

BY-LAWS

THE OLD WEST END ASSOCIATION INC.

ARTICLE I

NAME AND TERRITORIAL LIMITS

Section 1. The name of this organization is “The Old West End Association Inc.,” a non-profit corporation organized under the laws of the State of Ohio and recognized as a 501(c)(3) organization under the Internal Revenue Code; and hereafter referred to as “The OWEA.”

Section 2. The area represented by The OWEA is that territory bounded on the east generally by Collingwood Boulevard, on the south by I-75 to Monroe Street, on the west by the railroad tracks that run approximately parallel to Detroit Avenue, on the north by Berdan Avenue. A map of the OWEA’s geographical boundaries is attached as Appendix 1.

Section 3. The territorial limits shall be limited to the boundaries establishing the Old West End; however, membership can be comprised of both residents and non-residents, as indicated below.

ARTICLE II

OBJECTIVES/PURPOSE

Section 1. The objectives of the OWEA shall include those listed below, but shall also have the flexibility to expand its parameters dependent on future needs of the Old West End:

- a. Create and maintain a community atmosphere that encourages a harmonious neighborhood that celebrates diversity and inclusion and stands against racism and all other forms of discrimination;
- b. Improve and maintain the safety and security of Old West End residents and property;
- c. Improve and maintain the quality and equality of education for children residing in the Old West End;
- d. Improve and maintain the dissemination of accurate information about the Old West End, its property, and its spirit as a neighborhood community;

- e. Preserve the historic and aesthetic qualities of property located in the the Old West End;
- f. Provide a means for people to meet and nurture friendships;
- g. Coordinate any areas of neighborhood concerns with other neighborhood groups and organizations; and
- h. Address any other areas The OWEA deems to be of interest or service to the residents of the Old West End.

ARTICLE III

POWERS

Section 1. To accomplish the purposes stated in Article II, the powers of The OWEA include, but are not limited to, the following:

- a. Buy, sell, rent, lease and/or take option(s) on real and personal property;
- b. Engage employees, consultants and contract for services as needed;
- c. Solicit grants and accept contributions from private individuals, corporations, organizations and other sources;
- d. Enter into contracts;
- e. Borrow money and issue statements of obligation; and
- f. Any other activities that shall accomplish the purpose of The OWEA, as permitted by applicable law, and as sanctioned by sound business principles and practices.

Section 2. No part of the net earnings of The OWEA shall inure to the benefit of, or be distributed to, its members, officers and trustees and/or other private persons unless otherwise approved by the Board of Trustees (hereinafter defined).

Section 3. In regards to its net earnings and/or proceeds from fund-raising events, The OWEA shall be authorized and empowered to pay reasonable compensation for services rendered.

Section 4. The OWEA shall not carry out any activities prohibited by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1954.

ARTICLE IV

OFFICES, BOOKS OF RECORD AND FISCAL YEAR

Section 1. The offices of The OWEA shall be in Toledo, Lucas County, Ohio and shall include a local mailing address available to all residents.

Section 2. The OWEA shall maintain books of record and statements of financial accounts of The OWEA as required by law and under the Open Records Law of Ohio and these shall be available for public inspection. Public inspection may be achieved through a letter or other documentation. There OWEA may assess a charge for copies if needed.

Section 3. The fiscal year of The OWEA shall be January 1 to December 31.

ARTICLE V

MEMBERSHIP AND VOTING

Section 1. All residents of the Old West End are eligible to be members of the OWEA. Membership shall be divided into four categories, as explained below;

- a. Active membership – This category shall be open to all persons who reside within the boundaries of the Old West End. Active members are entitled to vote on all matters that come before The OWEA, provided they shall have attended at least two regular meetings in the six months prior to action to be voted upon.
- b. Inactive Membership—This category includes any resident of the Old West End who does not meet the criteria for active membership.
- c. Honorary membership – This category shall be open to anyone who has an interest in the business of The OWEA (See Article II). Honorary members will not have any voting privileges.
- d. Invited membership – This category shall be open to: 1) all persons who reside abutting the right-of-way of, abutting the intersections of and abutting the cul-de-sacs of the east boundary of The Old West End, and 2) to all persons whose historic residences as designated by the U.S. Department of the Interior are contiguous to included properties, and 3) to Community Representatives (hereinafter defined). This category shall have all privileges of Active membership, including voting rights, if the attendance requirements for active membership are met. Community Representatives shall be entitled to vote on all matters that come before the OWEA if the

individual appointed to serve as the Community Representative meets the requirements for active membership.

ARTICLE VI

MEETINGS

Section 1. These Bylaws shall serve as the governing authority, as authorized by the Board of Trustees, with approval from the Membership. In cases of question for parliamentary procedure and/or other questions of governing authority, the current version of “Robert’s Rules of Order” shall be considered the parliamentary authority in all cases.

Section 2. Regular meetings of The OWEA shall be held on the third Tuesday of each month, at a location to be determined by the presiding officers. These regular meetings shall be open to all members of the OWEA.

Section 3. The Board of the OWEA shall meet on the second Tuesday of each month, at a location to be determined by the presiding officers. These meetings shall be considered open to the membership, except in instances where the Board meets in executive session. The purpose of this meeting is to establish an agenda for the regular meeting and to oversee the ~~Affairs~~ affairs of the OWEA. Agenda items must be presented at this meeting.

Section 4. There shall be one and one-half (1½) hour time limit for regular meetings.

Section 5. The President (presiding officer) has the authority to close a meeting if special circumstances exist and/or the safety of the individuals present is in jeopardy.

Section 6. The order of business for both the Board meeting and general meetings of The OWEA shall be as follows, including but not limited to:

- a. Call to Order
- b. Correspondence
- c. Secretary’s Report
- d. Finance Committee Report
- e. Know Your Neighbor/Community Affairs
- f. Standing Committee Reports (which shall be posted on the OWEA website and provided orally or in writing before or during the meeting)

- g. Ad Hoc Committee Reports (which shall be posted on the website and provided orally or in writing before or during the meeting)
- h. Community Representatives
- i. Old Business
- j. New Business
- k. Announcements
- l. Adjournment

Section 7.—Special meetings of the Board or special meetings of the OWEA may be called anytime by the President, or by three (3) or more Trustees. Notice of such meeting shall be provided in the manner set forth under Ohio law. In the case of a special meeting where a vote of the membership is necessary, notice shall be provided to all active members. In all cases, the notice shall state the purpose of the special meeting.

ARTICLE VII

ELECTIONS

Section 1. In order to provide timely elections, the President shall appoint a Nominating Committee of no less than three members, during the month of June.

Section 2. The Nominating Committee shall report back their results to the Board at their October meeting. The Board shall identify its proposed slate at the October general meetings. Nominations of active members may also be accepted from the floor.

Section 3. The election of officers and trustees shall occur during the New Business section of the November meeting of The OWEA. All rules regarding voting privileges, as presented in Article V, shall apply. In the event of a contested election (due to a nomination from the floor), the election shall be by secret ballot.

Section 4. All officers and trustees shall be elected by a simple majority (51%) of the active membership in attendance.

ARTICLE VIII

OFFICERS & TRUSTEES AND THEIR DUTIES

Section 1. The terms of office shall be one (1) year for all officers. Trustees are elected to three (3) year staggered terms of office so that two trustees are elected in two successive years, and one trustee is elected in the third year.

Section 2. Officers and trustees shall be sworn in during the New Business section of the December meeting of OWEA. Officers and trustees are collectively referred to herein as “the Board.”

Section 3. All officers and trustees shall assume office on January 1 of the following year, and shall continue for their term, or until their successors are duly elected, qualified and installed.

Section 4. All officers and trustees must be bondable, and shall be required to advise The OWEA if their condition as an officer changes. If required, The OWEA will pay for such bonding. The OWEA shall obtain and maintain directors and officers insurance for officers and trustees.

Section 5. Officers

- a. The officers of The OWEA shall be President, Vice-President, Secretary and Treasurer. The officers shall be ex-officio members of the Board with vote.
- b. All officers must be active members of The OWEA.
- c. All officers shall promote the objectives of The OWEA.

Section 6. Duties of Officers

- a. President – The duties of the President are as follows:
 - 1. Preside at all Board and general meetings of The OWEA and prepare the agenda for such meetings.
 - 2. Has general supervision and management of the affairs of The OWEA.
 - 3. Shall be allowed to attend, visit and/or otherwise be involved in neighborhood activities that do not include official meetings, but allow him/her to review activities that pertain to the objects of The OWEA.
 - 4. Appoint all Standing and Ad Hoc committee chairpersons, subject to the approval of the Board of Trustees.

5. Shall have the authority to participate in Board meetings and other activities deemed necessary to the benefit of The OWEA. Attend and participate in meetings and activities of any committee of the OWEA.
 6. Perform such other duties as required to accomplish the business and meet the objects of The OWEA.
- b. Vice-President – The duties of the Vice-President are as follows:
1. Perform all the duties of the President or other officers in case of absence or disability of the President and/or other officers.
 2. Serve as program chairperson, and shall establish speakers to inform and support the objects of The OWEA.
 3. Perform any and all other duties as directed by the President, and/or required to accomplish the business of The OWEA.
- c. Secretary – The duties of the Secretary are as follows:
1. Take notes, prepare minutes for all meetings of the Board and The OWEA.
 2. Maintain a record of all membership information, including name, address, phone, e-mail and other pertinent information, and make it available to officers of The OWEA for voting purposes only. Such information shall not, under any circumstance, be disseminated to outside groups who request it, and/or express a willingness to pay for it.
 3. Prepare and maintain minute books for both Board and general meetings of The OWEA, and shall bring them to all meetings for reference.
 4. Maintain a record book of all minutes, correspondence and pertinent information and documentation for meetings of both the Board and general meetings of The OWEA, which shall be made available as needed.
 5. Maintain a record of all active members who are eligible to vote.

6. Issue any and all correspondence as directed to him/her by the President and/or other members of the Board and shall read any correspondence at general meeting of The OWEA.
 7. Keep a roster of all Committee chairs and members and a record of committee reports.
 8. Perform any and all other duties as directed by the President and/or Board and other duties required to accomplish the business of The OWEA.
- d. Treasurer – the duties of the Treasurer are as follows:
1. Oversee of the financial affairs of The OWEA.
 2. Coordinate all funds of The OWEA and make disbursements of budgeted funds under the advisement of the Finance Committee.
 3. Submit a written monthly financial summary report to both the Board meeting and the general meeting of The OWEA.
 4. Submit a ~~quarterly~~ monthly written balance sheet of all assets to the Board for review and then further provide this report to the next general meeting of The OWEA.
 5. Coordinate efforts with the Finance Committee to provide an annual budget to the Board during their November meeting, with a copy of this budget then being provided to the next meeting of The OWEA for approval for the following year.
 6. Maintain all current bank statements, reports and checkbooks and make available as needed.
 7. Disburse budgeted funds and obtain approval for disbursement of unbudgeted funds. Unbudgeted disbursements must have signed approval of one of the following – President, Vice-President, or Secretary.
 8. Assist with the gathering of information needed for income tax returns, licenses and other paperwork with respect to the year of his or her term of office, as required by IRS, the State of Ohio and any other governmental organizations and must be filed in a timely manner.

9. Assist with the transition of any needed records, signature cards, bank accounts, and/or other relevant information at the conclusion of his/her term of office.
10. Have oversight authority for all Committee expenditures and access to all Committee records.

Section 7. Trustees

- a. There shall be (5) elected Trustees of The OWEA.
- b. The Trustees shall perform such duties as requested by the President, and/or those duties required to accomplish the business of The OWEA. Unless otherwise specified in these bylaws, all authority of The OWEA shall be exercised by or under direction of the trustees to the full extent authorized by Ohio Revised Code 1702.30.

Section 8. Removal and Resignation of Officers and Trustees

- a. Officers and elected Trustees may be removed from office with cause. This cause must be documented and brought before the Board for review prior to presentation at the general meeting of The OWEA. "Documentation" is defined as a petition with the signatures of 20 active members and description of the problem situation.
- b. Only active members of The OWEA shall be allowed to petition the Board for the removal of an officer or trustee.
- c. The Board shall review the petition and present to the general meeting of The OWEA its recommendation to accept or reject the removal.
- d. The petition must be read (presented) at two consecutive general meetings of The OWEA.
- e. Upon the second reading, all active members only of The OWEA shall vote to accept or reject the proposal.
- f. A motion for removal of an officer and/or a trustee requires a two-thirds majority of all active members of The OWEA in attendance.
- g. Appointed Trustees shall be removed upon removal as Committee Chair under Article IX.

- h. In the event that any officer and/or trustee cannot fulfill their term of office, the President, with the active membership approval, shall appoint a replacement.

ARTICLE IX

COMMITTEES

Section 1. Standing Committees

- a. Standing Committees of The OWEA shall be formed to manage the ongoing business and projects of The OWEA and shall thereby promote the objectives set forth in these Bylaws.
- b. These Standing Committees and their duties shall be assumed to be perpetual, but may be terminated by the Board if their activity is no longer undertaken by The OWEA.
- c. Except in special cases determined by the Board (such as where no active members are interested, eligible, or most qualified), all Standing Committee chairpersons shall be active members as defined earlier and shall also be subject to removal by the President, subject to approval of the Board.
- d. Standing Committee chairpersons shall take office upon appointment. The Board shall appoint committee chairs except as otherwise provided in the committee section. The chairperson of each standing committee shall be a non-voting member of the Board in their capacity as chairs.
- e. The following are considered to be Standing Committees: Finance, Festival Steering, Preservation, Neighborhood Beautification and Improvement, Education and Scholarship, Agnes Reynolds Jackson Arboretum, Business Networking, Scottwood Community Garden, and External. .

Section 2. Ad Hoc Committees

- a. Ad Hoc Committees are appointed by the President and shall take office upon appointment.
- b. All Ad Hoc Committee chairpersons shall hold active or honorary membership.

- c. Ad Hoc Committees are formed to manage a special project with a completion date set by the President.

Section 3. Community Representatives

- a. Community Representatives are defined as those organizations who support and participate in activities directly related to support of the objects of The OWEA. Current Community Representatives are Old West End Security (OWES); Women of the Old West End (WOWE); Collingwood Arts Center; Historic District Commission; Toledo Museum of Art; and Libbey House Foundation. Representatives shall be recognized upon approval by the Board.
- b. Chairpersons of Community Representative groups, or their agents, are encouraged to attend Board and General Meetings of The OWEA to present their reports.

Section 4. Committee Responsibilities for All Committees

- a. Ad Hoc and Community Representatives are encouraged to submit monthly written reports, for presentation to the Board for inclusion in information brought forth to the General Membership meeting of The OWEA. Standing Committees shall submit monthly reports at the Board and General Meeting.
- b. Except for the Finance Committee, Neighborhood Beautification and Improvement Committee, and Festival Steering Committee, all Committee Chairs are responsible for appointment of their members, and subsequent removal authority for their members.
- c. All Standing Committees, and where appropriate Ad Hoc Committees, shall devise a proposed budget for the following year and shall present it to the Finance Committee upon request.
- d. All committees are responsible for managing their budget and reporting any and all expenditures to the Treasurer for reconciliation.

Section 5. Committee Specific Responsibilities

- a. Finance Committee.
 - i. The Finance Committee's purpose is to oversee the finances of The OWEA. This shall include, but not be limited to, the following:

1. Create an annual budget.
2. Ensure development and review financial policies and procedures.
 1. ii. The President shall appoint members to the Finance Committee. This committee shall consist of at least three members and no more than five.
 - 2.iii. The Treasurer shall be chair of the Finance Committee.
 3. iv. The Finance Committee, with approval from the Board, shall also retain an accountant at a reasonable fee, to provide financial reporting and auditing services.

b.Preservation. The purpose of a Preservation Committee is to engage in focused activities designed to preserve the historic and esthetic qualities of Old West End property. The Preservation Committee shall also keep apprised of Historic District Commission meetings and shall work with the Historic District Commission to promote processes in the best interests of OWEA residents.

- c. Festival Steering Committee. The Festival Steering Committee shall generally oversee all matters associated with the Old West End Festival. Members of the Festival Steering Committee shall be appointed by the President with approval of the Board.
- d. Education and Scholarship Committee. The Education and Scholarship Committee shall develop criteria for and award grants to residents within the Old West End to support education and scholarship opportunities. The Committee may make such awards as are within its annual budget.
- e. The Neighborhood Beautification and Improvement Fund Committee. The Neighborhood Beautification and Improvement Fund Committee shall oversee and make recommendations to the Board for expenditures from the neighborhood Beautification and Improvement Fund. The Committee shall establish parameters for accountability, oversight and reporting to the OWEA on progress. Recommendations by the Committee shall be approved by the Board.
- f. Business Networking Committee. The Business Networking Committee shall include business owners or individuals interested in owning or developing businesses within the boundaries of the Old West End. The Business Networking Committee shall discuss or report on any issues of interest to its members.

- g. Agnes Reynolds Jackson Arboretum. The Agnes Reynolds Jackson Arboretum Committee shall oversee the maintenance and activities of the Agnes Reynolds Jackson Arboretum.
- h. Scottwood Garden Committee. The Scottwood Garden Committee shall oversee the maintenance and activities of the Scottwood Garden.
- i. External Committee. The External Committee shall assist in development and marketing activities for The OWEA.

ARTICLE X

Budget and Expenditures

Section 1. Budget

- a. The Finance Committee shall devise a proposed budget for activities of The OWEA and present it to the Board at its November meeting.
- b. The Board shall review the proposed budget and return any recommendations for revision to the Finance Committee, who in turn shall revise the budget.
- c. The Finance Committee shall present the proposed budget at the November general meeting of The OWEA, for its first reading.
- d. A second reading of the proposed budget shall be given by the Finance Committee at the December general meeting, at which time the membership of The OWEA shall vote on the proposed budget.

Section 2. Disbursements

- a. Checks written on funds of The OWEA shall be only for expenditures approved as part of the annual budget or by a vote of the membership of The OWEA.
 - 1. In the case of non-budgeted funds to be approved by a vote of the membership of The OWEA, and in line with approval of normal budget procedures, the following procedures shall be followed:

2. All requests for expenditures over \$500 shall be brought first to the Board for their approval and recommendation to the general meeting of The OWEA.
 - i. If a Committee or activity requests additional funds beyond those budgeted, the Committee must first present a request to the Board, who will review the nature of the request and make a recommendation at the next meeting of The OWEA.
 - ii. Any budgeted, undesignated, or unspent funds not expended by December 31 of the present operating year shall remain in the respective committee subaccount for the following year, unless otherwise designated the Board.

ARTICLE XI

AMENDMENTS AND REVIEW

Section 1. The Bylaws of the OWEA may be amended, supplemented and/or replaced following the procedure set down below. Robert's Rules of Order shall serve as the overall guide.

Section 2. These Bylaws of the OWEA shall be reviewed and updated at least every two years.

Section 3. The following procedures shall be used to amend the Bylaws of the OWEA:

- a. Any active member of The OWEA shall submit their proposed amendments to the Board.
- b. The Board shall review the proposed amendment and make their recommendation to the next regular meeting of The OWEA.
- c. Two (2) readings shall be required of all amendments to the Bylaws, before voting by active membership of The OWEA.
- d. An amendment to the Bylaws shall require a 2/3 majority vote of the active members in attendance for passage.

Revised: _____

APPENDIX 1

OWE boundaries

