

Old Brooklyn Community Development Corporation Code of Regulations

as

Amended and Adopted October 25, 2022

ARTICLE I. NAME and SERVICE AREA

Section 1. Name. The name of this corporation shall be the Old Brooklyn Community Development Corporation hereinafter referred to as “OBCDC” or the “Corporation.”

Section 2. Office Location. The Corporation’s office shall be located in the Old Brooklyn community of Cleveland, Ohio.

Section 3. Service Area. The OBCDC’s service area is the Old Brooklyn Community, as defined by the City of Cleveland and historical neighborhood boundaries. A current map of the community boundaries can be found on our website at www.oldbrooklyn.com.

ARTICLE II. PURPOSE

The Old Brooklyn Community Development Corporation, a nonprofit corporation organized under Sections 1702.01 et. seq., of the Ohio Revised Code, is committed to uniting, engaging, and empowering the community to improve the economic vitality and quality of life within Old Brooklyn. The Corporation shall work toward this end in accordance with the purpose set forth in its Articles of Incorporation, effective October 12, 1975.

ARTICLE III. GOVERNANCE

Section 1. Membership Authority. The Membership is the ultimate authority of OBCDC. The members of the Board of Directors are the elected representatives of the Members and accountable to the Members. The Executive Director is accountable to the Board.

Section 2. Voting Rights. Each member in good standing of the OBCDC shall be entitled to one vote.

Section 3. Membership Dues. The membership year runs from July 1-June 30. Annual dues shall be remitted with the membership application and shall cover through June 30th of the following year. The Board shall determine the annual dues.

ARTICLE IV. MEMBERSHIP

Section 1. Designation and Classification of Members. OBCDC Membership shall be available to individuals who reside in or have an interest in Old Brooklyn. A member may express a preference as to which membership category s/he belongs to at the time of joining or renewing membership. A member shall belong to only one membership category. In order to be a member in good standing, all members must:

1. Complete and submit a membership application.
2. Remit the required annual dues as determined by the Board.

A. Residential Member. A Residential Member is defined as an individual, 18 years of age or older, who resides within the Corporation's Neighborhood.

B. Commercial Member. A Commercial Member is defined as an establishment conducting business or industry or selling products and services within the Corporation's Neighborhood.

C. Institutional Member. An Institutional Member is defined as: an organization that provides educational, religious, informational, health, fraternal, and/or social services within Old Brooklyn.

D. Member At Large. A Member At Large is defined as an individual residing outside the Corporation's Neighborhood and interested in its welfare.

Section 2. Voting Eligibility and Absentee Ballots.

A. To be eligible to vote at the Annual Meeting, a member must be a member in good standing not less than thirty (30) days prior to the Annual Meeting.

B. To be eligible to vote at any special meeting of the members pursuant to Section 4 of the Code, a member must be a member in good standing at least fifteen (15) days prior to the voting.

C. Members must be present to vote. No absentee ballots or proxy votes will be permitted.

Section 3. Annual Members Meeting.

A. When Held. The Annual Meeting of Members shall be held during the month of October, at a time and place determined by the Board. The President of the Board shall preside over the meeting.

B. Notice of Annual Meeting. The Board Secretary shall provide at least one written or electronic notice stating the time and place of the Annual Meeting, which includes the slate of Board candidates, each candidate's bio, and a description of any other business requiring the Membership's attention to all members in good standing not more than thirty (30) calendar days and not less than ten (10) calendar days prior to the date of the Annual Meeting.

C. Purpose of Annual Meeting. The purpose of the Annual Meeting is to conduct only the business of the Corporation, e.g., election of Directors, matters relating to the Code of Regulations, and any other business requiring the Membership's attention.

D. Annual Report Presentation. An annual report of the organization, which includes a financial report is presented by the President of the Board and/or her/his designee. The publication shall be available to all members in good standing upon request.

E. Minutes of the Annual Meeting. Minutes of the Annual Meeting must be taken and reflect the current number of members in good standing, which will be announced at the Annual Meeting.

Section 4. Special Meetings.

A. A special meeting of Members may be called by:

1. A majority vote of the Board of Directors; or
2. Ten percent of the members in good standing as reported at the most recent Annual Meeting, who shall submit a written request to the Board.

B. The special meeting shall be held at the time and place specified by the Board or the Members, whoever is calling the meeting. The President shall preside at any special meeting and every special meeting called in accordance with this section shall be a meeting of the Corporation.

C. Written or email notice stating the date, time, and purpose of the meeting is to be given to all Members in Good Standing and is to be dated at least ten (10) days prior to the meeting. If the meeting is called by the Members, the Members calling the meeting shall reimburse the Corporation for any expense incurred in providing notice of the meeting.

D. Only the business stated in the notice of a special meeting may be transacted at a special meeting.

Section 5. Quorum. The members present shall constitute a quorum at any duly called annual or special meeting except as may be otherwise provided by law. No action required by law or by these Regulations to be authorized or taken by a designated proportionate number may be authorized or taken by a lesser proportionate number. The affirmative vote of a majority of the Members present at a meeting shall be necessary for the authorization of taking of any action. At each meeting of the Members, all questions and business shall be determined by a majority vote of those present, except as the Ohio Non-Profit Corporation Law or these Regulations otherwise expressly provide.

Section 6. Adjournment. If any meeting is adjourned, notice of such adjournment need not be given if the time and place to which such meeting is adjourned are fixed and announced at such meeting.

ARTICLE V. DIRECTORS.

Section 1. Eligibility. The Board of Directors shall be representative of the membership and shall consist of members who were in good standing at least thirty (30) days prior to the Annual Meeting. No OBCDC staff shall be eligible to serve on the Board of Directors.

Section 2. Authority and Duties.

A. The Control and Management of the Corporation and its affairs, funds, and property shall be entrusted to the Board of Directors (the "Board"), insofar as may be permitted by law and subject to any powers reserved by the Members in these regulations or the Articles of Incorporation. Non-budgeted operational expenditures and capital expenditures, which total over \$1,000.00 annually to any one individual or organization must be presented to and authorized by the Board.

B. Board members are expected to attend all Board meetings unless excused due to illness or conflicting work hours. Board members also are expected to participate on one or more Board Committees and serve as an advocate for the OBCDC service area.

C. Any action taken by the Board of Directors that is inconsistent with this Code of Regulations shall have no force and effect, shall be null and void, and shall not legally bind the organization.

Section 3. Number, Term of Office, and Election and Removal.

A. Number. The Board of Directors shall consist of not less than nine (9) or more than thirteen (13) members. As required to obtain funding through the Community Development Corporation Operating Support Grant Program, the Board of Directors shall be (i) at least 80% comprised of representatives from the service area's Residential, Institutional and Commercial/Economic segments, and (ii) at least 40% representative of the Residential segment. Each Director must be a Member in Good Standing throughout his or her term of office.

B. Term of Office. The term of office for a Board Member is three (3) years. No member of the Board who has served two (2) consecutive three (3) year terms shall be eligible for reelection until at least one (1) year has passed. An officer subject to this section shall continue to serve through the first regular meeting following the Annual Meeting, subject to Article VI below.

C. Application. Any Member interested in serving on the Board of Directors shall submit an application on a prescribed form to the Chairperson of the Nominating Committee not later than ninety (90) days prior to the date set for the Annual Meeting. Not later than fifty (50) days prior to the Annual Meeting, the Nominating Committee shall meet with and interview each applicant. Not later than forty-five (45) days prior to the Annual Meeting, the Chairperson of the Nominating Committee shall report each applicant to the full Board of Directors with the Nominating Committee's recommendation whether to nominate or decline to nominate the applicant.

A member of the Board in his or her first term who wishes to seek re-election to a second consecutive term shall submit the application described in the preceding paragraph to the Chairperson of the Nominating Committee not less than ninety (90) days prior to the date set for the Annual Meeting. A current member of the Board seeking re-election to a second consecutive term is not required to meet with and be interviewed by the Nominating Committee and shall have their application reported directly to the Board by the Nominating Committee without such meeting and interview. The application of the current board member is subject to the same procedures described in Section 3(D), below. The current board member shall not vote to nominate or decline to nominate him or herself.

D. Nomination. Not later than forty-five (45) days prior to the date set for the Annual Meeting, the Board of Directors shall vote to nominate or decline to nominate each Member applicant for the Board of Directors. The results of the nomination vote shall be communicated to each applicant by the Chairperson of the Nominating Committee.

E. Election. Directors shall be elected by majority vote of Members at the Annual Meeting, to be effective upon conclusion of the Annual Meeting. The Nominating Committee shall use best efforts to present at least two candidates for each seat on the Board the term of which is

scheduled to expire at the Annual Meeting. A tie vote will be resolved by a runoff election at the same Annual Meeting.

F. Re-Election. A member of the Board who has served two consecutive full three-year terms shall not be eligible for re-election to the Board until at least one year has elapsed. An officer subject to this section shall continue to serve through the first regular meeting following the Annual Meeting.

G. Removal. Any director may be removed from the Board for any cause deemed sufficient as determined by the Board. Any Board member may make a recommendation for removal of another Board member for cause. Such recommendations shall be referred to the Governance Committee. The Governance Committee shall review the matter and submit a recommendation to the Board of Directors. Removal shall be effected by a three-fourths vote of the quorum present at that meeting of the Board of Directors. Within ten (10) days after the removal of a Director, the Secretary shall provide the removed Director with written notice of the removal action, including the reason for removal and the effective date of removal.

H. Resignation. Any Director may resign at any time by providing written notice to the President of the Board of Directors.

I. Vacancies. “Vacancy” means an empty seat on the Board of Directors resulting from non-election, resignation, removal, or inability to serve. Vacancies on the Board of Directors may be filled by the remaining Directors from among the Membership at any regular meeting of the Directors for a period ending at the next succeeding Annual Meeting of the Members. At this meeting the member who was chosen by the Board of Directors shall be elected by the Members and commence their first official three (3) year term.

Section 4. Community Representatives. The Board, by resolution, may elect a representative of a community organization to be an ex officio, non-voting member of the Board. A Community Organization is any identifiable group or organization that has an affiliation with OBCDC as established by an action of the Board.

Section 5. Conflict of Interest. All Directors are bound by Article X., Prohibited Activities.

Section 6. Compensation. Directors shall not receive compensation for their services as Directors.

ARTICLE VI. OFFICES & OFFICERS

Section 1. Designation of Offices. The Offices of the Corporation shall be President, Vice-President, Secretary, Treasurer, Past President and President Elect. At the discretion of the Board, such other Offices as it may deem necessary (up to two) may be established.

Section 2. Nomination and Election of Officers.

A. Nominations of officers shall be made by the Nominating Committee. The Nominating Committee shall present the nominees for each office to the Board in advance of the August Board meeting. The Board shall elect the officers identified in Article VI, Section 1 at the

August Board meeting. Each officer's term shall run for one year and shall begin at the conclusion of the first annual meeting following the officer's election, except for the President, whose term is described more fully in Section D below. The Board vote to elect officers shall be by secret ballot.

B. Only a Director may serve as an officer of the Board. Any Director may be nominated for any office. Each nomination must be submitted by either the nominee or another Director. At least two nominations for each Office shall be encouraged.

C. In the event of a tie for any given office, a second vote shall be taken; if the tie is not resolved, the current President shall cast a vote to break the tie. The current President shall not vote for the election of Officers except in the case of a tie.

D. The President shall serve a two-year term; all other officers shall serve a one-year term. The President may not serve consecutive terms; all other officers may serve consecutive terms. Should the President's term as a Board member expire prior to the conclusion of his or her two-year term, the President's term as a Board member shall automatically be extended so as to run concurrently with the President's term as President. The Board member elected President at the August Board meeting shall become President-Elect as of the 1st day of the following September and shall become President at the conclusion of the Annual Meeting in October. The President-Elect shall be a non-voting member of the Executive Committee.

E. Upon completion of his or her two-year term, the President shall immediately assume the role of Past President. Past President is a one-year position that is occupied by the most recent former President of the OBCDC. The term of Past President begins at the conclusion of the Annual meeting (in the event a new President has been elected in August) and concludes at the Annual Meeting the following year. The Past President is a non-voting member of the Executive Committee and, if not otherwise a member of the Board, shall be designated as an *ex officio* member of the Board during his or her term as Past President. The Past President may chair the nominating committee as an *ex officio* member.

Section 3. Terms of Office. Subject to the restrictions in Section 2, above, the officers of the Corporation shall hold office as individuals until their successors are elected, except in the case of resignation, removal from office, or death. The Board may remove any officer of the Corporation at any time with cause by a majority vote of the Directors then on the Board. Any vacant office may be filled for the remainder of the term by the Board.

Section 4. President. The President shall preside at all meetings of the Members and of the Board. The President is authorized to execute any and all instruments on behalf of and legally binding to the organization. The President shall not delegate this authorization, except to the Vice President. Additionally, the President shall supervise the work of the Corporation through the Executive Director and shall have such other duties as may be determined by the Board or by a majority of Members eligible to vote. The President names Committee chairs with approval of the Board. The President shall be a member of the Executive Committee and shall serve as an *ex officio*, non-voting member of all other Committees. The President shall chair the Executive Committee.

Section 5. Vice President. The Vice President shall have all the authority, including signature authority, and perform all of the duties of the President in the absence of the President or when circumstances prevent the President from acting. The Vice-President shall have such other authority and perform such other duties as may be determined by a majority vote of the Board. The Vice President shall be a member of the Executive Committee.

Section 6. Corporate Secretary. The Secretary shall keep the roster of the membership, which shall be maintained on a current basis by the Executive Director. The Secretary, or her/his designee shall keep the minutes of the meetings of the Board and a record of attendance of Directors and Officers at all Board meetings. The Secretary shall keep such books as may be required by the Board and shall give notices of the meetings of the Members and of the Board as required by law, by these Code of Regulations, or regulations or otherwise. The Secretary shall supervise the drafting of all written resolutions necessary for approval by the Board of Directors. The adopted resolutions shall be signed by the President, certified by the Secretary, and indicate the recorded vote. The Secretary shall ensure that the original executed copies of all Board resolutions are maintained on file at the Corporation's principle office. All records and documents are to be kept in the Corporation's principal office. Further, the Secretary shall have such authority and shall perform such other duties as may be determined by the Board. All records and documents are to be kept in the Corporation's principal office. The Secretary shall be a member of the Executive Committee.

Section 7. Treasurer. The Treasurer shall receive and have in charge all money, bills, notes, bonds, stock in other corporations and similar property belonging to the Corporation and shall do with the same as may be ordered by the Board. The Treasurer shall cause to be kept and supervise accurate financial accounts and hold the same open for inspection and examination by the Directors and shall have such authority and shall perform such other duties as may be determined by the Board. The Corporation's fiscal year shall begin with July 1 and end with June 30. The financial accounts shall be audited for each fiscal year. The Treasurer shall provide the Directors with the written annual audit and with written monthly financial statements as required by the Board. All records and documents are to be kept in the Corporation's principal office. The Treasurer shall be a member of the Executive Committee and the Finance Committee.

Section 8. Committee Chairs and Other Officers. Any other officers whom the Board may elect shall have such authority and perform such duties as may be determined by the Board. Each Committee Chair will be responsible for assisting the President in identifying and recruiting Committee members to serve on their Committee. No member of the Executive Committee may serve as Governance Committee Chair.

Section 9. Parliamentarian. The President may appoint a Parliamentarian who may or may not be a Director. The Parliamentarian shall provide guidance for conducting business in accordance with Parliamentary procedure and shall be the authority in questions of procedure.

ARTICLE VII. EXECUTIVE DIRECTOR

An Executive Director shall be selected and employed by the Board and shall be subject to the directions, and serve at the discretion, of the Board.

Section 1. The Executive Director shall have general executive supervision over the property, affairs, personnel (including hiring, firing, assignment of duties, evaluations and salary level determinations) and finances of the Corporation, subject to the oversight of the Board of Directors.

Section 2. The Executive Director shall have such other authority and shall be assigned and perform such other duties as may be determined by the Board of Directors.

Section 3. The Board shall maintain a written job description for the position of Executive Director and all specific duties and authority delegated shall be consistent with the current job description. The Executive Director shall be provided with an annual performance appraisal which shall be undertaken and led by the Chairperson of the Governance Committee.

Section 4. The Executive Director shall be an *ex officio*, non-voting member of the Board and all Board committees.

ARTICLE VIII. MEETINGS OF THE BOARD OF DIRECTORS

Meetings shall be open to the Membership and to the Community.

Section 1. Regular Meeting. Regular meetings of the Board of Directors shall be held at least bi-monthly. Such meetings shall be held at a time and place as determined by the Board.

Section 2. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Board, or by one-third of the number of Directors currently on the Board, and shall be held at a time and location that is customary to regular Board Meetings, as determined by the Secretary. In the absence of the Board Secretary, the time and location will be determined by the Chair of the Governance Committee. Only business for which the meeting was called may be transacted.

Section 3. Notice of Meetings. Notice stating the purpose of any Board meeting must be provided to each Director. If the notice is sent by regular mail, it must be postmarked at least four days before the meeting; if the notice is provided by electronic mail, it must be sent at least four days before the meeting. A Director may waive such notice in writing to the Secretary. Attendance at a meeting constitutes waiver of notice.

Section 4. Board Meeting Agenda. The Board meeting agenda shall include the topics to be presented and the name and position of the presenter. Items to be placed on the agenda must be submitted to the President at least five (5) days before the meeting. Agenda items may be submitted by Directors, OBCDC staff, OBCDC Members or other interested persons and are subject to approval by the Executive Committee. Non-agenda items shall be discussed during the “New Business” section of the meeting.

Section 5. Quorum and Voting. A quorum of the Board shall consist of one-half of the number of Directors then on the Board. No business of the Board shall be transacted in the absence of a quorum, except as may be expressly provided for in this Code of Regulations. Voting may be by

voice, roll call, hand, or secret ballot. There shall be a record kept of votes cast (number for, against, abstain).

ARTICLE IX. COMMITTEES.

The Board shall, by written resolution, which may be amended from time to time, establish the make-up, membership, duties, and structure of all Board Committees. Board Committees represent core functions of the board.

No Board Committees representing the Corporation shall be established without approval and establishment by the Board by written resolution. Each committee shall draft a document which includes their responsibilities, functions, and policies for inclusion in the Policies and Procedures Manual, which shall be presented to the Board for approval. Each committee shall keep a record of their meeting minutes, which shall be provided to the Board Secretary.

The Board may from time to time establish ad hoc committees. The Board and Board Committees may form working groups or teams for a limited period of time (less than 1 year) to collaborate on special projects that may include Directors, staff members, and community members. These groups have responsibility to and must provide updates on all activities the Board or the Board Committee that initiated them.

Section 1. Standing Committees. The standing committees of the Board shall include: Executive, Finance, Governance, Nominating, Community Health, Neighborhood Development, and Advancement. Each Board approved committee shall be comprised of at least two Directors, one of whom shall be the Chairperson of that committee.

ARTICLE X. PROHIBITED ACTIVITIES

Section 1. Political Activity. No activity of the Corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, or participating in or intervening in (including the publishing or distribution of any statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2. Conflict of Interest. The Board of Directors shall adopt and enforce the Corporation's Code of Ethics and Conflict of Interest Policy, to be set forth in the Corporation's organizational policy manual. All members of the Board of Directors and Corporation employees shall acknowledge receipt of, in writing, and abide by OBCDC's Code of Ethics and Conflict of Interest Policy.

ARTICLE XI. AMENDMENTS

This Code of Regulations of the Corporation may be amended by the affirmative vote of a majority of the Members of the Corporation who are eligible to vote and present at a meeting duly called, at which time such matters may be presented to the Membership. No amendments to these Regulations shall be adopted that will affect the nonprofit status and/or 501(c)(3) designation of the Corporation.

ARTICLE XII. PARLIAMENTARY PROCEDURE.

Where the Articles of Incorporation and these Regulations are not specific, Robert's Rules of Order shall prevail.

ARTICLE XIII. EFFECTIVE DATE.

These Regulations, as approved and accepted by the Corporation's Membership at the 2008 Annual Meeting held on October 22nd, shall be effective upon adjournment of the 2008 Annual Meeting, and shall remain in effect until duly amended. The Code was amended and adopted April 23, 2009. The Code was further amended on October 20, 2009, October 16, 2012, October 27, 2015, October 12, 2017, October 27, 2020, and October 25, 2022. All amendments are duly recognized by the Membership as effective and binding.

The Corporation will use its best efforts to post this Code of Regulations on the Corporation's website within thirty (30) days of the effective date.