

## **BYLAWS OF THE PLEASANT RIDGE COMMUNITY COUNCIL**

### **PREAMBLE**

Realizing that a community must meet its responsibilities toward the goal of fairness and respect for all citizens, as well as maintaining and improving the whole environment of Pleasant Ridge, join together to work toward these ends within the framework of the law, justice, and a genuine concern for one another.

NOTE: **Highlighted areas** are Articles of Incorporation of this Council that are file with the Secretary of State of the State of Ohio (see Article XIII.a below)

#### **Article I – Name**

The name of this organization shall be the PLEASANT RIDGE COMMUNITY COUNCIL.

#### **Article II – Purposes**

The purposes of the Council shall be:

- a. To provide the services of a community organization including the representation of residents, businesses and institutions of Pleasant Ridge before Federal, State and Local governmental authorities, and to act on their behalf in securing and/or providing services necessary to the continued well-being of the community.
- b. To promote a better understanding among all citizens through the free exchange of ideas.
- c. To assume responsibility for, and to promote, the welfare and improvement of Pleasant Ridge.
- d. To obtain government, community and private funding necessary to accomplish the above purposes.
- e. To provide a means by which Pleasant Ridge citizens may act effectively on matters affecting the welfare of the local or the larger community.
- f. To comply with Ohio Revised Code, Section 1702.01, et seq.
- g. To do everything appropriate for the accomplishment of the above purposes, whether alone or in association with other organizations.

#### **Article III – Officers**

– The officers of the Council shall consist of the President, Vice-President, Secretary and Treasurer. These officers shall constitute the Executive Board and shall be voting members of the Council.

#### **Article IV – Pleasant Ridge Defined**

For the purpose of this Council, Pleasant Ridge shall be defined consistent with the boundaries determined by the Cincinnati Planning Commission described as follows:

##### ***North Boundary:***

Starting at the northwest corner by the Village of Golf Manor at 2150 Langdon Farm Road continuing east with side street boundary addresses ending at 6012, north on Englewood Avenue to 6425. East bordering Amberley to 6439 Ridge Avenue east on Beredith Place to the 6337 corner of Kincaid east to Parry Lane and north to 6475 Grand Vista east to Orchard Lane.

##### ***East Boundary:***

From Orchard Lane (including both sides of the street) south to the corner of Montgomery Road/Robison Road (including both sides of the street), southeast to 5902/5901 Woodford Road southeast to Kennedy.

##### ***South Boundary:***

From Kennedy bordering the Cincinnati corporation line west to 5445 Ridge Avenue west toward Lester Road, south to Highland encompassing Tanner Avenue to 5040 Lester Road west on Highland to what would be a straight line north to Cypress Way.

***West Boundary:***

North to Cypress Way from Highland including the 5333/5306 corner of Indian Mound to the 5500/5523 corner of Cypress Way/Montgomery Road by the city of Norwood north (encompassing Bosworth Place) to 2150 Langdon Farm Road.

**Article V – Membership**

Eligibility:

1. (a) Full Membership: Any person who has reached the age of eighteen (18) years and who resides in or owns property in Pleasant Ridge, as evidenced by a voter registration card, driver's license, housing lease or contract, rent or tax receipts or utility bills or any such similar evidence, shall be eligible for and admitted to membership hereinafter referred to as "Neighborhood Residents/Owners". Voting privileges shall become immediately effective upon certification of membership by the Secretary.
2. (b) Organization Membership: Businesses and institutions in Pleasant Ridge which operate in Pleasant Ridge but which do not own property in Pleasant Ridge, shall be eligible for an organization membership and shall be represented by one individual who has been designated on the membership application and who may cast one vote for that organization.
3. (c) Any group of at least five members who are resident within the territorial boundaries of Pleasant Ridge hereafter to be referred to as "Neighborhood Resident/Owners" may present to the Executive Board, or any of its members, a petition requiring a special vote at which only Neighborhood Resident/Owners may vote, to determine whether persons other than Neighborhood Resident/Owners shall continue to have voting privileges or be eligible to hold office. (Such special note shall be held at the next annual meeting after receipt of the petition.)

**Article VI – Meetings of Members**

1. (a) Regular Meetings: Regular meetings shall be held on the first Tuesday of each month except January and July unless the Executive Board notifies the membership otherwise two weeks prior to the date of the regular meeting.
  2. (b) Annual Meeting: The regular meeting for the month of May shall also be the annual meeting of members.
  3. (c) Special Meetings: A special meeting shall be called at the discretion of the President or upon the written request of either two voting members of the Executive Board or by petition signed by a sufficient number of members to constitute a quorum. Notice thereof shall be given as provided for in paragraph of this Article. The notice shall specify the business to be transacted at the meeting, and no business not so specified shall be transacted.
  4. (d) Time, Location, Notice and Means of Notice of Meetings: Notification at the May meeting that the regular meetings shall be held at the Pleasant Ridge Community Center at 7:00 PM on the first Tuesday of each month except January and July shall be considered adequate notice thereof. Notice of the time and location of regular meetings may also be given publication in any publication or other means of general circulation in Pleasant Ridge.
1. Special Meeting: Notice of the date, time and location of special meetings shall be given at least four days in advance and shall be made to the members by means to be determined by the Executive Board.

2. Computation of Time: In computing the period of time for the giving of notice, the day on which the notice is given shall be excluded and the day on which the meeting is to be held shall be included.

5. (e) Waiver of Notice: The attendance of any member at any meeting without protesting lack of proper notice thereof prior to or at its commencement shall be deemed to be a waiver by that member of such notice. Presence of a quorum shall preclude objection to inadequate notification by any member who does not attend that meeting.
6. (f) Voting and Determination of Questions Presented: Each member, including members of the Executive Board, shall be entitled to one vote on each question submitted to a vote at any meeting. No proxy votes shall be permitted. All questions other than amendments to these Bylaws or amendments to the Council's Articles of Incorporation shall be decided by the vote of a majority of members of the Council present. Voting in matters related to the expenditure of neighborhood support funds is open to all Neighborhood Resident/Owners of Pleasant Ridge as defined in Article V (a)(1)
7. (g) Quorum: A quorum at any meeting shall be a majority of the voting members of the Executive Board plus ten additional members. If a quorum is not present, a special meeting may be called at which a majority of the voting members of the Executive Board and fifteen additional members constitute a quorum.
8. (h) Organization and Procedure: All meetings shall be presided over by the President, and in his/her absence by one of the Vice-President. Any presiding officer other than the President shall have all the powers herein conferred upon the President while presiding. The Secretary of the Council shall act as secretary of all meetings of the members, but in the absence of the Secretary, the presiding officer may appoint any person to act as secretary of the meeting. The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern the Council in all matters to which they are applicable, and in which they are not inconsistent with these Bylaws and any special rules or order the Council may adopt.

#### **Article VII – Election of Officers and Executive Board**

1. (a) Officers and Executive Board: The officers of the Council shall consist of the President, Vice- President, Secretary and Treasurer who shall constitute the voting members of the Executive Board. Ex- officio non-voting members of the Executive Board shall be the President of the Pleasant Ridge Development Corporation, Chairperson of the Pleasant Ridge Business Association, past Pleasant Ridge Community Council Presidents, and/or the president or chairperson of any other organization deemed appropriate by a majority of the voting members of the Executive Board.
2. (b) Election, Re-Election, Appointments and Length of Terms: All officers shall be elected at the annual meeting and as to any contested election the officers shall be elected by secret ballot which ballots shall be counted by the Secretary. All officers shall serve for terms of two years. The terms of the President and Vice-President shall run concurrently and be staggered with the terms of the Secretary and Treasurer, which shall run concurrently.
3. (c) Filling of Vacancies: If there occurs any vacancy in any elected office through death, resignation, disqualification or other cause, a member should be appointed to that position within one month by a majority vote of the Executive Board and thereafter confirmed by simple majority vote of members present at the next regular Council meeting. During the appointment and election process, any adjustments to the

operation of the Executive Board should be agreed by a majority vote of the Executive Board.

4. (d) Nominations: A nominating committee shall be appointed each year by the Executive Board consisting of three voting members of the Executive Board and two additional Neighborhood Resident/Owner members, and its members shall be announced at the regular meeting of Council in February. The nominating committee shall present a slate of officers at the regular meeting of Council in March and nominations from the floor by any member may also be made at that time. Nominations shall be closed at the April meeting. Election of officers shall then occur at the May meeting.
5. (e) Notice of Elections: Notice of every election and of the candidates for each office shall be given to the members as provided in paragraph (d) of Article VI. The Secretary shall keep the records of the dates of the term of office of all officers.
6. (f) All Pleasant Ridge Community Council Officers shall perform their duties on behalf of the Council in a manner consistent with the best interests of the Council and shall avoid any conflict of interest.

#### **Article VIII – Function and Procedure of Executive Board**

1. (a) Powers: The affairs and management of the Council shall be governed by the Executive Board consistent with these Bylaws except as may be directed by resolution of council members enacted pursuant to paragraph (b) of this Article. The Executive Board shall, however, regularly report to and consult with the Council Members.
2. (b) Resolution of Members: The council members may by vote in accordance with Article VI (f) direct the Executive Board in the management of the Council's affairs. Each such resolution shall give specific direction to the Executive Board and shall explicitly invoke the authority of this paragraph.
3. (c) Quorum: A majority of the voting members of the Executive Board shall constitute a quorum for all business thereof.
4. (d) Meetings: Regular meetings of the Executive Board shall be held on the third Tuesday of each month. A special meeting of the Executive Board may be called by the President or any two voting members thereof provided that notice thereof is provided to all members of the Executive Board.
5. (e) Voting: All official actions of the Executive Board shall be approved by a majority vote of voting members of the Executive Board.
6. (f) Further Regulations: The Executive Board may adopt regulations as to notice of its meetings and may from time to time adopt such further regulations consistent with these Bylaws for the conduct of its affairs, as it shall deem proper. The Executive Board may adopt and publish by regulation any procedure for proper response or action on specific important issues.

#### **Article IX – Function of Officers**

1. (a) President: The President shall preside at all meetings of the Executive Board and Council, exercise general and active management of the affairs of the Council, see that all resolutions of the Council not inconsistent with Bylaws are implemented, designate the functions and responsibilities of the Vice President, see that the council officers appoint chairpersons for their assigned committees and otherwise perform the duties of their office, direct the activities of all paid staff and represent Council whenever and wherever necessary.

2. (b) It is the duty of the Vice President to perform the duties of the President in his or her absence, and to perform such other duties as may be assigned them by the President.
3. (c) Secretary: The Secretary shall keep minutes of all meetings of the Council and the Executive Board, see that all notices and announcements are duly given, and perform other duties incident to this office.
4. (d) Treasurer: The Treasurer shall have custody of all funds and securities of the Council, receive all monies paid to the Council and deposit them in such banks or depository as direction of the Executive Board may designate, sign and deliver all disbursements of the Council under the direction of the Executive Board, keep accurate financial records which shall be rendered to the Executive Board or Council whenever required, and perform all other duties incident to this office. The Treasurer shall be bonded in an amount determined by the Executive Board and paid for by Council funds or by some other viable alternative. The Treasurer shall have the books reviewed by a competent bookkeeper or auditor immediately prior to the completion of his term of office and before the installation of the succeeding Treasurer. The auditor shall certify to the Executive Board that the books are in proper order.

#### **Article X – Committees**

The President may, with the advice of the Executive Board, create, appoint, empower and terminate such committees and the officers and members thereof as is deemed desirable. All committees shall keep full records of their activities and report as requested by the President.

#### **Article XI – Financial Guidelines and Constraints**

1. (a) General: The fiscal year of the Council shall begin on January 1 and shall end on December 31. The Treasurer of the Council with the advice of the Executive Board shall establish a yearly budget based on the fiscal year. This budget may be general in nature, but shall compare fixed expenses to assets and expected income. The budget shall be reviewed by the Executive Board and approved by Council, in accordance with Article VI (f), at the regular November meeting. The Executive Board shall not enter into any contract committing Council funds or execute and deliver any instrument on behalf of the Council in excess of the amount of the treasury or \$2,000.00, whichever is less, without the prior approval of Council by vote in accordance with Article VI (f). The Executive Board may authorize any officer to commit Council funds or to execute and deliver any instrument on behalf of the Council not to exceed the amount of the treasury or \$2,000.00; whichever is less, if such action is consistent with the budget.
2. (b) Donations: A maximum of fifty percent of uncommitted council funds may be given each fiscal year for donations. Any donation request in excess of one hundred dollars (\$100.00) shall first be reviewed by the Executive Board, and all requests in excess of one hundred dollars (\$100.00) shall be approved by Council in accordance with Article VI (f). All donations shall be consistent with the purposes stated in Article II.

#### **Article XIII – Amendment to Bylaws and Articles of Incorporation**

(a) Requirement of Amendment of Articles of Incorporation: Articles I, II, III, and XII correspond to portions of the Articles of Incorporation of this Council on file with the Secretary of State of the State of Ohio. They may not be amended except upon simultaneous and identical amendment to the corresponding portions of the Articles of Incorporation.

(b) Amendments to these Bylaws and the Council's Articles of Incorporation may be proposed at a regular meeting or at a special meeting called for the purpose thereof. Any Amendment proposed shall be voted upon at the next regular meeting, which shall be held for such purpose in addition to all other purposes. Any special meeting at which an amendment is proposed shall

precede such next regular meeting by at least three weeks. The fact that an amendment has been proposed and is to be voted upon and the substance thereof shall be included in all notices of such regular meeting. Every amendment must be approved by a majority vote of all the voting members who attend the meeting during which the amendment is voted upon.

#### **Article XV–Non-Discrimination Policy**

This organization will adopt a policy of non-discrimination on the basis of race, religion, color, sex, national or ethnic origin, age, handicap, nature of housing quarters, or military service with regard to recruitment, hiring, training, upgrading, promotion, disability or military leave, discipline and remuneration of employees or an applicant of employment. An affirmative action plan including goals and timetables will be developed to correct existing deficiencies in the aforementioned areas, if they exist.

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