

BYLAWS OF THE SHORT NORTH CIVIC ASSOCIATION

(As Amended through May 1, 2025).

ARTICLE I – NAME

The name of this organization shall be Short North Civic Association (the “Association”).

ARTICLE II – PURPOSE

The purpose of the Association shall be to promote community involvement and neighborhood preservation; to foster closer community spirit; to provide leadership and organization; to represent and coordinate community activity on issues of mutual concern to the residents within the boundary of the Association; to represent and advocate the community’s interests; and to promote the general welfare of the Association community. The Association and its activities shall be strictly non-partisan and non-sectarian.

ARTICLE III – COMMUNITY BOUNDARY

The boundary of the community served by this Association shall include the areas commonly known as Victorian Village, Italian Village, Harrison West, The Circles, Dennison Place, and Jeffrey Place.

ARTICLE V – MEMBERSHIP

Section 1. Members: Any person eighteen (18) years of age and older, and living within the community, owning real property, or operating (or representing) a business therein, is eligible for membership and shall become a member of this Association upon the Association’s receipt of dues. Other persons may be admitted as Members, subject to the approval of the Executive Committee and the Association’s receipt of dues.

Section 2. Annual dues shall be set by the Executive Committee. Payment of dues in full shall entitle the person(s) on whose behalf dues were paid to the rights and benefits of membership, for a period of one calendar year from the Association’s receipt of payment.

ARTICLE VI – OFFICERS

Section 1. The elected Officers of this Association shall be President, Vice President, Treasurer, and Secretary. The elected Officers, together with at least three elected Directors who, to the extent practicable, shall be odd in number, shall be known collectively as the Executive Committee. At least one of the Officers or Directors shall be a representative of the neighborhood commonly known as The Circles and at least one of the Officers or Directors shall be a representative of the neighborhood commonly known as Victorian Village. The duties and powers of the Officers shall be as set forth in this Article.

Section 2. The President shall preside at all meetings of this Association and of the Executive Committee; shall perform such other duties as pertain to this office, including acting as spokesperson on matters of concern to this Association; shall appoint at least the chairperson of all committees except the Committee on Nominations; and shall be an ex officio member of all committees except the Committee on Nominations and the Financial Oversight Committee. The President shall serve as the statutory agent for the Association and shall be so registered with the Ohio Secretary of State.

Section 3. The Vice President shall assist the President and shall perform such duties as may be delegated by the President. In the absence of the President, the Vice President shall perform the duties of the President. In the event of a vacancy in the office of President, the Vice President automatically shall assume the office of President.

Section 4. The Treasurer shall oversee the investments, financial transactions and fiscal affairs of the Association, as provided in Article XII and elsewhere in these Bylaws, and shall oversee any banking and investment accounts maintained by the Association. The Treasurer shall prepare the annual budget, periodic budget projections, and monthly financial reports for the Executive Committee. The Treasurer shall coordinate the activities of any bookkeeper engaged by the Association, but the bookkeeper shall exercise independent judgment in characterizing, recording and reporting transactions involving the Association. The Treasurer shall perform such other duties as pertain to this office. In the absence of the President and the Vice President, the Treasurer shall perform the duties of the President.

Section 5. The Secretary shall take the minutes of all meetings of this Association and the Executive Committee; shall keep the roll of officers, other officials and committees of this Association; and shall perform such other duties as pertain to this office. In the absence of the President, Vice President, and Treasurer, the Secretary shall perform the duties of the President.

ARTICLE VII – EXECUTIVE COMMITTEE

Section 1. The Executive Committee shall be comprised of the elected Officers and elected Directors.

Section 2. The Executive Committee shall be vested with the general management of the affairs of this Association. It shall act for this Association in matters specifically delegated to it by the membership and may act for this Association between meetings of the membership on any matter deemed urgent. Any such action shall be reported at the next meeting of this Association. The Executive Committee shall be subject to the orders of this Association, and none of its actions shall conflict with action taken by this Association.

Section 3. The Executive Committee may adopt rules for its proceedings, including the admission to this Committee from time-to-time of other members on such temporary basis as is deemed proper.

Section 4. It shall be the duty of the Executive Committee to call the chairpersons of the various committees together when advisable and sit in council with them so that a close

coordination may be maintained at all times on matters pertaining to committee work and so that reports may be made periodically to the Executive Committee. The Executive Committee shall also give aid and counsel to all committees when asked. At the request of the President or the Executive Committee, chairpersons or their representatives shall attend meetings of the Executive Committee.

ARTICLE VIII – COMMITTEES

Section 1. The President, with the approval of the Executive Committee, shall from time to time, establish and/or dissolve standing committees.

Section 2. The President, with the approval of the Executive Committee, shall from time to time, establish special committees with such duties as are deemed proper.

Section 3. Reports of committees, both standing and special, shall be made in writing periodically to the Executive Committee at times designated by the Executive Committee.

ARTICLE IX – NOMINATIONS, ELECTIONS AND TERM OF OFFICERS

Section 1. The Executive Committee shall appoint a Committee on Nominations composed of at least three (3) members, one of whom shall be named the convener by the Executive Committee. The committee members shall select a chairperson from amongst themselves. The Committee on Nominations shall report a slate consisting of nominees for each elected office, and for at least three elected Director positions, at the meeting of this Association in November of each year. Between its November and December meetings, the Association shall cause the slate of nominees to be disseminated throughout the membership and community by means of its newsletter and other appropriate media.

Section 2. Additional nominations for any officer or director position may be made from the floor by any member in good standing immediately following the report from the Committee on Nominations, or at the December meeting of the Association. For all nominations, the previous consent of the nominee shall have been obtained.

Section 3. Elections shall be held at the annual meeting in January of each year.

Section 4. Elections shall be by secret ballot unless by acclamation. All members in good standing and present shall be entitled to vote. The nominee for each office receiving the largest number of votes cast shall be declared elected. If there is only one candidate for any office, the election for that office, or offices, may be by voice vote.

Section 5. Elected officials shall be installed before the close of the meeting at which they are elected and shall serve for one (1) year or until their successors are elected.

Section 6. No member shall hold more than one elective office at a time.

Section 7. If the Committee on Nominations fails to nominate or to nominate a slate of nominees by the November meeting of the Association, or if the Association fails to hold an election of officers and/or directors by January of each year, a quorum of members in good standing may call a meeting of the membership to elect interim officers and/or directors, as may be necessary to comply with Art. VI, Sec. 1 of these Bylaws, providing that substantially all members have been given written notification of the meeting, by e-mail, or otherwise, at least one week in advance. The interim officers shall serve for no longer than one year. During that year, these interim officers shall conduct the business of the Association, and as soon as practicable, shall appoint a Committee on Nominations, and shall hold an election of officers. All records and property of the Association shall be turned over promptly to the interim officers by the previous officers and committee chairpersons.

ARTICLE X – VACANCIES AND REMOVALS

Section 1. If any office other than that of President becomes vacant by reason of death, resignation, retirement, disqualification, removal or any other cause, the Executive Committee shall appoint a successor or successors to serve for the unexpired term or terms.

Section 2. Any elected officer or other official may be removed from office for good cause by a two-thirds vote of the members present at any meeting of this Association, provided the resolution proposing such removal has been adopted at the previous meeting. Any appointed official may be removed for good cause by a vote of the Executive Committee.

ARTICLE XI – MEETINGS

Section 1. The annual meeting of this Association shall be held in January of each year at a time and place selected by the Executive Committee.

Section 2. The meetings of this Association shall be held at times and places selected by the Executive Committee or the membership of this Association.

Section 3. Executive Committee meetings shall be held regularly at a time and place designated by the President and at the call of the President or upon the written request of seven (7) members of that Committee. Voting on item properly before the Executive Committee may be conducted via telephone or email.

Section 4. The Association shall conduct a special membership meeting upon receipt of a petition signed by at least 35 members or 35% of the membership, whichever is fewer. The petition shall state the date, time, location and purpose of the special meeting. The agenda of a special meeting shall be limited to the stated purpose. Note of a special meeting shall be provided to all members at least 14 days before the meeting.

Section 5. Meetings of any committee of this Association may be held as required and on any subject within the responsibility of the committee. The chairperson shall call the meetings and select the times and places for these meetings.

ARTICLE XII – QUORUM AND VOTING

Section 1. Ten (10) members (or 10% of the membership, whichever is fewer) of this Association shall constitute a quorum of this Association for the transaction of any business. Meetings may be held even if a quorum is not present provided that action taken at such meetings shall be effective only if thereafter approved by the Executive Committee or by a meeting of this Association at which a quorum is present.

Section 2. A majority of the members of the Executive Committee or any committee of this Association shall constitute a quorum for the transaction of any business properly before them.

Section 3. Unless otherwise provided in these Bylaws, all action by the membership, the Executive Committee and any committee shall be by majority vote of the members present and voting.

ARTICLE XIII – FISCAL OPERATIONS

Section 1. The fiscal year of this Association shall follow the calendar year.

Section 2. The fiscal affairs of this Association shall be governed by an annual budget to be proposed by the Treasurer to the Executive Committee no later than November 1. The annual budget shall govern the expenditures of this Association and may be revised at any time by the Executive Committee.

Section 3. Disbursements made in accordance with the annual budget adopted by the Executive Committee may be made in accordance with Section 4 of this Article. Any other expenditures shall be approved in advance by the Executive Committee.

Section 4. All disbursements made by check, or means other than by debit card, shall be made by or at the direction of the Treasurer or, in the absence or incapacity of the Treasurer, by or at the direction of the President or the officer performing the duties of the President. The Executive Committee may authorize the issuance of debit cards to Executive Committee Members, committee chairs, and/or any bookkeeper retained by the Association. No debit card may be used to incur any liability in excess of that provided for in the annual budget, or as otherwise approved by the Executive Committee.

Section 5. The Treasurer, or at his direction, the bookkeeper, shall maintain copies and/or images of any and all contracts, invoices, receipts, and other documents that support the propriety of expenditures made on behalf of the Association. Any person who is a party to any transaction requiring an expenditure by the treasurer shall forward all such supporting documentation to the Treasurer, or at his direction, to the bookkeeper, without delay.

Section 6. The Executive Committee may establish financial policies and procedures not inconsistent with these bylaws.

Section 7. The funds of this Association shall be deposited in a bank which is insured by the Federal Deposit Insurance Corporation and which has been approved by the Executive Committee. The funds of the Association may also be deposited in such investment accounts as the Treasurer may from time to time recommend, provided that such investments are approved by a majority of the Investment Committee. The Investment Committee shall consist of the Executive Committee and such other person(s) as the President may from time to time appoint.

ARTICLE XIV – LIABILITY & INDEMNIFICATION

Section 1. Liability. In the absence of misconduct, fraud or bad faith, the present and former Directors, Officers and employees of the Association shall not be personally liable for its debts, obligations or liabilities.

Section 2. Indemnification. To the greatest extent authorized or permitted by law, the Association shall defend, indemnify and hold harmless any person from and against any and all liability, settlements, costs and expenses, including attorneys' fees, actually and necessarily incurred in connection with or resulting from the defense or appeal of any civil or criminal action, suit or proceeding in which such person may become involved as a party, witness or otherwise by reason of such person's position as a present or former Director, Officer or employee of the Association, provided that such person shall have acted in good faith for a purpose which they reasonably believed to be in the best interests of and consistent with the purposes of the Association; has discharged the duties of his or her position with that degree of diligence, care and skill which ordinarily prudent persons would exercise under similar circumstances in like positions or has acted on the advice of counsel; and in criminal actions or proceedings, shall have had no reasonable cause to believe their conduct to be unlawful.

Section 3. Insurance. The Board may authorize the purchase and maintenance by the Association of such insurance on behalf of the present and former Directors, Officers and employees of the Association as may protect them against any liability asserted against them in such capacity, whether or not the Association would have the power to indemnify such persons under applicable law.

ARTICLE XV – PROPERTY AND RECORDS

All officers and members of this Association holding or charged with the responsibility for the custody and maintenance of any records of correspondence, documents and funds and any other property of this Association shall turn over promptly to their successors all such records and property. The outgoing officers shall deliver all such records and property at the meeting prescribed by Article XI, Section 3, of these Bylaws. If delivery to the successor cannot be accomplished, delivery shall be made to the Recording Secretary or the Vice President. Successors shall be responsible for obtaining from their predecessors all records and other property of this Association.

ARTICLE XVI – PARLIAMENTARY AUTHORITY

Section 1. The rules contained in the most current edition of Robert's Rules of Order Newly Revised shall govern this Association in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order this Association may adopt.

Section 2. The Parliamentarian, to be appointed by the Executive Committee, shall be the custodian of these Bylaws, shall incorporate herein all duly adopted amendments, shall confirm that the Recording Secretary correctly records amendments in the official records of this Association; and shall act as advisor to the Association and the Executive Committee on all parliamentary matters.

ARTICLE XVII – AMENDMENTS

Amendments to these Bylaws may be made at any meeting of this Association by two-thirds vote of the members present and voting provided that the proposed amendments were presented at the preceding meeting in writing to the Secretary and the President, who shall read the proposed amendments to the membership.

Proposed amendments shall then be referred to the Executive Committee, and the Committee shall report to the membership at the next meeting.

Complete through Amendments of May 1, 2024 -

/s/ Jack W. Decker, President

/s/ Jared Cape, Secretary

/s/ Marc Conte, Parliamentarian