ST. CLAIR SUPERIOR DEVELOPMENT CORPORATION
CODE OF REGULATIONS

ARTICLE I

Purpose

SCSDC engages and unites residents, nonprofits, businesses, and other institutions in building a vibrant neighborhood of choice by delivering quality programming and developing its vital community assets.

ARTICLE II

Service Area

The service area of the SCSDC shall be that geographical area of the City of Cleveland bounded on the north by Lake Erie, on the south by Payne Avenue from East 30th to East 55th and by Superior from East 55th to Martin Luther King, Jr. Drive, on the west by the western side of East 30th Street, and on the east by the east side of Martin Luther King Jr. Drive. The Board may decide to partner with organizations in this service area and or contract to perform work in other service areas.
ARTICLE III

Membership

Section 1. Membership. The voting membership of the corporation shall be those persons serving as the Board of Directors. Members of SCSDC must support the mission and fulfill the duties and expectations of the organization.

Section 2. Authority. Members shall have the right to nominate, elect, and remove the Directors; approve amendments to the Articles of Incorporation and this Code of Regulations; develop policies and guidelines for the operation of the Corporation and exercise such powers as are consistent with law.

Section 3. Voting. Each Member shall exercise only one (1) vote.

ARTICLE IV

Board of Directors

Section 1. Authority.

1.1 Except where the law, the Articles of Incorporation, or this Code of Regulation requires that action otherwise be taken, all of the corporate powers, and the management of property, and affairs of the Corporation shall be exercised by or under the direction of the Board of Directors.

1.2 The Board of Directors shall select and appoint an Executive Director as the chief executive officer of the Corporation. The Executive Director shall be responsible for the day-to-day operation of the Corporation, its business, programs and projects according to Corporate policies and directions established by the Board of Directors.

1.3 The Executive Director shall have sole responsibility to hire, supervise, discharge all employees in accordance with policies of the Corporation and with advance notice and communication with the Chair of the Board. The Executive Director shall be held responsible for the work of the staff in accordance with corporate policies. Actions of the Directors involving any change in the terms and conditions of employment of the Executive Director shall require a majority vote of the Directors holding office at the time.
Section 2. Number of Directors. The Board of Directors shall consist of not less than 11 and no more 21 Members.

Section 3. Board Attributes & Qualifications.

3.1 The Board of Directors shall consist of persons who reflect the diversity of the St. Clair Superior neighborhood and broader community, including in the areas of race, gender, ethnicity, place of residence, income level, age, religion, and other areas deemed necessary by the Governance Committee.

3.2 The Board of Directors shall not include any representation from real estate developers, real estate brokers, or local, state, or federal elected officeholders to avoid any real or perceived conflicts.

Section 4. Board Classifications. The Board of Directors shall guarantee the core of the board consists of residents from the St. Clair Superior neighborhood who are critical to the governance of the SCSDC.

4.1 The goals for the composition of the Board of Directors are as follows:
   a. At least 60% of the Directors are residents, organizations, businesses, and institutions operating in the SCSDC service area as defined in Article II of this code of regulations.
   b. Thirty percent (30%) of these Directors shall be residents living in the service area.
   c. No more than forty percent (40%) of the Directors shall be appointed from outside of the service area

4.2 Any business, institution, resident group, or organization represented shall be limited to one Director representative serving on the Board of Directors.

4.3 Directors shall hold a senior level position or above at their business, organization, or institution unless otherwise approved by the Governance Committee.

Section 5. Nomination. The Governance Committee shall submit board nominations to the Executive Committee for review and approval and then to the full board for approval by majority vote.
Section 6. Election.

6.1 Directors shall be elected for a three (3) year term at the annual meeting in June of each year.

6.2 The Governance Committee shall present the slate of Directors to the full board for initial consideration at least 30 days prior to the annual meeting.

Section 7. Terms of Office.

7.1 Directors shall be elected at the annual meeting for a three (3) year term and cannot serve more than three (3) consecutive terms.

7.2 Directors who have served three (3) consecutive terms shall be eligible to serve after a two (2) year absence from the Board.

Section 8. Removal. Any Director may be removed from office for failure to attend fifty (50) percent of board meetings in a fiscal year at the discretion of the Governance Committee. The Governance Committee shall recommend the removal to the Executive Committee and then to the full board for approval.

Section 9. Vacancies. Any vacancy shall be filled for the unexpired term by the vote of a majority of all Directors. A nomination shall be made by the Board Chair in consultation with the Governance Committee.

Section 10. Regular Meetings. In addition to the annual meeting, regular meetings of the Board of Directors shall be held at least six (6) times each year.

Section 11. Annual Meeting. The Annual Meeting of the Board shall take place in the first quarter of each fiscal year. The date of Annual Meeting shall be agreed upon by the majority of the Board.

Section 12. Special Meetings. The Chair or any three (3) Directors may call a Special Meeting of the Board shall be held at such times and places as may be specified in the notice as described in Section 13 below.

Section 13. Notice.

13.1 Reasonable notice of all regularly scheduled meetings of the Directors shall be given to all Directors and the Executive Director in advance of the meetings.
13.2 Notice of Special Meetings must be provided no less than three (3) days before the meeting date. Communication by email or fax shall be deemed written communication for the purposes of notice and authentication.

**Section 14. Quorum and Transaction of Business.**

14.1 A majority of Directors shall constitute a quorum at all board meetings. The act of a majority of the Directors present at a meeting at which a quorum is present shall be an act of the Board, except where this Code requires a greater number.

14.2 Directors may not designate proxies or substitutes to exercise their responsibilities as Directors.

14.3 A Director shall be deemed present by means of electronic communications provided all persons may hear other persons and may be heard by all other persons.

**Section 15. Action Without Meeting.**

15.1 Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if authorized by the Chair of the Board. Signatures transmitted electronically, including facsimile and email signatures, may be accepted.

15.2 The written action shall be filed with the Secretary of the Corporation and inserted by the secretary into the permanent records relating to meetings of members. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

**Section 16. Board Policies.** For its own internal governance, the Board may adopt, ratify, or amend policies consistent with state and federal law, the Articles, and these Regulations. These Board Policies may include, but are not limited to, a Statement of Director Expectations, Confidentiality Agreement, and Conflict of Interest Policy.

**Section 17. Evaluation.** The Governance Committee shall facilitate an annual evaluation of each Board Director, overall board composition, and board effectiveness, and make a summary of the report available to the full Board of Directors. The Executive Committee shall perform a review of the Governance Committee as a part of the annual evaluation process.

**Section 18. New Directors.** The Governance Committee, Treasurer, and Executive Director shall lead the board orientation process for new Directors.
ARTICLE V

Officers

Section 1. Positions. The officers of the Corporation shall be a Chair, a Vice Chair, a Secretary, and a Treasurer. An officer shall have served as an SCSDC Director prior to being elected an officer, unless the full Board approves by majority vote to approve it.

Section 2. Terms of Office. The officers shall serve for a two (2)-year term beginning with their election at the annual meeting. An officer shall serve up to two (2) terms and is limited to no more than two (2), two-year terms in a single officer position.

Section 3. Authority.

3.1 Chair. The Chair shall convene and preside over all meetings of Directors and over the annual meeting. The President shall perform all other duties customarily performed by presiding officers and those which the Board of Directors directs the Chair to perform.

3.2 Vice Chair. The Vice Chair shall perform the duties of the Chair in the absence of the President, or in the event that the President is unable to act. The Vice Chair shall also perform all other duties which the Board of Directors directs the Vice President to perform.

3.3 Secretary. The Secretary shall attend each Board Meeting and keep a record of the business transacted and the votes upon any business done at any Board Meeting. The Secretary shall perform all duties required by law or by the order of the Chair or the Board of Directors.

3.4 Treasurer. The Treasurer shall oversee financial management of Corporation and payment of Corporation obligations, as authorized by the Board of Directors, in the form of checks, drafts, or cash. All checks, drafts and notes of the Corporation in excess of $1,000 shall be countersigned by either the Chair or Treasurer.

Section 4. Vacancies. A vacancy in the office of Vice Chair, Secretary, or Treasurer shall be filled for the unexpired term by a majority vote of the Board of Directors as recommended by the Chair in consultation with the Governance Committee.

Section 5. Evaluation of Executive Director. The Officers shall create goals and a work plan with the Executive Director and annually review and evaluate the work, compensation, and performance of the Executive Director and make a report for discussion by the full Board of
Directors no later than January 31st of the following year.

ARTICLE VI

Committees of the Board

Section 1. Standing Committees.

1.1 Executive Committee. The Executive Committee shall consist of the officers of the Corporation, the Executive Director and such other Directors as may be appointed by the Board of Directors. The Chair of the Board shall chair the Executive Committee and the Executive Director shall serve as a non-voting ex-officio member of the Committee. The Executive Committee meeting schedule shall be determined by the Chair. A majority of the members of the Executive Committee constitutes a quorum.

The Executive Committee shall have and may exercise the complete authority and powers of the Board in between meetings of the entire Board to the extent allowed by law and within the limits established in this Charter and by the Code of Regulations. All actions taken by the Executive Committee shall be reported to the Board of Directors at the first Board meeting thereafter.

1.2 Governance Committee. The Chair of the Board shall appoint a Governance Committee consisting of no less than three (3) Directors and no more than seven (7) Directors. The Chair of the Board shall serve as a voting ex-officio member of the Committee and the Executive Director shall serve as a non-voting ex-officio member of the Committee.

1.3. Finance Committee. The Chair of the Board shall appoint a Finance Committee, composed of at least three (3) Directors and no more than seven (7) Directors. The Treasurer shall be the chair of the Committee. The Chair of the Board shall serve as a voting ex-officio member of the committee and the Executive Director shall serve as a non-voting ex-officio member of the committee.

1.4 Placemaking Committee. The Chair of the Board shall appoint a Placemaking Committee composed of at least three (3) Directors and no more than seven (7) Directors. The Chair of the Board shall serve as a voting ex-officio member of the committee and the Executive Director shall serve as a non-voting ex-officio member of the committee.

Section 2. Other Committees. The Chair with the approval of the Board of Directors may establish additional standing or ad-hoc committees as deemed appropriate.
Section 3. Committee Membership & Appointment.

3.1 The Chair of the Board, in consultation with the Governance Committee and the Executive Director, shall appoint Committee chairs and members. Each Committee must be chaired by a Director.

3.2 Non board members may serve on committees except Executive, Governance, and Development (Real Estate) Committees with the approval of the Board Chair in consultation with the Governance Committee.

Section 4. Committee Chair Terms.

4.1 Committee Chairs shall serve a two (2) year term, and in any case, shall serve no more than two consecutive (2) year terms.

4.2 Non Board Directors shall serve a two (2) year term on a committee for no more than three terms.

4.3 Board Directors are not subject to Committee term limits unless serving as a Committee Chair.

Section 5. Committee Attendance. Committee Members may be removed from a committee for failure to attend fifty (50) percent of meetings in a fiscal year at the discretion of the Committee Chair.

ARTICLE VII

Fiscal Year

The fiscal year of the SCSDC shall be the twelve-month period ending on the last day of June or ending on such other date as the Board may determine from time to time.

ARTICLE VIII

Conflict of Interest

To prevent harm to the SCSDC, no member, Director, officer, employee or volunteer of the Corporation shall maintain any material interest, direct or indirect, in any business transactions with the Corporation that is not fully disclosed to and approved by the Directors. The Directors may adopt policies and procedures to implement and monitor compliance with this provision.
ARTICLE IX

Amendments & Miscellaneous

Section 1. Amendments. These Regulations may be amended or repealed, or newly amended and restated code of regulations may be adopted by the Board of Directors by the affirmative vote of a majority of the Board of Directors.