

CONSTITUTION OF THE DOWNTOWN RESIDENTS' COUNCIL

Last amended and approved at the DRC Members' Meeting _____
April 13, 2023

I. NAME

The name of this organization is The Downtown Residents' Council. This is an Ohio non-profit corporation.

II. PURPOSE

The purpose of this organization is to preserve and develop the downtown community as a delightful and convenient in-town residential area for all citizens. The founders of this organization recognize that Cincinnati's downtown has traditional charm; that the future of a valuable community like the downtown area should not be left to chance, and that its growth and development should be guided by actively interested residents and business people. This organization will concern itself with development, zoning regulations, safety, housing code enforcement, traffic patterns, shopping and recreational facilities, attractive appearance, maintenance and other measures designed to preserve and upgrade the area known as the downtown neighborhood.

III. AREA OF OPERATIONS

For the purposes of this organization, the term Downtown shall include the land encompassed within the following boundaries: Ohio River on the south; along Central Avenue on the west to Central Parkway on the north; east on Central Parkway to Eggleston Avenue on the east; south on Eggleston Avenue to Columbia Parkway on the south; east along the south edge of Columbia Parkway to Kemper Lane on the east; south from Kemper Lane to the Ohio River.

IV. MEMBERSHIP

- A. MEMBERS. Voting membership shall be available to any individual 18 years of age or older who is a resident, and any business owner or designee, within the geographic boundaries of the organization and that such membership shall not be denied any individual in violation of any local, state or federal statutes, and without regard to housing quarters. Voting membership and eligibility for the Board and for office may be extended to nonresident property owners, representatives of businesses and others as determined by a vote of members who reside within the geographic boundaries of the organization at the annual meeting each year.
- B. HONORARY MEMBERSHIP. Honorary membership may from time to time be bestowed by unanimous vote of the Board of Trustees upon a person who has rendered outstanding service or interest in the Downtown Residents'

Council. Such honorary member shall have all the rights and privileges of a member.

- C. MEMBERSHIP DUES. Membership dues shall be in such amount or category and payable on such a date as the Board of Trustees may fix from time to time.

V. MEMBERSHIP MEETINGS

- A. GENERAL MEETINGS OF MEMBERS. This organization shall conduct membership meetings monthly or as determined by the Board of Trustees. Additional meetings may be called by the President or a quorum of the Board of Trustees. Membership meetings shall be held at a time and place to be determined by the Board of Trustees or President as applicable.
- B. ANNUAL MEETING OF MEMBERS. The annual meeting of members shall be held in April. The Board of Trustees may, in any given year, accelerate that year's annual meeting into March or postpone it into May if the Board deems such action necessary or desirable. Any business transacted or elections held at any annual meeting which has been accelerated or postponed by the Board of Trustees pursuant to this authority shall be valid as if transacted or held at the regularly scheduled annual meeting.
- ~~C. BOARD OF TRUSTEE MEETINGS. In addition to the meetings of members provided herein, there shall be open monthly meetings of the Board of Trustees at a frequency determined by the Board of Trustees.~~
- ~~D.C.~~ NOTICE OF MEETINGS. Notice of all membership meetings shall be via publication in the organization's newsletter, or similar publication and/or special mailing to members in writing at least five days in advance of said meeting. Publication in the organization's newsletter or in its website shall be deemed written notice.

VI. NOMINATIONS AND ELECTIONS

- A. No later than the January meeting, the President shall appoint a trustee as chairperson of the nominating committee for the ensuing year. The chairperson shall select two other members of the Board of Trustees and two members at large. The members of the committee shall be approved by the Board of Trustees. The nominating committee will file its report of a single slate with the corresponding secretary at least thirty days prior to the annual meeting. At least ten days prior to the annual meeting, the corresponding secretary shall notify the members in writing of the names of the candidates nominated for trustees. Nominations from the floor will be accepted. The board members of the nominating committee shall also serve as nominators for officers.
- B. ELECTION OF TRUSTEES. The election of trustees shall be conducted by a show of hands at the annual meeting. If there are more candidates than positions, the election of trustees shall be conducted by written or printed ballots cast by the members on the date of the annual meeting. Each member voting shall be permitted to vote for the number of positions to be

filled or fewer candidates and candidates who shall receive the largest number of votes cast at such election, up to the number of positions being filled, shall be elected trustees for a term set forth in Article VII. Prior to such date the corresponding secretary shall prepare ballots containing the names of all candidates nominated for trustees plus space for write-in candidates and shall provide sufficient numbers thereof at the place where such meeting is to be held for the use of all members desiring to vote. Balloting shall be conducted at such place for a period not to exceed one hour immediately preceding the meeting. Ballots may also be provided, and members may cast the same, at such additional places and earlier times on such dates as the Board of Trustees may provide. All ballots shall be tabulated and the results of the election announced at the annual meetings.

- C. ELECTION OF OFFICERS. At the first scheduled meeting following election of trustees, the Board of Trustees shall elect officers from amongst their numbers. The nominators shall submit their report at the beginning of the meeting to elect officers. Nominations from the floor shall also be accepted.

VII. BOARD OF TRUSTEES

- A. NUMBER OF TRUSTEES. The management of the organization, its affairs, finances and property shall be entrusted to a Board of Trustees consisting of no fewer than nine and no more than seventeen. Residents of the area of operations shall comprise at least a majority of the board.
- B. TERMS. Trustees shall serve for two-year terms or until their successors are elected and qualified. No trustee shall serve for more than three consecutive two-year terms, except as follows: Any trustee elected to an initial three-year term prior to 2019 may serve two additional consecutive two-year terms. Any trustee appointed by the Board to fill an unexpired term of a trustee whose office has been vacated, pursuant to Paragraph C of this Article, may serve three full consecutive terms in addition to the unexpired term to which the trustee has been appointed.
- C. VACANCY. When the office of trustee becomes vacant, the Board of Trustees shall have the power to fill the unexpired term.
- D. ~~PLACE OF MEETING OF~~ BOARD OF TRUSTEES MEETINGS. In addition to the meetings of members provided herein, there shall be open monthly meetings of the Board of Trustees at a frequency determined by the Board of Trustees. Meetings of the Board of Trustees shall be held at a time and place to be determined by the members of the Board of Trustees, or on call of the President.
- E. QUORUM. Five (5) members of the Board of Trustees shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.
- F. POWERS AND DUTIES. The Board of Trustees shall have power to transact all business of the organization between meetings of the members.

G. ABSENCE. If any trustee misses three consecutive regular meetings of the Board of Trustees, not excused by the board, the office shall be declared vacant.

G.H. REMOVAL. Any Trustee may be removed by a vote of two-thirds of the remaining Trustees.

VIII. OFFICERS

- A. The officers of the organization shall consist of a President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer and who shall serve as such officers for one year or until their successors are elected and qualified. No officer shall serve in the same capacity for more than four consecutive single-year terms.
- B. Any officer may be removed by a vote of two-thirds of the members of the Board of Trustees.

IX. EXECUTIVE COMMITTEE

- A. MEMBERSHIP OF THE EXECUTIVE COMMITTEE. The executive committee shall consist at a minimum of the President, Vice President, Recording Secretary, Corresponding Secretary and Treasurer.
- B. QUORUM. Any two-thirds of the Executive Committee shall constitute a quorum for the transaction of business of any meeting of said committee.
- C. MEETINGS OF THE EXECUTIVE COMMITTEE. Meetings of the Executive Committee shall be held at a time and place to be determined by the members of the committee or on call of any of its members.
- D. POWERS AND DUTIES. The Executive Committee shall have the power to transact all business of the organization between meetings of the Board of Trustees.

X. DUTIES OF OFFICERS

- A. PRESIDENT. The President of the organization shall preside at all meetings of the general members, meetings of the Board of Trustees and at all meetings of the Executive Committee and shall discharge any other duties that the Board of Trustees or Executive Committee may require. The President shall also appoint chairpersons of committees, whose members may be persons other than the trustees and officers so long as they are members of the organization. All committee chair appointments are to be subject to the approval of the Board of Trustees.
- B. VICE PRESIDENT. The Vice President shall preside at all meetings of this organization in the absence of the President and shall discharge all other duties of the President in his or her absence.
- C. RECORDING SECRETARY. The recording secretary shall keep the minutes of the Board of Trustees and the Executive Committee and of meetings of the members, shall keep the records of the organization, shall discharge all other

duties as may be assigned from time to time by the Board of Trustees, and, in general, shall discharge all duties incident to the office.

- D. CORRESPONDING SECRETARY. The corresponding secretary shall conduct all general correspondence of the organization. The corresponding secretary shall arrange notice of all meetings of the organization.
- E. TREASURER. The treasurer shall keep and maintain all financial records of the organization and be responsible for the funds of this organization. The treasurer shall make reports as the Board of Trustees may require and shall discharge all duties incident to the office.

XI. SPECIAL PROVISIONS

- A. REGULATIONS. The Board of Trustees may adopt, and amend from time to time, Regulations, for the governance of this organization provided the Regulations are not inconsistent with the Articles of Incorporation or this Constitution. Such Regulations may provide policies and procedures for implementing the provisions of this Constitution, and shall be in addition to any provisions of this Constitution and binding on the members, Trustees, Officers, and Executive Committee.
- B. VIRTUAL MEETINGS. Any membership or Board of Trustee (to include Executive Committee) meeting may be conducted in whole or in part by means of authorized communications equipment as defined in Section 1702.01 of the Ohio Revised Code, which enables the members or Trustees, respectively, the opportunity to participate in the meeting and to vote on matters submitted to them, including an opportunity to read or hear the proceedings of the meeting, participate in the proceedings, and contemporaneously communicate with any persons who may be physically present at the meeting. Any person who uses authorized communications equipment is deemed to be present in person at the meeting whether the meeting is held at a designated place or solely by means of authorized including where a show of hands is required, the participant may raise their hand on-screen or by emoji.
- C. ACTION WITHOUT MEETING. Any action that may be authorized or taken at a meeting of the Board of Trustees or Executive Committee may be authorized or taken by them without a meeting. Any such action must be by unanimous consent of all Trustees or the Executive Committee, respectively, as provided by Section 1702.25 of the Ohio Revised Code and shall be a valid action of the Board of Trustees or Executive Committee, respectively, effective as of the date of the last affirmative consent. Such written consent may be signed in counterparts and shall be preserved and reported in the office organization records. Any transmission by authorized communications equipment that contains an affirmative vote or approval of a Trustee or Executive Committee member, as applicable, shall be deemed to be a signed writing for purposes hereof and Section 1702.25 of the Ohio Revised Code. The date on which a transmission by authorized communications equipment is sent is the date on which the writing is deemed to be signed.

- D. WRITING. Any obligation to give written notice shall be deemed satisfied by notice given by email. Any obligation to provide a written or printed ballot shall be deemed satisfied by an on-screen poll or other electronic form.
- E. CONFLICTS OF INTEREST. Whenever a Trustee or Officer has a financial or personal interest in any matter coming before the Board of Trustees or Executive Committee, the affected person shall disclose same and refrain from voting or advocating for or against the matter. Any transaction or vote involving a potential conflict of interest shall move forward only if a majority of disinterested directors determine that is in the best interest of the organization to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for their approval.
- F. SPECIAL VOTE BY RESIDENTS. The annual meeting shall require a special vote as set forth in Section IV.A as if at least five residents within the area of operations had given timely notice of and required same.
- G. NEIGHBORHOOD SUPPORT PROGRAM MATTERS. All proposals for funding by the Neighborhood Support Program of the City of Cincinnati shall be presented at a regular membership meeting. At any such meeting, each meeting, and any resident at least 18 years of age within the area of operation even if not a member, shall be entitled to be present and to vote thereon.
- H. INSURANCE. The organization shall maintain in force Officers and Directors insurance for the benefit of the Trustees, officers, and Executive Committee members.
- I. FISCAL YEAR. The organization's fiscal year shall be from January 1, to December 31.

XII. COMMITTEES

The President shall appoint, with the approval of the Board of Trustees, a trustee and other members of the organization to committees for finance, legislation, membership, programming and other committees deemed necessary from time to time by the board.

XIII. ENDING FUNDS DISPERSAL

In the event this organization should be disbanded or otherwise cease to exist, in accordance with ORC 1702.47-1702.51, any funds remaining in the organization's treasury, after payments of obligations incurred and refund of unspent earmarked funds (such as NSP moneys), shall be turned over to the The Neighborhood Fund of the Greater Cincinnati Foundation, a not-for-profit organization incorporated under the laws of the State of Ohio. The Neighborhood Fund is also identified with Account No. 1225.

XIV. PARLIAMENTARY AUTHORITY

Robert's Rules of Order Newly Revised shall apply on all questions of procedures not specified in this constitution.

XV. AMENDMENT OF CONSTITUTION

The constitution may be amended by the members at any regular or special meeting by a vote of two thirds of the members present and voting at such meeting; provided, however, that said amendments shall have been proposed at least one previous meeting and notice of the proposed vote on said proposed amendment shall have been given to the members.