

**AMENDED AND RESTATED REGULATIONS OF
MT. ADAMS CIVIC ASSOCIATION, INC. (the “Association”)
Effective July 5, 2016**

ARTICLE I - MEMBERS

1.1: **Eligibility**. Membership in the Association, including full participation privileges, voting privileges and eligibility to hold office, is extended to all residents of Mt. Adams 18 years of age or older, who pay dues in accordance with Section 1.2. A “Resident” is an individual living in a place of abode within the territorial limits of Mt. Adams, designated as follows:

“Gilbert Avenue, the I-71 and I-471 rights-of-way on the west and south;

Eden Park Drive from Gilbert Avenue to its intersection with Martin Drive on the north;

Martin Drive from Eden Park Drive to its intersection with Cliff Drive, and in a generally southeasterly direction to intersection with Columbia Parkway at a right angle; and

Columbia Parkway to the I-471 right-of-way on the east and south.”

The Board of Directors is empowered to extend full membership, including voting privileges and eligibility to hold office, to persons other than Mt. Adams residents who are principle officers or managers of a business located in Mt. Adams if that business does not otherwise have a Mt. Adams resident as a principal officer or manager. No more than one individual may be designated by a business to be eligible to represent that business. The Board of Directors has the sole responsibility of determining eligibility for Business membership.

Associate membership in the Association is extended to any non-resident 18 years of age or older who: (i) has expressed an interest in the civic affairs of Mt. Adams; (ii) pays dues; and (iii) otherwise agrees to be bound by the provisions of these Regulations. Associate members will not have participation or voting privileges or eligibility to hold office in the Association.

1.2: **Dues**. Membership dues shall be determined by the Board of Directors. Only members whose dues and/or assessments are paid by December 31 of each year shall be a Voting Member for the following year. Only Voting Members shall hold office, be appointed to a Committee, or be entitled to vote. Voting Membership may be reinstated upon payment of the current year’s dues. Voting Membership may be reinstated as of the first day of the month following the month in which dues are paid to the Association. Upon resignation from the Association, no refund shall be made of the dues or assessments.

ARTICLE II – MEETINGS

2.1: **Place of Meetings**. Meetings of the members, whether general, annual or special, shall be held at such place within or outside Mt. Adams as shall be determined by the President. In the

absence of such determination, meetings shall be held at Holy Cross-Immaculata Church Parish Center in Mt. Adams

2.2 General and Annual Meetings. General meetings of members of the Association shall be held on such dates as shall be designated by the President. In the absence of such designation, general meetings shall be held at 7:00 on the first Tuesday of each month, if not a legal holiday and if a legal holiday, then on the next Tuesday not a legal holiday. There shall be an annual meeting, which shall be the regularly scheduled general meeting, in November of each year, unless the Board of Directors designates a different day. At the annual meeting, directors shall be elected, reports of the affairs of the Association shall be considered, and such other business shall be transacted as may properly be brought before the meeting.

2.3 Special Meetings. Special meetings of the members may be called at any time by any of the following:

- a. The President, or in case of the President's absence, death or disability, the Vice President authorized to exercise the President's authority; or
- b. The Board of Directors by action at a meeting or by a majority of the Directors acting without a meeting.
- c. The Executive Committee of the Board of Directors; or
- d. The lesser of (i) 5% of the members or (ii) 10 members.

Upon receipt of a request in writing for a special meeting that states the purpose or purposes of the meeting delivered either in person or by registered mail to the President or the Secretary by any person(s) entitled to call a special meeting of the members, such officer shall promptly give notice of such meeting as provided in Section 2.4 hereof. If such notice is not given within 30 days after the delivery or making of such request, the person(s) calling the meeting may fix the time of meeting and give notice thereof as provided in Section 2.4 hereof or cause such notice to be given by any designated representative.

2.4 Notice of Special Meetings. Written notice of each special meeting of the members, stating the time, place and purpose of the meeting, shall be given not less than 15 nor more than 60 days before the date of the meeting by or at the direction of the President, the Secretary or any other person required or permitted by these Regulations to give notice. Notice of adjournment of a special meeting need not be given if the time and place to which it is adjourned are fixed and announced at the meeting.

2.5 Waiver of Notice. Notice of the time, place and purpose or purposes of any meeting of the members may be waived in writing by any member, either before or after the holding of such meeting. Such writing shall be filed with or entered upon the records of the meeting. The attendance of any member at any meeting without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by the member of the lack of proper notice of the meeting.

2.6 Quorum. Fifteen (15) members present in person at any meeting of the members and entitled to vote shall constitute a quorum for such meeting. A majority of the members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time

without notice other than announcement at the meeting of the place, date and hour of the adjourned meeting. At an adjourned meeting, the Association may transact any business which might have been transacted at the original meeting.

2.7 **Voting**. When a quorum is present at any meeting, except as otherwise expressly required by statute, the Articles of Incorporation or these Regulations, a majority of the votes cast at a meeting of the members shall control. Each active member shall be entitled to one vote upon each matter properly submitted to the members for their vote at a meeting of members. Associate members shall not be entitled to vote.

ARTICLE III - DIRECTORS

3.1 General Powers and Duties.

a. All of the authority of the Association shall be exercised by or under the direction of the Board of Directors, subject to the limitations imposed by law, the Articles of Incorporation or these Regulations.

b. Each director is expected to attend and actively participate in all meetings of the Board and each committee of which the director is a member, as well as all monthly meetings of the Members.

c. Each director shall serve on at least one standing committee.

3.2 Number and Election.

a. The Board of Directors shall consist of the President, Vice President, Secretary and Treasurer of the Association, each of whom shall be an ex officio member of the Board during the term of his or her office, and at least three additional directors who shall be elected by the Members. Each ex officio director shall have the same rights as elected directors, including but not limited to the right to vote as a member of the Board, and shall be counted for purposes of determining a quorum. The number of directors may be fixed or changed by the affirmative vote of the members of the Board of Directors. No reduction in the number of directors shall have the effect of shortening the term of any incumbent directors.

b. For the election of directors who are not ex officio directors, there shall be a nominating committee appointed in September composed of three active members of the Association. It may be formed either by appointment of the President or from volunteers of active members present at the current meeting held in September. The Nominating Committee shall arrange and present a slate of candidates for director or directors to be elected for the ensuing year, for the class 1, class 2 or class 3 directors, as the case may be at the October general meeting. The election of directors shall take place at the annual meeting of members in November or at a special meeting called for that purpose. Members being absent on the day of the election may secure a ballot from the Secretary no more than ten (10) days prior to the election. Said ballots are to be marked, placed into a sealed envelope, and returned to the secretary prior to the annual meeting in November or special meeting if so called.

3.3 **Terms of Directors.** In the first election of directors to which this Section 3.3 applies, the directors shall be divided into three classes.

- a. Each of the directors in Class 1 shall hold office until the next election of directors and until such director's successor is elected, or until such director's earlier resignation, removal from office or death. At the end of the first term, each such director in the first class shall hold office from the date of his or her election to the third annual members' meeting after such date and until such director's successor is elected, or until such director's earlier resignation, removal from office or death.
- b. Each of the directors in Class 2 shall hold office until the second election of director's and until such director's successor is elected, or until such director's earlier resignation, removal from office or death. At the end of the first term, each such director in the second class shall hold office from the date of his or her election to the second annual members' meeting after such date and until such director's successor is elected, or until such director's earlier resignation, removal from office or death.
- c. Each of the directors in Class 3 shall hold office from the date of his or her election to the third annual member's meeting after such date and until such director's successor is elected, or until such director's earlier resignation, removal from office or death.
- d. No director shall be elected or appointed to serve more than two consecutive terms, or six consecutive years. A director who becomes ineligible for reelection as a result of term limits may be reelected or appointed after three years have elapsed.
- e. This Section 3.3 does not apply to ex officio directors.

3.4 **Place of Meetings.** All meetings of the Board of Directors shall be held at such place within or outside Mt. Adams as may be designated from time to time by the President, or as may be designated in the notice of such meeting.

3.5 **Organizational Meetings.** An organizational meeting of the Board of Directors may be held, without call or notice, immediately following each annual meeting of the members of the Association or at such alternative time as may be provided in a notice of meeting.

3.6 **Other Meetings: Notice.** Other meetings of the Board of Directors may be held at any time on the call of the President, any Vice President or any two directors. Written notice of any such meeting, unless waived, shall be given not less than two days prior to the day of the meeting. Notice also may be given personally or by telephone or electronic mail at least three days prior to such meeting. The notice shall state the time and place, but need not state the purposes of the meeting. If the Secretary fails or refuses to give notice promptly, the notice may be given by the person who called the meeting. Notice of adjournment of a meeting of the Board of Directors need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

3.7 **Waiver of Notice.** Notice of the time, place of any meeting of the Board of Directors may be waived in writing, either before or after the holding of such meeting by any director, which writing shall be filed with or entered upon the records of the meeting. The attendance of any director at any meeting without protesting, prior to or at the commencement of the meeting, shall be deemed to be a waiver by such director of notice of the meeting.

3.8 **Quorum**. A majority of the Board of Directors in present in person or by telephone conference pursuant to Section 3.9 shall constitute a quorum for such meeting. The act of a majority of the directors present at a meeting at which a quorum is present is the act of the Board of Directors, except as otherwise provided by law, the Articles of Incorporation or these Regulations.

3.9 **Telephonic Meetings**. Meeting of the directors may be held by means of any communications equipment if all persons participating can hear each other, and participation in a meeting in such manner shall constitute presence at such meeting.

3.10 **Actions Without Meeting**. Any action that may be authorized or taken at a meeting of the Board of Directors of the Association may be authorized or taken without a meeting with the affirmative vote or approval of, and in a writing or writings signed by, all the directors, which writing or writings shall be filed with or entered upon the records of the Association.

3.11 **Vacancies**. All vacancies in the Board of Directors, whether caused by resignation by resignation, death or removal of any directors shall be filled by the directors. A director thus elected to fill any vacancy shall hold office for the unexpired term of such director's predecessor.

3.12 **Executive and Other Committees**. The Board of Directors may create an executive committee or other committees provided that any executive committee shall have no fewer than three member directors. Such committees shall have and may exercise such powers of the Board of Directors in the management of the Association as may be conferred or authorized by the resolutions appointing them. However, no committee shall have the power to fill vacancies in, to change the membership of, or to discharge any such committee.

Such committees shall act only during the intervals between meetings of the Board of Directors and subject to the direction of the Board of Directors. Acts of any committee within the authority delegated to it shall be effective for all purpose may adjourn such meeting from time to time without notice other than announcement at the meeting of the place, date and hour of the adjourned meeting. At an adjourned meeting, the Association may transact any business which might have been transacted at the original meeting.

3.13 **Removal of Directors**. A director who is absent from 25% or more of the combined total of monthly meetings of the Board of Directors and monthly meetings of the Members may be removed by the Board of Directors. The Board may excuse a director from attendance at a meeting due to illness, family emergency, or other circumstance that the Board determines is reasonable under the circumstances. An excused absence shall not be included for purposes of computing the 25% absentee rate.

ARTICLE IV - OFFICERS

4.1 **Officers**. The Board of Directors must elect a President, Secretary and Treasurer. It may also elect, in its discretion, a Chairman of the Board and such Vice Presidents, Assistant Secretaries, Assistant Treasurers, a Controller and such other officers and agents as the Board of Directors may determine. All officers shall be elected by the directors, and they shall hold office for such period, with such authority and perform such duties as the Board of Directors may from

time to time determine. Any two or more offices may be held by the same person, but no officer shall execute, acknowledge, or verify any instrument in more than one capacity if such instrument is required by law, the Articles of Incorporation or these Regulations to be executed, acknowledged or verified by two or more officers.

4.2 **Election, Term, Eligibility and Removal.** The officers of the Association shall be elected annually by the Board of Directors at its annual meeting held in December or at a special meeting held for such purpose. New or additional officers may be elected at any meeting of the Board of Directors. Each officer shall serve at the pleasure of the Board of Directors, and each officer shall hold office until his or her successor is chosen or until his or her death, resignation or removal. Only the Chairman of the Board need be a member of the Board of Directors. Any officer may be removed, with or without cause, by the Board of Directors.

4.3 **Vacancies.** If any office shall become vacant by reason of death, resignation, removal or otherwise, the Board of Directors shall elect a successor to fill such office.

4.4 **Chairman of the Board.** The Chairman of the Board, if any, shall preside at all meetings of the Board of Directors. He or she shall have such other powers and duties as the Board of Directors shall assign to him or her from time to time.

4.5 **President.** Unless the Board of Directors determines otherwise, the President shall be the chief executive officer of the Association. He or she shall have the executive authority to see that all orders and resolutions of the Board of Directors are carried into effect and, subject to the control vested in the Board of Directors by law, Articles of Incorporation or these Regulations, shall administer and be responsible for the management of the affairs of the Association. He or she shall preside at all meetings of the members and in general shall perform all duties incident to the office of the President and such other duties as from time to time may be assigned to him or her by the Board of Directors.

4.6 **Vice Presidents.** In the absence of the President or in the event of his or her inability to act, the Vice President, if any (or in the event that there is more than one Vice President, the Vice Presidents in the order designated, or in the absence of any designation then in order of seniority), shall perform the duties of the President. When so acting, the Vice President shall have all the powers of and be subject to all restrictions upon the President. The Vice President(s) shall perform such other duties and have such other powers as the Board of Directors or the President may from time to time prescribe.

4.7 **Secretary.** The Secretary shall:

- a. Keep the minutes of the meeting of the members and of the Board of Directors;
- b. See that all notices are given according to the provisions of these Regulations and as required by law;
- c. Be custodian of the records of the Association;
- d. Have charge of the membership register of the Association; and
- e. In general, perform all duties incident to the office of Secretary and such other duties as are provided by these Regulations and as the Board of Directors or the President may assign to him or her from time to time.

4.8 **Assistant Secretaries**. If one or more Assistant Secretaries shall be appointed pursuant to the provisions of 4.1 of this Article, then at the request of the Secretary, or in his or her absence or disability, the Assistant Secretary designated by the Secretary (or in the absence of designation, then any one of such Assistant Secretaries) shall perform the duties of the Secretary. When so acting, he or she shall have all the powers of and be subject to all the restrictions upon the Secretary. The Assistant Secretaries shall perform such other duties and have such other powers as the Board of Directors, the President or the Secretary may from time to time prescribe.

4.9 **Treasurer**. The Treasurer shall:

- a. Receive and be responsible for all funds of and securities owned or held by the Association and, in connection therewith, among other things; keep or cause to be kept full and accurate records and accounts for the Association; deposit or cause to be deposited to the credit of the Association all moneys, funds and securities so received in such bank or other depository as the Board of Directors or an officer designated by the Board of Directors may establish from time to time; and disburse or supervise the disbursement of the funds of the Association as may be properly authorized;
- b. Render financial and other appropriate reports on the condition of the Association at any meeting, or from time to time whenever the Board of Directors or the President may require; and
- c. In general, perform all the duties incident to the office of the Treasurer and such other duties as the President or Board of Directors may assign to him or her from time to time.

4.10 **Assistant Treasurers**. If one or more Assistant Treasurers shall be appointed pursuant to the provisions of 4.1 of this Article, then at the request of the Treasurer, or in his or her absence or disability, the Assistant Treasurer designated by the Treasurer (or in the absence of designation, then any one of such Assistant Treasurers) shall perform the duties of the Treasurer. When so acting, he or she shall have all the powers of and be subject to all the restrictions upon the Treasurer. The Assistant Treasurers shall perform such other duties and have such other powers as the Board of Directors, the President or the Treasurer may from time to time prescribe.

4.11 **Bonds**. If the Board of Directors shall so require, any officer or agent of the Association shall give a bond to the Association in such amount and with such surety as the Board of Directors may deem sufficient, conditioned upon the faithful performance of his or her duties.

4.12 **Delegation of Duties**. In case of the absence of any officer of the Association or for any other reason that may seem sufficient to the Board of Directors, the Board of Directors may, for such time as the Board of Directors determines, delegate powers and duties of such officer to any other officer or to any director.

ARTICLE V - INDEMNIFICATION

The Association shall indemnify its officers and directors to the full extent permitted by the Nonprofit Corporation Law of Ohio. The Association may, to such extent and in such manner as is determined by the Board of Directors, but in no event to an extent greater than is permitted by the Nonprofit Corporation Law of Ohio, indemnify any employees or agents of the Association permitted to be indemnified by provisions of the Nonprofit Corporation Law of Ohio.

ARTICLE VI - MISCELLANEOUS PROVISIONS

6.1 **Fiscal year**. The fiscal year of the Association shall end on such date as the Board of Directors may determine from time to time. In the absence of such determination, the fiscal year shall end on the 31st day of December.

6.2 **Notice**. Whenever provision of law, the Articles of Incorporation or these Regulations require notice to be given to any director or any member, such notice may be given by any means authorized by Ohio law, in any case addressed to such director or the member at such address as appears on the records of the Association. The method of giving notice to all directors or to the members, as the case may be, need not be uniform. If otherwise permitted by these Regulations, notice to directors may also be given by telephone call. Such notice shall be deemed to be given at the time when it is so mailed, or delivered to a courier, an overnight package delivery company. In computing the period of time for the giving of notice, the day on which notice is given shall be excluded and the day when the act for which notice is given is to be done is included, unless the instruments calling for the notice otherwise provides.

6.3 **Non-discrimination**. The association does not and will not discriminate in its membership qualifications, voting qualifications or in hiring with respect to race, sex, sexual or affectional orientation, religion, national origin, or the nature of housing quarters or place of abode except as restricted by the territorial limits of Mt. Adams as stated in Section 1.1.

ARTICLE VII - SEAL

The Association shall not have a corporate seal.

ARTICLE VIII - AMENDMENT

These Regulations may be amended or new Regulations may be adopted at any general meeting of the members, or any special meeting of the members called for that purpose, by the affirmative vote of a two-thirds majority of the active members of the Association present and voting. Written notice of any proposed amendment of Regulations or adoption of new Regulation s shall be given not less than 30 day nor more than 60 days before the date of the meeting by or at the direction of the President, the Secretary or any other persons required or permitted by these Regulations to give notice.

COMMITTEES

Pursuant to Section 3.12 of the Regulations, the Board of Directors has created the following standing committees:

Section 1. (a) The standing committees shall be:

1. Executive
2. Clean, Safe & Attractive
3. Mt. Adams Beautification Association
4. Membership
5. Community Life
6. Planning and Development
7. Community Improvement Projects

(b) The members of the standing committees, including the chairman of each, shall be members in good standing of the Association and, with the exception of the Executive Committee, shall be appointed by the President.

Section 2. (a) The Executive Committee shall consist of the following:

1. The President
2. The Vice President, if any
3. The Secretary
4. The Treasurer

1. An elected Director to be selected by the board of directors.

Section 3. (a) The Clean, Safe & Attractive Committee shall consist of at least three (3) members.

(b) The Clean, Safe & Attractive Committee shall make recommendations and aid in the coordination of activities which address property and building maintenance issues, the cleanliness of the business district, public property maintenance, and lighting with the goal of providing a friendly and welcoming environment for residents, businesses, and visitors.

Section 4. (a) The Mt. Adams Beautification Association Committee shall consist of at least three (3) members.

(b) The Mt. Adams Beautification Association Committee shall be responsible for planting and maintaining the flower pots in the business district, the flower boxes on the Ida Street Bridge and the public gardens in the neighborhood, and such other activities, including fundraising, relating to the gardens, gardening and the appearance of the neighborhood, as the members of MABA may choose to undertake from time to time. All funds raised by MABA shall be used solely for MABA projects.

- Section 5. (a) The Membership Committee shall consist of at least three (3) members.
- (b) The Membership Committee shall collect membership dues and keep a record of all active members.
- Section 6. (a) The Community Life Committee shall consist of at least three (3) members.
- (b) The Community Life Committee shall prepare and implement programs of recreation and entertainment, subject to the approval of the Executive Committee.
- (c) The Community Life Committee shall consider in the programs offered, different fund-raising projects, any proceeds of which shall be placed in the general fund.
- (d) The Community Life Committee shall aid the Secretary in the arrangement of details for all general or special meetings.
- Section 7. (a) The Planning and Development Committee shall consist of at least three (3) members.
- (b) The Planning and Development Committee shall be responsible for maintaining liaison between the community and the City of Cincinnati on matters pertaining to the building, rental, health standards, zoning ordinances, trash collection, etc. and the restoration and beautification of structures in the community.
- Section 8. (a) The Community Improvement Project Committee shall consist of at least three members.
- (b) The Community Improvement Project Committee shall evaluate and recommend to the board of directors funding for projects that will enhance the community.
- Section 9. Special Committees, three (3) members preferably, but not mandatory, may be appointed, as the President may direct, but a time element for report or action must be imposed.