

**AMENDED AND RESTATED CODE OF REGULATIONS AND BY-LAWS OF THE  
HYDE PARK NEIGHBORHOOD COUNCIL**  
*an Ohio Not-for-Profit Corporation ("the Corporation")*

**Adopted May 18, 2017**

**ARTICLE I - NAME**

The name of the Corporation is The Hyde Park Neighborhood Council.

**ARTICLE II - PURPOSES**

**Section 1. Purposes**

The purposes of the Corporation are:

- a. To preserve and improve the community of Hyde Park for its residents, businesses, institutions and community organizations;
- b. To educate and inform Hyde Park residents, businesses, institutions and community organizations and to facilitate their participation in Hyde Park community affairs;
- c. To serve as the planning, policy and implementation organization recognized by the City of Cincinnati to represent Hyde Park interests; and
- d. To carry out any other purposes permitted to non-profit corporations under the provisions of the Ohio Revised Code and the Corporation's Articles of Incorporation.

**Section 2. Achievement of Purposes**

To achieve the foregoing purposes, the Corporation will, among other things:

- a. Encourage and provide informed communication between the varied interests within the Hyde Park community and between the Hyde Park community and all departments of the City of Cincinnati;
- b. Provide procedures for the identification, deliberation and resolution of issues and problems affecting Hyde Park, and implement such resolutions in a manner determined by the Board of Trustees to be in the best interests of the Hyde Park community as a whole;
- c. Comply with the applicable provisions of the Ohio Revised Code and City of Cincinnati Ordinance No. 220-1989.

## **ARTICLE III - AREA OF REPRESENTATION**

The area of representation for this Corporation shall be as indicated on the attached map ("Hyde Park Boundary"). The boundary lines may be changed at any time by the affirmative vote of a majority of the Board of Trustees. Any property owner or group of property owners may petition the Board of Trustees for inclusion within the Hyde Park Boundary.

## **ARTICLE IV - MEMBERSHIP AND MEETINGS**

### **Section 1. Regular Membership**

Regular membership is available to any person 18 years of age or older who maintains a residence, owns property or operates a business or organization located within the Hyde Park Boundary.

### **Section 2. Associate Membership**

Associate membership is available for any interested individual, business or organization not eligible for a regular membership pursuant to Article IV, Section 1.

### **Section 3. Regular Membership and Associate Membership Dues**

Dues shall be paid in advance of membership and on a yearly basis. The amount of dues shall be determined by the Board of Trustees and may be changed at any time by an affirmative vote of the majority of the Board of Trustees.

### **Section 4. Life Membership**

Any individual, business or organization eligible for membership as set forth in Article IV, Section 1 or 2 may become a life member by payment of an amount determined by the Board of Trustees. Thereafter, no annual membership dues shall be charged to the life member.

### **Section 5. Voting Privileges**

Voting privileges shall be extended only to holders of regular and regular life memberships. Regular membership entitles the holder to one (1) vote upon each matter properly brought before an annual or special meeting of the membership. Votes must be cast in person. Voting of a member by proxy is not permitted. At least once per year, any group of at least five regular members who reside within the Hyde Park Boundary may require a special vote at which only regular members who reside within Hyde Park Boundary may vote to determine whether regular members who do not reside within the Hyde Park Boundary but who otherwise qualify as a regular member shall continue to have voting privileges or be eligible to hold office.

**Section 6. Annual Meeting**

The annual meeting of the members of the Corporation (“Annual Meeting”) for the purpose of electing the Board of Trustees, and for the transaction of such other business as may properly be presented at the meeting, shall be held, within or without the State of Ohio, at such time and place as is fixed by the Board of Trustees.

**Section 7. Special Meetings**

Special meetings of the membership may be called at any time by the Board of Trustees. Upon the written petition of twenty (20) members, the Board of Trustees shall call a special meeting of the membership at a time and place to be fixed by the Board of Trustees.

**Section 8. Notice of Meetings**

All meetings of the members shall be announced by the Board of Trustees as to time, date, and place not less than seven (7) nor more than ninety (90) days prior to such meetings, by any means deemed appropriate by the Board of Trustees, which may include, but is not limited to, telephone, facsimile, text message, electronic mail, United States mail, express mail, courier service, publication in an online or paper newspaper or magazine of general circulation or availability in Hyde Park, or publication in an online or paper newsletter or other publication sent to or made available by the Corporation to its members.

**Section 9. Open Meetings**

All meetings of the members shall be open to the public.

**ARTICLE V - BOARD OF TRUSTEES**

**Section 1. Authority**

All of the authority of the Corporation shall be exercised by or under the direction of the Board of Trustees, except in instances where authority is reserved to the members pursuant to applicable law, the Corporation’s Articles of Incorporation or this Code of Regulations.

**Section 2. Structure of the Board**

The management of the organization, its affairs, finances, and property shall be entrusted to fifteen (15) Trustees elected from the regular membership to serve for terms of three years each, except where appointed to fill a vacancy. Trustees shall serve without pay. Not more than three (3) trustees on the Board shall be non-resident property owners or non-resident operators of business or service, as qualified for membership in Article IV, Section 1.

### **Section 3. Nomination of Candidates; Nominating Committee**

At least thirty (30) days prior to the Annual Meeting, or such shorter period as may be approved by the Board of Trustees, the Nominating Committee shall submit to the Board of Trustees its recommendations of candidates to be nominated for election to serve as trustees of the Corporation. The Board shall nominate no fewer than five (5) candidates and shall file a written report of its nominations with the Communications Secretary. At any time not later than twenty (20) days prior to the Annual Meeting, or such shorter period as may be approved by the Board of Trustees, any regular member may have his or her name placed on the ballot for election as a Trustee by filing with the Communications Secretary a petition signed by fifteen (15) regular members. At least seven (7) days prior to the Annual Meeting, or such shorter period as may be approved by the Board of Trustees, the Communications Secretary shall give notice to the members by any means deemed appropriate by the Board of Trustees of the names of all candidates duly nominated for election to the office of Trustee at the Annual Meeting.

### **Section 4. Election of Trustees**

For the purpose of establishing the rotation of terms, each annual election of Trustees shall proceed in such a manner as to elect one-third (1/3) of the Board of Trustees. At each Annual Meeting, the members shall elect five (5) Trustees to fill the vacancies created by the expiration of terms, and the Trustees so elected shall serve for a term of three (3) years, or until their successors are elected and qualified.

### **Section 5. Termination and/or Removal of Trustees; Vacancies**

- a. Any Trustee may be removed from office for any reason, with or without cause, upon the affirmative vote of two-thirds (2/3) of the whole authorized number of Trustees and notice thereof to the Trustee removed.
- b. Trustees are expected to attend all regular monthly and special meetings of the Board and the Annual Meeting and any special meetings of the members. Absence from four (4) regular monthly Board meetings between elections may be cause for removal.
- c. Any Trustee who, for any reason, can no longer meet the qualifications for membership in the Corporation set forth in Article IV Section 1 hereof, shall be deemed to have resigned as a Trustee effective immediately.
- d. In the event an office of Trustee becomes vacant for any reason, the Board of Trustees shall have the authority to fill such vacancy for the remainder of the current year until the next Annual Meeting. The Nominating Committee, at the request of the Board of Trustees, shall nominate at least one (1) candidate for election to fill the remainder of the unexpired term created by any such vacancy. This nomination must be approved by an affirmative vote of the majority of the Board of Trustees.

**Section 6. Meetings of the Board of Trustees**

Meetings of the Board of Trustees shall be held on a regularly scheduled basis at a time and place to be determined by the Board of Trustees. Special meetings may also be held at any time upon the call of the President and appropriate notice to the Trustees and the members. All meetings of the Board of Trustees shall be open to the general public.

**Section 7. Quorum**

A majority of the whole authorized number of Trustees shall constitute a quorum for the transaction of business, except that a majority of the Trustees then in office shall constitute a quorum for filling a vacancy in the Board of Trustees. Whenever less than a quorum is present at any time and place appointed for a meeting of the Board of Trustees, a majority of those present may adjourn the meeting from time to time without notice, other than by announcement at the meeting, until a quorum shall be present. The act of a majority of Trustees present at a meeting at which a quorum is present shall be the act of the Board of Trustees unless the act of a greater number is required by law, the Corporation's Articles of Incorporation, or this Code of Regulations.

**Section 8. Voting**

Each Trustee shall have one (1) vote upon each matter properly brought before any meeting of the Board of Trustees. Voting by proxy shall not be permitted.

All motions on any matter properly brought before any meeting of the Board of Trustees shall require at least a simple majority vote of Trustees present for passage.

Any expenditures of the Corporation's funds in excess of \$3,000.00 must be approved by the affirmative vote of two-thirds (2/3) of the whole authorized number of Trustees.

**Section 9. Action Without a Meeting**

Any action which may be authorized or taken at a meeting of the Board of Trustees of the Corporation may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the Trustees, which writing or writings shall be filed with or entered upon the records of the Corporation. Any transmission by authorized communications equipment that contains an affirmative vote or approval of the Trustee is a signed writing for purposes of this section. The date on which that transmission by authorized communications equipment is sent is the date on which the writing is signed. Facsimile, electronic and photocopy signatures shall be valid and binding as originals.

**Section 10. Meetings by Communications Equipment**

Trustees may participate in a meeting of the Board or any committee appointed by the Board as hereinafter provided by means of conference telephone or other communications equipment if all Trustees in attendance have an opportunity to participate in the meeting and to vote on matters submitted to the Trustees or committee members, as the case may be, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously

communicate with the persons who are physically present at the meeting. Participation in a meeting pursuant to this Section shall constitute presence at such meeting.

**Section 11. Disclosure of Conflicts of Interest; Voting Privileges**

A Trustee must disclose to the Board of Trustees any financial or other interest or relationship such Trustee may have, whether direct or indirect, and all facts relating thereto prior to any vote of the Board of Trustees on a matter to which such interest or relationship pertains. Any Trustee who has a financial or other interest or relationship, direct or indirect, in a transaction, decision or arrangement on which the directors are voting or with one or more parties involved in such transaction, decision or arrangement, shall abstain from such vote and shall not take any actions to influence the decision of the other Trustees with respect to such vote. The voting privilege of any Trustee may be denied by the Board on any matter for which a conflict of interest is deemed to exist by a majority vote of the Trustees present at the meeting (not including the Trustee as to whom the conflict of interest is claimed to exist).

**ARTICLE VI – OFFICERS**

**Section 1. Officer Election and Qualification**

Each officer of the Corporation must be a member of the Board of Trustees. The officers of the Corporation shall consist of a President, Vice-President, Recording Secretary, Communications Secretary, and Treasurer. The officers shall be elected annually by the Board of Trustees at the first regular Board meeting following the Annual Meeting. The officers elected shall serve in the capacities elected until the next annual election of officers or until their successors are elected and qualified. No person shall serve in the office of President, Vice-President, or Communications Secretary for more than two (2) consecutive one-year terms, plus any part of an unexpired term created by a vacancy in that office to which that person had previously been appointed to fill.

**Section 2. Removal of Officers**

Any officer may be removed by the affirmative vote of two-thirds (2/3) of the whole authorized number of Trustees for any reason, or for no reason, with or without cause. If any officer ceases to serve as a Trustee of the Corporation, he or she will no longer qualify to hold an officer position and will automatically be deemed to have resigned any and all officer positions held effective simultaneously with the termination of his or her Trustee position.

**Section 3. Vacancies**

In the event that any office becomes vacant for any reason, the Board of Trustees shall, as soon as practicable, elect from among its members a person to fill such a vacancy for the remainder of the unexpired term created by any such vacancy.

#### **Section 4. Positions, Duties and Authority**

##### ***President***

The President of the Corporation shall prepare the agenda for and preside at all meetings of the Corporation, all meetings of the Board of Trustees, and all meetings of the Executive Committee. The President shall further have all the powers and duties prescribed by the General Corporation Law and such others as the Board of Trustees may, from time to time, assign to the President. The President shall appoint the chairperson for each Committee established by the Board and shall be an ex-officio member of all such Committees except the Nominating Committee.

##### ***Vice-President***

The Vice President shall have such duties as may from time to time be assigned by the Board of Trustees. At the request of the President, or in the President's absence or disability, the Vice President shall perform all the duties of the President, and when so acting, shall have all the powers of the President.

##### ***Recording Secretary***

The Recording Secretary shall keep attendance and minutes of the meetings of the Board of Trustees and the Executive Committee as well as the minutes of the general membership meetings. The Recording Secretary shall maintain the corporate records of the Corporation and shall discharge all customary duties incident to the office and as may be assigned by the Board of Trustees.

##### ***Communications Secretary***

The Communications Secretary shall see that all notices are duly given in accordance with the provisions of these Regulations, shall receive and disseminate to the Trustees reports from the standing committees, shall carry on correspondence and communications on behalf of the Corporation, and discharge such other duties, as may be assigned by the Board of Trustees, and shall discharge all other the customary duties incident to that office.

##### ***Treasurer***

The Treasurer shall keep and maintain all financial records of the Corporation, shall be responsible for the funds of the Corporation, shall pay all obligations contracted for and approved by the Board of Trustees, shall attend to and oversee the preparation and timely filing of the Corporation's tax returns, shall make such reports as the Board of Trustees may require, and shall discharge all the customary duties incident to that office. The Treasurer, with the signature of another officer of the Corporation, may sign checks on behalf of the Corporation.

**Section 5. Assistant and Subordinate Officers**

The Board of Trustees may appoint such assistant and subordinate officers as it may deem desirable. Each such officer shall hold office at the pleasure of the Board of Trustees and perform such duties as the Board of Trustees may prescribe.

**Section 6. Delegation of Duties**

In the absence of any officer of the Corporation, or for any other reason the Board of Trustees may deem sufficient, the Board may delegate the powers or duties of such officer to any other officer, Trustee, or other qualified person the Board may select.

**ARTICLE VII - BOARD COMMITTEES**

**Section 1. Executive Committee**

The Executive Committee shall consist of the officers of the Corporation plus one (1) additional Trustee appointed by the Board of Trustees. Any four (4) members of the Executive Committee shall constitute a quorum for the transaction of business at any meeting of the Executive Committee. Meetings of the Executive Committee shall be held at a time and place to be determined by the members of the Executive Committee or upon the call of the President. The President shall serve as chairperson of the Executive Committee.

The Executive Committee shall have the power to transact official business of the organization between meetings of the Board of Trustees only when it is not possible to obtain a quorum at a meeting of the Board called by the President. The Executive Committee shall appoint the members of the Nominating Committee.

**Section 2. Nominating Committee**

The Nominating Committee shall consist of five (5) Trustees appointed by the Executive Committee. The President shall appoint a chairperson of the Nominating Committee from among the members of the Nominating Committee. The Nominating Committee shall have such responsibilities and authority as provided in these Regulations and as may be assigned to it by the Board of Trustees in connection with and in furtherance of the recommendation and nomination of persons to fill positions on the Board of Trustees.

**Section 3. Other Committees**

The Board of Trustees may establish such other standing committees and such *ad hoc* committees as it shall determine necessary or desirable from time to time.

**Section 4. Chairpersons**

A chairperson of any committee created by the Board shall be appointed annually by the President, to serve at the pleasure of the President. Chairpersons of the Executive Committee and the



Nominating Committee must be serving Trustees. Chairpersons of committees created by the Board, other than the Executive Committee and the Nominating Committee, need not be serving Trustees, but shall be selected by the President from among the membership and shall have the authority to select committee members from the membership. The Board of Trustees may remove the chairperson of any committee from such position for any reason upon the vote of a majority of the whole authorized number of Trustees.

#### **Section 5. Authority**

Committee action shall be subject to the direction and prior approval of the Board of Trustees.

### **ARTICLE VIII – NOTICES AND COMMUNICATIONS**

Any and all notices of meetings and any other notices or communications required or permitted to be given by the Corporation, the Board of Trustees, or any officer of the Corporation shall be considered duly given if given by any means deemed appropriate by the Board of Trustees, which may include, but is not limited to, telephone, facsimile, text message, electronic mail, United States mail, express mail, courier service, publication in an online or paper newspaper or magazine of general circulation or availability in Hyde Park, or publication in an online or paper newsletter or other publication sent to or made available by the Corporation to its members.

### **ARTICLE IX - PARLIAMENTARY AUTHORITY**

The rules contained in Robert's Rules of Order Revised shall govern meetings of the Corporation in all cases to which they are applicable and in which they are not inconsistent with this Code of Regulations.

### **ARTICLE X - INDEMNIFICATION Section 1. Indemnification**

The Corporation shall indemnify and defend any officer or Trustee of the Corporation, any member of a committee created by the Board of Trustees, or any person who served or serves at the request of the Corporation as a trustee, officer, employee or agent of another corporation, domestic or foreign, nonprofit or for profit, partnership, joint venture, trust, committee, or other enterprise or association, including but not limited to the Hyde Park Neighborhood Improvement Corporation, against any and all losses, liabilities, damages, and expenses, including attorneys' fees, judgments, fines, and amounts paid in settlement, incurred by such person, in connection with any claim, action, suit, or proceeding, whether civil, criminal, administrative, or investigative, including any action by or in the right of the Corporation, by reason of any act or omission to act as such trustee, officer, employee, agent or committee member, to the full extent permitted by Ohio law as in effect from time to time. Expenses, including attorneys' fees, incurred in defending any action, suit, or proceeding referred to in this Section 1, Article X may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding as authorized by the Board of Trustees in the specific case upon receipt of an undertaking by or on behalf of the trustee, officer, employee,

agent or committee member to repay such amount unless it shall ultimately be determined that he is entitled to be indemnified by the Corporation as authorized in this Article X.

**Section 2. Nonexclusive; Benefit**

The indemnification provided by this Article shall not be exclusive of, and shall be in addition to, any other rights granted to those seeking indemnification as a matter of law or under the Articles of Incorporation, these regulations, any agreement, vote of disinterested members or Trustees, any insurance purchased by the Corporation, or otherwise, both as to action in his or her official capacity and as to action in another capacity while holding such office and shall continue as to a person who has ceased to be a Trustee or officer or committee member and shall inure to the benefit of the heirs, executors, and administrators of such a person.

**Section 3. Insurance**

The Corporation may purchase and maintain insurance or furnish similar protection on behalf of or for any person who is or was a Trustee or officer of the Corporation or member of a committee established by the Board of Trustees, or is or was serving at the request of the Corporation as a director, trustee, or officer of another corporation, partnership, joint venture, trust, committee or other enterprise or association against any liability asserted against and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify against such liability under the provisions of this Article.

**Section 4. Effectiveness**

Neither the amendment nor repeal of this Article nor the adoption of any provision of the Articles of Incorporation or these Regulations or of any statute inconsistent with this Article shall eliminate or reduce the effect of this Article in respect of any acts or omissions occurring prior to such amendment, repeal or adoption of an inconsistent provision.

**ARTICLE XI - AMENDMENT OF CODE OF REGULATIONS**

This Code of Regulations may be amended by the affirmative vote of a majority of the members of the Corporation present at a meeting held for such purpose. Any member may propose an amendment to this Code of Regulations by submitting the proposed amendment in writing to the President at least four (4) weeks in advance of the next meeting of the Board of Trustees, unless a shorter period is approved by the vote of a majority of the Board of Trustees. Proposed amendments shall be given to the Trustees and publicized to the members at least seven (7) days prior to the meeting at which such vote is taken, unless a shorter period is approved by the Board of Trustees.

**ARTICLE XII – FISCAL YEAR**

The fiscal year of the Corporation shall be from January 1 to December 31.

## **ARTICLE XIII – FUNDS, POLITICAL ACTIVITIES AND ETHICS**

### **Section 1. Funds**

No part of the funds of the Corporation shall inure to the benefit of, or be distributed to its members, Trustees, officers, or private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the Corporation's goals and objectives. All payments shall be publicly reflected in the Treasurer's report.

### **Section 2. Political Activities**

No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in, including the publishing or distribution of statements, any political campaign on behalf of any candidate for public office or issue to be voted on in a public election. The Corporation will not take a position on any issue or candidate to be voted on in a public election.

### **Section 3. Tax Standing**

Notwithstanding any other provisions of these regulations, the Corporation shall not carry on any activities not permitted to be carried by a corporation that is: (a) exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code or corresponding sections of any future federal tax code; or (b) permitted to receive deductible contributions under Section 170(c)(2) of the Internal Revenue Code or corresponding sections of any future federal tax code.


### **Section 4. Ethics and Conflicts of Interest**

Trustees and officers of the Corporation are bound by the Ohio Ethics Law Revised Code Chapter 102, related statutes, and corresponding section(s) of any future code. The voting privilege as well as all other involvement in Board deliberations shall be denied any Trustee on any item for which a conflict of interest is challenged and sustained by a majority vote of Trustees present (not including the Trustee for which the conflict exists) for so long as such conflict of interest exists.

**CERTIFICATE**

I hereby certify that the foregoing is the Amended and Restated Code of Regulations of The Hyde Park Neighborhood Council as adopted in October 1987 and as thereafter amended through the date hereof.

Date: May 18, 2017

  
Name: Andrew J. Scarpitti  
Title: President of The Hyde Park Neighborhood Council

Approved by the Board 4/11/2017  
2342813\_4.doc amended