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# AMENDED & RESTATED CODE OF REGULATIONS

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## ARTICLE I: MISSION STATEMENT.

To develop, preserve, and promote our diverse, historic, urban Ohio City community as a desirable place to live, work, study, play and worship by:

- A. ~~Serving as a catalyst to foster neighborhood relationships that build community thereby creating vehicles for community problem solving and informed neighborhood input into residential, commercial, and institutional development planning;~~
- B. ~~Developing or assisting the development of quality new and rehabilitated homes for all income levels;~~
- C. ~~Developing or assisting the development of retail, office, institutional, and industrial properties; and~~
- D. ~~Preserving the historic character of the neighborhood.~~

Adopted March \_\_\_\_\_, 2014



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**OHIO CITY**  
 INCORPORATED  
*est 1836*

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**PREAMBLE:**

**A. Vision:**

Ohio City is Cleveland’s most complete neighborhood, a destination for celebrating the urban experience and an ideal setting to make a home, raise a family, start a business, serve others, and live a full life.

**B. Mission:**

We lead the development of Ohio City by serving a diverse community of committed **people**, driving new investments in and preserving the history of a unique **place**, and **promoting** an authentic urban neighborhood.

Ohio City Incorporated will focus its efforts on People, Place, Promotion, & Policy:

- By serving our People, Ohio City Incorporated will improve the quality of life in Ohio City by making everyone feel safe, welcome, and connected by providing access to meaningful opportunities for enrichment.
- By cultivating Place, Ohio City Incorporated will improve the places and spaces within Ohio City, by planning for, attracting, and guiding appropriate physical development.
- By leading Promotion, Ohio City Incorporated will tell the neighborhood’s story in a way that makes stakeholders proud and creates a desire to be part of the community.
- By strengthening Policy, Ohio City Incorporated will improve organizational efficiency and effectiveness by strengthening governance, streamlining and supporting operations, and engaging in meaningful collaborations



**ARTICLE III: SERVICE AREA.**

The "Service Area" shall be comprised of the following areas within the City of Cleveland, Ohio:

- A. The area commonly known as the Ohio City neighborhood that is further bounded and described within the description attached herein as Exhibit A (hereafter, the "Primary Service Area"); and
- B. Such other areas in and around the Ohio City neighborhood, as may be designated from time to time by resolution of the Board of Trustees (the "Board") with the invitation of the appropriate Community Development Corporation, who have deemed services to these areas beneficial and instrumental to the purposes of the Corporation (hereafter, the "General Service Area").

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**ARTICLE IIII: MEMBERSHIP.**

A. **Classifications:** Members of the Corporation (each a "Member", collectively the "Members") shall consist of a mixture of Primary Service Area residents, businesses, and interested organizations/institutions, and associate members (as defined below). To this extent, membership currently has four (4) classifications:

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1. Residential Member. A "Residential Member" is defined as those individuals, eighteen (18) years or older, at the time of registration, who are interested in the mission and principles of the Corporation, and who reside within the Primary Service Area.

~~i. To qualify as a Residential Member, an individual must continuously occupy a dwelling within the Primary Service Area for a period of time, not less than 45 days prior to registration as a Member.~~

~~ii.~~ Each Residential Member shall be entitled to one vote at any meeting of the Corporation. No vote by proxy shall be permitted.

2. Business Member. A "Business Member" is defined as ~~those entities~~any entity conducting business or industry, selling products or services, or ~~owning~~owning property within the Primary Service Area, ~~and that are~~has a physical location within the Primary Service Area, and is interested in the mission and principles of the Corporation.

i. Each Business Member shall be entitled to designate one (1) representative over the age of eighteen (18) to vote at Corporation meetings or eligible to serve as a Trustee of the Board on its behalf. The designated representative shall be identified in writing by the Business Member and delivered to the Secretary of the Corporation.

ii. Each Business Member shall be entitled to one vote at any meeting of the Corporation. No vote by proxy shall be permitted.



iii. Business Members with Affiliated Businesses shall be considered one entity for the purposes of membership. "Affiliated Businesses" are businesses located in the Primary Service Area that are under the control of the same person or entity. Control is ownership of more than 50% of the business.

3. Institutional Member. An "Institutional Member" is defined as ~~those~~any non-profit ~~organizations~~organization (including but not limited to those providing educational, cultural, religious, informational, or health and social services within the Primary Service Area) that has a physical location within the Primary Service Area, and that ~~are~~is interested in the mission and principles of the Corporation.

i. Each Institutional Member shall be entitled to designate one (1) representative over the age of eighteen (18) to vote at Corporation meetings or eligible to serve as a Board of Trustee on its behalf. The designated representative shall be identified in writing by the Institutional Member and delivered to the Secretary of the Corporation.

ii. Each Institutional Member shall be entitled to one vote at any meeting of the Corporation. No vote by proxy shall be permitted.

4. Associate Member. An "Associate Member" is defined as an individual or entity interested in the mission and principles of the Corporation, but not qualifying as a Residential, Business, or Institutional Member. Associate Members are not be eligible to vote at the Corporation's annual or special meetings, but are eligible to be appointed to the Board or a Committee by the Board of Trustees, ~~from time to time.~~

B. Dual Classifications: For avoidance of doubt, no one Member may qualify for more than two (2) classifications simultaneously. Therefore no one person shall be entitled to more than two (2) votes.

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B.C. Application for Membership: Membership shall be by application forwarded to the Corporation in the form prescribed by the Board. Each application must be accompanied by the initial dues for the first year, if applicable.

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C.D. Termination of Membership: Upon termination of membership for any reason, all rights, title and interest which such Member may have in and to the Corporation shall cease. Such member shall forfeit all rights to use any emblem, insignia, or other designation stating that such member is or was a member of the Corporation. Membership in the Corporation shall automatically terminate for the following reasons:

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- 1. A Residential Member ceases to reside within the Service Area;
- 2. A Business Member changes the location of its business operations to a location outside of the Primary Service Area, or dissolves its business operations;
- 3. An Institutional Member changes the locations of its services to a location outside of the

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Primary Service Area, or ceases its organizational operations; and

- 4. For any Member,
  - i. Upon receipt of formal written notice of resignation ~~from~~ to the Corporation; or
  - ii. Who is or becomes unqualified for membership for any reason.

~~D.E.~~ Assignment of Membership: Membership in the Corporation cannot be assigned or transferred.

~~E.F.~~ Membership Dues: Dues may be established at the discretion of the Board, according to a schedule established by the Board of Trustees.

~~F.G.~~ Membership List: The Corporation's membership list shall be available to any Member for non-commercial purposes upon written request.

- 1. Written requests may be submitted at any time and shall state the reason for the request.
- 2. A Member shall receive, ~~free of charge,~~ a copy of the membership list ~~in paper AND/OR electronic form~~ including names and addresses of members.
- 3. ~~The membership list will include the names, addresses, emails and/or telephone numbers of the Members. A Member must notify the Corporation, in writing, if any of the Member's contact information is not to be released under this Section F.~~
- 4.3. The Corporation shall provide the list within ~~(3) three business days from the date the request was received~~ a reasonable period of time.

**ARTICLE IVIII: MEETINGS OF THE MEMBERS.**

**A. Annual Meeting:** There shall be an annual meeting of the members ("Annual Meeting") in the month of April or as soon thereafter as possible. The general purpose of the Annual Meeting is to provide an annual report of the Corporation on activities and accomplishments of the past fiscal year, to promote the goals and plans for the upcoming year, enroll members, and to allow the members to present questions regarding those activities and plans of the Corporation.

**B. Annual Election:** There shall be an annual election of the members held at least thirty (30) days following the Annual Meeting ("Annual Election"). At the Annual Election, membership shall elect the Trustees as provided in Article VI or any other matters membership is permitted to vote on pursuant to the Corporation's Articles of Incorporation or these Regulations.

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C. **Special Meetings:** Meetings of the members may be called by a majority of the Board of Trustees (each a "Trustee"), or by one-third (1/3) of the members on a date and at such time and place within the Primary Service Area selected by a majority of those members calling the meeting ("Special Meetings"). Calls for such meetings shall specify the purposes thereof. Those members calling the meeting will make a request for notice to the Secretary who, upon verifying that the requesting members are at least one-third (1/3) of the membership or a majority of Trustees, shall issue the required meeting notice and any requested agenda. No business other than that specified in the call shall be considered at any Special Meeting.

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D. **Quorum:**

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- 1. **Annual Election:** The members in good standing who attend shall constitute a quorum for the transaction of business and voting at the Annual Election of the members.
- 2. **Special Meeting:** At any Special Meeting of the membership, one-third (1/3) of members in good standing on the membership roster present at such meeting shall constitute a quorum for the transaction of business.

If less than a quorum is present at any meeting of the members called, a majority of those members present shall designate a new date, time and place for the meeting, subject to required notice.

E. **Notice of Meetings:** Notice of Annual Meetings and Special Meetings shall be given by providing to each member a written notice (which may include e-mail) of the meeting stating the date, time, and place. The notice shall be provided to each member at least one (1) week before, but not more than six (6) weeks before the date of the meeting. It is the duty of each member to ensure that his physical address and, if applicable, e-mail address on the membership roster is correct and capable of receiving mail.

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**ARTICLE ~~V~~IV: MEMBER VOTING.**

~~A. Annual Election Meetings: To be eligible to vote at the Annual Election, a member must be in good standing on or prior to the date of the Annual Meeting.~~

~~B.A. All other Member Meetings: To be eligible to vote at any other meeting, a member must Member in Good Standing good standing at least five (5) thirty (30) days prior to the voting meeting date.~~

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~~C.B. Absentee Ballots: A Member in good standing may request an absentee ballot from the Corporation's office and must return the ballot at least two (2) days prior to the voting. The Corporation's office will maintain a record of all absentee ballot requests and will provide the record to the Secretary immediately following the submission deadline.~~

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**ARTICLE ~~VI~~ IV: BOARD OF TRUSTEES.**

**A. Board Makeup:** The Board of Trustees shall consist of not more than nineteen (19) and not less than fifteen (15) members of the Corporation, comprised by membership classification as follows:

1. Twelve (12) elected Residential Members;
2. Three (3) to seven (7) Appointed Members ~~as follows, that may be composed of a mixture of Members of the Corporation, but will include, at a minimum:~~
  - i. At least ~~two (2)~~ one (1) appointed Business Members;
  - ii. At least one (1) appointed Institutional Member; ~~and~~
  - iii. At least one (1) appointed Ohio City Incorporated Member who also qualifies as a member of the Market District Improvement Corporation; and
  - ~~iii-~~iv. No more than ~~four (4)~~ two (2) appointed ~~members at large (Residential, Business, Institutional, or Associate) Members.~~

**B. Elected Trustees:** There shall be four (4) Trustees elected each year at each Annual Election by the Members. The elected Trustees shall serve for a term of three (3) years each, in the manner provided in these Regulations. The term of each Trustee elected shall commence upon the ~~Secretary's report~~ first meeting of the ~~results~~ Board of Trustees following the election held at the Annual Election. The four (4) candidates receiving the most votes at the election of Trustees shall be elected to the four (4) open seats.

**C. Appointed Trustees:** The Board of Trustees shall select at least three (3) members to serve as Appointed Trustees as set forth in Article VI-V(A)(2-iii) to serve for a period of three (3) years commencing with the Annual Board meeting following the Annual Election.

**D. Trustee Qualifications:**

1. Good Standing. Each Trustee shall be a member of the Corporation in good standing at the time of nomination and election.
2. No elected officials; Ex Officio Trustees. The Board of Trustees shall not include elected local, state, or federal officeholders. Honorary or ex officio Trustees may be appointed by the Board of Trustees, but they shall have no vote. However, they shall be provided notice of meetings.
3. Residential Member Majority. The Board of Trustees shall be comprised at all times of a majority of Residential Members.

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**E. Board Authority:**

1. The Board of Trustees shall determine the policies and activities of the Corporation and elect the various officers of the Corporation. Except as specified by the members in these Regulations or otherwise, the Board of Trustees shall exercise all authority of the Corporation, and may delegate such authority or portions thereof to the various officers of the Corporation or to paid employees, if any.
2. The Board of Trustees shall not delegate its authority to approve or disapprove of:
  - i. Purchases or other expenditures of unbudgeted funds in excess of \$2,500.00;
  - ii. Contracts (including employment contracts) and management agreements of every type
  - iii. Deeds, leases, licenses and other interests in real estate;
  - iv. Budgets;
  - v. The creation or dissolution of subsidiary entities; or
  - vi. Joint ventures or partnerships with other entities.
3. The Board of Trustees shall not delegate authority to its committees.

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**D.F. Board Policies:**

1. For its own internal governance, the Board may adopt, ratify or amend ~~bylaws and~~ policies ("Board Policies") consistent with the federal and state law, the Articles, and these Regulations. These Board Policies may include, but are not limited to, a Statement of Expectations, Confidentiality Agreement, and Conflict of Interest Agreement.
2. The Board shall adopt and enforce the Board Policies. All Trustees shall acknowledge to have received, read, and abide to the provisions stated within Board Policies on an annual basis.

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**E.G. Resignation:** Any Trustee may resign at any time by providing written notice to the President of the Board of Trustees.

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**F.H. Removal:** Any Trustee may be removed from the Board with or without "Cause" by two-thirds (2/3) majority vote of the members; or with "Cause" by two-thirds (2/3) majority vote by the Board of Trustees.

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1. "Cause" shall be defined as the following:

- i. Trustee's unexcused absences from three (3) consecutive meetings of the Board

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within a 12 month period;

- ii. Trustee ceases to be eligible for membership under Article III (C);
  - iii. Trustee’s violation of one or more Board Policies reasonably likely to have a material adverse effect on the Corporation;
  - iv. Trustee’s violation of local, state or federal law which violation is reasonably likely to have a material adverse effect to the Corporation; or
  - v. Trustee’s gross negligence or willful misconduct which is reasonably likely to have a material adverse effect to the Corporation.
2. Any recommendation for removal shall be referred to the Governance Committee. The Governance Committee shall review the matter and submit a recommendation to the Board. Removal shall be effected by a two-thirds majority vote of all current Trustees of the Board. Within ten (10) days after the removal of a Trustee, the Secretary shall provide the removed Trustee with written notice of the removal action, including the reason for removal and the effective date of removal.
3. Any vacancy on the Board of Trustees shall be filled as established in Article VIII.

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**G.I. Regular Board Meetings:** The Board of Trustees shall meet on a regular basis, not less than quarterly, at such times and places which are reasonable and accessible to the Trustees and to the members. The frequency of Board Meetings shall be determined by the Board of Trustees, and once established, Board Meetings shall be called accordingly by the President. The Board of Trustees may designate standing monthly, bi-monthly, or quarterly days on which the Board intends to meet at a predetermined time and place (“Meeting Days”). If so designated, meetings held on these days will be deemed “Regular Meetings,” and all other meetings shall be deemed “Special Meetings.” All Regular Meetings shall be open to the membership.

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**H.J. Special Meetings:** Special Meetings other than regular meetings may be called by any three Trustees. Upon such a request, the Secretary shall issue the required notices. If a conflict among requested meeting dates or times arises, the President shall mediate disputes among the requesters. All Special Meetings shall be open to the membership.

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**I.K. Annual Board Meeting:** The Board of Trustees shall convene an annual meeting of the Trustees (the “Annual Board Meeting”) immediately upon the close of the Annual Election of the members, or as soon thereafter as is practicable, for the purpose of organizing, electing the officers, and appointing Trustees.

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**J.L. Notice of Meetings:** The Secretary shall provide each Trustee at least one (1) week, but not more than six (6) weeks written notice before the date of the Board Meeting of the time and place of every Board Meeting. If Meeting Days have been established by the Board of Trustees and an annual schedule thereof provided to the Trustees, in lieu of the notice and only requiring 48 hours' written notice of such Board Meetings may be provided to each Trustee. An advance draft of each proposed resolution to be considered at any Board Meeting shall be provided with the notice of such meeting.

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**K.M. Executive Session:** Upon motion and simple majority vote of those Trustees present at a Board Meeting, the Board may invoke an executive session at any ~~annual, regular, or special~~ meeting of the Board of Trustees. Executive sessions shall not be open to the membership or the general public.

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**L. Action Without Meeting:** Any action which may be taken by the Board of Trustees without a meeting shall become effective if such action is approved without reservation or limitation in a writing signed by a two thirds (2/3) majority of the members of the Board of Trustees. The original document shall be provided to the Secretary, who shall file it with other records of Board of Trustees proceedings. The Board shall accept a written response by fax or ~~e-mail~~ electronic means from each Trustee.

**N.** Actions without meeting may be brought to the Board of Trustees only for urgent matters and only if the following steps have been met:

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1. The proposed resolution shall have first and second movants;
2. The proposed resolution shall be authorized and distributed by the Executive Committee, defined below;
3. Each proposed resolution shall include a deadline by which Trustees must have voted; and
4. ~~Each Trustee when voting by e-mail shall "Reply to All"; and~~

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~~5.4~~ The Secretary, or designee if the Secretary is unavailable, shall count and retain the votes and announce the outcome of the vote to the entire Board of Trustees by e-mail.

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**M.O. Quorum:** At any Board Meeting a majority of all Trustees shall constitute a quorum for the transaction of business. If less than a quorum is present, a majority of those Trustees present shall designate a new date, time and place for the meeting, subject to required notice.

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**N.P.** **Transaction of Business:** All actions of the Board shall be by written resolution. If an advance draft of a proposed resolution is provided to each Trustee with the required meeting notice, a simple majority vote of those Trustees present at the meeting shall be required for passage. If no advance draft is provided, or if a resolution is proposed verbally, a two-thirds (2/3) majority of those Trustees present at the meeting shall be required for passage. The Secretary shall reduce the verbal resolution to writing at the meeting and read it aloud to all members present before the vote is taken. Resolutions may be proposed by any two Trustees.

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**O.Q.** **Minutes:** Minutes of each Regular Board Meeting and Special Meeting shall be kept in a minute book by the Secretary, and maintained in the Corporation’s office. Such minutes shall be available for examination by the members of the Corporation.

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**ARTICLE ~~VHVI~~: ANNUAL ELECTION OF TRUSTEES.**

**A. Nominations/Applications for Annual Election Trustee Seats:** A person who is interested in serving on the Board will notify the Corporation in writing not less than ten (10) days prior to the Annual Meeting. All applications for Board of Trustees elected seats must be in the hands of the Governance Committee on or before the date of the Annual Meeting. Applications will be submitted directly to the Governance Committee, with a copy to the Executive Director.

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**B. Notice of Annual Election:** The Secretary shall provide at least one written notice stating the time and place of the Annual Election to all Members in good standing on or after the Annual Meeting and not less than fifteen (15) days prior to the date of the Annual Election. The notice shall include the slate of Board candidates, each candidate’s bio, and a description of any other business requiring the Membership’s vote at the Annual Election. The notice shall be delivered by regular U.S. mail or email to the Members at their addresses of record with the Corporation.

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**C. Election:** The Trustees shall be elected at the Annual Election by secret ballot from a selection of candidates who are members and have applied in compliance with Article VII(A) herein. The candidates receiving the greatest number of votes shall be elected to the open Board seats. Elected Trustees are seated upon the ~~adjournment~~first meeting of the Board of Trustees following the Annual Election.

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- 1. In the rare cases of a tie, a run-off election between the tied candidates shall occur as soon practicable after the Annual Election, as determined by the Board.

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**ARTICLE ~~VHVII~~: BOARD VACANCIES.**

“Vacancy” means an empty seat on the Board of Trustees resulting from nonelection, non-appointment, resignation, removal, or inability to serve. Vacancies on the Board may be filled by in the following manner:



A. **Vacant Elected Board Seat:** The Governance Committee will coordinate the call for applications and nominations for the vacant, elected Trustee seat from the Corporation’s members. Applications and nominations for the Board vacant seat will be submitted directly to the Governance Committee, with a copy to the Executive Director, who will forward them to the Board. The Governance Committee shall review the applications and recommend such qualified nominee(s) to be interviewed by the Board. The Board will interview the recommended nominee(s), or direct the Committee to seek other candidates. The Board shall elect a successor Trustee to serve the remainder of the vacant Trustee’s term by majority vote.

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B. **Vacant Appointed Board Seat:** The Board of Trustees, based on its knowledge of the needs of the organization, shall appoint, at a time to be mutually agreed by the Board, an individual to fill any appointed board seat. The seat may remain open until a suitable candidate is identified.

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**ARTICLE XVIII: OFFICERS.**

A. **Election of Officers:** Any Trustee interested in serving as an officer will submit his/her name to the Governance Committee prior to the first Annual Board Meeting following the Annual Election. Trustees may also submit nominations of other Trustees to the Committee. The names submitted to the Committee shall be presented to the full Board of Trustees at the first meeting held after the annual election. Nominations will also be entertained from the floor. Election shall be by secret ballot.

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B. **Positions:** The officers of the Corporation shall be a President, a Vice-President, a Secretary, and a Treasurer.

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C. **Term:** The officers shall serve annual terms, commencing from their elections at the Annual Board Meeting.

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D. **Eligibility:** Each officer shall be a Trustee of the Corporation in good standing at the time of his/her nomination and election.

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E. **Powers:** The officers shall have the powers and perform the duties for their offices as described below:

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1. **President.** The President shall be the principal executive officer and head of the Corporation and shall have control in the management of its business and affairs, subject to the approval of the Board of Trustees. With the consent and approval of the Board of Trustees, the President shall have the right, power, and authority to create and appoint from among the members of the Corporation such committees or subcommittees as may from time to time be deemed necessary, proper and advisable, and shall grant to each such committee or subcommittee the rights, powers and authority necessary to accomplish the purpose for which the committee or subcommittee was created or appointed. The President shall have the right, power and authority to remove any member

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or members from any committee or subcommittee created or appointed and to revoke or modify the rights, power and authority of such committee or subcommittee. The President shall execute all conveyances of real estate and all papers, contracts and documents that may be required by the Board of Trustees or are necessary and proper to carry on the business of the Corporation. The President shall preside at all meetings of the Corporation and Board Meetings.

2. Vice-President. The Vice-President shall preside over meetings of the Corporation or Board Meetings in the absence of the President. In the absence or inability of the President to act, the Vice-President is vested with all the powers and shall perform all duties of the President, and shall otherwise assist the President as required.
3. Secretary. The Secretary shall attend each Board Meeting and keep a record of the business transacted and the votes upon any business done at any Board Meeting. The Secretary shall perform all duties required by law or by the order of the President or the Board of Trustees. The Secretary shall have oversight responsibility for the handling of all correspondence, filing and appropriate retention of all written records of the Corporation except financial records, and maintenance of an accurate record of all members including their names, addresses, telephone numbers, status of membership, and any other information of importance to the Corporation. The Secretary may as necessary countersign all conveyances of real estate, papers, contracts, and documents requiring the signature of the President. The Secretary shall supervise and archive all records of elections pursuant to these By-Laws. On expiration of the Secretary's term of office, all books, papers, records, and other property of the Corporation in the Secretary's possession shall immediately be turned over the Board of Trustees or the successor Secretary.
4. Treasurer. The Treasurer shall oversee money management of the Board of Trustee and payment of Corporation obligations, as authorized by the Board of Trustees, in the form of checks, drafts, or cash. All checks, drafts and notes of the Corporation in excess of \$2,500.00 shall be countersigned by either the President or Treasurer. The Treasurer shall supervise and control all keeping of the books and accounts of the Corporation and shall make such books and accounts available for inspection by the President, the Board of Trustees, or any committee of members appointed for that purpose, or as required by law. The Treasurer shall make reports at least quarterly, or as otherwise required by the President or the Board of Trustees, showing the financial condition of the Corporation. The Treasurer shall prepare for presentation to the Board for its approval an operating budget for anticipated revenues and expenditures for the Operating Account prior to the end of the fiscal year. The Treasurer shall oversee deposit of all funds of the Corporation in such bank or banks as may be designated by the Board of Trustees. The Treasurer shall oversee collection of any fees, regular dues, donations and pledges from the members, if any. On expiration of the Treasurer's term of office, all books, papers, records, money, and other property of the Corporation in the Treasurer's possession shall immediately be turned over to the Board of Trustees or the successor Treasurer. The Treasurer shall serve on the Finance Committee.

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**F. Removal:** The Board of Trustees may remove any officer at any time with a two-thirds (2/3) vote of the entire Board of Trustees.

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**G. Vacancies:** A vacancy, however created, in the office of Vice-President, Secretary, or Treasurer shall be filled for the unexpired term by a majority of the members of the Board of Trustees selecting a successor from among the members of the Board of Trustees.

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**ARTICLE XIX: COMMITTEES.**

The Corporation’s work shall be planned, researched, and executed (upon Board approval) by the Committees. Each Committee shall be chaired by a Trustee member. The President, with the concurrence of the Vice President, shall determine the size and appoint the chair of each committee and committee members from among the members of the Board of Trustees. Other committee members may be appointed from among the Corporation members who have stated their willingness to serve.

**A. Executive Committee:** The Executive Committee shall consist of the Officers of the Corporation. Unless otherwise determined by the Board, the President shall be Chairperson of the Executive Committee. The Executive Committee shall be responsible for the following:

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1. Setting the agenda for all Board and Member meetings;
2. Make recommendations to and facilitate decisions of the Board;
3. Ensure the Board stays well informed of material developments within the Corporation;
4. Enforce the Board Policies;
5. ~~Review~~Annually review and evaluate the work and performance of the Executive Director. ~~A written evaluation and make a summary of such report from the previous year shall be given available to the full Board not less than annually. The evaluation report shall be reviewed by the Board and presented to the Executive Director within 30 days of receipt of the report by the Board Trustees;~~
6. Advise the Board and the Executive Director on matters relating to personnel policies and practices, compensation and benefits, employee relations, staffing, and organizational structure, except where otherwise provided in these Regulations; and
7. Maintain such duties, authority, and functions as delegated to the committee by the President.

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**B. Finance Committee:** The Finance Committee shall consist of at least three (3) members, including the Treasurer ~~as Chair~~. The Finance Committee shall have authority to recommend to the Board practices, rules, procedures, and conduct audits to assure fiscal integrity for the Corporation. Additionally, the Finance Committee shall be responsible for, but not limited to, the following:

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1. Review and oversight of the Corporation’s annual budget;

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2. Present a written summary budget report at the Annual Meeting;
3. Assist the Treasurer, as requested, with record keeping; and
4. Accept other duties as designated by the President.

**C. Governance Committee:** The Governance Committee shall consist of at least three (3) members. The Governance Committee shall be responsible for, but limited to, the following:

1. Ensure effective Board processes, structures, and roles;
2. Oversee the Board nomination, election and removal processes;
3. Investigate reported possible violations of Board Policies, or misconduct involving members, officers or staff. All reports will be kept confidential;
4. Review, evaluate and make recommendations on these Regulations. The review should occur within three years of the effective date of these Code of Regulations and at least every three (3) years thereafter;
5. Oversee preparation of policies and procedures by other committees and compile documents to ensure compliance with these Regulations and other organizational documents; and
6. Accept other duties as designated by the President.

**D. Additional Committees:** The President of the Board, with the approval of the Board, shall appoint such other standing committees, ad-hoc committees, or subcommittees as are necessary and which are not in conflict with any provisions of these Regulations. The duties of such committees shall be prescribed by the Board upon appointment.

**E. Committee Meetings:** The committees shall meet on a regular basis as required at such time and place as directed by the committee chairman.

1. Every committee member is expected to (i) attend meetings on a regular basis, (ii) use his or her best judgment to review Corporation policy options or monitor those Corporation activities assigned to the committee, (iii) address specific tasks assigned by the chairman of the committee, (iv) solicit and share community input regarding the work of the committee, and (v) be prepared to devote at least three hours each month to the committee in meetings or preparing for meetings.
2. Any committee member who is absent from more than three (3) consecutive meetings may be dropped from committee membership, after notification.
3. Notwithstanding the attendance requirement, the President of the Corporation Board of Trustees and the Executive Director are ex officio members of all standing committees.
4. Whenever possible, recommended resolutions shall be reduced to writing. Before being presented to the Board of Trustees, the chairman of a committee shall review the

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resolution to assure that it is consistent with the view of the committee.

5. Committees shall operate on a one person/one vote basis.

**F. Committee Powers:** Each committee organized by the Board shall have the power to create and disband subcommittees as needed to achieve the goals of the committee, and to staff such subcommittees with at least one ~~Board of Trustees~~Trustee member or employee and as many Corporation members as necessary.

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**ARTICLE XIX: FISCAL YEAR.**

The fiscal year of the Corporation shall begin on the 1st day of July and ends on the 30th day of June of each calendar year.

**ARTICLE XXI: AMENDMENTS & MISCELLANEOUS.**

**A. Amendments:** These Regulations may be amended or repealed, or newly amended and restated code of regulations may be adopted by the Board of Trustees by the affirmative vote of at least two-thirds (2/3) of all the Board.

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**B. Miscellaneous:** If any provision within these Regulations is ever judicially determined to be invalid or unenforceable, such determination shall not affect the validity or enforceability of any other provision of these Regulations.

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**C. Prior Instrument:** These Regulations supersede and nullify any and all prior regulations, bylaws, constitutions and similar instruments previously adopted by the Members and/or the Board.

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**D. Conflicts of Instruments:** With respect to any conflicts between or among instruments pertaining to the Foundation, these Regulations shall be superior to any bylaws, rules, regulations, documents, instruments and policies of the Corporation, with the sole exception that the Articles of Incorporation shall be superior to these Regulations.

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**EXHIBIT A: PRIMARY SERVICE AREA DESCRIPTION**

Beginning with the northerly prolongation of West 45<sup>th</sup> St. at its intersection with Lake Erie;

Then south along the center line of West 45<sup>th</sup> St. (or its prolongation) to a point of intersection with the center line of ~~Franklin Blvd~~Wheat Court;

Then west along said ~~Franklin Blvd~~Wheat Court to a point of intersection with the center line of West 52<sup>nd</sup>48<sup>th</sup> St.;

Then south along West 48<sup>th</sup> St. to a point of intersection with the center line of Franklin Avenue

Then west along Franklin Avenue to a point of intersection with the center line of West 52<sup>nd</sup> St.

Then south along said West 52<sup>nd</sup> St. to a point of intersection with the center line of Lorain Ave.;

Then west along said Lorain Ave. to a point of intersection with the center line of West 53<sup>rd</sup> St.;

Then south along said West 53<sup>rd</sup> St. to a point of intersection with the northerly line of the Norfolk Southern Railroad right-of-way;

Then east along said railroad right-of-way to a point of intersection with the center line of West 44<sup>th</sup> St.;

Then south along said West 44<sup>th</sup> St. to a point of intersection with the center of the Conrail (~~aka~~ Pennsylvania) railroad right-of-way;

Then generally east along said Conrail railroad right-of-way to a point of intersection with the center of the Cuyahoga River;

Then generally north along the center of the Cuyahoga River to a point of intersection with Lake Erie;

Then west along the shore of Lake Erie to the place of beginning.

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