

DATE September 2016
AMDENDED March 2017
ORGANIZATION Sayler Park Village Council Inc.
CITY Cincinnati COUNTY Hamilton
DATE ORGANIZED July. 1973
EMPLOYER ID NO. 31-0950373

PREAMBLE

Sayler Park is “Cincinnati’s Western Gateway” annexed by the City of Cincinnati in 1911. Sayler Park is approximately 1 mile in length and 2 miles wide bordering the Ohio River. The geographic boundaries relate to the Cincinnati Metropolitan Statistical Area census tracts 105 and 106 (2010). The Sayler Park Village Council is a volunteer organization for the purpose of improving the quality of life within the community by empowering the community to participate in local decision making. The Village Council is recognized by the City of Cincinnati as the residents’ planning, policy and implementation organization. Every effort will be made to value and engage Sayler Park’s diversity in Village Council affairs. As a volunteer 501(c) (4) organization we can represent only those persons willing to make their opinions known.

Therefore, we, as members of the Sayler Park Village Council, shall:

- volunteer, come up with new ideas, and to help implement them;
- be positive in seeking ways to resolve issues;
- express our opinions at membership meetings, and respect the right of everyone to do so.

ARTICLE I - NAME

The name of this corporation shall be the Saylor Park Village Council as recorded with the City of Cincinnati in accordance with the Cincinnati Municipal Code ("Code") Sec. 111-1.

The Saylor Park Village Council also has the 'does business name' of SPVC. For purposes of the bylaws and operations these names are interchangeable, having no difference.

ARTICLE II - PURPOSE AND POLICIES

Section 1 – Purpose

The Saylor Park Village Council (hereafter referred to as "Council") is a volunteer, Village-based, Ohio not-for-profit organization that provides an opportunity for all individuals and groups in the Village to participate in Saylor Park's present and to chart Saylor Park's future. As such, it is committed to bringing people of diverse backgrounds and opinions together in an atmosphere that fosters cooperation, collaboration, and communication.

Section 2 – Policies

- a. Council shall engage in only those activities permissible under Section 501(c)(4) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue Law and revision.
- b. Council shall not support or oppose any political party or any candidate.
- c. Council shall not discriminate on the basis of race, age, sex, religion, national origin, or sexual or affectional preference or affiliation in hiring and no one is barred from Council membership by reason of any of the aforementioned criteria in compliance with state and federal law.
- d. Council shall receive and respond to notices from the City of Cincinnati, City as mandated or described in various parts of the Code via the President or Board designee.
- e. Written Notification shall include paper copy, mail, electronic mail to the full membership email and/or on a sufficient number of social media.
- f. Approval is a simple majority.

ARTICLE III - MEMBERSHIP

Section 1 – Eligibility

Any individual, 18 years of age or over, who subscribes to the purpose and policies of the Council shall be eligible for membership.

Section 2 – Types of Membership

The membership of this organization shall be composed of resident members and non-resident, business owning members.

Section 3 – Resident Members

Resident members shall be defined as those individuals who reside within Sayler Park and have paid their annual dues. Resident members are eligible to:

- a. Vote in Council elections, if a Resident Member for 14 days;
- b. Make and/or second motions before the Council, if a Resident Member for 14 days;
- c. Vote on motions before the Council, if a Resident Member for 14 days;
- d. Serve as committee chairpersons;
- e. Be nominated for any position on the Board provided they have, during the previous calendar year completed both:
 1. Attended at least three regular meetings of Council
 2. Become a Resident Member of Council;
- f. Attend regular meetings of the Board, with prior written notification given to the president.

Section 4 – Business Owning Members, Non-Residents

Business Owning Members shall be defined as those individuals who own and operate a business within Sayler Park's limits, are not Sayler Park residents, and have paid their annual dues. Business Owning Members are eligible to:

- a. Vote in Council elections, if a Business Owning Member for 14 days;
- b. Make and/or second motions before the Council, if a Business Owning Member for 14 days;
- c. Vote on motions before the Council, if a Business Owning Member for 14 days;
- d. Attend regular meetings of the Board, with prior written notification given to the president.

Section 5 – Dues

- a. Resident Members and Business Owning Members shall owe annual dues at the then current rate, at the first Council meeting of the year.
- b. The fiscal year for SPVC begins each January 1st ending December 31st.
- c. The amount for Annual Dues may be modified for the subsequent year by the Board subject to the approval of the Council by previous November meeting.

ARTICLE IV - COUNCIL MEETINGS

Section 1 – Invitation to Attend

Council meetings shall be open to all persons interested in any aspect(s) of the purpose, policies, business or affairs of Council. (See Article III, Section 3 for eligibility to vote and make or second motions.)"

Section 2 – Quorum

At all Council meetings, at least ten (10) resident members including at least three (3) board members in attendance shall constitute a quorum.

Section 3 – Regular Meetings of Council

Regular Council meetings shall be held no less than ten (10) times a year at times and places fixed by the Board and approved by the Council, any such meeting shall have at least two (2) days written notice.

Section 4 – Council Activities

The Council shall perform the following during the year:

- a. The Treasurer shall provide a detailed report of the Council account totals each scheduled meeting;
- b. The Council shall provide a list and analysis Of the previous year's activities of the Council and set goals for the upcoming year to be presented at the February Board Meeting;
- c. Election of Board members during the November Council meeting of the year;
- d. Proposals for the Neighborhood Support Program (NSP) funds shall be openly solicited during at least two Council Meetings.
 - a. The Board shall review the Proposals prior to voting to assure compliance with current NSP Regulations.

- b. The Board shall manage and distribute NSP Funds according to the yearly-approved Programs the residents of Sayler Park vote on at a Council Meeting.
- c. All attendees, that are residents of Sayler Park, whether members or not shall be eligible to vote.

Section 5 – Special Meetings of Council

- a. Special Council meetings may be called by the Board or by a petition of fifteen (15) or more resident members. The petition must include the purpose(s), time and place of the meeting, and this can be electronic transmissions.
- b. All Resident Council members must be notified in writing, including electronic transmission, at least one week before the date of the special meeting. This notification must include the purpose(s), time and place of the meeting.

ARTICLE V - BOARD

Section 1 – Definition

The Board is a volunteer body that manages the policies, business and affairs of the Council. It consists of Officers and Directors elected by Resident Council members.

Section 2 – Policies and Procedures

- a. The Board shall not expend any general funds over \$250 on any one (1) item without Council approval.
- b. Neither the Board as a body nor any of its Officers may commit the Council to any major action without the approval of the Council. Major action defined as contract or expenditure in excess of \$250.
- c. The Board may not enter into any contracts with any organization, individual or governmental agency without approval of the Council.
- d. No Board member shall be eligible to receive money from the Board for any business, either for-profit or non-profit, that is owned in full or in part by said Board member.
- e. All Board Members will abide by the Sayler Park Bylaws at all times.
- f. Official business can also be conducted by electronic means or teleconference.
- g. Notice for any board activity can be provided by email or other electronic transmissions. Electronic transmission and 'written' are interchangeable terms for this purpose.
- h. Material items of historical nature presented to the SPVC that cannot be immediately used will be placed on loan with the Sayler Park Historical Society.

Section 3 – Vacancies

If a vacancy should occur before the end of a term in any Board Member other than that of President, the vacancy shall be filled according to the following procedures:

- a. The vacancy shall be announced at the immediately succeeding regular Council meeting follows the creation of the vacancy.
- b. At the regular Council meeting immediately following notification of vacancy, nominations of persons to fill the vacancy shall be made from the Resident Members. Immediately upon conclusion of the nominations, a vote shall be taken by secret ballot. The nominee with the most votes shall be considered the winner. Voter requirements are the same as those for regular elections. (See Article III, Section 3, Clause e.)
- c. Such back filled opening shall fill the existing term of the vacancy and such partial term shall not count towards a Board Members term limit

Section 4 – Removal of Board Members

Any Board member not abiding by the Bylaws of the Saylor Park Village Council may be removed by a vote of two-thirds of the Council present at:

- a. A special meeting of Council called for the purpose of considering the Board member's performance;
- b. A subsequent Council meeting if 7 day advanced written, electronic transmissions shall suffice, notice has been given to Resident Members that the matter shall be on the agenda.
- c. The regular Council meeting following any Board Meeting where a two-thirds (majority vote of Board Members present vote to remove any Board member.

ARTICLE VI - BOARD MEETINGS

Section 1 – Quorum

At all meetings of the Board, a simple majority of the full Board shall constitute a quorum.

For electronic or teleconferences quorum is demonstrated by a simple majority of the Board members responding.

Section 2 – Attendance

Any Board member's three consecutive absences without prior notice, from Board meetings shall be deemed just cause for removal with the approval of majority of the Resident Members

at the next Council Meeting. In the event of an expected absence Proxy Votes by Board members are permissible but do not count toward a quorum.

Section 3 – Regular Meetings

A regular meeting of the Board shall be held prior to every regular Council meeting. The dates, times and places of these meetings shall be determined by the Board and shall be provided when requested.

Section 4 – Special Meetings

Special meetings of the Board may be called upon request of (a) three (3) members of the Board, or (b) the President. Notice of any special meeting shall be given to each member of the Board by email, no less than 24 hours in advance of the meeting.

ARTICLE VII - BOARD OFFICERS

Section 1 – Officers

The Board shall have the following officers, who shall attend all Board and Council Meetings:

- a. President
- b. Vice President
- c. Treasurer
- d. Council Secretary
- e. Membership & Communications Secretary

Section 2 – Duties of Officers

- a. The President:
 1. Shall have general charge of the affairs of the organization.
 2. Shall preside at all meetings of the Council and of the Board.
 3. May sign or endorse checks in the absence of the Treasurer.
 4. Shall serve ex officio, as a non-voting member of all committees.
 5. Shall see that resolutions of the Board are implemented.
- b. The Vice President:

1. Shall assist the President in the management of the affairs of the organization by performing duties assigned by the President and/or the Board.

2. Shall, in the absence of the President, preside at meetings and perform other duties of the President that require immediate attention.

3. Shall, should the President, for any reason, leave office prior to the expiration of his/her term, become the President for the remainder of the unexpired term.

4. Shall maintain the Policies and Procedures of the SPVC. He/she shall keep these files up to date and, at the completion of his/her term, turn them over to a successor.

c. The Council Secretary:

1. Shall record the Minutes, which shall include at a minimum the date, those present and absent, motions, votes, and guests of all Board meetings. Such minutes shall be approved at the next meeting and post approved Minutes to the website in a timely manner;

2. Shall keep and make accessible these minutes at Council or Board meetings. Board meeting minutes indicate those in attendance. He/she shall keep these files up to date and, at the completion of his/her term, turn them over to a successor.

3. Shall, in the absence of both the President and Vice President, call the Board meeting to order and preside until a President pro tem is elected.

d. The Treasurer:

1. Shall have charge and custody of all monies of the organization.

2. Shall expeditiously deposit these monies in the organization's bank account.

3. Shall disperse these monies as directed by the Board and/or Council.

4. Shall present a financial summary to the Board at each of its regular meetings.

5. Shall submit a detailed report through the last day of December for inclusion in the Annual Report to be distributed to the Council at the Annual Meeting.

6. Shall retrieve and distribute the mail from the PO Box.

e. **The Membership & Communications Secretary:**

1. Shall work to recruit new members and retain existing members.
2. Shall maintain computerized membership and attendance records.
3. Shall post current events on Sayler Park Village Council website and social media.

Section 3 – Terms

Each Board member shall serve a two-year term, except that for the purpose of staggering elections, in 2016, the roles of the Vice President and Council Secretary, shall have a 1 year term.

Section 4 – Term Limits

No Board member shall serve in the same office for more than two consecutive terms. A term-limited officer is not precluded from being elected in another office at the next election.

ARTICLE VII - COMMITTEES

Section 1 – Establishment

The Board shall determine what committees they deem necessary for the successful operation of the Council, and the duties of these committees shall be defined by the committee, however is subject to approval by the Board and Council. Board Members who are acting as temporary committee chairs for special events or meetings are required to follow the same Policies and Procedures outlined below for Committees. Committees are renewed annually.

Section 2 – Policies and Procedures

- a. No committee shall contract for the expenditure of general (non-NSP) funds without both Board and Council approval.
- b. Committees may not presume to speak for the Council without first seeking the approval of the Board of Directors. When addressing a public forum, committee members must specify whether they are speaking for themselves, the committee, or the Council.
- c. No correspondence, other than meeting notices or requests for information may be sent under the name of the Council without approval of the President.
- d. All correspondence sent out by the committees, shall be saved to the shared electronic storage or copies must be sent to the Board Secretary.

- e. All receipts, contracts, invoices, payments, Statements of Work and financial records, shall be saved to the shared electronic storage or copies must be sent to the Board Secretary.
- f. The Board may approve emergency expenditures for a committee.
- g. Committees shall select their own chairpersons.
- h. Each committee is accountable to the Board through its chairperson or designee who shall report to the Council as needed or requested, but not less than biannually.
- i. Chairpersons shall provide the Council and other appropriate media, such as saylerpark.org, with regular articles on their meetings and activities.

Section 3 – Duties of Chairpersons

- a. Each committee chairperson shall be accountable to the Board and Council for all actions taken by his/her committee and shall not act in the name of the organization without Council approval.
- b. All chairpersons shall submit a written annual report of the previous year's activities to the Communication Secretary no later than the December Board meeting.
- c. All chairpersons shall submit a budget plan for the year by the December Board meeting to the Treasurer.
- d. Chairpersons shall call meetings as needed.
- e. The chairperson shall contact the President if he/she wants to add an item to either the Board or the Council agenda.
- f. If a chairperson leaves his/her position for whatever reason, all records and materials shall be turned over to his/her successor, or if no successor to the Council Secretary.

Section 4 – Dissolution

Any committee may be dissolved by the Board subject to the approval of the Council.

ARTICLE IX - NOMINATIONS AND ELECTIONS

Section 1 – Nominations

- a. There shall be a nominating committee composed of three (3) members appointed by the executive board. The committee shall elect its own chairman. The President shall not serve on this committee.

- b. The nominating committee shall nominate one (1) eligible person for each office to be filled and report its nominees at the October meeting at which time additional nominations may be made from the floor.
- c. Only those persons who have signified their consent to serve, if elected, shall be nominated for or elected to such offices.

Section 2 – Elections

The Board Secretary shall make arrangements for ballots, a ballot box and tellers to be in readiness for the election. Uncontested elections will be conducted by public affirmation.

Section 3 – Voting

- a. Voting for officers and directors by written ballot shall occur at the organization's November meeting unless postponed for lack of candidates (see Section 1 above).
- b. There shall be neither absentee voting nor write-in candidates.
- c. For each office, the candidate who has the most votes shall be considered the winner.
- d. To vote at the annual election, only Resident Members with current memberships, see article III, section 3, are eligible to vote.

Section 4 – Resolution of Tie Votes

If two candidates for the same office receive the same number of votes, there shall be a second vote for the two candidates. If the result is still a tie, the winner shall be decided by coin toss.

Section 5 – Transition

- a. Newly elected Board members shall assume their duties at the January Executive Board meeting.
- b. Outgoing Board members shall attend the February meeting to ensure a smooth transition.
- c. Outgoing Board members shall turn over all records and files and any property belonging to Council to their successors before the February meeting.

ARTICLE X - FISCAL YEAR

The fiscal year of this corporation shall begin on January 1 and end on December 31 of each year.

ARTICLE XI - DISSOLUTION

Upon the dissolution of the Council, the board of Directors shall, after paying or making provisions for the payment of all the liabilities of the corporation, dispose of all of the assets of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under section 501(c) (4) of the Internal Revenue Code of 1954 or the corresponding provision of any future United States Internal Revenue law as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Hamilton County exclusively for such purposes or to such organization or organizations, as said Court shall determine which are organized and operated exclusively for such purposes.

ARTICLE XII - PARLIAMENTARY AUTHORITY

The rules contained in Robert's Rules of Order Newly Revised shall govern the corporation in all cases to which they are applicable and in which they are not inconsistent with these bylaws.

ARTICLE XIII - AMENDMENTS

These bylaws may be amended by a two-thirds affirmative vote of the Resident Council members present, at any regular Council meeting, provided the amendment or amendments were submitted to the members, in writing, at least one week in advance of the meeting. The amended bylaws shall take effect as and when passed.

ARTICLE XVI - REVIEW OF BYLAWS

The Board shall review these bylaws every five (5) years. The next review shall be in 2021. Approved amendments will be incorporated into the bylaws and the revision date shall be noted on the front page of the Bylaws.

DATE September 2016
AMENDED March 2017

This document was typeset in Trebuchet 14 point bold and Georgia 11 point.