

EPHIA Constitution

Adopted April 19, 1993 Amended May 17, 1993

Article 1.

- **Section 1.** The Name of this organization shall be the East Price Hill Improvement Association (EPHIA Corporation)

Article II.

- **Section 1.** Objectives. The Objectives of the East Price Hill Improvement Association shall be the encouragement and promotion of the Civic advancement and Improvement of-. (1) East Price Hill, (2) All of Price Hill, (3) The Western Section of Cincinnati and Hamilton County, Ohio.
- **Section 2.** Residence in the East Price Hill Community shall be defined as residence in a dwelling located on a street included in the official street list as adopted by a majority vote of the membership present at a regular meeting. Once this list is adopted, further additions or deletions shall require prior notification of all members and a two thirds (2/3) vote of the members present at a regular meeting. Residency shall be evidenced by a voter registration card, driver's license, lease, housing contract, rent receipt, or tax or utility bills listing the address of the bearer.

Article III.

- **Section 1.** Officers. The officers of this organization shall be a President, Vice-President, Corresponding Secretary, Recording Secretary, Membership Officer, Treasurer, Three (3) Trustees, and Six (6) Directors. The officers, directors, and trustees shall be collectively known as the Board of Directors.
- **Section 2.** The Annual Meeting for election of Officers shall be held in November. A plurality vote of all votes cast shall be necessary for election to each office. Installation of the newly elected officers, Directors, and Trustees shall take place on election night immediately after the announcement of the official results of the election.
- **Section 3.** The Term Of Office for all officers and directors shall be 2 years. To provide for continuity in the organization, the terms of officers, directors, and trustees shall be staggered so that all officers are elected in odd numbered years, all Directors in even numbered years and Trustees as their terms expire.
- **Section 4.** Trustees: The term of office of the three Trustees shall be five years. The President and Treasurer shall serve as non-voting members of the Trustees Committee in all actions taken by this committee.
- **Section 5.** The Nominating Committee shall consist of seven (7) members, appointed at the June regular meeting, three (3) appointed by the President, and four (4) members selected from the floor by the general membership. The Nominating Committee shall elect by plurality vote, a member of the committee to serve as chairperson. The election candidates shall be announced at the general

membership meeting in October. Nominations from the floor shall be accepted at this meeting.

- **Section 6.** Election Committee. The Chairperson of the Nominating Committee, if not an opposed candidate for office, shall be the Chairperson of the Election, and together with the incumbent officers who are not candidates and those running unopposed, shall have full charge of the election. If the Chairperson of the Nominating Committee is ineligible to serve as Chairperson of the election, the Election Committee shall elect a qualified member of the committee to serve as Chairperson.
- **Section 7.** Eligibility. All candidates for office must be paid members in good standing who have become members of this organization on or before the date of the June meeting previous to the November election.
- **Section 8.** Election. Official Ballots shall be provided by the Recording Secretary in the form designated by the Chairperson of the Election. An election poll record must also be provided in which each member casting a vote shall sign, and his or her address shall be entered. On the day of election, the polls shall be open not more than three hours, and not less than one and one half hours. The time shall be agreed upon by the Board at its October Meeting. No person shall be permitted to vote by proxy or by absentee ballot.
- **Section 9.** Vacancies In Office shall be filled within two months by the Board of Directors, who shall elect a member to fill the vacant office for the remainder of the term to which the officer, director, or trustee was originally elected. Vacancy in the office of President shall be assumed by the Vice President.
- **Section 10.** Removal From Office Or Membership. In the event an officer, director, or trustee neglects the duties of his or her office, or any member, officer, director, or trustee participates in acts detrimental to the organization, the officer or member may be censured or removed from office by two-thirds vote of the membership present at the meeting where the recommendations of the trustees committee are voted on. Charges against any officer, director, trustee, or member shall be made in writing to the Board of Directors. The letter listing the charges shall be signed by the person or persons making the charges and they shall assume all liability for them. The Trustees Committee shall fully investigate all allegations against any officer, director, trustee, or member and recommend a course of action prior to any vote of the membership.

Article IV.

- **Section 1.** Duties. The President shall act as chairperson of all meetings of this association, and it shall be the duty of the chairperson to conduct said meetings with dignity and decorum in the manner prescribed by this Constitution, Bylaws, and Amendments.
- **Section 2.** The President shall have the power to name for his or her term of office such standing or special committees as are deemed necessary for the execution of actions of the association. He or She shall appoint a chairperson for each committee, and announce to the membership the purpose and goals of each committee. The president shall have the power to dissolve committees and

remove chairpersons except for the nominating committee. The President shall be an ex-officio member of all committees except the nominating committee.

- **Section 3.** The Corresponding Secretary shall send correspondence as directed by the President. The official address of the association shall be the post office box maintained by the association.
- **Section 4.** The Recording Secretary shall keep an accurate and complete record of all actions of the association taken at its meetings. This record shall be known as the minutes.
- **Section 5.** The Membership Officer shall maintain a file of all members, the voting status of all members, and shall notify all members of all meetings in a timely fashion. The Membership Officer shall be the Corporate Agent of EPHIA Corporation.
- **Section 6.** The Treasurer shall have charge of all moneys in the checking and savings account of the association. The Treasurer shall make prompt payment of all expenses legitimately incurred by this association, when authorized by the Board of Directors.
- **Section 7.** The Trustees shall act with the President and Treasurer to oversee the finances of the organization. The Trustees shall be responsible for maintaining all traditions of the organization and encouraging a continuity of direction and purpose. They shall act as an advisory committee to the President. The Trustees and the President shall conduct an annual audit of the books of the corporation at the close of the fiscal year in November, and report on such audit to the membership at the December meeting. The Trustees shall have the same privileges at Board meetings as the other elected Officers and Directors.
- **Section 8.** The Board of Directors shall be in charge of the affairs of the association between its regular meetings. They shall pass on the payment of bills, and they shall be responsible with the president for carrying out all policies. No action of the board of directors shall conflict with actions of, or policies established by, the membership.

Article V.

- **Section 1.** Meetings. The regular meetings shall be held on the third Monday of each month except for the months of July and August when no regular meetings shall be held.
- **Section 2.** Board of Directors meetings shall be held during each and every month of the year, or on the call of the President, and shall be called at the written request directed to the President for a special meeting by any five members of the Board. Only business listed in the call for the meeting shall be transacted at the Special Board Meeting.
- **Section 3.** Special membership meetings may, be called by the President, or shall be called at the written request of 25% of the membership directed to the President. The call for said special meeting must state the purpose of the meeting, and no business other than that stated in the notice shall be transacted. All members in good standing shall be notified of the special membership meeting.

- **Section 4.** in the absence of the President, the Vice President shall assume all duties of the President.
- **Section 5.** Quorum, To constitute a meeting or commit the association on any action or proposal, a quorum must be present. Fifteen (15) members shall constitute a quorum at the general meeting. Seven (7) members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Article VI.

- **Section 1.** Membership and Dues. All members of this Association, other than Life Members elected by the Board of Directors, shall be residents of Hamilton County, Ohio. Membership is open to any qualified person who is interested in the advancement and improvement of Price Hill, especially the area known as East Price Hill. All members shall be eighteen years of age or older.
- **Section 2.** New members are solicited and welcome. All persons desiring to become members in the association shall submit an application in writing to the Membership Officer along with payment of dues for the =rent year. New residential members become voting members at the second and all subsequent meetings they attend during the term of their membership.
- **Section 3.** Residential members in good standing may vote on all business brought before this association except as otherwise provided for by this Constitution and Bylaws and any amendment hereto.
- **Section 4.** To be in good standing, a member must have paid Ms or her dues for the current year. The rate of the dues shall remain the same throughout the year.
- **Section 5.** No member shall be eligible to vote at the annual November election who has not been a member of the association on or before the date of the September regular membership meeting.
- **Section 6.** The annual membership fee (dues) shall be determined by the Board of Directors and may be changed at any time when, in their discretion, the Board deems it necessary. However, no such change shall become effective until the date of the annual election of Officers, Directors, and Trustees immediately following such change.
- **Section 7.** The annual membership dues are payable in advance of the annual November election.
- **Section 8.** A member who has allowed his or her membership to lapse due to non-payment of dues for more than one year, and who shall pay the amount equal to the annual dues then in force, shall then be reinstated with all the rights and privileges of membership with the following restriction: such reinstated member shall not be eligible to vote in the November election unless his or her membership was reinstated on or before the date of the September regular membership meeting.
- **Section 9.** Life Membership may be awarded by two-thirds vote of the Board of Directors to any person who has served with distinction as an officer or member of this Association. Life membership shall not be available for purchase. Life members shall not be subject to the annual dues payment.
- **Section 10.** Residency Vote: Any group of five residents of the East Price Hill Community as defined in Article II, Section 2 of this Constitution (Community

Residents) may present to the Board of Directors at a meeting a petition requiring a special vote (Residency Vote), in which only Community Residents who are members of the Association may vote, to determine whether persons other than Community Residents shall continue to have voting privileges or be eligible to hold office in the following year. All members of the Association shall be notified in writing of such petition prior to the June Meeting, and the vote shall be held prior to the appointment and election of members of the Nominating Committee. The result of this vote shall be in force from July to the following June. Nothing in this section shall prevent an Officer, Director, or Trustee, whose term of office is incomplete at the time of the vote from completing the entire term to which said Officer, Director, or Trustee was elected. Nothing in this section shall prevent a Life Member of this Association from having voting privileges in all actions of the Association except the Residency Vote. Nothing in this section shall prevent a Life Member from having full eligibility to hold office without regard to the residence of said Life Member.

Article VII.

- **Amendment.** This Constitution may be amended by a two-thirds vote of the members present at any regular monthly meeting. All members in good standing must be notified in writing prior to the meeting that the amendment shall be read in the exact wording provided in said notice and voted upon by the members present at said meeting.

Article VIII.

- **Parliamentary Authority.** The current revision of Robert's Rules of Order shall be the Association's final authority on all questions of procedure and parliamentary law not Covered by this Constitution and Bylaws and Amendments.

Article IX.

- **Section 1. Funds.** The Association shall maintain a commercial checking account in which deposits of all moneys shall be made. A savings account may also be maintained. Certificates of Deposit, to be used only in case of emergency, (and then only to benefit the Association directly) shall also be maintained. Withdrawal of funds from the Certificate of Deposit derived from the sale of the Association's Real Estate requires a two thirds (2/3) vote of the Board of Directors and a two thirds (2/3) vote of the members present at a regular meeting.
- **Section 2. Payment Of Expenses.** All legitimate expenses of the Association and its committees shall be paid with funds withdrawn from the checking account, such expenses having been previously approved for payment by the Board of Directors.
- **Section 3. Required Signatures.** Checks drawn on the commercial checking account shall be signed by two of the following officers: The President and/or Treasurer and/or Vice-President. Moneys withdrawn from the savings account must be signed by the Treasurer and at least two of the elected Trustees. Any amount of money taken from a Certificate. of Deposit must be voted upon by the

Board of Directors and signed either by the three Trustees or two Trustees and the President.