

BYLAWS OF THE WESTWOOD CIVIC ASSOCIATION, INC.

ARTICLE I

NAME

Section 1.01. Name. The name of the organization shall be “The Westwood Civic Association, Inc.,” hereinafter referred to as “WCA” or the “Association.”

ARTICLE II

PURPOSE

Section 2.01. Purpose. The Association has for its purpose the general welfare of the community, in cooperation with other neighborhood associations and organizations with similar purposes.

Section 2.02. Nonpartisan Organization. The WCA is a nonpartisan civic organization. Its purposes shall exclude engaging in individual political campaigns and the endorsement of, or financial assistance to, candidates for public office. This section shall not preclude the Association from taking a position on issues.

Section 2.03. Community Council. The WCA is recognized by the City of Cincinnati as the community council for Westwood.

ARTICLE III

ANTI-DISCRIMINATION POLICY

Section 3.01. Anti-Discrimination. The Association shall not discriminate based on any social or economic classification such as race, ethnicity, sexual orientation, gender identity, religion, age, color, national origin, ancestry, marital status, disability, military status, or political affiliation in any of its activities or operations.

ARTICLE IV

ADDRESS AND GEOGRAPHIC BOUNDARIES

Section 4.01. Address. The WCA shall maintain a local post office box and an email address.

Section 4.02. Boundaries. Westwood, the largest neighborhood in the City of Cincinnati, Ohio, is located in the Northwest portion of the city and has geographic boundaries as follows:

Traveling northwest on Harrison Avenue, Westwood begins at Hansford Place and extends south through the wooded area to Queen City Avenue. Westwood includes the streets of Carnes, Champlain, High, and Tille which run north off Queen City. The boundary includes the north side of Queen City Avenue and extends west on Queen City Avenue to Sunset Avenue. The border then runs south on Sunset Avenue, including the west side of the C & O Railway (since removed) and extends south and west to include the Dunham Recreation Complex. As the C & O Railway crosses Boudinot, the Westwood boundary extends west on Crookshank Avenue, and includes the north side of Crookshank Avenue to the city limit boundary with Green Township. Westwood borders Green Township and the city of Cheviot on its western extremity. Westwood's northern border continues from the city limit, through Mount Airy Forest, to the west fork of the Mill Creek, where it is separated from the neighborhoods of Mount Airy and Northside along the north side of the creek. From the intersection of Montana and the west fork of the Mill Creek, Westwood encompasses the west side of Montana Avenue, then extends due south through the wooded area toward the intersection of Westwood Northern Boulevard and McHenry Avenue. The eastern border of Westwood extends from McHenry and Westwood Northern Boulevard in a southern direction to include the streets of Cavanaugh, Atlin, Costello, Ruberg, Baker, Robert, Pickmeyer, St. Leo Place, and North and South Teralta. From Baker and Harrison Avenues, the boundary then joins Harrison and Hansford Avenues to complete the border.

ARTICLE V **MEMBERSHIP**

Section 5.01. Classes of Membership. There shall be two classes of membership in the WCA: voting and non-voting members. No member shall have more than one membership in the Association. A member in good standing is a member in one of the classes below who has paid WCA membership dues for the current year.

Section 5.02. Voting Members. This class shall consist of the following:

Section 5.02.01. Neighborhood Residents. All persons who have attained the age of eighteen years, have paid their WCA membership dues, and are residents of Westwood, pursuant to Cincinnati Ordinance No. 220-1989.

Section 5.02.02. Nonprofit Organizations. Nonprofit organizations with their principal office and location in Westwood and that have paid their WCA membership dues. Each such organization shall identify one designee for voting purposes.

Section 5.02.03. Businesses. Businesses with their principal office and location in Westwood and that have paid their WCA membership dues. Each such business shall identify one designee for voting purposes.

Section 5.02.04. Voting Privileges. Any voting privileges conferred on members by these bylaws shall be exercisable subsequent to the payment of the current annual dues.

Section 5.02.05. Voting Privileges by Members Other Than Residents. In accordance with Cincinnati Ordinance No. 220-1989, at least once per year any group of at least five Neighborhood Residents may require a special vote at which only Neighborhood Residents may vote to determine whether persons other than Neighborhood Residents shall continue to have voting privileges or be eligible to hold office. This section shall apply to voting privileges of only those nonresident WCA members serving as designees of Westwood organizations and businesses that are members of WCA.

Section 5.03. Non-Voting Members. This class shall consist of persons who subscribe to the purposes of the WCA but who do not meet the criteria contained in Article V, §5.02. Non-voting members shall not be permitted to serve as a Director or an Officer.

Section 5.04. Names of Members and Designees. Members, including designees of member organizations and businesses, shall be named at the time of application or upon any change to name or designee, by written notification to the Membership Secretary.

Section 5.05. Dues. Dues shall be paid yearly and in advance, not later than the end of the February General Membership meeting. New members may join at any time but must pay dues not later than the end of the February General Membership meeting in order to vote in that year's election of board members. The amount of dues shall be fixed by the Board of Directors no later than September 30 of the preceding year. A member whose current annual dues are paid is a member in good standing.

Section 5.06. Dues in Arrears. Membership, and all its privileges, shall be suspended if dues are in arrears following the February General Membership meeting. Reinstatement of a member can be had by payment of dues for the current year to the Membership Secretary.

Section 5.07. Prorated Dues. Members who join WCA on or after July 1 shall pay one-half of the annual dues amount. New members who pay full annual dues in December of any year shall also be credited with paying dues for the upcoming year.

ARTICLE VI **BOARD OF DIRECTORS**

Section 6.01. Authority of the Board of Directors. Except for any matter upon which a vote of the membership is required by these bylaws or applicable law, the Board of Directors shall determine all matters affecting the welfare of the Association, authorize all expenditures and the

incurring of obligations, and fill all unexpired vacancies for Director positions. Any matter upon which Directors are called upon to vote may be presented at a meeting of the WCA as delineated in Article VIII, Meetings.

Section 6.02. Vacancies. Vacant Director positions shall be filled from the list of names in the most recent election in order of their finish. If the list of Director candidates has been exhausted, then vacant Director positions shall be filled within sixty days of the vacancy, by a vote of the majority of Directors present from a list of all WCA members in good standing. The term of each Director so elected shall expire at the same time as that of the Director who has been replaced.

Section 6.03. Removal for Cause. A member of the Board of Directors may be removed from office for cause by a vote of four-fifths of the full Board.

Section 6.03.01. Absences as Cause. Absence of a Director from any three consecutive General Membership meetings between elections without adequate excuse presented to the President prior to each meeting shall be cause for removal per §6.03.

Section 6.04. Size of Board. The Board of Directors shall consist of fifteen Directors elected for a three-year term. Provision shall be made for the election of one-third of its Directors each year.

Section 6.05. Term Limits. Any member of the Board of Directors, including Officers, who has served on the Board for two consecutive terms or more, i.e. six years or more, is not eligible to run for reelection or to be reappointed to the WCA Board for a period of at least three years.

ARTICLE VII **OFFICERS**

Section 7.01. The President. The President shall preside at all meetings, post agendas to the membership a minimum of twenty four hours in advance of each meeting, appoint all committee chairpersons, and see that all activities and purposes of the Association are faithfully executed. The President shall endeavor to be cognizant of the rights and wishes of all Westwood residents throughout the performance of his or her duties.

Section 7.01.01 Check Signing. The President may sign or endorse checks in the absence of the Treasurer.

Section 7.02. The Vice-President. The Association shall have two Vice-Presidents who shall perform such duties as may be assigned by the President, and one of whom shall be selected by

the President, with the approval of the Board of Directors, to perform all duties of the President when the President is absent.

Section 7.03. The Recording Secretary. The Recording Secretary shall maintain attendance of the Directors, keep accurate minutes of all meetings, maintain a record of the outcome of all votes, and post approved minutes in a timely manner.

Section 7.04. The Treasurer. The Treasurer shall collect, disburse, and account for all money received and expended, make a report of the status of the treasury at each monthly meeting, and deposit all money in the bank designated by the Board of Directors to the credit of “The Westwood Civic Association, Inc.” The Treasurer shall file all forms required by law, including those required by the IRS and the State of Ohio. Checks over \$1,000.00 shall require signatures of both the Treasurer and the President. The Treasurer shall also present the financial records for audit at least once a year and provide financial records as requested by the Finance Committee.

Section 7.05. The Membership Secretary. The Membership Secretary shall keep a current list of all members, record all dues paid by members, remit the dues promptly to the Treasurer, and verify membership for the purpose of voting.

Section 7.05.01. Membership List. The Membership Secretary shall provide the membership list to the Board of Directors and to the Election Supervisor within seven days following the February General Membership meeting and as requested periodically by the Board of Directors. The membership list shall not be used for any purpose except for an annual audit of the records and any other purpose approved by the Board of Directors.

ARTICLE VIII **MEETINGS**

Section 8.01. Types of Meetings. There shall be four types of meetings: General Membership, Steering, Annual, and Special Meetings. All WCA meetings shall be announced and shall be open to the public. The procedure at all meetings shall be governed by Roberts' Rules of Order.

Section 8.02. General Membership Meetings. General Membership meetings shall have for their purpose presentations and information sharing, a forum for public comment, and other such business to which the Board agrees. General Membership meetings shall be announced in the WCA newsletter. The General Membership meetings shall be held monthly on the third Tuesday of each month unless otherwise ordered by the Board of Directors.

Section 8.03. Steering Meetings. Steering meetings shall have for their business Association direction and agenda setting; the management, business, and finances of the Association; and

other business before the Directors. Steering meetings are not a forum for public comment except as permitted by the Board. Steering meetings shall be announced in the WCA newsletter. The Steering meetings shall be held quarterly on the second Tuesday of January, April, July, and October, unless otherwise ordered by the majority of the Board of Directors.

Section 8.04. Annual Meetings. The Annual meeting shall be called to announce the results of the election of Directors and any other business of the Association. The General Membership meeting held in March of each year shall be known as the Annual meeting.

Section 8.05. Special Meetings. Special meetings may be called at the discretion of the President or when requested in writing to the President by a minimum of four Directors. When a special meeting is requested, or is called by the President, the President within twenty-four hours of said request, shall set a meeting date which shall be held within ninety-six hours from the date of said request.

Section 8.05.01 Notice to Directors. Notice for any special meeting shall be sent in two ways to each Director: by telephone and by electronic means at least forty-eight hours before the meeting.

Section 8.05.02. Purpose. The notice shall state the purpose of the called meeting and the business at such meeting shall be confined to the purpose stated.

Section 8.05.03. Notice to Members. Special meetings shall be announced to the membership by electronic means.

Section 8.06. Quorum. At all stated meetings, a quorum shall consist of the Directors present. At all special meetings, a quorum shall consist of a simple majority of the Directors.

Section 8.07. Civility. The Association values civility, order, and structure in its meetings. Its Board shall commit to respectful discourse at its meetings and shall not tolerate discourteous tone and behavior and personal attacks.

ARTICLE IX **COMMITTEES**

Section 9.01. Standing Committees. Standing committees are constituted to perform a continuing function and shall remain in existence permanently. The number, names, and duties of any Standing Committees shall be determined by a majority of the Board of Directors. Standing committees work within their assigned responsibilities and report their findings and recommendations to the Board of Directors. The President shall appoint the Chairperson of each Standing Committee. Standing Committees may include persons who are not members of the Board.

Section 9.02. Other Committees. The Association shall have such *ad hoc* committees as may from time to time be designated by a motion of the Board of Directors. These *ad hoc*

committees shall act in an advisory capacity to the Board and may include persons who are not members of the Board.

ARTICLE X **ELECTIONS**

Section 10.01. Eligibility for Election. Candidates eligible for election shall be members in good standing, as defined in §5.02, and shall not be in the class of Directors subject to the term limits provision (§6.06).

Section 10.02. Nominating Committees. At the November General Membership meeting, the President shall appoint one nominating committee and the members shall select a second nominating committee of not more than three members each, all of whom shall be members in good standing. Each nominating committee shall by a majority vote select up to five candidates for the Board of Directors and present its selections at the January General Membership meeting. Members of the nominating committees are not barred from becoming nominees. As soon as the committees report, they are discharged from their duties.

Section 10.03. Nominations from the Floor. Nominations shall be allowed from the floor following the report of the nominating committee at the January General Membership meeting.

Section 10.04. Election Supervisor. The two nominating committees shall select an Election Supervisor not later than fourteen days of the committees' appointment. The Election Supervisor shall be responsible for printing, mailing, and counting ballots and presenting the results to the membership. The Election Supervisor may choose to engage an impartial, nonpartisan third party organization to assist in the election process and to conduct an audit as needed. The Election Supervisor shall retain in confidence for one year the complete results of the election for possible use by the Board of Directors for filling vacancies on their Board during the ensuing year.

Section 10.05. Observers. Any members in good standing may serve as election process observers. Observers shall not disrupt the election process, but have the right to report perceived improprieties to the Election Supervisor and the President.

Section 10.06. Ballots. A ballot consisting of all nominated candidates shall be mailed to all members in good standing, no less than fourteen days prior to the March General Membership meeting for the purpose of secret voting. The Election Supervisor shall determine by random drawing the ballot position of the names of the candidates.

Section 10.07. Those Elected. Those five candidates who receive the highest number of votes shall be deemed elected. Should there be a tie vote which results in more than the requisite

number of candidates chosen, the tie shall be broken by a flip of the coin by the President at a meeting in the presence of the membership.

Section 10.08. Election of Officers. The Board of Directors at the April Steering meeting, or prior thereto at a special meeting, shall elect, by secret ballot, the Officers of the Association from the members of the Board of Directors, except the Recording Secretary and Membership Secretary who can be any member in good standing.

ARTICLE XI **AMENDMENT**

Section 11.01. Proposals for Amendment. All proposals for amendment of the Association's bylaws shall be presented in writing at a regular General Membership meeting by five or more members in good standing.

Section 11.01.01. Waiting Period. To allow for notification of the membership and for deliberation, proposals shall be considered at the second General Membership meeting following the introduction of the proposal.

Section 11.01.02. Notification. Written notice shall be given to all members in good standing by electronic means not later than seven days after the introduction of the proposal and via the next WCA newsletter.

Section 11.02. Voting on Proposed Amendments.

Section 11.02.01. Vote. The Association's bylaws may be amended by a two-thirds vote of the members present at the next General Membership meeting, following the waiting period, as detailed in §11.01.01.

Section 11.02.02. Secret Ballot. Members in good standing in attendance at the General Membership meeting may vote. Voting shall be by secret ballot.

11.02.03. Vote Counting. The Membership Secretary and one additional board member shall count the votes. The Recording Secretary shall record the count of the votes and a minimum of two observers shall witness the voting process, as described in §10.05. In the absence of the officers named in this section, the President shall assign another board member as an alternate for the purpose of vote counting.

11.02.04. Announcement. The President shall announce the results immediately following the vote counting.

The WCA Bylaws amended on:
October 21, 1975
February 15, 1983
March 17, 1987

November 21, 1989

November 17, 1992

October 15, 1996

January 15, 2002

September 16, 2014 (Unnumbered section, Boundaries, added)

September 16, 2014 (Title VIII, Term Limits, added, effective immediately and retroactively)

January 19, 2016 (Format revised, content added, effective immediately)