



Country Club Hills Twin Lakes Neighborhood Association

Bath Township, Lima, Ohio 45804

1 CONSTITUTION AND BY-LAWS:

May 2014

Article I: Name

The name of this Organization shall be “Country Club Hills Twin Lakes Neighborhood Association,” herein referred to as “CCHTL,” or the “Association.” CCHTL is a non-profit corporation organized and existing under the laws of the State of Ohio and is a tax exempt organization under Section 501 (c) (3) of the United States Internal Revenue Code.

Article II: Purpose, Vision and Mission

Section 1: Purpose

CCHTL advocates for improvements in housing, safety, justice, equality, diversity, health and the environment through education, cooperation and accountability.

Section 2: Vision

CCHTL unites and leads individuals and families to make our Neighborhood a more desirable place to live, work, play and raise a family.

Section 3: Mission

The Country Club Hills Twin Lakes (CCHTL) Neighborhood Association improves safety and quality of life through community partnerships, individual action and advocacy.

Article III: Membership

Section 1: CCHTL Association Members

Neighborhood Association Membership in CCHTL shall be open to Neighbors (or Households) that a) support CCHTL’s Statement of Purpose, Vision and Mission, b) live or own property within the subdivisions of Country Club Hills or Twin Lakes, Bath Township, Allen County, Ohio, and c) pay such annual fees as may be set by CCHTL.

Section 2: Affiliate Community Members

Affiliate Community Membership in LACNIP shall be open to individuals, businesses, industries, professional organizations, non-profit organizations, and local governments which support CCHTL’s Statement of Purpose, Vision and Mission. Such entities become members by payment of such annual fees as may be set by the Association.

Section 3: Relationship between CCHTL and Association or Community Members

CCHTL and its Board and Committees do not have control over and accept no responsibility for actions taken and/or statements made by any of its Association or Community Members.

Article IV: Board

Section 1: Responsibilities and Powers of the CCHTL Board of Trustees

The CCHTL Board of Trustees shall have control and management of all affairs and business of the Association. The nine (9) members of the Board (Trustees) shall act in the name of the Board only when it shall be convened by its President after due notice of the meeting to all Board members.

Section 2: Members of the Board of Trustees

All Board Officers and Trustees shall be voting members of the Board.

Section 3: Terms of Office

Each CCHTL Trustee shall serve a three-year (3) term. The terms are staggered so that only three (3) new Trustees will be elected each year. Terms of office shall begin at the Annual Neighborhood Meeting, held in January of each year.

Section 4: Resignation, Removal from the Board of Trustees and Vacancies

(i) *Resignation*: A Board Member (Officer or Trustee) may resign from the Board after giving written notice of such resignation to the President.

(ii) *Removal from the Board*: Board Members may be removed from the Board after three consecutive unexcused absences or when a Board Member is acting contrary to CCHTL's Purpose or Mission. A super majority (67%) vote of the Board shall be necessary to remove a Member from the Board.

(iii) *Vacancies on the Board*: Vacancies shall be filled as soon as possible. Replacement Board Members shall serve until the end of the term they are filling. When a vacancy occurs the Board shall recruit and select a new Trustee from the list of Association Members. A majority vote of the Board shall fill any Officer's vacancy.

Section 5: Conflict of Interest

To avoid even the appearance of a conflict of interest that would tarnish the image of CCHTL and undermine the public's trust, Board Members shall avoid any activity or outside interest that conflicts or appears to conflict with the best interest of CCHTL. Additionally, Board Members shall refrain from participating in or influencing any decision or other action of CCHTL that could result in a direct or indirect benefit to his or her family or any organization with which the Board Member is materially affiliated.

Section 6: Compensation

Board Members shall not receive any salary or compensation for their services as Board Members. A Board Member may be allowed a reasonable sum for reimbursement of expenses incurred on behalf of CCHTL. Documentation of such expenses shall be required.

Article V: Meetings

Section 1: Bi-Monthly Meetings, Quorum and Rules

Neighborhood Meetings shall be held bi-monthly at such time and place as determined by the Board of Trustees. A majority of voting Board Members shall constitute a quorum for the transaction of business. In conducting its meetings, the Board shall follow *Robert's Rules of Order*, and make such other rules and regulations as it may deem necessary.

Section 2: Annual Meeting and Notice of Meetings

The Annual Neighborhood Meeting shall be held in January at such time and place as determined by the Board. Notice of the place, date and time of the Annual Meeting of the Board shall be given to each member by mail (newsletter) or email not less than ten (10) days in advance. Any special meetings shall be held at such time and place as determined by the Board. Notice of the place, date and time of any special meetings shall be given to each Board member by mail (newsletter) or email not less than ten (10) days in advance of the meeting. Email notice will be limited to those members who have provided their email address to the Association. Notice of regularly scheduled Board meetings shall be provided to each member in March.

Article VI: Voting

Section 1: Voting

Each CCHTL Association member shall have one vote. Members must be present to vote. Affiliate Community Members are non-voting members of the Association and cannot serve on the Board of Trustees. All votes shall be by voice, unless the Board provides a paper ballot. The CCHTL Association members shall elect new members to the Board of Trustees.

Section 2: Nomination and Election of Officers

Each January, after the new Trustees have been elected and sworn into office, the new Board of Trustees will nominate the Officers from members of the new Board. The Board will elect by majority vote the new Officers for the year. Election results shall be recorded in the minutes of the Annual Neighborhood Meeting.

Article VII: Officers

Section 1: Officers

CCHTL Officers shall be: President; Vice President; Secretary; and Treasurer.

Section 2: Qualifications

All Officers shall be voting members of the CCHTL Board. All Officers shall be CCHTL Association Members and support CCHTL's Statement of Purpose, Vision and Mission.

Section 3: Terms of Office

All terms of office shall be for one (1) year.

Section 4: Vacancies

In the event of a vacancy in the office of President, the Vice President shall serve as President (until the end of the term or a successor is elected.) In the event of a vacancy in any other office, the Board shall elect a successor from among its own members (who shall serve until the end of the term or a successor is elected.)

Section 5: Duties of Officers

President: Preside at all meetings of CCHTL and conduct them with a formal order of business; appoint Committee and Task Team Chairpersons; represent CCHTL at official functions; sign all necessary correspondence and reports; and assume other responsibilities as may be designated in the bylaws or otherwise prescribed.

Vice President: Preside in the absences of the President; assist the President; be knowledgeable of the workings of the organization; and assume other responsibilities as may be designated in the bylaws or otherwise prescribed.

Secretary: Keep accurate minutes of CCHTL Meetings and assume other responsibilities as may be designated in the bylaws or otherwise prescribed.

Treasurer: Prepare the annual budget for the Association; receive any dues or other funds; disburse funds as directed by regular or properly called meetings of the organization; keep proper financial records; maintain the membership list; make regular reports of the organization's status; and assume other responsibilities as may be designated in the bylaws or otherwise prescribed.

Article VIII: Committees

Section 1: Ad Hoc Committees or Task Teams

Committees or Task Teams shall be formed as needed. Their responsibilities, budgets and terms of office shall be determined by the Board. Ad hoc Committee or Task Team members will be appointed by the Board. Persons interested in serving on a CCHTL Committee or Task Team should inform a member of the Board or the Chairperson of the Committee or Task Team. Such persons need not be members of the Association.

Section 2: Committee and Task Team Budgets and Reports

No Committee shall spend or encumber any funds without prior Board approval. All Committees and Task Teams shall make a written report to the Board.

Article IX: Funding

Section 1: Annual Budget, Fiscal Year and Audit

An annual budget for CCHTL shall be prepared for presentation to and approval by the Board at its Annual Neighborhood Meeting in January. The fiscal year for CCHTL shall be the calendar year. An annual review of financial records shall be completed by a committee appointed by the President.

Section 2: Doing Business

The daily and ordinary activities of doing business as a neighborhood association shall be conducted in an honest and forthright manner to carry out CCHTL's Purpose, Vision and Mission. CCHTL will partner with other groups and organizations who share similar goals and objectives, in particular the Bath Township Trustees, the Lima-Allen Country Neighborhoods in Partnership (LACNIP) and other parties as approved by the Board.

Article X: Review and Amendments

Section 1: Review

This Constitution and By-Laws shall be reviewed by a committee of Board members appointed by the President. This review shall occur every three (3) years or sooner if so determined by the Board.

Section 2: Amendments

This Constitution and By-Laws may be altered, amended or repealed, or new by-laws may be adopted by the affirmative vote of a super majority (67%) of the Board at any meeting of the Board provided that proper notice of such meeting is given each member.

Article XI: Dissolution

Upon the dissolution of the Association, the Board shall, after paying or making provision for the payment of all of the liabilities of the Association, dispose of the assets of the Association exclusively for the purposes of the Association in such manner, or to such organization or organizations operated exclusively for charitable, educational, religious, or scientific purposes which at the time qualify as an exempt organization or organizations under Section 501 (c) (3) of the United States Internal Revenue Code as the CCHTL Board shall determine.

Roy N. Baldridge

2014

President, CCHTL

May 19,

Date