

BYLAWS

MOUNT AUBURN COMMUNITY COUNCIL, Inc.  
(MACC)

CINCINNATI, OHIO

August 2021

BYLAWS TASK FORCE

Ryan Lammi, Trustee, Chair of Bylaws Task Force  
Dr. Ken Farmer, Trustee  
Walter Hawkins, Trustee  
Megan Donahue, Member-at-Large  
Kevin LeMasters, Member-at-Large  
Jon Vogt, Member-at-Large

Prior Bylaws Revisions  
1993, 1996, 1999, 2004, 2011, and 2016.

ARTICLE I  
NAME AND LOCATION

- A. NAME: The name of this organization shall be the Mount Auburn Community Council, Incorporated of Cincinnati, Ohio (hereinafter referred to as MACC).
- B. LOCATION: The MACC represents the community of Mount Auburn whose boundaries\* are as follows:
1. Northern Boundary – William Howard Taft Road, from Vine Street to Burnet Avenue.
  2. Southern Boundary – Pete Street Steps to Peete Street. Peete Street east to Main Street. Main Street South to Liberty Street. Liberty Street to Reading Road.
  3. Eastern Boundary – Reading Road, from Liberty Street to McMillan Street, then continuing north on Burnet Avenue to William Howard Taft Road.
  4. Western Boundary – Vine Street from Peete Street Steps to William Howard Taft Road.

\* People living on both sides of the streets marking the boundaries of Mount Auburn are invited to become members of MACC. See Attachment A for a map as described.

ARTICLE II  
PURPOSE AND GOALS

- A. The purpose of the community council is to foster the well-being of the Mt. Auburn community. This includes efforts to maintain and improve social interaction, educational opportunity, economic stability and political responsibility.

ARTICLE III  
MEMBERSHIP

- A. ELIGIBILITY FOR MEMBERSHIP
1. INDIVIDUAL MEMBERSHIPS: Any person 18 years of age or older, living in Mt. Auburn, shall automatically qualify for an individual membership.
  2. BUSINESS MEMBERSHIPS: Any organized group, including corporations, businesses, civic organizations, social foundations, churches, and agencies, located or having an office, subsidiary or affiliate in Mt. Auburn or an individual or entity owning property in Mt. Auburn may become a business member of MACC. Businesses with multiple holding companies or LLCs may not apply for more than one Membership despite multiple legal entities owning different parcels. Verification of qualifications shall be the responsibility of the Membership Committee.
  3. LIFE-TIME MEMBERSHIPS: Any individual who has demonstrated long and dedicated service to the Mt. Auburn community may be nominated for a life-time membership by the Board of Trustees. A life-time membership will only be issued if approved by a majority of members present at any regularly scheduled General Council Meeting. Life-time members are not required to

pay dues and do have voting privileges.

4. No individual may hold more than one type of membership. Eligible voters for a business membership must be listed on an application. Substitutions for an eligible business membership must be submitted in writing two weeks before any General Council Meeting to provide the Membership Committee enough time to respond.

#### B. MEMBERSHIP DUES

1. Resident Membership dues shall be \$3.00 per person per year.
2. Business (including non-resident property owners) membership dues shall be \$25.00 per year.
3. Life-time Memberships do not require any dues.

#### C. APPLYING FOR ANNUAL MEMBERSHIPS

1. Membership cards shall be issued by the Membership Committee upon payment of dues and verification of qualifications (e.g., age, residence, property and business address). A membership card shall verify current status in case of any irregularities with membership rolls but is not required on your person to vote. It is recommended that you bring your membership card to every meeting in case your active membership status is in doubt.
2. All new memberships shall be valid from the date of receipt of their membership card until December 31 of the same year. New members are entitled to vote once their qualifications are verified and a membership card has been issued. Members who join during a General Council meeting are eligible to vote the following meeting.
3. Any member that becomes eligible to vote in November or December of a calendar year shall have their membership extended until December 31 of the following year.
4. Life-time membership cards shall be issued by the Membership Committee Chair upon election as stated in ARTICLE III, SECTION A, #3, and shall be valid for the life of the individual.
5. Any member (individual or business) from the previous calendar year may renew their membership and vote at the same meeting assuming they maintain eligibility and pay their annual dues. Renewing members in November or December shall receive memberships extending to December of the following calendar year.
6. Any new member (individual or business) who was not a member in the previous calendar year must wait until their qualifications are verified and they receive their membership card at the next General Council Meeting. New members applying in October, November, or December shall receive memberships extending to December of the following calendar year.

#### D. MEMBERSHIP BENEFITS

1. Only active members are permitted to vote on items in the General Council Meetings (see ARTICLE IV).
2. Only active members are permitted to run for an elected position (see ARTICLE VIII to view further qualifications to run for elected office).
3. Only active members may formally participate in any Committee (see ARTICLE VII to view information on Committees).

ARTICLE IV  
MEETINGS

A. GENERAL COUNCIL MEETINGS

1. AGENDA

- a. The President along with the Board of Trustees shall place items on the Agenda for all regularly scheduled General Council meetings.
  - b. The Board of Trustees shall post and publicize an agenda online by the Thursday preceding a General Council Meeting.
  - c. Form of suggested Agenda:
    - i. Call to Order
    - ii. Approval of the Previous Meeting Minutes
    - iii. Treasurer's Report
    - iv. Trustee's Report
    - v. Committee Reports
    - vi. Priority Items
    - vii. Old Business
    - viii. New Business
    - ix. Visitors, Announcements, correspondence
    - x. Adjournment
2. Persons wishing to speak at a General Council meeting may do so by obtaining the official recognition of the person presiding. Any person speaking longer than their allotted time may be directed by the Vice President, President, or their designee to conclude immediately.
3. Persons wishing to make a formal Presentation at a General Council Meeting must submit a request to the President or any other member of the Board of Trustees at least 14 days prior to the General Council meeting in order to determine if the presentation should be made to the Board of Trustees before the General Council. Members of the Board of Trustees who receive such request shall immediately notify the President.
4. VOTING PROCEDURES FOR GENERAL COUNCIL MEETINGS:
- a. All members and non-members shall sign in on their respective sheet upon entering a regularly scheduled meeting. The Membership Committee will verify members with the official roster.
  - b. Only verified members will have a right to vote. See ARTICLE III for information on Membership. Verification disputes are resolved by the Membership Committee in reference to the official roster.
  - c. The Vice President, or the President's designee, shall be responsible for counting and verifying the totals.
  - d. If a minimum of 3 members requests a roll call vote, the Vice President or designee must call the roll for an official count. This count must be recorded in the minutes.
  - e. A quorum of the Community Council shall be 15 verified members.
  - f. A simple majority is required for approval of any votes unless specified otherwise (e.g., ARTICLE IV, Section A, #5 below for Priority Items and ARTICLE X to suspend Bylaws).

## 5. REQUIREMENTS FOR PRIORITY ITEMS

### a. DEFINITIONS

- i. PRIORITY ITEMS shall refer to any item on the agenda that meets any of the following categories or is otherwise deemed a Priority Item by the Board of Trustees:
  - A zoning change request
  - A special use or other similar zoning variance
  - Initial or final approval for a Planned Development (PD)
  - TIF Fund dispersal
  - TIF District approval, removal, or alteration
  - VTICA agreement with developer
  - Approval, alteration, or removal of a Local Historic District
  - Liquor License approvals
- ii. UPLOADED ONLINE – Agendas are considered Uploaded Online if they are on the MACC website and emailed to available member email addresses by the Thursday before a General Council Meeting.
- iii. SUBSTANTIAL VARIATIONS shall refer to any changes to a Priority Item that the Board of Trustees deems large enough to warrant a repeated first presentation of a Priority Item.
  - Examples of substantial variations may include, but are not limited to: a different zoning designation; an increase or decrease of finished square footage or units in excess of 10%; an increase or decrease in parking spaces in excess of 10%; additional zoning variances requested; the previously undisclosed and proposed sale of public land; inclusion of additional parcels; etc.

### b. TRANSPARENCY

- i. Anyone seeking approval for a Priority Item shall attend two regularly scheduled General Council Meetings and present the Priority Item before a vote is to take place (a vote may take place at the second presentation).
- ii. Anyone seeking approval for a Priority Item shall submit a specific request to the MACC Board of Trustees a minimum of 8 days before the first presentation so that the Priority Item can be placed on the agenda and Uploaded Online. This request should indicate exactly what the MACC would be approving (including zoning codes, variances, etc.). For example, if there is a draft letter of support, that shall be Uploaded Online with the agenda.
- iii. Anyone seeking approval for a Priority Item shall submit relevant documents to the MACC Board of Trustees that shall be available to the General Council at or before the first

presentation of the Priority Item. Documents available at the General Council Meeting shall be uploaded to the website within 7 calendar days.

- iv. All changes of a request must be submitted to the MACC Board of Trustees as soon as possible so they may be uploaded.
- v. Any changes between the first presentation and second presentation to the General Council shall not be Substantial Variations, as defined above. The Board of Trustees may delay any Priority Items if variations are determined to be substantial.

c. APPROVING PRIORITY ITEMS

- i. If all items under ARTICLE IV, Section A, #5, b (TRANSPARENCY) are satisfied, the General Council shall approve a Priority Item by a simple majority like other agenda items.
- ii. If all items under ARTICLE IV, Section A, #5, b (TRANSPARENCY) are not satisfied, the General Council shall approve a Priority Item only by a 2/3 majority.
- iii. If a Priority Item that does not satisfy ARTICLE IV, Section A, #5, b (TRANSPARENCY) does not reach the 2/3 majority, this meeting shall serve as the first reading of the Priority Item and be approved by a simple majority at the next meeting only if the Board of Trustees Uploads Online the pertinent information and emails the Membership within 7 calendar days after the first Full Council Meeting.

6. SCHEDULE OF MEETINGS

- a. GENERAL COUNCIL MEETINGS: The Mount Auburn Community Council will meet on the third Monday of each month unless an official holiday is declared. In the event of such an official holiday, the meeting will be held on the following Tuesday in that month.
- b. ANNUAL MEETING: The Annual Meeting of the MACC will be held on the third Monday in October of each year. The items on the agenda are:
  - i. The end-of-year Financial Report.
  - ii. The end-of-year Reports from all Committees.
  - iii. The President's Annual Report.
  - iv. Elections will be held at the end of regular business for the General Council Meeting. See ARTICLE VIII (Elections) for more information.
- c. TRUSTEE MEETINGS: The MACC Board of Trustees will meet once per month, typically one week before the MACC General Council Meetings. The MACC Board of Trustees may change the standing date of the meeting and notify the General Council as well as post dates online.
- d. CALL MEETINGS: Call Meetings are special meetings.
  - i. Call Meetings may be called at any time by the following

people:

- The President.
  - Any member of the Board of Trustees, with concurrence of two other member.
- ii. Call Meetings can be called for the General Council or for the Board of Trustees.
  - iii. Trustees must be given a two-day notice of a special Trustees Meeting, while General Council must be given one week's notice of a Call Meeting. No official business can be conducted unless a quorum is present
- e. VIRTUAL MEETINGS
- i. Board of Trustee Meetings may be held online if necessary, for a variety of reasons as the Board of Trustees sees fit. A minimum of two-day notice should be followed.
  - ii. General Council Meetings should be held in person whenever possible. Under extraordinary circumstances, such as, but not limited to, a statewide Stay-At-Home order, General Council Meetings may be held online with the ability to call in to a meeting on cell phones, home phones, or electronically.
    - A minimum seven-day notice is required to hold a General Council Meeting virtually.
    - Priority Items and other controversial issues should avoid being voted on until an in-person meeting can be held, if possible.
    - The reason for a virtual meeting must be clearly articulated to the members.
    - All members in attendance must be recorded for membership records.
    - Any voting member who uses authorized communication equipment to communicate in real time is deemed to be present, in person at the meeting and may vote on any issue presented.

## ARTICLE V

### OFFICERS – DUTIES AND RESPONSIBILITIES

#### A. DEFINITION AND AUTHORITY OF THE OFFICERS

1. The Officers consists of: President, Vice President, Treasurer, Recording Secretary, and Corresponding Secretary.
2. The Officers the authority and responsibility to carry out the policies, decisions, procedures and plans of the Board of Trustees as outlined in their roles.
3. Only the President (or designee) may sign correspondence on behalf of the MACC. Only the President (or designee) may speak on behalf of MACC. When doing so they must be very clear as to whether the communication has or has not been approved by the Board and/or the Council.
4. All Officers must sign a Conflict-of-Interest Statement upon taking office and

once every year during their term in office.

B. PRESIDENT

1. The President along with the Board of Trustees shall place items on the agenda for all MACC General Council Meetings in accordance with ARTICLE IV, SECTION A #1.
2. The President shall attend all Trustee Meetings and has one vote on all issues.
3. The President will preside over all MACC General Council Meetings and all meetings of the Board of Trustees.
4. The President shall consult the Board of Trustees prior to making any statements presuming to represent the position of the Board of Trustees.
5. The President shall appoint Committee Chairs with the advice and approval of the Board of Trustees.
6. The President shall sign the records thereof and perform generally all duties usually performed by presidents of community councils.
7. The President, with the approval of the Board of Trustees, shall appoint people to serve as MACC's representatives on various committees and organizations that implicate Mt. Auburn. Such appointments shall be reviewed annually.

C. VICE PRESIDENT

1. The Vice President is responsible for carrying out all of the duties of the President in the event that the President resigns, is removed or becomes permanently disabled, is temporarily absent, or otherwise is unable to perform the duties of the Presidency, whether on a long-term or short-term basis.
2. The Vice President shall preside over the meetings of the MACC and the Board of Trustees when the President is not present.
3. The Vice President is responsible for assuming all duties of any resigned or removed Officer until a replacement can be found.
4. The Vice President shall keep time and order, and be responsible for counting and verifying votes at all MACC meetings.

D. TREASURER

1. The Treasurer shall be responsible for receiving and safely keeping all monies and securities belonging to the corporation in a federally or state insured checking and/or savings account acceptable to the Board of Trustees.
2. The Treasurer shall be responsible for the disbursement of all Council funds and for keeping a record of receipts.
3. The Treasurer is responsible for keeping accurate and legible books and records of all financial dealings of the corporation.
4. The Treasurer is responsible for filing all federal, state, and local tax forms.
5. The Treasurer is responsible for preparing and submitting at each community council meeting a written financial report showing the receipts and disbursements and present cash balance of the corporation.
6. The Treasurer is responsible for keeping an accurate inventory of all community council property with purchase price.
7. The Treasurer will be an active member of the Finance Committee.
8. The Treasurer is responsible for seeing that all required signatures on all community council checks are obtained in a timely fashion.
9. The President, Vice President, and Treasurer are all authorized to sign checks.



10. One authorized signature is required on all checks that have been approved by the appropriate body (See ARTICLE 6, SECTION A).
11. The Treasurer shall act as Chief Financial Officer representing the corporation with any and all agencies and organizations where financial transactions and negotiations occur.
12. All cash and checks (other than dues; see ARTICLE III, SECTION C, #4) made out to the order of the corporation and received by a Trustee or Officer other than the Treasurer must be turned over immediately to the Treasurer for recording and disposition.

#### E. RECORDING SECRETARY

1. The Recording Secretary is responsible for the minutes of all MACC General Council Meetings and all meetings of the MACC Trustees.
2. The Recording Secretary is responsible for working with the Membership Committee on keeping an accurate roster of all Community Council members and attendance at all official council meetings.
3. The Recording Secretary is responsible for issuing timely notices of all General Council meetings to Trustees and MACC members.
4. The Recording Secretary is responsible for retaining the official seal of the corporation.
5. The Recording Secretary is responsible for organizing and issuing a notice of the Annual Meeting to all MACC Members no later than thirty days prior to the date of the meeting.
6. The Recording Secretary is responsible for maintaining a record of the minutes produced by MACC's standing and Ad-Hoc Committees.

#### F. CORRESPONDING SECRETARY

1. The Corresponding Secretary is responsible for collecting and opening the Council's mail (paper and email) weekly.
2. Upon receiving dues in the mail, the Corresponding Secretary shall either deliver them to the Treasurer or deposit them within 14 days (and provide receipts to the Treasurer).
3. The Corresponding Secretary is responsible for notifying the President and/or appropriate chairperson of any correspondence requiring action.
4. The Corresponding Secretary shall maintain a supply of official MACC stationary and send all official Council correspondence.
5. The Corresponding Secretary shall maintain digital and physical copies of all official correspondence received and sent by MACC.
6. The Corresponding Secretary is responsible for maintaining a log of all correspondence (including official email correspondence), indicating the originator, date received or sent, and the person or committee to which the matter was referred.
7. The Corresponding Secretary is responsible for issuing all notices as required by law and any other notices requested by Council.

#### G. LENGTH OF TERM OF OFFICERS

1. Officers shall be elected at the (October) Annual Meeting in years ending with an even number (i.e., 2022, 2024, 2026, 2028, etc.).
2. Officers are elected to a two-year term beginning on November 1<sup>st</sup> following the election in October.

3. Any officer may serve three consecutive terms in the same office for a total of six years after which they must wait two years before seeking the same office again.

#### H. APPOINTMENT OF OFFICERS UPON VACANCIES

1. The Vice President shall assume responsibilities of the vacant office until a replacement can be found.
2. If more than one Officer position is vacant, the President may immediately appoint temporary replacements until permanent replacements have been selected.
3. The permanent appointment to a vacant Officer position shall follow the procedures outlined in ARTICLE VI, SECTION H.

#### I.

### ARTICLE VI

#### BOARD OF TRUSTEES – DUTIES AND RESPONSIBILITIES

- A. The Board of Trustees shall be responsible for making recommendations to the council body concerning the business and property of the corporation, setting policy, approving budgets, salaries, contracts (with any organization, individual, or governmental agencies) and public statements. The Board of Trustees may approve non-budgeted expenditures of less than \$250.00 without Council approval. All expenditures of \$250.00 or more must be approved by the Council. All other Board decisions shall be brought before the subsequent Council meeting in the form of a written recommendation. Council decisions on Board recommendations require a simple majority for approval or non-approval. When a decision must be made before the next General Council meeting, the Board may make the decision, but must be clear in all its communications, whether written or verbal, that it is only speaking for the Board and not the Community Council.
- B. NUMBER OF TRUSTEES
  1. Board of Trustees shall consist of nine Trustees and five Officers. All trustees must hold current MACC membership. A quorum shall be greater than or equal to 50% of verified members of the Board.
- C. LENGTH OF TERM OF TRUSTEES
  1. All trustees shall be elected at the Annual Meeting in years ending with an uneven number (i.e., 2021, 2023, 2025, 2027, etc.).
  2. Trustees are elected to a two-year term beginning on November 1<sup>st</sup> following the October election.
  3. If more than nine candidates for Trustee are on the ballot, the top nine vote-getters are elected.
  4. Any Trustee may serve three consecutive terms in this office for a total of six years after which they must wait two years before seeking the same office again.
- D. DUTIES OF TRUSTEES
  1. In addition to attending Board and Council meetings, all Trustees must serve on a Committee and be willing to serve as Chair of a Committee.
  2. All Trustees must sign a Conflict-of-Interest statement upon taking office and once every year during their term in office.
- E. FORM OF TRUSTEE RECOMMENDATIONS TO COUNCIL

1. All Board of Trustee recommendations will be based on a simple majority vote.

F. TEMPORARY VACANCIES ON THE BOARD OF TRUSTEES.

1. Any Trustee who cannot carry out their duties for three consecutive meetings for any valid reason beyond their control must notify the Board of Trustees in writing.

G. REMOVAL OF TRUSTEES AND OFFICERS

1. REASON FOR REMOVAL

- a. NON-ATTENDANCE – Failure to attend three consecutive regularly scheduled General Council Meetings or three consecutive regularly scheduled Trustee Meetings without prior notification shall be grounds for removal from office.
- b. FAILURE TO PERFORM DUTIES – Any Trustee or Officer who does not carry out their duties; or refuses to carry out their duties as specified by these Bylaws and/or as charged by the Board of Trustees or by the Council body shall be grounds for removal from office.
- c. Any action that has an adverse effect on the operation of the Council (such as, but not limited to, violation of Federal, State, Local, Civil, and Criminal laws) shall be grounds for removal from office.

2. REMOVAL OF TRUSTEES AND OFFICERS

- a. A petition for removal of a Trustee or Officer can only be made in writing by a member of the Board of Trustees or a member of the MACC to the Board of Trustees. Reasons for the petition to remove a Trustee or Officer must be related to ARTICLE VI, SECTION G, #1 and must be clearly stated in the petition.
- b. The recommendation to remove any Trustee or Officer will require a three-fourths vote of Trustees present at a regularly scheduled Trustee Meeting, a quorum having been constituted.
- c. Recommendations for the removal of a Trustee or Officer must be put on the agenda of the next subsequent regularly scheduled General Council Meeting.
- d. The removal of any Trustee or Officer requires a two-thirds vote of verified MACC Members at a regularly scheduled General Council Meeting.
- e. Any Trustee or Officer who is subject to recommendation for removal must turn over all MACC possessions and records within seven calendar days from the date of the recommendation.
- f. There is NO reinstatement process available to an Officer who is removed.

H. APPOINTMENT OF TRUSTEES AND OFFICERS

1. If all Trustee and Officer positions are not filled as a result of the Annual Elections, or a permanent vacancy occurs during the regular term, the following procedure will be used to fill the vacancy.
  - a. The vacancy shall be announced at the first ensuing General Council Meeting and the procedures for appointing a replacement described.
  - b. All applicants must submit a current biography to the Board of Trustees, and must have attended at least four MACC meetings or

- events the previous 12 months, or one-half of the meetings officially held, whichever is less.
- c. A quorum of the Board of Trustees shall review the applications and submit a written recommendation to the Council body at the subsequent regularly scheduled General Council Meeting.
- d. A simple majority of eligible voting members present at a regular General Council Meeting is required to confirm all appointed Trustees and Officers.
- e. Action must be taken immediately to fill vacancies in a timely manner.
- f. The term of office for appointed Trustees and Officers is the remainder of the terms of the positions they are appointed to fill.

ARTICLE VII  
COMMITTEES

A. GENERAL STANDARDS

- 1. No individual can belong to more than three standing committees.
- 2. No individual can Chair more than two standing committees.
- 3. All committees must generate written minutes of their meetings and send them to the Recording Secretary within two weeks of their meetings.

B. STANDING COMMITTEES

1. MEMBERSHIP COMMITTEE

- a. RESPONSIBILITIES – To actively pursue members of the Mt. Auburn community to increase and maintain a high percentage of membership in the Council. Both individual and business memberships are to be emphasized. The Chairperson shall be responsible for coordinating with the Treasurer on the sale of membership cards and receipts thereof.
- b. When the Chair of the Membership Committee receives dues, they will either deliver them to the Treasurer or deposit them within 14 days (and provide receipts to the Treasurer).
- c. The Chairperson is responsible for keeping an accurate file of active memberships (the official roster).
- d. The Membership Committee is responsible for verifying the monies and membership cards with the official roster at all MACC General Council Meetings.
- e. ORGANIZATION – The Membership Committee shall be composed of a Chairperson with as many associates as is necessary for the functioning in of the committee.
- f.

2. COMMUNICATION COMMITTEE

- a. RESPONSIBILITIES – To use social media, traditional media, and other communication sources to promote MACC, the Mt. Auburn neighborhood, and our partners. The committee will maintain and update social media accounts, websites, and marketing for all MACC events.

- b. ORGANIZATION – The committee shall consist of one Chairperson and as many associates as necessary for the functioning of the committee.
- 3. ELECTION COMMITTEE
  - a. RESPONSIBILITIES – To make a diligent effort to gain candidates for Council elections. To implement the election process as stated in ARTICLE VIII.
  - b. ORGANIZATION – The Election Committee shall consist of a Chairperson and as many associates as is necessary for the functioning of the Committee appointed by the President with the advice and consent of the Board. No active candidates may serve on the Election Committee.
  - c. EFFECTIVE DATE – The Election Committee shall be formed by the June Board of Trustees Meeting or earlier.
- C. AD-HOC COMMITTEES
  - a. RESPONSIBILITIES – An Ad-Hoc Committee shall be responsible for duties as seen fit by the President with the advice and consent of the Board of Trustees.
  - b. ORGANIZATION – The committee shall consist of one Chairperson and as many associates as necessary for the functioning of the committee.

ARTICLE VIII  
ELECTIONS

- A. ELECTION PROCESS
  - 1. MACC elections are held annually, immediately following the Annual Meeting in October.
  - 2. All candidates for elected office shall submit a “Letter of Intent” form by the end of the day of the September General Council Meeting.
  - 3. The “Letter of Intent” form must be available to all members by the August General Council Meeting.
  - 4. Persons running for an Officer position must be residents of Mt. Auburn.
  - 5. Persons running for Trustee must be residents or Business Members (including property owners).
  - 6. All candidates must be members in good standing with the MACC and have attended at last four meetings during the past 12 months, or one half of the meetings officially held, whichever is less.
  - 7. The election will have an Objective Individual presiding and votes will be counted by not more than four people selected by the Election Committee. The Election Committee will present the Objective Individual and tabulators at the September MACC General Council Meeting.
  - 8. All candidates are invited to speak at the September MACC meeting. No candidates will be given the opportunity to speak at the Annual Meeting in October but may request to speak at the August General Council Meeting or earlier if they will not be available at the September General Council Meeting.

9. The election will be announced to all MACC members beginning at least three months prior to the election. Announcements will be made at the July General Council Meeting and via email, social media and/or written notices as the Election Committee sees proper.
10. To be eligible to vote, you must be an active Member as outlined in ARTICLE III. New members signing up for memberships in October will NOT be allowed to vote unless they are renewing from the previous year.

#### ARTICLE IX

##### DISSOLUTION OF THE MOUNT AUBURN COMMUNITY COUNCIL, INC.

- A. If dissolution of the corporation is deemed necessary, the Board of Trustees shall, after paying or making provision for the payment of all the liabilities of this corporation, dispose of all the assets of the corporation exclusively for the purpose of this corporation in such manner, or to such organizations which are organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt corporation under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the County in which the principal office of the corporation is then located, exclusively for such purposes or to such corporations, as that Court shall determine which are organized and operated exclusively for charitable purposes.

#### ARTICLE X

##### AMENDMENTS TO THE BYLAWS

- A. The Bylaws of the Mt. Auburn Community Council, Inc. of Cincinnati shall be amended or revised in the following fashion:
  1. The Board of Trustees must appoint an Ad-Hoc Committee consisting of three or more Trustees plus up to three additional MACC Members who are not members of the Board of Trustees. This Ad-Hoc Committee shall make a written recommendation to the Board of Trustees stating its adopted amendments or revisions and its decisions.
  2. The Board of Trustees shall consider and act upon the Committee recommendations prior to presenting them to the full Council at a regularly schedule Community Council meeting.
  3. The recommended amendments to the Code of Regulations or Bylaws shall be read at no less than two regularly scheduled community council meetings.
  4. The Bylaws of the Mt. Auburn Community Council may be amended or revised by the Council after the second reading, by a vote of two-thirds of the verified Council members that are present, a quorum having been constituted.
  5. The adopted amendments or revisions to the Bylaws will be effective immediately after the vote.
- B. The Bylaws of the Mt. Auburn Community Council may be temporarily suspended according to the following procedures:
  1. A member of the Board of Trustees or the General Council may motion, during a scheduled meeting of either the Board of Trustees or the MACC, that a provision in the Bylaws that refer to rules and procedures be suspended.

2. The motion of suspension must clarify which rule is to be suspended and clearly describe the reason for the proposed suspension as well as the length of the suspension.
3. A motion for the suspension of the Bylaws must be approved by two-thirds of the members present at the current, or subsequent General Council Meeting, a quorum having been constituted.

We, the undersigned of the Mt. Auburn Community Council, Inc., attest that the above Bylaws were adopted for the government of the Mt. Auburn Community Council, Inc., Cincinnati, Ohio, on August 16, 2021\*

Stephen Gibbs, President, MACC

Shawn Baker, Vice President, MACC

Joshua Gilbert, Treasurer, MACC

Carlton Farmer, Recording Secretary, MACC

Anne Shannon, Corresponding Secretary, MACC

\*In August 2016, November 2011, September 2004, December 1999, and August 1996, the 1993 Bylaws of the Mt. Auburn Community Council were revised by vote of the Council according to the requirements of ARTICLE X of the MACC Bylaws.



