

CODE OF REGULATIONS
OF
CORRYVILLE COMMUNITY COUNCIL

ARTICLE I

Name, Mission, Purpose, Policies, Location, and Boundaries

Section 1.1. Name, Mission, and Purpose. The name of this Ohio nonprofit corporation is the Corryville Community Council (the “CCC”). The principal purpose of the CCC, among other purposes, shall be consistent with the Articles of Incorporation and shall be the following:

- (a) To promote and coordinate efforts for the greater welfare of the Corryville community;
- (b) To function as the official representative body for the Corryville community with the City of Cincinnati;
- (c) To help develop a safe, vibrant, diverse, prosperous and attractive neighborhood for residents, businesses, and visitors by concerning itself with issues related to the Corryville community, including but not limited to: planning, development, zoning regulations, housing code enforcement, liquor licenses, traffic patterns, shopping, schools, recreational facilities, neighborhood safety, human needs, attractive appearance, and all measures designed to preserve and upgrade the Corryville community;
- (d) To act as a focal point for attracting, soliciting and distributing funding needed for the betterment of the Corryville community; and
- (e) To assist and cooperate with other organizations and institutions in Corryville.

Section 1.2. Policies. The policies of the CCC, among other policies, shall be the following:

- (a) To recruit volunteers;
- (b) To employ and supervise CCC staff to the extent necessary and proper to fulfill the enumerated purposes of the CCC as outlined in the Articles of Incorporation, these Regulations, and all other applicable laws;
- (c) To compile a recorded history of CCC decisions and actions on a continuing basis;

- (d) Generally, to have and exercise all rights and powers conferred on a non-profit corporation under the laws of Ohio, or which may hereafter be conferred, including the power to contract, rent, or sell personal or real property, provided, however, that the CCC shall not engage in any activities or exercise any powers that are not permitted to be carried on by a corporation exempt from tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended;
- (e) To prohibit discrimination in all its programs and activities on the basis of race, color, national origin, age, disability, and where applicable, sex, marital status, familial status, parental status, religion, sexual orientation, genetic information, political beliefs, reprisal, or because all or part of an individual's income is derived from any public assistance program; and
- (f) To refrain from participating and/or intervening (including publishing or distributing statements) in any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 1.3. Location. The principal office of the CCC, at which the general business of the CCC shall be transacted and where the records of the CCC shall be kept, shall be at such place in Ohio as shall be fixed by the Board of Directors.

Section 1.4. Boundaries. "Corryville" shall be defined for purposes of these Regulations as the area within the perimeter beginning at the SW corner of Erkenbrecher and Burnet, S along the W side of Burnet to the NW corner of McMillan, W on the N side of McMillan to Vine, N on Vine and continuing N on Jefferson to the N property line behind Old St. George and Classen Park, W along the property line to Dennis, S on the W side of Dennis to Calhoun, W on the N side of Calhoun to the NE corner of Clifton, N on the E side of Clifton to the SE corner of Ludlow, W on the S side of Ludlow and Jefferson to Ruther, N along to E side of Ruther to Cloister, E on the S side of Cloister to Vine, S on the W side of Vine to Erkenbrecher, and E on the S side of Erkenbrecher to Burnet.

ARTICLE II

Members

Section 2.1. Members. The Members of the CCC shall consist of persons that (i) are 18 years of age or older, (ii) subscribe to and support the purposes of the CCC, (iii) apply for and are approved for membership in the CCC, and (iv) pay annual dues to the CCC in such amounts, if any, as the Board of Directors determines. In the event that the membership of an "Entity" (as defined below) comes into question, the Board of Directors shall be charged with determining whether such Entity shall be approved for membership in the CCC.

Section 2.2. Classes. The classes of Members of the CCC shall be as follows:

- (a) A “Resident Individual Member,” which shall be defined for purposes of these Regulations, as a natural person residing in Corryville. Proof of residency may be evidenced by voter registration card, driver’s license, tax, phone, or utility bill. A Resident Individual Member shall be entitled to one vote on each matter submitted to a vote of Members.
- (b) A “Resident Household Member,” which shall be defined for purposes of these Regulations, as two natural persons residing at the same physical address in Corryville. Additional natural persons residing at the same physical address in Corryville may join as Resident Individual Members. Proof of residency may be evidenced by voter registration card, driver’s license, tax, phone, or utility bill. A Resident Household Member shall be entitled to two votes on each matter submitted to a vote of Members.
- (c) A “Nonprofit Entity Member,” which shall be defined for purposes of these Regulations, as an Entity that is a nonprofit organization located in Corryville. A Nonprofit Entity Member shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to serve as its designated representative, who shall have absolute authority to represent and vote for the Nonprofit Entity Member on any and all matters.
- (d) A “Religious Entity Member” which shall be defined for purposes of these Regulations, as an Entity that is a religious organization located in Corryville. A Religious Entity Member shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to serve as its designated representative, who shall have absolute authority to represent and vote for the Religious Entity Member on any and all matters.
- (e) A “Non-Resident Property Owner Member,” which shall be defined for purposes of these Regulations, as a natural person who does not reside in Corryville, but owns property located in Corryville, or an Entity that is not located in Corryville, but owns property located in Corryville. A Non-Resident Property Owner Member that is an Entity shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to serve as its designated representative, who shall have absolute authority to represent and vote for the Non-Resident Property Owner Member on any and all matters.
- (f) A “Business Owner Member,” which shall be defined for purposes of these Regulations, as a natural person or Entity that owns a business located in Corryville. A Business Owner Member that is an Entity shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to

serve as its designated representative, who shall have absolute authority to represent and vote for the Business Owner Member on any and all matters.

- (g) A "Community Group Member" or "Institution Member," which shall be defined for purposes of these Regulations, as an Entity that is a community group or an institution located in Corryville. A Community Group Member or Institution Member that is an Entity shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to serve as its designated representative, who shall have absolute authority to represent and vote for the Community Group Member or Institution Member on any and all matters.
- (h) In exceptionally special circumstances, any person who has demonstrated an acknowledged contribution to furthering the accomplishment of the purposes of CCC, but does not meet the aforementioned criteria, may apply to the Board of Directors to become a Member subsequent to attending two consecutive meetings of the Members. With a recommendation from the Board of Directors, following attendance at a third consecutive meeting of the Members, acceptance as a Member will be affirmed by vote of two-thirds of Members present at the meeting.

For purposes of these Regulations, any reference to the term "Entity" shall include the Entity and all other entities that control, are controlled by, or are under common control with that Entity. For the purposes of this definition "control" means (i) the power, direct or indirect, to cause the direction or management of such Entity, whether by contract or otherwise, or (ii) ownership of fifty percent (50%) or more of the outstanding shares, or (iii) beneficial ownership of such Entity. As contemplated above, each Member that is an Entity shall be entitled to one vote on each matter submitted to a vote of Members, and shall designate in writing a natural person to serve as its designated representative, who shall have absolute authority to represent and vote for it on any and all matters.

Section 2.3. Procedure. Applications for membership shall be made by submitting a written application to CCC, accompanied by the appropriate dues, and validated by the Secretary. Memberships will not be considered valid unless they have been received and recorded by the Secretary at least one week prior to the next regular meeting of the Members.

Section 2.4. Member Dues. Subject to amendment, minimum annual Member dues shall be as follows:

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| (a) | Resident Individual Member | \$5.00 |
| (b) | Resident Household Member | \$8.00 |
| (c) | Nonprofit Entity Member | \$10.00 |

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| (d) | Religious Entity Member | \$10.00 |
| (e) | Non-Resident Property Owner Member | \$10.00 |
| (f) | Business Owner Member | \$25.00 |
| (g) | Community Group Member/Institution Member | \$25.00 |

Section 2.5. Renewal. Memberships shall be valid for the calendar year beginning January 1 through December 31. In any given calendar year, membership renewal will commence the first week of September, and any dues paid from September 1 until the end of such calendar year will carry forward through December 31 of the following calendar year.

Section 2.6. Meetings.

- (a) Meetings of the Members shall be held at any time or place, within or without the State of Ohio, pursuant to a resolution of the Directors or to a call signed by the President or any Member.
- (b) A minimum of ten regularly scheduled meetings of the Members shall be held the second Tuesday of the month at 6:00 PM Eastern Standard Time.
- (c) An annual meeting of the Members shall be held in October of each calendar year.

Section 2.7. Notice of Meetings

Section 2.7.1. Regular and Annual Meetings. Written notice of each regular and annual meeting of the Members stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of the CCC or the address furnished for electronic transmissions, unless notice is waived.

Section 2.7.2. Special Meetings. Written notice of each special meeting of the Members stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Member at his or her address according to the current records of the CCC or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 2.7.3. Waiver. Any Member may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the

meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 2.8. Quorum, Voting.

- (a) The presence of six Members, two of whom must be officers of CCC, at any meeting of the Members shall constitute a quorum for such meeting of the Members. For all meetings of the Members, each Member shall be entitled to cast one vote on any question coming before the Members, except in the case of the President who shall only vote in the case of a tie. Unless otherwise provided in these Regulations, the affirmative vote of a majority of Members present at any meeting, if there is a quorum, shall be sufficient to transact any business.
- (b) Election votes shall be cast by secret ballots issued to Members.
- (c) Regular votes of Members shall be by shown by a show of hands, or such process determined by the Secretary.
- (d) A Member may vote in person, by proxy, or by absentee ballot. Votes by proxy or by absentee ballot must be submitted in writing to the Secretary at least 24 hours prior to the vote at the meeting of the Members.
- (e) Every resident of Corryville shall be eligible to vote on all matters pertaining to the Neighborhood Support Program (NSP) without regard to membership status as a Member of CCC.
- (f) Any group of at least five Members who are residents of Corryville ("Neighborhood Residents") may present to the Board of Directors 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 Board of Directors is required to hold such special vote at the annual meeting of the Members in October.
- (g) The President has the right to continue a vote on any topic presented to CCC during a meeting of Members. The topic can only be suspended once and shall be presented for vote at the next meeting of the Members.

Section 2.9. Termination. Membership may be terminated for adequate reason by CCC, including but not limited to the following:

- (a) Membership will be terminated if a Member is one month delinquent in paying renewal dues.

- (b) Membership may also be terminated for just cause, which for purposes of these Regulations, shall include but shall not be limited to, behavior that violates the purposes and policies of the CCC. In such case the Member shall have the right to a hearing before the CCC. The Board of Directors shall make the final decision in regard to termination of membership.

Section 2.10. Written Action. Any action which may be authorized or taken at a meeting of the Members may be authorized or taken without a meeting when authorized in a written action signed by a majority of the Members. Any electronic transmission that contains an affirmative vote or approval of a Member is a signed writing for the purposes of this section.

Section 2.11. Attendance Through Electronic Communications Equipment. Meetings of the Members may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

ARTICLE III

Board of Directors

Section 3.1. Powers and Duties. The Board of Directors will at all times be subject to the decisions of the Members and none of its actions shall conflict with any directives or actions taken by the Members. A Director shall perform his or her duties as a Director of the CCC, including his or her duties as a member of any committee of the CCC, in good faith, in a manner he or she reasonably believes to be in, or not opposed to, the best interests of the CCC and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.2. Qualifications. Any Member of CCC is eligible to serve on the Board of Directors.

Section 3.3. Number of Directors. The Board of Directors shall consist of the following: (a) the Standing Officers, and (b) four (4) Elected Directors. The number of Directors may be increased or decreased by an affirmative majority vote of the Members, provided, however, that the number of Elected Directors shall not decrease below two (2) outside of the Standing Officers.. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director's term of office.

Section 3.4. Duties. A Director shall:

- (a) Confer with the other Directors on the agenda for any meeting of the Members;
- (b) Be prepared to respond to all correspondence addressed to the Board of Directors in a timely fashion;

- (c) Act on behalf of the CCC between the regular meetings of the Members;
- (d) All actions taken by the Board of Directors will be submitted to the Members for ratification not later than the next meeting of the Members. Ratification of Board actions shall be defined as an affirmative vote of the majority of Members present.;
- (e) Attend regular meetings of the Members;
- (f) Ensure that all Directors have been provided necessary information to make an informed decision prior to any vote;
- (g) Make every effort to provide that issues that are of broad concern to the Corryville community, including but not limited to development and zoning considerations, be first scheduled as discussion items on the agenda of a regular meeting of the Members, with any necessary vote scheduled at a subsequent meeting of Members;
- (h) Consult and approve recommendations with respect to all ad-hoc committees, committee chairpersons, and additional CCC officers, and ensure that the Board of Director's recommendations are affirmed by the Members at the next regular meeting of the Members;
- (i) Be responsible for all contract approval on behalf of the CCC; and
- (j) Ensure an annual audit. Three Directors and one non-Director who is a Member (with experience in accounting and financial matters) shall conduct the audit for the annual meeting of the members in October. The Member who is a non-Director shall be appointed by the Board of Directors at the June meeting of the Members.

Section 3.5. Term of Office.

Section 3.5.1. Elected Directors.

- (a) The Elected Directors shall hold office for a term of three years commencing on the day of the annual meeting of the Members at which the Director is elected and ending on the day of the third annual meeting of the Members thereafter.
- (b) The Elected Directors may be divided into three groups or classes, with two such groups or classes consisting of one Elected Director, and one such group or class consisting of two Elected Directors. The Directors in each group shall be elected for a term of three years such that the term of office of one such group shall terminate each year.

Section 3.5.2. Standing Officers. All Standing Officers who serve on the Board of Directors shall hold office for a term that is the same as the term set forth in Article IV, Section 4.2.

Section 3.6. Election of Directors.

Section 3.6.1. Elected Directors. The Elected Directors shall be elected at the annual meeting of the Members, or at a special meeting of the Members called for such purpose. Election shall be by a majority vote of the Members constituting a quorum and entitled to vote at such meeting and subject to the procedures set forth in Section 5.4 of Article V.

Section 3.6.2. Standing Officers. All Standing Officers who serve on the Board of Directors shall be elected in accordance with the procedures and requirements set forth in Article IV and Section 5.4 of Article V.

Section 3.7. Removal. A majority vote by the Board of Directors or Members shall be sufficient to remove any Director. Notwithstanding the foregoing, any Director who misses three meetings of the Members or three meetings of the Board of Directors per calendar year without an approved excuse shall be removed from the Board of Directors.

Section 3.8. Vacancies. Any vacancy that may occur in the Board of Directors shall be filled in accordance with the procedures and requirements set forth in these Regulations.

Section 3.9. Meetings.

Section 3.9.1. Regular Meetings. Regular meetings of the Board of Directors shall be held at least quarterly and shall be open to the public. Such meetings shall be held at the time and place, within or without the State of Ohio, the Board of Directors designates.

Section 3.9.2. Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the President, (b) by the Board of Directors, or (c) upon the written request of two or more Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the President to call the meeting, and the President shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.10. Notice of Meetings

Section 3.10.1. Regular Meetings. Written notice of each regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Director at his or her

address according to the current records of the CCC or the address furnished for electronic transmissions, unless notice is waived.

Section 3.10.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or other electronic means, or sent by U.S. mail or courier service with postage and fees prepaid not less than five nor more than thirty days before the meeting, excluding the day of the meeting, to each Director at his or her address according to the current records of the CCC or the address furnished for electronic transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.10.3. Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.11. Quorum and Voting.

Section 3.11.1. Quorum. The presence of four Directors shall constitute a quorum at any meeting of the Board of Directors, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 3.11.2. Voting. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board, except the President who shall cast a vote only in the case of a tie. Unless otherwise provided in these Regulations, a majority vote of the voting Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.12. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 3.13. Attendance Through Electronic Communications Equipment. Meetings of the Board of Directors may be held through any electronic communications equipment if all persons so participating can hear each other or contemporaneously communicate with each other. Such participation shall constitute presence at such meeting.

Section 3.14. Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors. The Board of Directors shall have the power to establish terms of office for members of an Advisory

Board and to fill vacancies in, or change the membership of, an Advisory Board. The chairperson of an Advisory Board shall be appointed by the Board of Directors.

ARTICLE IV

Officers

Section 4.1. Officers. The officers of the CCC shall be a President, Vice President, Secretary, Treasurer and any other officers the Board of Directors designates (the "Standing Officers").

Section 4.2. Election of Officers; Tenure. The Members shall elect all officers at the annual meeting of the Members to serve for terms of two years or until their respective successors are elected and have qualified. Election shall be by a majority vote of the Members constituting a quorum and entitled to vote at such meeting. Only persons nominated as candidates in accordance with the procedures set forth in Article V, Section 5.4 shall be eligible for election as an officer. Officers may not serve more than three consecutive terms in the same office. If however, a situation should arise where the Board of Directors or Members deem it necessary for the good of CCC that an officer serve more than three consecutive terms in the same capacity, the term limit may be waived by a vote of two-thirds of the Members then present.

Section 4.3. Powers and Duties. Officers of the CCC shall have such powers and perform such duties as generally pertain to their respective offices, and such further duties and powers as the Board of Directors confers, including but limited to the duties set forth below.

Section 4.3.1. Duties of the President. The President shall:

- (a) Act as the official representative of CCC;
- (b) Preside at all meetings of the Members, but shall not vote except in cases of a tie;
- (c) Preside at all meetings of the Board of Directors, but shall not vote except in cases of a tie;
- (d) Report to the Board of Directors and the Members concerning matters pertinent to the CCC;
- (e) Establish standing and ad-hoc committees as necessary and proper to fulfill the enumerated purposes of the CCC, and appoint committee chairs, in consultation and with approval of the Board of Directors;
- (f) Perform any and all duties otherwise pertaining to the office of President; and

- (g) Be responsible for ensuring the agenda for any CCC meeting of the Members is prepared in conference with the Board of Directors.

Section 4.3.2. Duties of the Vice President. The Vice President shall:

- (a) Perform the duties of the President in the event of the absence, incapacity, or resignation of the President, and such duties as assigned by the President;
- (b) Assume the role of President if the President is no longer able to serve, and be the first in line upon affirmation by the Members at the next scheduled meeting of the Members to serve until the next annual meeting of the Members;
- (c) Serve as an ex-officio member of all standing committees, and report to the Board of Directors and Members as necessary; and
- (d) Perform any and all duties otherwise pertaining to the office of Vice President.

Section 4.3.3. Duties of the Secretary. The Secretary shall:

- (a) Record minutes of all meetings of the Members and the Board of Directors;
- (b) Maintain an electronic distribution list;
- (c) Distribute agendas and minutes, send notification of regular and special meetings, elections and such notices ordered by these Regulations or the Board of Directors, and be the point person for all correspondence to the Members;
- (d) Validate eligibility for membership and voting, and issue proof, i.e. a receipt or membership card;
- (e) Keep a record of membership and proof of residency;
- (f) Receive all correspondence for the Members or the Board of Directors;
- (g) Send all correspondence on behalf of the Members or the Board of Directors; and
- (h) Maintain an archive of all correspondence sent on behalf of the Members or the Board of Directors; and
- (i) Perform any and all duties otherwise pertaining to the office of Secretary.

Section 4.3.4. Duties of the Treasurer. The Treasurer shall:

- (a) Receive all money belonging to CCC, keeping a regular account of all finances of the CCC;
- (b) Submit a monthly statement to the Secretary for attachment to the regular monthly meeting of the Members minutes;
- (c) Deposit all funds of the CCC in the name of the CCC upon such terms decided by the Board of Directors;
- (d) Be the point person for distribution of funds and accounting on behalf of the CCC;
- (e) Set financial policies in consultation and with the approval of the Board of Directors;
- (f) Be a standing member of any committee where grant funding is involved;
- (g) Prepare a yearly review to be submitted at the annual meeting of the Members in October consisting of a financial statement for the preceding year; and
- (h) Perform all other duties pertaining to the office of Treasurer, including reordering financial supplies.

Section 4.4. Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two authorized officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.5. Removal. Any officer of the CCC can be removed from office for just cause, which shall include but not be limited to, negligence in performance of duties and/or behavior that violates the purposes, policies, and mission of the CCC. The procedure for removal shall be as follows:

- (a) A Member or Director shall submit a complaint and request for removal to the Board of Directors;
- (b) The Board of Directors shall notify the accused officer of the complaint and advise the officer of his or her right to a hearing before the Board Directors;
- (c) Whenever possible, the Board of Directors shall arrange for a time during which the accused officer can correct or improve such negligence of improper behavior (period of probation);

- (d) After a formal hearing, the Board of Directors shall make a determination to remove the officer, grant the officer a longer period of probation, retain the officer, or continue negotiations with the officer.
- (e) The officer in question may appeal any decision of the Board of Directors and request a vote at a meeting of the Members. A majority vote of the Members present is required to overturn a decision of the Board of Directors.

Section 4.6. Vacancies.

Section 4.6.1. Office of the President. The Vice President shall assume the role of President if the President is no longer able to serve, and shall be the first in line upon affirmation by the Members at the next scheduled meeting of the Members to serve until the next annual meeting of the Members.

Section 4.6.2. Offices of Other Standing Officers. Should other standing offices become vacant, the Board of Directors and Members shall nominate candidates to fill the vacancies at a regular meeting of the Members in accordance with the procedures set forth in Article V, Section 5.4. Members shall vote to fill the vacancies at the next monthly meeting of the Members. The elected person shall serve until the next election at the annual meeting of the Members in October.

ARTICLE V

Committees

Section 5.1. Standing Committees. The Nominating Committee and the Neighborhood Support Program ("NSP") Committee shall be standing committees of CCC.

Section 5.2. Other Committees. The Board of Directors may create other committees, which shall have such powers and perform such duties the Board of Directors prescribes.

Section 5.3. Authority of Committees. The Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all actions taken at the next succeeding meeting of the Board of Directors.

Section 5.4. Nominating Committee. The Nominating Committee shall function as follows:

- (a) The Nominating Committee shall consist of a chairperson and two Members appointed by the Board of Directors in January of each calendar year.

- (b) It shall be the responsibility of the Nominating Committee to determine the number of Elected Director or Standing Officer positions to be filled at the annual meeting in order to satisfy the requirements of these Regulations, nominate a slate of candidates for each open office, and publish such slate at the meeting of the Members preceding the annual meeting of the Members.
- (c) In addition to the slate presented by the Nominating Committee, Members may make such nominations from the floor at the meeting of the Members preceding the annual meeting of the Members.
- (d) Election votes shall be cast by secret ballots issued to the Members.
- (e) Members may vote in person, by proxy, or by absentee ballot. Absentee and proxy votes must be submitted in writing to the Secretary at least 24 hours prior to the annual meeting of the Members.
- (f) The Nominating Committee chairperson and a volunteer Member from the floor shall count the votes and report the results to the Members at the conclusion of the annual meeting of the Members.

Section 5.5. Neighborhood Support Program (NSP) Committee. If NSP funds are allocated by the City of Cincinnati, an NSP Committee will be formed. The NSP Committee Chair shall diligently become familiar with NSP rules and regulations, prepare the annual NSP Fund Budget Request, and keep records necessary for reimbursement. The Treasurer shall be a member of the NSP committee. It is the duty of this committee to maximize the annual allotment from the City of Cincinnati, so as to benefit the community. The NSP Committee shall also prepare and submit any application for the yearly award of the Invest Merit Grant Annual Award.

ARTICLE VI

Miscellaneous

Section 6.1. Parliamentary Procedures. Rules contained in the current edition of Robert's Rules of Order, Newly Revised, shall govern the proceedings of the Members and the Board of Directors in all cases to which they are applicable and in which they are not inconsistent with these Regulations and any applicable laws.

Section 6.2. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the CCC shall be the calendar year ending on December 31.

Section 6.3. Ratification. The Members may adopt, approve, and ratify these Regulations at any meeting of the Members by the affirmative two-thirds vote of the

Members then present; provided, however, that a copy of these Regulations be included with the notice for such meeting.

Section 6.4. Amendments. The Members may amend, repeal or restate the CCC's Articles of Incorporation and these Regulations at any meeting of the Members by the affirmative two-thirds vote of the Members then present; provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

Section 6.5. Indemnification. The CCC shall indemnify to the full extent permitted by the nonprofit corporation laws of the State of Ohio each person who was, is or will be a Director, officer or employee of the CCC (including the heirs, executors, administrators or estate of such person) against any liability, cost or expense incurred by such person in such person's capacity as such a Director, officer or employee, or arising out of such person's status as such a Director, officer or employee (including serving at the request of the CCC as a trustee, director, officer, partner, member, employee or agent of another organization).

Section 6.6. Authority to Borrow, Encumber Assets. No Director, officer, agent or employee of the CCC shall have any power or authority to borrow money on its behalf, to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority delegated by the Board of Directors. The Board of Directors may grant general or limited liability for any of the above purposes.

Section 6.7. Deposit of Funds. All funds of the CCC shall be deposited to the credit of the CCC in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 6.8. Conflicts of Interest.

Section 6.8.1. Gifts. No director, officer or employee of the CCC shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the CCC without first making a disclosure of such conflict of interest to the Board of Directors in accordance with the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A.

Section 6.8.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors, a copy of which is attached as Exhibit A, shall be followed.

Section 6.9. Dissolution. The Members may dissolve the CCC pursuant to the applicable provisions of the nonprofit CCC laws of the State of Ohio. Upon the dissolution of the CCC, the CCC shall, after paying or making provision for the payment

of all the liabilities of the CCC, dispose of all assets of the CCC as provided in the Articles of Incorporation of the Corporation.

Section 6.10. Supersession. These Regulations supersede the Regulations adopted on January 11, 2000, and amended on January 9, 2007, and amended further in May 2008.

CERTIFICATE OF ADOPTION

The foregoing Code of Regulations was duly adopted by the Members effective as of the 14th day of June, 2011.

The following Internal Control Policy for Future Expenditures was approved by members on April 4, 2014:

- All expenditures require prior Board recommendation and CCC approval of a budgeted amount.
- Disbursements will not be made unless amounts are within the approved budget.
- A written pledge for any donation must be received before those funds are spent.
- All payments must be confirmed (authorized) by the Treasurer and President.
- Transition Date: To ensure a smooth Board transition, newly elected Officers and Elected Directors will be brought up to speed by the appropriate previous and current Board members over a 30-day period following the Oct election, and be seated for the Nov Board meeting. Board agreed the CCC should approve adding this as an amendment or addendum to by-laws.
- Check Writing Authority: Permit Treasurer to sign checks for under \$200-300, but require signatures of both President and Treasurer for any amounts over that. Board agreed the CCC should approve adding this as a document for Audit Committee.