

## CONSTITUTION OF THE MT. AIRY TOWN COUNCIL

1. NAME: The name of the corporation is the Mt. Airy Town Council, Inc. (MATC)

2. BOUNDARIES:

City limits in Green Township at Colerain and Kipling, north to city limits and Colerain Township, then east to city limit and Banning Road following the city limit perimeter, south to North Bend Road, to south at Kirby (including both sides of North Bend and Kirby Roads) then south on Kirby to Glenview, then following the center line of Kirby south and west to ridge line to a point south of the Raeburn Subdivision at Colerain Avenue and Mt. Airy Forest, then following the perimeter of Mt. Airy Forest to West Fork Road following the forest perimeter to Shepherd Road and the city limit, then west with the city limit to the north and the starting point at Colerain and Kipling.

3. OBJECT:

The object of this organization is to develop and implement programs to maintain and improve the physical surroundings, mental happiness and spiritual fulfillment of the residents of Mt. Airy by educating and involving the members in civic responsibility.

4. MEMBERSHIP:

4.1. MEMBERS: Any person who lives in, works in, owns property in, or operates a business in Mt. Airy is a member of this organization, For "NSP" voting, the member must have his principal residence in Mt. Airy; this criterion may also be required by the Board of Directors for other matters.

4.2. MEMBERSHIP DUES: Membership dues shall be determined annually by the Board of Directors. All dues are donations.

5. BOARD OF DIRECTORS:

1. DIRECTORS: The management of the MATC shall be entrusted to an elected Board of Directors. All directors shall be at least 18 years old. The board shall consist of at least 9 directors from the community at large. Each shall serve a three-year term with one-third of their number standing for election each year. A vacancy shall be filled by the president, with approval of a majority of the board. Additional directors may be appointed by the president with the concurrence of the Board of Directors for up to a one-year term. Directors shall be elected at the MAY meeting,

2. VOTING: No director shall have more than one vote. No director may vote by proxy.
  3. MEETINGS OF THE BOARD: Meetings of the board shall be held monthly, at least ten months per year. They shall be publicized and open to the public.
  4. QUORUM: A minimum of four (4) directors, one of whom must be either the president or vice president, shall constitute a quorum for the transaction of business at a board meeting.
  5. ABSENCE: Absence of a director for three consecutive meetings may be cause for the directors to declare the position vacant.
2. OFFICERS AND EXECUTIVE COMMITTEE:
- 2.1. OFFICERS: The officers of MATC shall consist of a president and a vice president who shall be elected by the Board of Directors from among their members, and a secretary and a treasurer who may be elected by the Board of Directors from among their members or from the general membership. Election of officers shall take place at the June meeting.
  - 2.2. TERM: The officers shall serve as such for one year or until their successors are elected. No member shall serve as president for more than two terms consecutively without the approval of two-thirds of the directors.
  - 2.3. DUTIES OF THE OFFICERS
    1. PRESIDENT: The president shall preside at all meetings of MATC, meetings of the Executive Committee, and shall discharge any other duties the Board of Directors may require. The president may appoint all committee chairpersons subject to the approval of the board. All committee chair appointments are subject to reaffirmation following election of a new president.
    2. VICE PRESIDENT: The vice-president shall discharge the duties of the president in the absence of the president.
    3. SECRETARY: The secretary shall keep the minutes of the meetings of MATC and the meetings of the Board of Directors; shall see that all notices are duly given; shall keep the records of MATC; shall prepare ballots for elections as prescribed in Section 8.2; and shall discharge all other duties as may be assigned by the Board of Directors.
    4. TREASURER: The treasurer shall keep and maintain all financial records of MATC and be responsible for the funds of MATC. The treasurer shall make reports as the Board of Directors require and shall discharge all duties assigned by the board. The treasurer shall cause review of financial records of MATC at the close of each financial year, which runs from July1 to June 30.

2.4. EXECUTIVE COMMITTEE MEMBERSHIP: The Executive Committee shall consist of the president, vice president, and three or more additional board members to be appointed by the president with the approval of the board.

2.4.1. TERM: All members of the Executive Committee shall serve a term concurrent with the president.

2.4.2. QUORUM: A minimum of three (3) members of the Executive Committee, one of whom must be either the president or vice president, shall constitute a quorum for the transaction of business at any meeting of the Executive Committee.

2.4.3. MEETINGS: Meetings of the Executive Committee shall be held at a time and place to be determined by the members of the Executive Committee, or on call of the president with a reasonable attempt at advance notification to all members of the Executive Committee.

2.4.4. POWERS AND DUTIES: The Executive Committee shall have power to transact all necessary internal business of MATC for which voting rights are not expressly bested in the MATC membership and that may be essential and pressing with respect to time between meetings of the Board of Directors. The Executive Committee shall also have power to develop the agenda for subsequent board meetings.

2.4.5. RECORDING AND REPORTING: Actions taken by the Executive Committee shall be recorded and reported to the Board of Directors at its next meeting.

### 3. MEETINGS

1. MEETINGS: Business of MATC shall be transacted at the open monthly meetings of the Board of Directors.

2. PARLIAMENTARY AUTHORITY: Those parts of any meeting of MATC during which business is to be transacted formally are to be governed by "Robert's Rules of Order."

### 8. NOMINATION AND ELECTION OF BOARD OF DIRECTORS:

8.1. NOMINATIONS OF DIRECTORS: Any two members of MATC may also file with the secretary a nomination of a candidate for election to the Board of Directors at least ten days prior to the April meeting of the Board.

8.2. ELECTION OF DIRECTORS: The election of directors shall be conducted by written ballots, cast by the members at the May meeting. Each member shall be permitted to cast the number of votes corresponding to the number of directors being elected, and the candidates receiving the largest number of votes cast shall be elected. The secretary shall prepare ballots containing the names of candidates nominated for directors and allowing space for write-in candidates, All ballots shall be tabulated and the results of the election announced at the May meeting.

9. REMOVAL: Officers, directors, chairpersons, or others may be removed by a two-thirds vote of the directors.
10. AMENDMENT OF CONSTITUTION: The Constitution may be amended by the resident members at any meeting of the board by a vote of two-thirds of the members present and voting at such meeting. Said amendment shall have been proposed at one previous meeting and notice of the proposed vote shall have been given to the members at least one month in advance.

This is a true and accurate Constitution of the Mt. Airy Town Council, Inc. as revised May 26, 2010, a copy of which shall be forthwith submitted by the statutory agent of the corporation to the Secretary of State of Ohio.

ATTEST/WITNESS

Stephen Reis

C. Reed Rossell

Mark Menkhaus

OFFICERS

Cindee Walsh  
President

Glen Spencer  
Vice President

Mary Beth Brunsman  
Secretary

Signed copy available from Mary Beth Brunsman