTE TALLY:

IN FAVOR: 11 [handwritten]
OPPOSED: 0 [handwritten]
ABSTAIN: 0 [handwritten]

Date: 05/22/1996 [handwritten] [handwritten] signature of James T. Walls
James T. Walls, President

AMENDMENTS TO THE BY-LAWS January 22, 2013

OVERVIEW and REVISION TO THE BYLAWS

Supporting Statement

The Council strives to keep the best interest of the community in mind and to serve the community with accurate information, convenient access and state of the art information disseminating tools. In so doing, the Council embarked upon a review of the By Laws and Articles of Incorporation, and found errata and points that needed further clarification. Additionally, for moving forward those items that seem to change frequently were phrased more generally so to permit more flexibility while maintaining the integrity of the process. Through a subcommittee of Linwood Trustees and Officers, then a review by the entire Board of Trustees and Officers and then presentation and a vote of the general body we submit the

marked changes.

Subcommittee Members:

Jenny O'Donnell, Vice President and Trustee

Ralph Jacobs, Trustee

VOTE TALLY:

IN FAVOR: 13

OPPOSED: 0

ABSTAIN: 0

Date: 01/22/2013

Handwritten signature Tom Salamon, President

AMENDMENTS TO THE ARTICLES of INCORPORATION January 22, 2013

501-C3 STATUS to 501C4 Status

Supporting Statement

In 2010 when the IRS changed the reporting requirements for NON-PROFIT organizations, it was discovered that the corporation was not in fact a certified federally recognized non-profit organization. That status had either never been completed or had lapsed unbeknownst to the current officers and trustees. In the process of rectifying the situation, and with an analysis by legal and accounting counsel, it was determined that the best level of non-profit status at this time, given the size of the organization and the scope of the projects being undertaken, and most manageable with regard to reporting requirements would be 501-C4.

Subcommittee Members:

Tom Salamon, President

Jenny O'Donnell, Vice President

Marlene Wagner, Trustee, Treasurer

Alex Linser, member and Trustee 2013

VOTE TALLY:

IN FAVOR: 13

OPPOSED: 0

ABSTAIN: 0

Date: 01/22/2013

handwritten signature

Tom Salamon, President

This amendment (dated 1/22/2013) supersedes any provision hereinabove in conflict with the amendment and that may prohibit the Corporation from qualifying as a tax exempt organization under Section 501(c)(4) of the Internal Revenue Code of 1954.