

BY-LAWS FOR THE REGULATION (EXCEPT AS OTHERWISE PROVIDED BY STATUTE OR ITS ARTICLES OF INCORPORATION) OF EAST CENTRAL CITIZENS ORGANIZATIONS.

Revised March 1, 1966

ARTICLE I.

OFFICES

SECTION 1. PRINCIPAL OFFICE. The principal place for the transaction of business of the corporation is hereby fixed and located at Columbus, Ohio.

ARTICLE II.

PURPOSES & POLICY

SECTION 1. The purposes of the Corporation are set forth in the articles of Incorporation, and among them is, "to put into action the goodwill of those who live and work" in the Neighborhood; the Corporation is founded on a confidence in the ability of the Neighborhood's residents and workers to act creatively in promoting their own welfare and happiness; and it aspires to be the effective servant of, by, and for all the citizens of the Neighborhood.

ARTICLE III.

MEMBERSHIP

SECTION 1. ELIGIBILITY. The following are eligible to membership in the Corporation, according to the Articles of Incorporation: all residents of the Neighborhood sixteen years of age or over; all who have regular employment in the Neighborhood; all who are employed by the Corporation; all who support or participate in the activities of the Corporation; all who are duly elected by the Neighborhood Assembly, and all charter members.

A "resident" is hereby defined as one whose regular domicile is encompassed within the boundaries of the Neighborhood as hereinafter described.

"All those who have regular employment" applies to employers, workers and others who make their occupation within the Neighborhood, and who spend at least half their working hours therein.

"All who are employed by the Corporation" applies to those who regularly receive compensation for services regularly performed for the Corporation.

"All who support or participate in the activities of the Corporation" applies to those who render regular volunteer services to the Corporation, and who are so certified to the Secretary by the Executive Director.

To be eligible to be "duly elected," an applicant must have been nominated by at least three Members of the Executive Council and five other Members, and his name must have been posted at least ten days prior to a Regular or Annual Meeting of the Neighborhood Assembly, whereupon he may be elected into membership by a majority of the Members present and voting. But there may be no more than 25 such Members elected in any one year (excluding the election of Reinstated Members), and their numbers may at no time exceed ten percent of the total current membership of Corporation.

SECTION 2. BECOMING A MEMBER. The Executive Council Secretary shall prepare enumerated, standardized Roster Cards which shall elicit at least the following information of applicants:

- the date of application
- the basis of eligibility (residence, employment, participation or elected)
- the full name and address of the applicant, plus his business address if the basis for his eligibility is employment within the Neighborhood.
- an affirmation by the applicant that he is eligible for membership.

SECTION 3. ISSUING MEMBERSHIP CARDS. Upon receipt of the applicant's Roster Card, the Secretary shall cause to be sent to the applicant a Membership Card which shall contain at least the following information:

- the number of his Roster Card
- the applicant's name and address
- the date
- the basis for his membership (resident, etc.)

Upon receipt of his Membership Card, the applicant shall be a member in good standing in the Corporation, subject to the conditions set forth below.

SECTION 4. THE SECRETARY'S DISCRETION. The Secretary shall have no discretion in making available Roster Cards, but shall accept all filled-out Roster Cards tendered him. Nor shall he have discretion,

upon receipt of such Cards, in issuing Membership Cards to the applicants, except when he has reason to believe that the information provided on such Cards is erroneous, or that the information called for has not been completely furnished.

SECTION 5. REVIEW: An applicant who has been refused a Membership Card, may, upon written request, have the question of his membership decided on at the next regular or Annual Meeting of the Neighborhood Assembly.

SECTION 6. PROOF OF MEMBERSHIP: The presiding officer of any component part of the Corporation, including that of the Neighborhood Assembly, may require proof of membership of members attending a meeting thereof: but identification other than Membership Cards may suffice, and non-members may be permitted to attend such meetings, provided they sit apart from the members.

SECTION 7. TERMINATION OF MEMBERSHIP: A Member may voluntarily resign his Membership by so stating in a letter to the Secretary. Membership based on residence, or on the location of the Member's employment, or on employment by the Corporation, shall terminate unless otherwise ruled by the Executive Council. Upon the Member's moving his residence out of the Neighborhood, or upon his changing his locus of regular employment out of the Neighborhood, or, in the case of a non-resident employee of the Corporation, upon his ceasing to be an employee thereof, which ever is applicable. It shall be the duty of all Members to report to the Secretary, any change of address in their residence or employment, when either of these qualifies them to be Members, even when such changed address remains in the Neighborhood.

Membership based on participation in Corporation activities shall cease upon decertification by the Executive Director that such Members are active participants.

Membership based on election, including Reinstated Membership shall not cease except by voluntary resignation, as heretofore provided.

Executive Council Members shall be deemed Members of the Corporation during their term, anything in these By-Laws to the contrary notwithstanding.

SECTION 8. REINSTATED MEMBERSHIP: Anyone who has been a Member, but whose Membership has been terminated by the automatic provisions set forth in Section 8 above, may apply for Reinstated Membership by requesting Membership in the Corporation through the Secretary. The Secretary shall honor all such requests by posting the names of such persons

at least ten days prior to the next Annual or Regular Meeting of the Assembly. At such meetings, it shall be a primary order of business to vote on such requests. Two minutes of time shall be given to speakers for, and two minutes to speakers against, electing such applicant to membership, unless the time limit is extended. After each such debate, the Assembly shall vote upon the application, and accept or reject it by majority vote of those present and voting. Members thus elected shall not be counted as "Elected Members" in tabulating the "25-per-year" or "10 percent" limitations provided for in Article III, Section 1 hereof.

SECTION 10. RIGHTS AND PRIVILEGES OF MEMBERSHIP:

All members of the Corporation shall have the right to attend and to vote at meetings of the Assembly; to speak in debate; and to stand for election for membership in the Executive Council.

They shall also have the right to attend all meetings and functions of the component parts of the Corporation, including meetings of the Executive Council, unless the call for such meetings expressly limits attendance to certain individuals. At any meeting of the Executive Council, its committees, and other such meetings (not including the Neighborhood Club), the Member attending who is not a member of such Council or committee shall have no right to vote, speak, or post questions except as is granted by the presiding officer of the Committee.

Non-Members of the Corporation may be welcomed at any meeting of the Assembly of other component parts of the Corporation, at the discretion of the presiding officer and/or the members thereof. But they shall, if requested, sit apart from the members and take no part in such meeting, except upon request.

The rights of membership include the right of free speech, to question and freely criticize the Corporation, its appointed and elected officers and employees, its programs and its policies. But this right shall not transgress the right of the majority to work its will nor the right of the individual to be secure from abuse.

ARTICLE IV

THE NEIGHBORHOOD ASSEMBLY

SECTION 1. IN GENERAL: The powers of the Neighborhood Assembly, as stated in the Articles, shall be implemented in the manner set forth in the following sections.

SECTION 2. ORGANIZATION: The Neighborhood Assembly shall be conducted in the manner of a town meeting. The presiding officer shall

be the Moderator. The rules of procedure shall be governed by Robert's Rules of Order (Revised), unless a more simplified manual of procedure is adopted and made generally available to the Members by the Moderator.

SECTION 3. THE MODERATOR: The moderator shall chair all meetings of the Neighborhood Assembly. He shall be appointed by the Executive Council but not of its membership, for a term of one year. He shall be the parliamentarian of the Neighborhood Assembly, for which he should be qualified. It shall be his duty to impartially expedite and clarify debate and discussion, to the end that the Assembly may know its mind and work its will. He may, for this purpose, introduce privileged motions to limit, focus, table or otherwise structure debate and discussion.

SECTION 4. AGENDA: Prior to all Regular, Annual or Special Meetings of the Neighborhood Assembly, the Moderator shall consult with the Executive Council or whomever else calls the meeting, and establish an Agenda, outlining the matters that such calling party desires to be considered and acted on by the Neighborhood Assembly. The Agenda shall be transmitted to the Secretary who shall post it and shall, to the degree practical, include it on the notice of the meeting he sends to the Members. The Agenda should, as far as practical, harmonize with the order of business as set forth in the Rules of Order, of manual of procedure, governing the Neighborhood Assembly, but in case of conflict, the Agenda is to be followed. The Agenda must include, however, provisions for general discussion and debate on questions as to old business and new matters of Neighborhood concern in all Regular Meetings; those parties calling Annual and Special Meetings may include such a provision in their Agenda.

SECTION 5. COMMITTEES: The Executive Council or any staff officer or Member may recommend to the Neighborhood Assembly the formation of a committee of the Assembly to assist the Assembly in better exercising its powers. The Moderator shall draft and post a Protocol, as a suggested manner by which such Members, staff officers, or Council may effectively present such a recommendation to the Neighborhood Assembly, thereby facilitating the establishment of such committees.

SECTION 6. INVESTIGATIONS: The Neighborhood Assembly may establish committees to investigate both Neighborhood problems and Corporation programs. Such committees may hold hearings; but all such hearings must be open to the general public, and no Member, staff officer, Councilman or employee of the Corporation may be penalized by the Corporation for refusing to honor a request to testify at such hearings.

Investigation Committees must be of limited duration, not longer than sixty days, and limited to particularized matters of inquiry.

At the conclusion of the time permitted for the investigation, each such committee must file a Report to the Neighborhood Assembly with the Secretary, who shall post it until the next Regular Meeting or any Meeting of the Neighborhood Assembly prior to the next Regular Meeting, in which the Agenda permits consideration of such a Report. The Report must state the committee's findings, all its sources of information, and its recommendations.

In the event that a Member, staff officer, Councilman or employee has reason to feel aggrieved by criticism directed towards him in the course of such an investigation, the committee shall inform the person thus criticized of the source and nature of the criticism, and he shall then be afforded an opportunity to reply to said criticism. A full summary of each such criticism and reply shall be included in the Report.

This section may not be amended except by a two-thirds vote of Members present and voting in the Neighborhood Assembly.

SECTION 7. THE SECRETARY: The Secretary of the Corporation shall be responsible for recording of all minutes at meetings of the Neighborhood Assembly, and shall post a summary of such minutes no later than 10 days after each such meeting.

SECTION 8. THE ANNUAL MEETING: The Neighborhood Assembly shall meet annually on January 20 of each year, or if that is a legal holiday, on some other proximate date chosen by the Executive Council. It shall be the duty of the Executive Council to prepare the call for such meetings, setting forth the place, time and Agenda thereof, and notice of the meeting shall be sent to all Members by the Secretary at least ten days in advance.

The Agenda of the Annual Meeting shall consist of at least the following matters: a report by the Executive Council, on behalf of itself and the staff officers of the Corporation, reviewing the Corporation's activities of the past year; a comprehensive recommendation as to future Corporation programs and policies; and annual elections of Members of the Executive Council.

REGULAR MEETINGS: The Executive Council shall call one Regular Meeting on May 20 each year, or, if that falls on a legal holiday, or some other proximate date, at a designated time and place; notice thereof shall be sent to all members at least ten days in advance. The Agenda shall at least include a report by the Executive Council of all programs and policies initiated by it since it last made such a report to the Neighborhood Assembly. The Agenda shall also include provision for inquiries as to Corporation programs, activities of the Corporation and its staff officers, and an opportunity for the Neighborhood Assembly to authorize new programs and policies of the Corporation.

SPECIAL MEETINGS: A majority of the Executive Council may at any time call for a Special Meeting of the Neighborhood Assembly, the call for which shall include an agenda particularizing the matters to be discussed and acted on. Notice of the meeting shall be sent by the Secretary to all Members at least four days in advance. The Agenda may limit the business of the meeting to the reading of the minutes of the previous meeting and the taking up of one other matter; but the Agenda may call for an open discussion of Corporation affairs, and may be patterned after the program of a Regular Meeting.

Twenty Members and three Members of the Executive Council may similarly call for a Special Meeting upon filing a petition with the Secretary. All the above regulations shall govern a Special Meeting thus called by petition.

SECTION 9. AUTHORIZATION OF OBJECTIVES OF PROGRAMS AND POLICIES: The Neighborhood Assembly in Regular Meetings and in such other meetings that so permit, may adopt resolutions requiring the Executive Council to execute such program and policy objectives as the Neighborhood Assembly sees fit to promulgate. Such resolutions should simply state the objective desired and the general manner by which it wants the objective obtained. It shall remain the duty of the Executive Council to administer such resolutions in the best practical manner consistent with the stated objectives and methods. The Moderator shall determine whether each such resolution posed conforms to these requirements.

SECTION 10. TERMINATION OF PREVIOUSLY INITIATED PROGRAMS: At all Regular Meetings, and at all other meetings which so permit in their Agenda, the Neighborhood Assembly shall be informed by the Executive Council of all programs initiated since the last such report of the Executive Council. Upon hearing such reports, the Assembly may adopt a resolution to terminate any such program; a two-thirds majority of those present and voting shall be required to adopt such a resolution. This Section may not be amended except by a two-thirds vote of Members present and voting in the Neighborhood Assembly.

ARTICLE V

THE EXECUTIVE COUNCIL

SECTION 1. MEMBERSHIP OF THE EXECUTIVE COUNCIL: There shall be twenty-one Members of the Executive Council, at least four of whom will be teenagers, who may be alternatively called Councilmen hereafter; two Representative Councilmen to represent each of four

unincorporated Neighborhood Clubs existing within the Neighborhood Clubs existing within the Neighborhood; namely, Southside Cloverleaf, First, Blackburn, and Mid-East Neighborhood Clubs; and thirteen At-large Councilmen to represent the Neighborhood-at-large.

SECTION 2. ELIGIBILITY: All Members, and none others, shall be eligible to be elected to serve on the Executive Council.

SECTION 3. NOMINATIONS AND ELECTIONS: As to the selection of the eight Neighborhood Club Representative Councilmen, these shall be conducted in accordance to such rules and regulations as the aforementioned Clubs shall each decide; but the term of office of such Representative Councilmen shall be as herein set forth, and it shall be the duty of each of the aforementioned Clubs to conduct elections at the expiration of each designated term, which elections shall take place no later than January 31 of the appropriate year, and all such Representative Councilmen selected by the Neighborhood Clubs must have previously been Members of the Corporation.

Nominations At-Large seats on the Executive Council shall be by petition; twenty signatures of Members, and name of the nominee shall constitute a petition. The Secretary shall receive and post any such petitions given him during a period thirty days before any election; petitions must be tendered to the Secretary at least four days prior to a meeting of the Neighborhood Assembly. Thereafter, no further nominations, including nominations from the floor, shall be in order unless the number of vacancies exceeds the number of nominees.

Elections at-large seats on the Executive Council shall take place at the time of the Annual Meeting, as hereinbefore provided. Each nominee may be permitted to speak in behalf of his own candidacy, or select such other or others to speak for him as he may choose. Each nominee may be permitted to speak at least once. The total speaking time allotted to each candidate may be limited in advance.

After the time for speeches has elapsed, balloting shall begin.

Ballots with names of nominees shall be distributed to qualified members as they register. A Member need not vote for as many nominees as there are spaces to be filled, but any ballot containing more votes than there are spaces shall be invalid. No votes for persons not duly nominated shall be counted. The Moderator shall then provide for the collection and the immediate tabulation of the ballots in such a way as to insure a fair and honest count. Upon completion of the tabulation, the Moderator shall announce the names of the winners; that is, the nominees receiving the

highest number of votes, equal to the number of At-large seats vacant. In the event that, because of a tie or ties among the lowest ranking nominees of this list, more nominees are elected than there are seats open, there shall be an immediate run-off election between the nominees thus tied, to choose the appropriate number of At-large Councilmen from among them; if, for example, eleven people are clearly elected to fill thirteen seats, but for the final two seats there is a five-way tie, the run-off shall be between those five nominees to fill those two seats, in the same manner as above.

The persons thus elected shall be declared Members of the Executive Council, and shall immediately succeed their predecessors in office.

SECTION 4. ELECTING THE CHAIRMAN: The election of the Chairman of the Executive Council shall immediately follow the election of the At-large Councilmen. All such At-large Councilmen may be eligible for election to the Chairmanship, as may all Representative Councilmen who have been selected to represent their block clubs within the previous month; but of these, only those assenting to run for Chairmanship shall be nominees. Such nominees may speak in behalf of their own candidacy, or choose others to speak for them, for a predetermined, limited time. Balloting shall then be conducted as before, except that Members may vote for only one nominee. If any one nominee receives a majority of the votes on the first ballot, he shall be declared the winner. If none receives a majority, there shall be a run-off between the three nominees receiving the highest number of votes; and if none of these receives a majority, there shall be a final run-off between the nominees receiving the two highest number of votes. The Chairman thus elected shall immediately succeed his predecessor in office.

SECTION 5. TERMS OF OFFICE: Members of the Executive Council representing the Neighborhood Clubs shall serve from the date of their election to the date of the Neighborhood Assembly election in January of the following year. Similarly, At-large Members of the Executive Council shall serve one year terms.

SECTION 6. REGULAR MEETINGS: The Executive Council shall, in its first meeting after elections, determine a day in each of the forthcoming months on which to have regular monthly meetings. The schedule of such Regular Meetings shall be posted. If the Executive Council adopts a standard agenda to govern the order of business of its meetings, the posting of the Regular Meeting schedule shall alone suffice to serve notice on the Councilmen of each forthcoming Regular Meeting. If, however, no such standard agenda is adopted; or if the Chairman desires to alter the standard agenda for any forthcoming meeting; or if seven Councilmen want to do so alter the standard agenda, and so inform the Chairman then the Chairman shall cause to be posted, and delivered to each of the Councilmen, an agenda (or revised agenda) for the forthcoming Regular Meeting, at least 24 hours prior to such meeting.

All Regular Meetings of the Executive Council governed by a standard agenda, requiring no special notice, shall be open to all Members of the Corporation, as provided in Article III, Section 10, above. All other Regular Meetings, governed by agenda posted and delivered to the Councilmen, shall also be open to all Members unless the agenda specifically excludes all but Councilmen or, in addition, certain named individuals, during part or all of the forthcoming meeting.

SECTION 7. SPECIAL MEETINGS: The Chairman, or any seven Councilmen, may at any time call a Special Meeting of the Executive Council. The agenda for a Special Meeting must be posted at least six hours before such a meeting, and all councilmen must be informed of the contents of the agenda, and the time and place of the meeting, at least six hours in advance. Good faith efforts by the Chairman or the Councilmen calling the Special Meeting to notify the other Councilmen of the meeting, by telephone or other appropriate means, shall serve as sufficient constructive notice to Councilmen not thereby notified and informed if, but only if, the Councilmen thus absent from the meeting later sign a written waiver of notice, or a consent to the holding of such meeting, or an approval of the minutes thereof. All such waivers, consents, or approvals shall be made a part of the minutes of the meeting.

All Special Meetings shall be open to Members of the Corporation, unless the posted agenda specifically limits attendance at the meeting to certain individuals, as stated in Article II, Section 10.

SECTION 8. VOTING: Voting on all resolutions and motions shall be by voice vote unless any Councilman demands a roll call vote of the Councilmen prior to the vote. No Councilman may vote or act by proxy in the Executive Council or any Committee thereof.

SECTION 9. QUORUM: The presence in person of the persons equivalent to a simple majority of the Members of the Executive Council at any meeting shall constitute a quorum for the transaction of business.

SECTION 10. ADJOURNED MEETINGS: Any regular, adjourned regular, special or adjourned special meeting, whether or not a quorum is present, may be adjourned to a time and place specified in order of adjournment. Less than a quorum may adjourn from time to time. When a meeting is thus adjourned, the resulting adjourned meeting shall be governed by the agenda governing the previous meeting. The posted agenda of an adjourned meeting shall note the order of adjournment, and Councilmen absent from such adjourned meetings shall be notified of the order of adjournment in the manner set forth in Section 7 above.

SECTION 11. PROCEDURE: Subject to the limitations of the Articles of Incorporation, of these By-Laws, of Sections 1702.01 et seq., Revised Code of Ohio, or of Agenda governing Executive Council meetings, or procedures of the Executive Council shall be in accordance with Robert's Rules of Order, Revised, unless a more simplified manual of procedure is adopted by the Executive Council.

SECTION 12. COMMITTEES: The Executive Council shall have the power to designate, by majority vote of those Members present and voting, such standing, special, interim, and investigatory committees, to designate the numbers of Councilmen and others to serve on such committees, and to assign such matters to such committees and under such circumstances, as it deems appropriate. The Chairman shall appoint the Councilmen, one of whom shall be the chairman, and others to serve on each such designated committee, subject to the following conditions: at least two or three committees respectively, and so on: there shall be exceptions to the above two clauses in that the Chairman or vice-chairman shall be an ex-officio member of all committees, and Neighborhood Club Representatives shall automatically serve on committees designated as advisory or liaison committees to their respective Clubs without prejudice to the number of other committee assignments to which they are entitled.

The Executive Council shall have the power to prescribe the manner in which proceedings of the committees shall be conducted.

The Executive Council may delegate such powers as it possesses, subject to law, the Articles of Incorporation and the By-Laws, to any such committee, as provided in Article the Nineth, Section 7, of the Articles of Incorporation; but in the event any such committee votes to exercise such delegated powers over the opposition of one-half or more of the Councilmen serving on such committee, the Committee Chairman thereof shall so inform the Chairman, and the implementation of such a committee motion or resolution shall be put in abeyance for at least three business days pending Executive Council review. Failure of the Executive Council to meet and review such committee action shall be inferred as Executive Council approval thereof.

Should the Executive Council designate advisory or liaison committees to the Neighborhood Clubs, a majority of which committees consist of officers or Representatives of such Clubs, and should the Executive Council delegate any of its powers to such committees, such committees must exercise such powers subject to the three day review period described above.

SECTION 13. POWERS: The powers of the Executive Council shall be as set forth in the Articles of Incorporation and in these By-Laws.

SECTION 14. REMOVAL FROM OFFICE: Members of the Executive Council may be removed from office by the Neighborhood Assembly for cause, as provided in Article the Eighth, Section 2, of the Articles of Incorporation. "Cause" is hereby limited to the following offenses: conviction, in a court of law, of a felony after being elected to office; fiduciary irresponsibility regarding Corporation assets of such a nature as to deplete the Corporation's funds without express authorization either by the Executive Council or the Neighborhood Assembly, and to give the Neighborhood Assembly reason to believe that such unauthorized use of funds was made for the private benefit of the person so charged; or such a clear and purposeful dereliction of duty towards the responsibilities of office required by law, or the Articles of Incorporation, or by these By-Laws, or by a motion or resolution properly adopted by the Executive Council or by the Neighborhood Assembly, that the Corporation has been significantly thwarted or damaged in carrying out its lawful purposes. This section may not be amended except by a two-thirds vote of those present and voting at a meeting of the Neighborhood Assembly, as regulated in these By-Laws.

SECTION 15. PROCEDURE FOR REMOVING A COUNCILMAN FROM OFFICE: A Petition signed by twenty members and five Members of the Executive Council calling for the removal of a member of the Executive Council shall be filed with the Secretary. Such petition must particularize the offense of the Councilman allegedly committed, and to this end, the Corporation Counsel must, if requested give legal counsel in drafting the petition. Upon receipt of such petition, the Secretary shall post it and cause copies thereof to be sent to all members of the Executive Council and all members of the Advisory Board. The Chairmen, or in the event that he is the Councilman thus charged, the Vice-Chairman shall meet promptly with the Advisory Board and set a date no earlier than fourteen days thereafter but not later than thirty days thereafter on which to hold a Special Meeting of the Neighborhood Assembly. The Advisory Board shall then meet separately with representatives of the complainants who signed the petition and with the Councilman thus charged and arrange for each side to be represented by counsel; but no such counsel may be a member of the Corporation. The Advisory Board shall further obtain the services of a member of the bench or bar in Ohio, not a Member of the Corporation, who shall do such independent fact finding prior to the Special Meeting, but no more than one, not to exceed thirty days, to either party; and he shall, after notice of the Special Meeting has been sent out, consult with the attorneys for the complainants, and the Councilman and establish such rules of procedure at the Special Meeting that he believes will fairly and effectively set forth the issues, the evidence and the contentions of both sides in the controversy.

At least ten days prior to the Special Meeting, the Secretary shall mail notice thereof to all the Members, particularizing the time and place of the Special Meeting, the purpose thereof, the particulars of the

complaint, and the names, addresses and telephone numbers of the attorney for the complaintants, the attorney for the Councilman and the chief judicial officer. No other business shall be put on the agenda for such meeting.

The Special Meeting shall be opened by the Moderator who shall call for the reading of the minutes of the past meeting. He shall thereafter turn the meeting over to the chief judicial officer who shall explain the purpose of the meeting, and set forth the procedures decided on to govern said meeting, to the Members. The opposing parties shall thereafter present their views and evidence to the Members, as governed by the rules of procedure previously established, at the conclusion of which the chief judicial officer shall make such comments and recommendations to the Neighborhood Assembly as he sees fit. Thereafter, the Members present shall cast written votes, on ballots supplied by the Moderator, to remove the Councilman from office or not to do so. The Moderator shall collect and tabulate the votes and announce the results. A two-thirds majority of those present and voting shall be necessary to thus remove the Councilman from office. Lacking such a majority, the Councilman may not again be subject to a vote to remove him from office upon the same charges during the remainder of his term in office, but shall continue therein until the expiration of his term. But a two-thirds majority to remove him having been obtained, he shall be declared no longer to hold office as Councilman as of that date.

If as many as a simple majority of the members present and voting, voted not to remove the Councilman from office, a motion to assign costs and attorneys fees, if there be any, to the complaintants may be in order. A simple majority may pass such a motion. These costs and fees shall only include those owing to the attorney representing the complainants' costs and fees, if there be any, owing to the attorney for the Councilman and to the Chief judicial officer shall be borne by the Corporation, as shall those owing to the complainants' attorney if a motion to assign such costs to the complainant is either not in order to not passed.

This section may not be amended except by a two-thirds vote of those present and voting in the Neighborhood Assembly.

SECTION 16. RESIGNATION: Any member of the Executive Council may resign at any time by giving written notice to the Executive Council. Any such resignation shall take effect at the date of the receipt of such notice, and the acceptance of such notice shall not be necessary to make it effective.

SECTION 17. VACANCIES: A vacancy in the Executive Council because of death, resignation, removal from office, or any other cause, shall be filled by affirmative majority vote of the then Members of the

Executive Council, though not a quorum. Such appointments shall expire upon the holding of the next annual election.

ARTICLE VI.

AMENDMENTS

SECTION 1. PETITION: Any committee of the Neighborhood Assembly, or the Executive Council, or any twenty Members, may file a petition with the Secretary requesting an amendment or amendments either to the Articles of Incorporation or to these By-Laws. The petition shall state the Articles and Sections sought to be changed, the language, if any, sought to be removed therefrom, and the language sought to be inserted therein. The petition may also set forth reason why such amendment or amendments is sought. The Secretary shall post such petition and, to the degree feasible, include its contents in the notice of the next Regular Meeting or Special Meeting including such business in its Agenda; but such notice must be given to the Members at least ten days in advance of such meeting.

SECTION 2. ADOPTING AMENDMENTS: All proposed amendments to the Articles of Incorporation or to these By-Laws properly brought before a meeting of the Neighborhood Assembly shall be discussed and disposed of in the manner called for in the Agenda or rules of procedure governing such meeting. A simple majority of those Members present and voting shall be required to amend these By-Laws; a two-thirds majority of those present and voting shall be required to amend the Articles of Incorporation. The Secretary shall duly file all such amendments of the Articles of Incorporation with the Secretary of the State of Ohio, as provided by law.

No amendment to these By-Laws which herein require a two-thirds vote shall be valid unless such a majority of those present and voting so amends the By-Laws.

ARTICLE VII.

OFFICERS

SECTION 1. APPOINTMENT OF EXECUTIVE COUNCIL OFFICERS, STAFF OFFICERS, AND SUBORDINATE OFFICERS: THE EXECUTIVE COUNCIL: The Executive Council shall appoint the officers of the Corporation, subject to applicable provisions in the Articles of Incorporation and the By-Laws, and subject to the exercise of such authority as it vests in the Advisory Board.

There shall be two classes of officers, Executive Council Officers and Staff Officers. The Executive Council shall appoint, from its own members (excluding the Chairman), the Treasurer, the Secretary and the Vice-Chairman, and such appointments shall be called Executive Council Officers. The Executive Council shall appoint such other full-time and part-time officers called Staff Officers, as they see fit, subject to the following provision: the Staff Officers shall at least include an Executive Director, a Program Director and a Corporation Counsel. Officers serving under Executive Council Officers and Staff Officers, may be appointed by such officers, as the Executive Council may authorize; but the Executive Director shall have the power without further authorization by the Executive Council to select personnel to fill such staff positions as are made available to him by the Executive Council.

SECTION 2. TERMS OF OFFICE: The officers, except such officers as may be appointed in accordance with the provision of Section three of this Article, shall be chosen annually at the first meeting of the Executive Council after the Annual Meeting, and each shall hold his office for one year and until he shall resign or be removed from office or his successor shall be elected and qualified.

Officers chosen by the Executive Council or officers shall hold office for such period as the Executive Council or the duly authorized officer shall determine.

SECTION 3. REMOVAL AND RESIGNATION: Any officer may be removed for cause by the Neighborhood Assembly in the manner set forth in Article V, Sections 14 and 15 hereof.

Any officer may resign at any time by giving written notice to the Chairman, or to the Executive Council, or to the Secretary. Any such resignation shall take effect at the date of the receipt of such notice or at any later time specified therein, or if the officer has a contract of employment with the Corporation such resignation shall take effect subject to the terms of said contract. The acceptance of all such resignations shall not be necessary to make them effective.

SECTION 4. VACANCIES: A vacancy in any office because of death, resignation, removal or any other cause shall be filled in the manner prescribed in these By-Laws for regular appointments to such office.

SECTION 5. THE CHAIRMAN: The Chairman shall be the chief elected officer of the Corporation. He shall preside over all meetings of the Executive Council; appoint Councilmen to committees; and perform such duties, and exercise such powers, as are called for in the Articles of Incorporation, in these By-Laws, and, if not inconsistent with the Articles

or the By-Laws, in motions and resolutions adopted by the Neighborhood Assembly and the Executive Council.

SECTION 6. VICE-CHAIRMAN: In the absence or disability of the Chairman, the Vice-Chairman shall perform all the duties of the Chairman, and when so acting shall have all the powers of, and be subject to all the restrictions upon, the Chairman. The Vice-Chairman shall have such powers and perform such other duties as from time to time may be prescribed for him by the Executive Council or the By-Laws.

SECTION 7. SECRETARY: The Secretary shall keep or cause to be kept, at the principal office or such other place as the Executive Council may order a book of minutes of all meetings of the Executive Council, the Neighborhood Assembly, and committees thereof, with the time and place of holding, whether regular or special, and if special, how authorized and the proceedings thereof. The minutes of meetings of the Executive Council shall state the names of those present.

The Secretary shall give, or cause to be given, notice of all the meetings of the Executive Council and the Neighborhood Assembly required by law or the By-Laws to be given, and he shall keep the seal of the corporation in safe custody, and shall have such other powers and perform such other duties as may be prescribed by the Executive Council or by the By-Laws.

SECTION 8. TREASURER: The Treasurer shall keep and maintain, or cause to be kept and maintained, adequate and correct accounts of the properties and business transactions of the Corporation, liabilities, receipts, disbursements, gains, losses, capital and surplus. The books of account shall at all reasonable times be open to inspection by any Councilman.

The Treasurer shall deposit all moneys and other valuables in the name and to the credit of the Corporation with such depositories as may be designated by the Executive Council. He shall disburse the funds of the Corporation as may be ordered by the Executive Council, shall render to the Chairman and Councilmen, whenever they request it, an account of all his transactions as Treasurer and of the financial conditions of the Corporation, and shall have such other powers and perform such other duties as may be prescribed by the By-Laws.

SECTION 9. THE EXECUTIVE DIRECTOR: The Executive Director shall be the chief administrative officer of the Corporation, and subject to powers vested in others by the Articles of Incorporation, or by the By-Laws, and subject to the control of the Executive Council, he shall have general supervision, direction and control of the business and officers of the Corporation. He shall from time to time make such reports to the Executive Council as it may desire.

ARTICLE VIII.

MISCELLANEOUS

SECTION 1. INSPECTION OF CORPORATE RECORDS: The books of account, minutes of proceedings of the Executive Council and the Neighborhood Assembly and of committees thereof shall be open to inspection at any reasonable time by any Councilman or Member upon request in writing presented to the Chairman or Secretary. Such inspection may be made in person or by an agent or attorney, and shall include the right to make extracts.

SECTION 2. CHECKS, DRAFTS, ETC.: All checks, drafts, or other orders for payment of money, notes, or other evidence of indebtedness, issued in the name of or payable to the Corporation, shall be signed or endorsed by such person or persons and in such a manner as, from time to time, shall be determined by the Executive Council.

SECTION 3. CONTRACT, ETC., HOW EXECUTED: The Executive Council, except as otherwise provided in the By-Laws, may authorize any officer or officers, or agent or agents, to enter into any contract or execute any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances; and, unless so authorized by the Executive Council, no officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or to render it liable for any purpose or to any amount.

SECTION 4. CONSTRUCTION AND DEFINITIONS: Unless the context otherwise requires, the general provisions, rules of construction, and definitions contained in Section 1701.01 et seq., Revised Code of Ohio, shall govern the construction of these By-Laws. Without limiting the generality of the foregoing, the masculine gender includes the feminine and neuter, the singular includes the plural and the plural number includes the singular, and the term "person" includes a Corporation as well as a natural person.

SECTION 5. THE ADVISORY COUNCIL: The Executive Council shall adopt a code of regulations governing the powers, duties and regulations of the Advisory Council. Such code shall be adopted and amended by a majority of the Executive Council.