**CONSTITUTION AND 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 Westwood neighborhood, in cooperation with other neighborhood associations and organizations with similar purposes. The WCA is organized and shall be operated exclusively for charitable, educational, and scientific purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, (the “Code”) or the corresponding section of any future tax code, with activities in furtherance of such purposes to include but not limited to: (a) the conduct of activities to the benefit of the general public living in the Westwood neighborhood, in the City of Cincinnati, Ohio, and the surrounding areas, in order to alleviate community deterioration and blight, promote peaceful and equitable relations among the citizenry, and improve the appearance and environment of the business community and surrounding neighborhood in Westwood; (b) the dissemination of information through social media and traditional media outlets that is designed to educate and be useful and beneficial to members of the Westwood neighborhood about methods and activities that alleviate community deterioration and blight, promote peaceful and equitable relations among the citizenry, and improve the appearance and environment of the business community and surrounding neighborhood in Westwood; and (c) the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Code. The WCA is empowered to exercise all rights and powers conferred by Ohio law so long as they are consistent with the requirements of Section 501(C)(3).

**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.

**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, 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. Each such organization shall identify one designee for voting purposes.

**Section 5.02.03. Businesses.** Businesses with their principal office and location in Westwood. 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 reception of membership request form by the Membership Secretary.

**Section 5.02.05. Cincinnati Ordinance No. 220-1989 Compliance.** Regular Membership is open to all adult residents of the Westwood Neighborhood, 18 years of age and over or business owners of the Westwood Neighborhood or their designees, without regard to race, color, ethnicity, gender, religion, creed, national origin, marital status, sexual preference, political affiliation, or nature of housing quarters.

**Section 5.02.06. 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.

**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 7.01.02 President and Treasurer Discretionary Funds** The President and Treasurer will each have a discretionary fund of $200 per year. These funds will not require Board Approval to spend. The funds may be spent on anything deemed necessary for the betterment of Westwood. Once these funds have been spent, all further purchases made by the President and Treasurer must be approved by the board.

**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 7.04.01 Fiscal Year/ Annual Accounting Period.** For accounting purposes, the Fiscal Year of The Association and/or Annual Accounting Period runs annually from January 1st through December 31st of the calendar year.

**Section 7.05.** **The Membership Secretary.** The Membership Secretary shall keep a current list of all members 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.

**Section 8.08. Neighborhood Support Program (NSP) Matters.** In compliance with Ordinance No. 220-1989, notwithstanding voting privileges as described elsewhere in these regulations, proposals for funding by the Neighborhood Support Program (NSP) of the City of Cincinnati shall be presented at a meeting open to all Neighborhood Residents at which all Neighborhood Residents, whether or not Members of the Westwood Civic Association, shall be entitled to one (1) vote per resident.

**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 majority vote select a number of candidates equal to the number of open positions on the board 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 committees at the January General Membership meeting.

**Section 10.04. Election Supervisor/Process.** The two nominating committees shall select an Election Supervisor and shall announce that selection at the January General Membership meeting, as part of their report. The Election Supervisor shall be responsible for ensuring a list of candidates is communicated to members electronically, and notify members that an election will occur at the March General Membership meeting. Election Supervisor will invite candidates to speak at the February General Membership meeting. Election Supervisor will manage election process, with assistance from other Board members as needed, at the March General Membership meeting including printing, handing out, collecting and counting ballots and presenting results to members. Candidates shall be listed on ballot in alphabetical order by last name, with each member able to vote for a number of candidates equal to the number of open positions on the board. Each member in good standing can only vote once, either in-person or online. The final results will be announced to WCA Membership at the end of the March General Membership Meeting.

 **Section 10.04.01 Election Components** Elections shall contain two components, Online and In-Person.

The Online election component shall utilize a paid election service which promotes free and fair elections. The Online Election system shall be approved by The Board via a Majority Vote. This approval shall last until a Motion is put forth to change the election system. Such a Motion shall include a replacement system.

The In-Person election component shall consist of a paper ballot provided to WCA Members at the beginning of the March General Membership meeting each year. Each Ballot should consist of the following:

Member Name

Member Address

Member Business, if any

Candidates listed in alphabetical order by last name

 **Section 10.04.02 Election Window** Online voting will begin two calendar weeks prior to the March General Membership meeting and the end will correlate with the ending of the In-Person election on the day of the March General Membership Meeting.

The In-Person Election will fully take place during the March General Membership Meeting.

**Section 10.05. Observers**. Any members in good standing may volunteer to 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. Those Elected**. Those five candidates who receive the highest number of votes

shall be deemed elected and take office beginning with the April Steering meeting. 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 the March General Membership meeting in the presence of the membership.

**Section 10.07. 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.

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

**ARTICLE XII**

**DISSOLUTION**

**Section 12.01. Disposition of Assets.** If the Association ceases to exist for any reason, the assets of the organization will be disposed of by the Board of Directors consistent with the intent expressed in **Section 2.01** hereof.

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 (Section 4.02. Boundaries, added)

September 16, 2014 (Section 6.05. Term Limits, added, effective immediately and retroactively)

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

June 21, 2022

September 17, 2024 (Content added, 501(c)3 provisions, effective immediately)

January 21, 2025 (Content added, City of Cincinnati Ordinance 220-1989 compliance)