

BY-LAWS & CONSTITUTION

THE OLD WEST END ASSOCIATION INC.

ARTICLE I

NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization is “The Old West End Association Inc.,” a non-profit corporation organized under the laws of the State of Ohio; and hereafter referred to as “The Association.”

Section 2. The area represented by The Association is that territory bounded on the east by the center of Collingwood Boulevard, on the south by I-75 to Monroe Street, on the west by the railroad tracks that run approximately parallel to Detroit Avenue, on the north by Berdan Avenue. A map of the Association’s geographical boundaries is attached as Appendix 1.

Section 3. The territorial limits shall be limited to the boundaries establishing the Old West End; however, membership can be comprised of both residents and non-residents, as indicated below.

ARTICLE II

OBJECTS/PURPOSE

Section 1. The objects of this organization shall include those listed below, but shall also have the flexibility to expand its parameters dependent on future needs of the Old West End:

- a. Create and maintain a community atmosphere that encourages a harmonious multi-ethnic neighborhood.
- b. Improve and maintain the safety and security of Old West End residents and property.
- c. Improve and maintain the quality and equality of education for children residing in the Old West End.
- d. Improve and maintain the dissemination of accurate information about the Old West End, its property, and its spirit as a neighborhood community.
- e. Preserve the historic and aesthetic qualities of Old West End property.

- f. Provide a means for people to meet and nurture friendships.
- g. Coordinate any areas of neighborhood concerns with other neighborhood groups and organizations.
- h. Address any other areas The Association deems to be of interest or service to the residents of the Old West End.

ARTICLE III

POWERS

Section 1. To accomplish the purposes stated in Article II, the powers of the Association include, but are not limited to, the following:

- a. Buy, sell, rent, lease and/or take option(s) on real and personal property.
- b. Engage employees, consultants and contract for services as needed.
- c. Solicit grants and accept contributions from private individuals, corporations, organizations and other sources.
- d. Enter into contracts.
- e. Borrow money and issue statements of obligation.
- f. Any other activities that shall accomplish the purpose of The Association, as permitted by the bylaws of the State of Ohio, as afforded a non-profit corporation, and as sanctioned by sound business principles and practices.

Section 2. No part of the net earnings of The Association shall accrue to the benefit of, or be distributed to, its members, officers and trustees and/or other private persons unless otherwise approved by the executive board.

Section 3. In regards to its net earnings and/or proceeds from fund-raising events, The Association shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. The Association shall not carry out any activities prohibited by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954; or those activities exempt by a corporation, or contributions to which are deductible.

ARTICLE IV

OFFICES, BOOKS OF RECORD AND FISCAL YEAR

Section 1. The offices of The Association shall be in Toledo, Lucas County, Ohio and shall include a local mailing address available to all residents.

Section 2. The Association shall maintain books of record and statements of financial accounts of The Association as required by law and under the Open Records Law of Ohio and these shall be available for public inspection. Public inspection may be achieved through a letter or other documentation. There shall also be a charge for copies if needed.

Section 3. The fiscal year of The Association shall be January 1 to December 31.

ARTICLE V

MEMBERSHIP AND VOTING

Section 1. Membership shall be divided into three categories, as explained below;

- a. Active membership – This category shall be open to all persons 18 years of age or older who reside within the boundaries of the Old West End. Active members are entitled to vote on all matters that come before the Association, provided they shall have attended at least two full meetings in the six months prior to action to be voted upon.
- b. Honorary membership – This category shall be open to anyone who has an interest in the business of The Association (See Article II). Honorary members will not have any voting privileges.
- c. Invited membership – This category shall be open to: 1) all persons who reside abutting the right-of-way of, abutting the intersections of and abutting the cul-de-sacs of the east boundary of The Association, and 2) to all persons whose historic residences as designated by the U.S. Department of the Interior are contiguous to included properties, and 3) to Community Representatives. This category shall have all privileges of Active membership, including voting rights, if the attendance requirements for active membership are met. Community Representatives shall be entitled to vote on all matters that come before the Association if the individual appointed to serve as the Community Representative meets the requirements for active membership.

ARTICLE VI

MEETINGS

Section 1. The Constitution of The Association shall serve as the governing authority, as authorized by the Executive Committee, with approval from the Membership. In cases of question for parliamentary procedure and/or other questions of governing authority, the current version of “Robert’s Rules of Order” shall be considered the parliamentary authority in all cases.

Section 2. Regular meetings of The Association shall be held on the third Tuesday of each month, at a fixed location. These regular meetings shall be open to active, invited and honorary members of The Association.

Section 3. Executive committee meetings of The Association shall be held on the second Tuesday of each month, at a location to be determined by the presiding officers. These meetings shall be considered open to the membership, except in instances where the Executive Committee meets in Executive Session. The purpose of this meeting is to establish an agenda for the regular meeting and to oversee the Affairs of the Association. Agenda items must be presented at this meeting.

Section 4. There shall be 1 ½ hour time limit for regular meetings unless an extension is voted upon by the Membership.

Section 5. The president (presiding officer) has the authority to close a meeting if special circumstances exist and/or the safety of the individuals present is in jeopardy.

Section 6. The order of business for both the Executive Committee and general meetings of The Association shall be as follows, including but not limited to:

- a. Call to Order
- b. Correspondence
- c. Secretary’s Report
- d. Finance Committee Report
- e. Know Your Neighbor/Community Affairs
- f. Standing Committee Reports
- g. Ad Hoc Committee Reports
- h. Community Representatives
- i. Old Business

- j. New Business
- k. Announcements

- l. Adjournment

ARTICLE VII

ELECTIONS

Section 1. In order to provide timely elections, the President shall appoint a Nominating Committee of no less than three members, during the month of September.

Section 2. The Nominating Committee shall report back their results to the Executive Committee at their October meeting. The Executive Committee shall identify its proposed slate at the October general meetings. Nominations of active members may also be accepted from the floor.

Section 3. The election of officers and trustees shall occur during the New Business section of the November meeting of The Association. All rules regarding voting privileges, as presented in Article V, shall apply.

Section 4. All officers and trustees shall be elected by a simple majority (51%) of the active membership in attendance.

ARTICLE VIII

OFFICERS & DUTIES

Section 1. The terms of office shall be one (1) year for all offices, except for elected trustees, who are elected to three (3) year staggered terms of office so that two trustees are elected in two successive years, and one trustee is elected in the third year.

Section 2. Officers and trustees shall be sworn in during the New Business section of the December meeting of The Association.

Section 3. All officers and trustees shall assume office on January 1 of the following year, and shall continue for their term, or until their successors are duly elected, qualified and installed.

Section 4. All officers and trustees must be bondable, and shall be required to advise The Association if their condition as an officer changes. If required, The Association will pay for such bonding.

Section 5. Officers

- a. The officers of The Association shall be President, Vice-President, Secretary and Treasurer. The officers shall be members of the Executive Committee.
- b. All officers must be active members of The Association.
- c. All officers shall promote the objects of The Association.

Section 6. Duties of Officers

- a. President – The duties of the President are as follows:
 - 1. Preside at all Executive Committee and general meetings of The Association and prepares the Agenda for such meetings.
 - 2. Has general supervision and management of the affairs of The Association.
 - 3. Shall be allowed to attend, visit and/or otherwise be involved in neighborhood activities that do not include official meetings, but allow him/her to review activities that pertain to the objects of The Association.
 - 4. Appoint all Standing and Ad Hoc committee chairpersons, subject to the approval of the Executive Committee.
 - 5. Shall have the authority to participate in Board meetings and other activities deemed necessary to the benefit of The Association. Attend and participate in meetings and activities of any committee of the Association.
 - 6. Perform such other duties as required to accomplish the business and meet the objects of The Association.
- b. Vice-President – The duties of the Vice-President are as follows:
 - 1. Perform all the duties of the President or other officers in case of absence or disability of the President and/or other officers.
 - 2. Serve as program chairperson, and shall establish speakers to inform and support the objects of The Association.
 - 3. Perform any and all other duties as directed by the President, and/or required to accomplish the business of The Association.
- c. Secretary – The duties of the Secretary are as follows:

1. Take notes, prepare minutes for all meetings of the Executive Committee and The Association.
 2. Maintain a record of all membership information, including name, address, phone, e-mail and other pertinent information, and make it available to officers of The Association for voting purposes only. Such information shall not, under any circumstance, be disseminated to outside groups who request it, and/or express a willingness to pay for it.
 3. Prepare and maintain minute books for both Executive Committee and general meetings of The Association, and shall bring them to all meetings for reference.
 4. Maintain a record book of all minutes, correspondence and pertinent information and documentation for meetings of both the Executive Committee and general meetings of The Association, which shall be made available as needed.
 5. Maintain a record of all active members who are eligible to vote.
 6. Issue any and all correspondence as directed to him/her by the President and/or other members of the Executive Committee and shall read any correspondence at general meeting of The Association.
 7. Keep a roster of all Committee chairs and members and a record of committee reports.
 8. Perform any and all other duties as directed by the President and/or Executive Committee and other duties required to accomplish the business of The Association.
- d. Treasurer – the duties of the Treasurer are as follows:
1. Oversee of the financial affairs of The Association.
 2. Coordinate all funds of The Association and make disbursements of budgeted funds under the advisement of the Finance Committee.
 3. Submit a written monthly financial summary report to both the Executive Committee and the general meeting of The Association.
 4. Submit a quarterly written balance sheet of all assets to the Executive Committee for review and then further provide this report to the next general meeting of The Association.

5. Coordinate efforts with the Finance Committee to provide an annual budget to the Executive Committee during their November meeting, with a copy of this budget then being provided to the next meeting of The Association for approval for the following year.
6. Maintain all current bank statements, reports and checkbooks and make available as needed.
7. Disburse budgeted funds and obtain approval for disbursement of unbudgeted funds. Unbudgeted disbursements must have signed approval of one of the following – President, Vice-President, or Secretary.
8. Assist with the gathering of information needed for income tax returns, licenses and other paperwork with respect to the year of his or her term of office, as required by IRS, the State of Ohio and any other governmental organizations and must be filed in a timely manner.
9. Assist with the transition of any needed records, signature cards, bank accounts, and/or other relevant information at the conclusion of his/her term of office.
10. Have oversight authority for all Committee expenditures.

Section 7. Trustees

- a. There shall be (5) elected Trustees of The Association and they are members of the Executive Committee. In addition, the Committee Chairs of each committee shall be Trustees and members of the Executive Committee.
- b. Committee Chairs may also serve as elected Trustees of the Association, but each person shall be limited to one vote.
- c. The Trustees shall perform such duties as requested by the President, and/or those duties required to accomplish the business of The Association.

Section 8. Removal and Resignation of Officers and Trustees

- a. Officers and elected Trustees may be removed from office with cause. This cause must be documented and brought before the Executive Committee for review prior to presentation at the general meeting of The Association. “Documentation” is defined as a petition with the signatures of 20 active members and definition of the problem situation.
- b. Only active members of The Association shall be allowed to petition the Executive Committee for the removal of an officer or trustee.

- c. The Executive Committee shall review the petition and present to the general meeting of The Association its recommendation to accept or reject the removal.
- d. The petition must be read (presented) at two consecutive general meetings of The Association.
- e. Upon the second reading, all active members only of The Association shall vote to accept or reject the proposal.
- f. A motion for removal of an officer and/or a trustee requires a two-thirds majority of all active members of The Association in attendance.
- g. Appointed Trustees shall be removed upon removal as Committee Chair under Article IX.
- h. In the event that any officer and/or trustee cannot fulfill their term of office, the President, with the General Membership approval, shall appoint a replacement.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees

- a. Standing Committees of The Association shall be formed to manage the ongoing business and projects of The Association and shall thereby promote the objectives set forth in these By-laws.
- b. These Standing Committees and their duties shall be assumed to be perpetual, but may be terminated by the Executive Committee if their activity is no longer undertaken by The Association.
- c. All Standing Committee chairpersons shall be active members as defined earlier and shall also be subject to removal by the President, subject to approval of the Executive Committee.
- d. Standing Committee chairpersons shall take office upon yearly appointment by the Executive Committee.
- e. The following are considered to be Standing Committees: Finance, Festival Steering, Preservation, Neighborhood Beautification and Improvement, Education and Scholarship, Agnes Reynolds Jackson Arboretum, and Entrepreneurship.

Section 2. Ad Hoc Committees

- a. Ad Hoc Committees are appointed by the President and shall take office upon appointment.
- b. All Ad Hoc Committee chairpersons shall hold active or honorary membership.
- c. Ad Hoc Committees are formed to manage a special project with a completion date set by the President.

Section 3. Community Representatives

- a. Community Representatives are defined as those organizations who support and participate in activities directly related to support of the objects of The Associations. Current Community Representatives are Old West End Security (OWES); Women of the Old West End (WOWE), Collingwood Arts Committee; Toledo Museum of Art; and Libbey House Foundation Community Representatives shall be recognized upon approval by the Executive Committee.
- b. Chairpersons of Community Representative groups, or their agents, are encouraged to attend Executive Committee and General Meetings of The Association to present their reports.

Section 4. Committee Responsibilities for All Committees

- a. Ad Hoc and Community Representatives are responsible to submit monthly written reports, for presentation to the Executive Committee for inclusion in information brought forth to the General Membership meeting of The Association. Standing Committees shall submit monthly reports at the Executive and General Meeting.
- b. Except for the Finance Committee, NB & I Committee, and Festival Steering Committee, all Committee Chairs are responsible for appointment of their members, and subsequent removal authority for their members.
- c. All Standing Committees, and where appropriate Ad Hoc Committees, shall devise a proposed budget for the following year and shall present it to the Finance Committee upon request.

Section 5. Committee Specific Responsibilities

a. Finance Committee.

- i. The Finance Committee's purpose is to oversee the finances of The Association. This shall include, but not be limited to, the following:
 1. Create an annual budget.
 2. Ensure development and review financial policies and procedures.
 3. The President shall appoint members to the Finance Committee. This committee shall consist of at least three members and no more than five.
 4. The Treasurer shall be chair of the Finance Committee.
 5. The Finance Committee, with approval from the Executive Committee, shall also retain an accountant at a reasonable fee, to provide financial reporting and auditing services.

b. Preservation. The purpose of a Preservation Committee is to engage in focused activities designed to preserve the historic and esthetic qualities of Old West End property.

c. Festival Steering Committee. The Festival Steering Committee shall generally oversee all matters associated with the Old West End Festival. Members of the Steering Committee shall be appointed by the President with approval of the Executive Committee.

d. Education and Scholarship Committee. The Education and Scholarship Committee shall develop criteria for and award grants to residents within the Old West End to support education and scholarship opportunities. The Committee may make such awards as are within its annual budget.

e. The Neighborhood Beautification and Improvement Fund Committee. The Neighborhood Beautification and Improvement Fund Committee shall oversee and make recommendations to the Executive Committee for expenditures from the neighborhood Beautification and Improvement Fund. The Committee shall establish parameters for accountability, oversight and reporting to the Old West End Association on progress. Recommendations by the Committee shall be approved by the Executive Committee.

f. The Entrepreneurship Committee. The Entrepreneurship Committee shall include business owners or individuals interested in owning or developing businesses within the boundaries of the Old West End. The Entrepreneurship Committee shall discuss or report on any issues of interest to its members.

g. Agnes Reynolds Jackson Arboretum. The Agnes Reynolds Jackson Arboretum Committee shall oversee the maintenance and activities of the Agnes Reynolds Jackson Arboretum.

ARTICLE X

Budget and Expenditures

Section 1. Budget

- a. The Finance Committee shall devise a proposed budget for activities of The Association and present it to the Executive Committee at its November meeting.
- b. The Executive Committee shall review the proposed budget and return any recommendations for revision to the Finance Committee, who in turn shall revise the budget.
- c. The Finance Committee shall present the proposed budget at the November general meeting of The Association, for its first reading.
- d. A second reading of the proposed budget shall be given by the Finance Committee at the December general meeting, at which time the membership of The Association shall vote on the proposed budget.

Section 2. Disbursements

- a. Checks written on funds of The Association shall be only for expenditures approved as part of the annual budget or by a vote of the membership of The Association.
 1. In the case of non-budgeted funds to be approved by a vote of the membership of The Association, and in line with approval of normal budget procedures, the following procedures shall be followed:
 2. All requests for expenditures over \$500 shall be brought first to the Executive Committee for their approval and recommendation to the general meeting of The Association.
 - i. If a Committee or activity requests additional funds beyond those budgeted, the Committee must first present a request to the Executive Committee, who will review the nature of the request and make a recommendation at the next meeting of The Association.

- ii. Any budget or undesignated funds not expended by December 31 of the present operating year shall go into the general fund for the next year, unless otherwise designated by recommendation of the Executive Committee.

ARTICLE XI

AMENDMENTS AND REVIEW

Section 1. The By-laws & Constitution of the Association may be amended, supplemented and/or replaced following the procedure set down below. Robert's Rules of Order shall serve as the overall guide.

Section 2. These By-laws & Constitution of the Association shall be reviewed and updated at least every two years.

Section 3. The following procedures shall be used to amend the By-laws & Constitution of the Association:

- a. Any active member of The Association shall submit their proposed amendments to the Executive Committee.
- b. The Executive Committee shall review the proposed amendment and make their recommendation to the next regular meeting of The Association.
- c. Two (2) readings shall be required of all amendments to the By-laws, before voting by active membership of The Association.
- d. An amendment to the By-laws shall require a 2/3 majority vote of the active members in attendance for passage.

Revised: _____ March 16, 2016 _____

Appendix 1

