

CONSTITUTION

THE WESTWOOD CIVIC ASSOCIATION, INC.

(amended January 15, 2002)

TITLE I: NAME

The name of this organization shall be: "The Westwood Civic Association, Inc."

TITLE II: PURPOSE

The purpose of "The Westwood Civic Association, Inc." shall be to develop interest in the improvement of community safety, health, and civic arts by educating its members in civic responsibilities and providing services for the betterment of the people of Westwood and vicinity; and to cooperate with other civic associations and organizations with similar purposes. Such purposes shall exclude engaging in individual political campaigns, and the endorsement of, or financial assistance to, candidates for public office. This section shall not preclude the Association from taking a position on issues.

TITLE III: MEMBERSHIP

Article 1. Membership shall consist of two classes:

- a. Adult citizens of Westwood and vicinity
- b. Organizations of Westwood and vicinity

Organization membership shall consist of any five individuals who are meritorial members of a particular organization with each member having one vote.

Article 2. Dues shall be paid yearly and in advance. The amount of dues shall be fixed by the Board of Directors at the beginning of each fiscal year.

Article 3. A member whose current annual dues are paid is a member in good standing.

Article 4. Membership may be suspended if dues are in arrears for more than three months from January first of the current year. Reinstatement of a member can be had by payment of dues for the current year to the Membership Secretary, unless the Board of Directors has previously notified the Membership Secretary to deny such reinstatement.

TITLE IV: OFFICERS

Article 1. The President. The President shall preside at all regular and special meetings; appoint all committee chairpersons; and see that all activities and purposes of the Association are faithfully executed.

Article 2. The Vice-president. The Association shall have two Vice-Presidents who shall perform such duties as may be assigned by the President, and one of whom shall be selected by the President with the approval of the Board of Directors to perform all duties of the President when the President is absent.

Article 3. The Recording Secretary. The Recording Secretary shall keep accurate minutes of all meetings; and attendance of Board Members.

Article 4. The Treasurer. The Treasurer shall collect, disburse, and account for all money received and expended; make a report of the status of the treasury at each monthly meeting; deposit all money in the bank designated by the Board of Directors to the credit of "The Westwood Civic Association, Inc.," per Treasurer or as otherwise designated by the Board of Directors.

Article 5. The Membership Secretary. The Membership Secretary shall keep a list of all members, send annual bills to members; record all dues paid by members; remit the dues promptly to the Treasurer; and send membership cards to members in good standing.

Article 6. The Board of Directors.

Section 1. Except for any matter upon which a vote of the membership is required by this Constitution or applicable law, the Board of Directors shall, by a majority vote of the Directors present, determine all matters affecting the welfare of the Association; authorize all expenditures and the incurring of obligations; and fill all unexpired vacancies for Director or Officer positions. Vacant Director positions shall be filled from the list of names in the most recent election in order of their finish. If the list of Director candidates has been exhausted, then vacant Director positions shall be filled by a vote of the majority of Directors present from a list of all WCA members in good standing. The term of each Director so elected shall expire at the same time as that of the Director who has been replaced. Any matter upon which Directors are called upon to vote may be presented at the regular monthly meeting of the membership or at the regular monthly meeting of the Westwood Civic Association Steering Committee.

Section 2. Absence of a Director for three consecutive meetings, without adequate excuse presented to the Recording Secretary prior to each meeting, shall be cause for the Board of Directors to declare the position held by such member to be vacant.

Section 3. A member of the Board of Directors may be removed from office for cause by a vote of four-fifths (4/5) of the full Board.

TITLE V: MEETINGS

Article 1. The regular March meeting of the membership shall be the annual meeting for announcing the results of the election of Directors.

Article 2. A regular meeting of the membership shall be held each month. Meetings may be suspended by a majority vote of the Board of Directors. Special meetings may be called at the discretion of the President or when requested in writing to the President by a minimum of four Directors.

Article 3. When a special meeting is requested, or is called by the President, the President, within 24 hours of said request, shall set a meeting date which shall be held within 96 hours from the date of said request. Notice for any special meeting shall be by telephone at least 48 hours before the meeting and confirmed by mail to each Board Member postmarked at least two days before the meeting. The notice shall state the purpose of the called meeting and the business at such meeting shall be confined to the purpose stated.

Article 4. At all stated meetings a quorum shall consist of the Board of Directors present. At all special meetings a quorum shall consist of a simple majority of the Board of Directors.

Article 5. All regular and special meetings of the Westwood Civic Association and its subcommittees shall be open to any and all members of the Association in good standing. The procedure at all meetings shall be governed by Roberts' Rules of Order. Any voting privileges conferred on members by this Constitution shall not be exercisable except at meetings after the first meeting attended by such member subsequent to the payment of the current annual dues. Any group of at least 5 members in good standing, who are resident within Westwood, may present to the Board of Directors, through the President, a written petition seeking a special vote, at which voting privileges may only be exercised by persons residing within the territorial boundaries of Westwood ("Neighborhood

Residents"), to determine whether persons other than Neighborhood Residents shall continue to have voting privileges or be eligible to hold office. Such special vote shall be held at the next General Membership Meeting following a 60-day period after receipt of the petition. The Civic Association shall not be required to entertain such petitions any more frequently than once per year. This provision shall be effective only so long as Cincinnati Ordinance 220-1989 is in effect.

TITLE VI: ELECTIONS

Article 1. The President shall appoint one nominating committee and the members shall select a second nominating committee of not more than three members each at the November meeting. Each nominating committee shall by a majority vote select five candidates for the Board of Directors and present their selections at the January meeting.

Article 2. Election Supervisor. An Election Supervisor shall be selected by the Chairpersons of the Nominating Committee no later than fourteen days after their selections. The Election Supervisor shall be responsible for the printing, mailing, counting of ballots and presenting the results to the membership. This person shall retain in confidence for one year the complete results of the election for possible use by the Board of Directors for filling vacancies on their Board during the ensuing year.

Article 3. A ballot consisting of all candidate nominated shall be mailed to all members in good standing, no less than fourteen days prior to the March meeting for the purpose of secret voting. The position of the names of the candidates shall be determined by random drawing by the Election Supervisor.

Article 4. Those five candidates who receive the highest number of votes shall be deemed elected. Should there be a tie vote which results in more than the requisite number of candidates chosen, the tie shall be broken by a flip of the coin by the President at a meeting in the presence of the membership.

Article 5. The Board of Directors shall consist of 15 members elected for a three-year term, but provision shall be made for the election of one-third of its members each year.

Article 6. The Board of Directors at the April meeting, or prior thereto at a special meeting, shall elect, by secret ballot, the Officers of the Association from the members of the Board of Directors, except the Recording Secretary and Membership Secretary who can be any member in good standing.

TITLE VII: AMENDMENT

This constitution may be amended at any regular monthly meeting by a two-thirds vote of the membership present. All proposals for the amendment shall be in writing and presented at the previous monthly meeting and notice shall be given to all members in good standing not less than one week in advance, before action may be taken.

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| This constitution was amended: | October 21, 1975 February 15, 1983 March 17, 1987 November 21, 1989 November 17, 1992 October 15, 1996 (Title IV, Art. 6, Sec 1, sentences 3 and 4) January 15, 2002 (Title V, Art. 4, sentence 1 added) |
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