

**CONSTITUTION & BY-LAWS
AMENDED JUNE 6, 2015
APPROVED AUGUST 2015**

Article I. NAME

Section 1.01 This non-profit, 501(c)3 community organization is known as the "Walnut Hills Area Council" ("Council" or "WHAC").

Article II. PURPOSE

Section 2.01 The Council shall be a vehicle of maximum participation through which persons who live, work, own business/property, or otherwise actively demonstrate interest in the area known as Walnut Hills can work together cooperatively for the preservation of the community and enhancement of the quality of life therein.

Section 2.02 Walnut Hills is defined as the area bordered on the south by Eden Park, on the west by Reading Road and I-71, on the east by Victory Parkway, and on the north by the intersection of I-71 and Victory Parkway.

This is inclusive of the Walnut Hills Business District (NBD), defined as E. McMillan Street from Ashland Avenue to Boone Street, Gilbert Avenue from Martin Luther King to Florence Avenue, William Howard Taft from Ashland Avenue to Melrose Avenue and Victory Parkway from Cypress Street to William Howard Taft (City of Cincinnati, NBD, 2004).

Article III. MEMBERSHIP

Section 3.01 Persons meeting the criteria in Section 2.01 and subscribing to the purposes of the Council can become voting members by paying annual dues determined by the Council.

Article IV. MEETINGS

Section 4.01 Council policies and directions shall be determined by the body, based on community-at-large concerns, committee recommendations and reports and communications that will affect the stated purposes of the WHAC. There shall be at least six general membership meetings each year. Seven voting members present shall constitute a quorum for conducting business.

Section 4.02 The Board of Trustees shall meet during the first month of each calendar quarter unless otherwise agreed by the Board of Trustees. Two-thirds (2/3) of the current Board of Trustees shall constitute a quorum at Board meetings and no official business of the Board may be conducted without said quorum.

If a member is absent from four consecutive Board meetings without good reason and without notifying an office in advance, he or she may be dropped from the Board of Trustees after being notified in writing by the president.

Section 4.03 A two-thirds (2/3) vote of the Board members present shall, after a hearing, remove a Board member for cause.

Article V. BOARD OF TRUSTEES, OFFICERS, COMMITTEE CHAIRS AND THEIR DUTIES

Section 5.01 The Board of Trustees of WHAC shall be composed of:

- Two (2) appointed members from the Walnut Hills Business Group Standing Committee (Chair of the WHBG and an appointment at the Chair's discretion) and
- One (1) appointed member from the Walnut Hills Historical Society and
- Nine (9) elected members, five (5) to serve as heads of the Standing Committees set forth in Article VUU and four (4) to serve as officers on the Executive Committee. All elected Board members will serve three-year terms.
- No Board member may serve more than six consecutive years.

Section 5.02

- a. If an elected or appointed member of the WHAC Board is elected/appointed to the WHBG or the Historical Society with appointment to the WHAC Board, the WHAC elected or appointed position will be vacated.
- b. One person, one vote.

Section 5.03 Six (6) of the nine (9) elected Board members must be residents of Walnut Hills as defined in Article II. Section 2.02.

Section 5.04 Each year at the December Board meeting after the November general election of the Board and prior to the commencement of new Board terms, the nine elected Board members shall choose from among themselves four members to serve one-year terms as officers and five members to serve one year terms as Standing Committee Chairs.

Section 5.05 The officers of the Council shall be: President, Vice-President, Secretary, Treasurer

- a. The President shall serve as principal officer of the Council and shall preside at meetings of the Council and Board. The President will be responsible for carrying out policies and programs of council and reporting on their progress as well as representing and speaking for WHAC on occasions related to the work of the Council. S/he shall serve ex officio on all committees except the Nominating Committee. S/he shall serve on the Working Group, appointing a second (board) member to the working group.
- b. The Vice-President shall perform the duties of the President in the event of the President's absence or disability. In the event of the absence or disability of the Secretary, the Vice-President shall keep minutes and attendance records.

- c. The Secretary shall keep minutes of the Council and Board meetings as well as the record of attendance at these meetings. S/he should see that the files of minutes and other records and reports are kept up to date and in good order. The Secretary shall, upon direction by the Council, Board, or President, prepare appropriate communications for the President's signature and maintain files of Council and Board correspondence.
- d. The Treasurer shall assist in developing an annual budget and in planning and carrying out programs necessary to raise funds to meet the budget. S/he shall receive all monies paid to the Council and give receipts for the same. The Treasurer shall pay all bills authorized by the Board of Trustees and report to the Board and Council concerning the fiscal status of the WHAC.
- e. The Treasurer, Vice-President and President are the only officers authorized to sign checks. Checks issued by the Council over \$1000.00 shall be co-signed. No contract may be entered into or debts incurred except as directed by the Board and approved by the WHAC.
- f. The Council's fiscal year shall be January 1 through December 31.

ARTICLE VI. COMMITTEES

Section 6.01 The board shall establish such Standing and Ad Hoc committees as deemed necessary to carry out the purpose of the Council. These committees shall study, plan, and submit recommendation to the Board and the Council. All Standing Committees shall have a Board member as chair.

Except for the WHBG and NSP/NBD, Standing Committees will meet at least once per quarter.

Section 6.02 Standing Committees

- a. **Executive Committee** The Executive Committee shall consist of the officers of the Council, they shall advise and assist the President in conducting the business of the council, and shall be authorized to act in emergencies which arise between Council meetings.
- b. **Planning and Economic Development Committee** The Planning and Economic Development Committee Chair will be a Board member appointed in accordance with Section 5.02 The Planning and Economic Development committee shall have responsibility for preliminary review of matters related to housing and business development, including issues such as zoning and liquor licenses, and for bring recommendations to the full Council on these issues.
- c. **Neighborhood Support Program (NSP) Committee** The NSP Committee Chair will be a Board member appointed in accordance with Section 5.02. The NSP Committee shall serve as the liaison between the Council and the City's Administering Agency of the NSP program, shall have responsibility for drafting annual grant proposals submitting such for full Council approval, handling all paperwork, monitoring expenditures and reporting back to Council on the progress of all NSP projects.
- d. **Membership Committee** The Membership Committee Chair will be a board member appointed in accordance with Section 5.03. The Membership Committee shall have responsibility for keeping the official roster of members, collecting dues, turning monies over to the Treasurer, planning and executing the membership program, and reporting back to

the Board and to the full Council with respect to said program. This Committee shall work to promote the Council or its endeavors through various forms of communication including but not limited to website, newsletters, brochures and flyers.

- e. Walnut Hills Business Group (WHBG)** The WHBG shall consist of one Chairperson, one Secretary, and one Treasurer, plus any number of current business or organization representatives. The WHBG members shall select nominees for Chairperson, Secretary, and Treasurer of the business group in advance of Area Council elections. The Council President shall appoint these nominees as Chairperson, Secretary, and Treasurer of the WHBG. The mission of the WHBG is to promote sustainable business development in a safe, attractive environment in the community of Walnut Hills. The purpose of the WHBG is to be a community organization through which business owners and their representatives work cooperatively with the community in support of this mission.
- f. Safety Committee** The Safety Committee chair will be a board member appointed in accordance with Section 5.02. The Safety Committee shall develop, implement, and support neighborhood strategies to create a safe living and business environment in the neighborhood.
- g. Environmental and Beautification Committee** The Environment and Beautification Committee Chair will be a board member appointed in accordance with Section 5.02. This committee will address issues that arise in relation to the environment in the neighborhood.
- h. The Working Group** The Working Group is formed annually after elections of the WHAC, the WHBG and the WHRF. Representation is the President/Chairperson of each organization and an appointment by the President of the WHAC, the Chairperson of the WHBG and the Executive Director of the WHRF.
- i. The Walnut Hills Historical Society** The WHHS works to uncover, preserve and convey the rich history of Walnut Hills. Currently, the particular goal is to create an archive of oral histories taken from neighborhood residents, former residents and visitors which demonstrate ties between Walnut Hills and local, national and international historical events.

[Section 6.03 Ad Hoc Committees] The President will appoint Ad Hoc committees as needed to address specific issues and for a duration of time as needed.

- a. Nominating Committee** The President will appoint a Nominating Chair at least 90 days in advance of the annual election. The Nominating Chair will form a committee and with assistance of that committee, prepare the slate for Board election at least 60 days in advance of elections.

ARTICLE VII. NOMINATIONS & ELECTIONS

Section 7.01 Election of Board members shall be held annually at the November Council meeting. The Nominating committee shall prepare a slate of enough candidates for the Board of Trustees to replace those whose terms have expired, and to fill any vacancies on the Board so that the full complement of nine elected Board members will be preserved.

Section 7.02 The slate of Board members shall be prepared at least two months in advance of the November election, or in time for announcement at the September Council meeting and posted in any community-wide communication no later than October 7 of the current year.

Section 7.03 Other nominations may be made by petition, but not from the floor. Five (5) Council members in good standing may nominate a qualified candidate provided:

- a. The candidates' consent has been obtained in advance.
- b. The candidate is a member in good standing.
- c. The petition is presented to the general body of the Council at least fourteen (14) days in advance of the elections.

Section 7.04 The Executive Committee will appoint vacated unexpired Board terms between elections.

ARTICLE VIII. LIMITATIONS OF POWER

Section 8.01 No officer, committee chairperson or member shall speak for the Council, issue publicity in the Council's name or undertake collection of money or goods without the express written approval of the Board of Trustees.

ARTICLE IX. PARLIAMENTARY AUTHORITY

Section 9.91 In all cases where this Constitution does not speak, Robert's Rules of Order, Revised, shall be the parliamentary authority governing the Council and Board of Trustees.

ARTICLE X. AMENDMENT

Section 10.01 Amendments to this constitution may be made by an affirmative vote of three-fourths of the voting members present, provided members have been informed of the amendments in writing at least fifteen (15) days prior to the meeting at which amendments will be presented.

ARTICLE XI. DISSOLUTION

Section 11.01 In the event that the Walnut Hills Area Council should be dissolved, its property, money and assets shall be given to one or more Organizations engaged in similar work as determined by the Board of Trustees.

ARTICLE XII. STATEMENT OF NONDISCRIMINATION

Section 12.01 The Council shall not discriminate in its hiring or disbarment of an individual(s) based on race, sex, age, handicap, religion, or national origin.