

BY-LAWS
for the
NORTH AVONDALE NEIGHBORHOOD ASSOCIATION

Date of adoption for amended By-laws May 5th, 1996

Amended May 22, 2011

ARTICLE I NAME AND ADDRESS

SECTION 1 The name of the organization shall be the "North Avondale Neighborhood Association", hereinafter referred to as "NANA"

SECTION 2 The initial mailing and business address of NANA shall be 617 Clinton Springs Avenue in the city of Cincinnati, County of Hamilton, State of Ohio. Thereafter, the NANA office may be located at any address within the boundaries of North Avondale, as the Board of Trustees may from time to time determine.

ARTICLE II PURPOSES

SECTION 1 The purposes of NANA shall be as follows:

- (A) To serve as the sole representative of the neighborhood in any dealings with governmental bodies, regulatory agencies, other officially constituted authorities, other neighborhood associations, business groups, or the media; AND,
- (B) To actively pursue any membership concerns relating to the preservation or enhancement of the quality of life in North Avondale, AND;
- (C) To promote the general welfare of North Avondale's residents by actively pursuing enhancements in the areas of the environment, public safety, community', beautification, the arts, education, recreation, and shopping, AND;
- (D) To welcome all good neighbors, without prejudice, AND;
- (E) To strive to maintain a diverse neighborhood, AND;
- (F) To actively promote neighborhood solidarity and harmony, AND;
- (G) To provide social opportunities for the neighborhood's residents, AND;
- (H) To actively promote North Avondale as a desirable place to live and do business, AND;
- (I) To pursue all other purposes desired by the membership and permitted under applicable statutes, ordinances, or regulations.

ARTICLE III BOUNDARIES

SECTION 1 The boundaries of North Avondale shall be congruent with those shown in the map found on page seventeen (17) of the "North Avondale Community Master Plan", issued in January of 1974 by the Cincinnati City Planning Commission; a copy of which is attached hereto as 'Appendix A' and which is incorporated herein by reference. And further described as: Beginning at the northeast corner of Glenwood and Vine east along the north side of Glenwood to Lexington then east along the north side of Lexington to Victory Parkway; then north along the west side of Victory Parkway to Asmann, then west along the south side of Asmann to Reading, then north along the east side of Reading to the south boundary of Avon Fields golf course, then west along the south boundary of Avon Fields golf course crossing Paddock and continuing along the south boundary of Avon Fields golf course and

Avon Woods Nature Reserve north, west and north to a point that is St Bernard and then the southeast corner of St. Mary Cemetery, then west along the south boundary of St. Mary Cemetery which is the dividing line between St. Bernard and Cincinnati, then along the northern boundary of the properties of Avon Fields Lane, then south along the west boundary of the properties on the west side of Rose Hill Avenue following the boundary between St. Bernard and Cincinnati to the south side of Mitchell, then west along the south side of Mitchell to Vine, then north along the west side of Vine to Kessler, then west along the St. Bernard-Cincinnati boundary to I-75 then south to the north side of Mitchell, then east to Vine, then east along the north side of Vine to the northeast corner of Glenwood and Vine, the point of the beginning.

SECTION 2 The boundaries of North Avondale shall be unaffected by any city, county, state, or federal action which establishes or alters any service areas or jurisdictional limits.

SECTION 3 The NANA boundaries herein established may be altered only by amendment of these by-laws, as provided in Article X of this document.

ARTICLE IV MEMBERSHIP

SECTION I Three classes of membership in NANA shall be established and voting rights shall be allocated as follows:

- (A) ENROLLED MEMBERS- This class shall consist of the following:
 - (1) All persons who
 - (a) have attained the age of eighteen (18) years and who are residents of the area defined in Article III of this document; OR,
 - (b) own any property lying within the NANA boundaries; OR,
 - (c) works at any location within the NANA boundaries; OR,
 - (d) operate any business, commercial enterprise, corporation or association located within the NANA boundaries; AND,
 - (2) who shall have paid the annual NANA membership dues. Enrolled Members shall have the right to be nominated for, and if elected to serve as NANA Officers; the right to vote in the election of Officers; the right to vote on any issue presented for the consideration of the membership; the right to be heard on any issue presented for consideration of the membership; the right to bring before the Board of Trustees any issue which the member deems worthy of consideration; the right to attend all NANA meetings.
- (B) GENERAL MEMBERS- This class shall consist of all persons meeting the stated requirements for an Enrolled Member except the payment of NANA membership dues. General Members shall enjoy the rights granted to Enrolled Members except they shall be prohibited from being nominated for or serving as NANA Officers, AND they shall likewise be prohibited from voting in any election of officers, or voting upon any question regarding amendment of these by-laws.
- (C) AFFILIATE MEMBERS- This class shall consist of all persons who wish to support NANA by paying annual membership dues, but who do not meet the other qualifications for an Enrolled Membership. Affiliate Members shall enjoy the rights granted General Members

SECTION 2 The annual dues for a NANA Enrolled or Affiliate Member shall be set by a 2/3 vote of the executive committee.

SECTION 3 While there shall be no limitations on the number of Enrolled Members residing in any household; any business, commercial enterprise, corporation, or other association desiring to become so enrolled shall be entitled to no more than one (1) Enrolled Membership per business address within the NANA boundaries. No Enrolled Member may hold more than one (1) Enrolled Membership.

SECTION 4 Any group of at least five (5) members who are residents within the territorial boundaries of the organization and within the City Or Cincinnati ("Neighborhood Residents") may present to the Board or any Officer a petition requiring 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. Such special vote shall be held at the next annual meeting after receipt of the petition.

ARTICLE V OFFICERS AND BOARD OF TRUSTEES

SECTION 1 The officers of NANA shall be:

- (A) President
- (B) 1st Vice President
- (C) 2nd Vice President
- (D) 3rd Vice President
- (E) Recording Secretary
- (F) Corresponding Secretary
- (G) Treasurer

The Officers given above shall perform the duties prescribed in these by-law, by any applicable statute, ordinance, or regulation; by any legal actions of the membership and/or the Board of Trustees, and as set forth in the Parliamentary Authority established in Article VIII of this document.

SECTION 2 The Officers shall be elected by a simple majority of the Enrolled Members in attendance at the Annual Meeting in May of each year and shall serve a term of office of one (1) year which shall begin upon adjournment of the Annual Meeting at which they are elected.

SECTION 3 Commencing at the conclusion of the annual meeting in May of 1996, and subsequent thereto, no Enrolled Member may hold more than one (1) office at any given time, nor serve more than two (2) consecutive terms in the same office, nor serve more than four (4) consecutive terms as an officer of NANA.

SECTION 4 The governing body of NANA shall be the BOARD OF TRUSTEES which shall be composed of the seven Elected Officers and, if the Officers so choose, Standing Committee Chairs as provided in Article VII, Section 2 of this document. The presiding officer of the Board of Trustees shall be the President of NANA.

SECTION 5 The Board of Trustees shall have responsibility for the general supervision of the affairs of NANA between the business meetings of the membership. The Board of Trustees shall; fix the hour and place of the membership meetings; fix the date, hour, and place of the Annual Membership Meeting; make recommendations of policy or action to the membership; and perform any other duties as specified by these by-laws, permitted by law, and desired by the membership. The Board of Trustees shall, at all times, be subject to the policies approved by the membership of NANA and none of its' acts shall conflict with any action taken by the membership.

SECTION 6 At least sixty (60) days prior to the Annual Meeting of the NANA membership, a NOMINATING COMMITTEE shall be appointed by the Board of Trustees. This committee shall consist entirely of Enrolled Members. No fewer than five (5) members shall be named to the Nominating Committee and no more than two (2) sitting members of the Board of Trustees shall be permitted to serve as members of

the Nominating Committee. It shall be the duty of this committee to nominate candidates for the Offices to be filled at the Annual Meeting of NANA. The Nominating Committee shall make an interim report to the membership at least thirty (30) days prior to the annual. However, before the election of officers occurs at the Annual Meeting, the final report of the Nominating Committee shall be, again, presented to the membership, and additional nominations shall be taken from the floor. Also, it shall be the goal of the Nominating Committee to put forward a diverse slate of candidates for the consideration of the membership.

SECTION 7 Unless otherwise ordered by the Board, regular meetings of the Board of Trustees shall be held on the first Tuesday of each month. Special meetings of the Board may be called by the President and shall be called upon the written request of any three (3) members of the Board.

SECTION 8 Any NANA Officer or Trustee may be removed from office by a two-thirds vote of the remaining members of the Board of Trustees. However, such action may only be undertaken upon a finding by, the President or any three (3) Trustees that one of the following causes of action exists:

(A) Dereliction of Duty

(B) Misappropriation of NANA funds

(C) Willful complicity in the misuse of NANA property

(D) Unexcused absences from more than four (4) consecutive Board meetings.

In no case shall action to remove a Board Member be undertaken without the member in question being notified in writing prior to the vote on her/his removal; nor without the member in question being afforded the opportunity to present a defense to the charges.

SECTION 9 Any vacancy occurring among the Officers or the members of the Board of Trustees shall be filled by appointment of the President subject to approval by the majority of the remaining members of the Board of Trustees.

SECTION 10 All meetings of the Board of Trustees shall be open to the General Membership. However, any participation in the business of the Board by nonmembers of the Board shall be at the discretion of the President.

SECTION 11 No NANA Officer or Trustee shall be eligible to receive any compensation for his/her service in such capacity.

SECTION 12 At any NANA Board of Trustees meeting, a quorum of the Trustees must be found before the conduct of any business. A quorum shall consist of no fewer than five (5) Trustees of which at least three (3) must be Elected Officers.

ARTICLE VI MEETINGS

SECTION 1 The regular membership meetings of NANA shall be held on the second Tuesday of each month unless cancelled, except for the membership meeting held in May of each year.

SECTION 2 The membership meeting held in MAY of each year shall be known as the ANNUAL MEETING, and shall be called for the following purposes:

(A) receiving reports from outgoing Officers

(B) hearing the final report of the Nominating Committee

(C) receiving nominations for Officers from the floor

(D) election of Officers

(E) the conducting of any other business which may arise. However, no consideration may be given to the amendment of these by-laws unless the text of the proposed amendment is included in the notice of the Annual Meeting.

The Annual Meeting is to occur at a place; at an hour; and upon a date, between May 1 and May 30th of each year as determined by the Board of Trustees. Notice of the

date, time, and place selected for the Annual Meeting is to be given to the membership at least thirty (30) days prior to the date selected.

SECTION 3 SPECIAL MEETINGS of the NANA membership may be called by the President or by the Board of Trustees; and shall be called upon the written request of any ten (10) Enrolled Members of NANA. The purpose of any such meeting shall be stated in the call and no other business shall be conducted at the meeting. At least fourteen (14) days notice shall be given to the membership prior to the calling of a Special Meeting.

SECTION 4 At any Annual or Special Meeting of the NANA membership a quorum must be found to be in attendance prior to the conduct of any business. The requisite quorum for any such meeting shall consist of ten (10) percent of the current Enrolled Membership at the time the meeting is held.

ARTICLE VII COMMITTEES

SECTION 1 The number, names, and duties of the STANDING COMMITTEES for any given year shall be determined by the Elected Officers. Standing Committees may be continued from year to year, or disbanded as the situation requires in the opinion of the majority of the Elected Officers.

SECTION 2 The Elected Officers may, if they choose, appoint Standing Committee Chairs to serve as voting members of the Board of Trustees. However, no more than six (6) such appointments may be made, and prior to participating in any Board vote. the candidates for appointment must be presented to and approved by majority vote of those in attendance at any legally called NANA membership meeting. Standing Committee Chairs may hold a position on the Board of Trustees only during their tenure as Chair of a Standing Committee

SECTION 3 AD HOC COMMITTEES shall be appointed by the President with the concurrence of the Board of Trustees from time to time as deemed necessary to carry out the purposes of NANA. Ad Hoc Committee Chairs shall not be eligible to serve as members of the Board of Trustees. Ad Hoc Committees may be continued from year to year, or disbanded at any time, as the situation requires in the opinion of the majority of the Board of Trustees

SECTION 4 The President of NANA shall be considered an ex-officio member of all Standing and Ad Hoc Committees, except the Nominating Committee.

SECTION 5 All NANA committees are subject to the Board of Trustees and shall undertake no actions unless specifically directed to do so by the Board of Trustees.

ARTICLE VIII PARLIAMENTARY AUTHORITY

The rules contained in the most current edition of the publication known as 'ROBERT'S RULES OF ORDER' shall govern NANA in all cases to which they are applicable and in which they are not inconsistent with these by-laws or with any special rules of order adopted by the NANA membership.

ARTICLE IX MISCELLANEOUS PROVISIONS

SECTION 1 Participation as a member of NANA shall not be denied nor limited on the basis of a potential member's race, national origin, color, creed, religion, gender, sexual orientation, economic status, disability, nor for any reason other than those defined in Article IV of this document.

- SECTION 2 In the event that any portion of this document is found in violation of any local, state, or federal regulation, ordinance, or statute, the remaining portions of this document shall be unaffected and shall remain in full force.
- SECTION 3 The Officers, Trustees, and employees, if any; together with any persons which may have formerly held these positions in NANA, shall be indemnified by the organization to the full extent permitted by the applicable statutes governing non-profit corporations.
- SECTION 4 The fiscal year for NANA shall commence each June 1st and shall end each May 31st.
- SECTION 5 All NANA funds shall be deposited to the credit of NANA in such banks, trust companies, or other depositories as from time to time selected by the Board of Trustees.

ARTICLE X AMENDMENT OF THE BY-LAWS

These by-laws may be amended at any NANA Annual Meeting, provided proper notice has been given; or, at any Special Meeting called for that purpose. Any amendment of the by-laws shall require a two-thirds affirmative vote of the Enrolled Members attending the meeting where the amendment is considered.