

## **Code of Regulations**

### **Lincoln Village Resident's Association, Inc.**

#### **Article I - Purpose**

A nonprofit organization formed to promote and instill community pride and awareness.

#### **Article II - Definitions**

##### **Section 1 - "Adult"**

Whenever the word "Adult" is used herein, it shall mean a person eighteen years of age or older.

##### **Section 2 - "Lincoln Village"**

Whenever the words "Lincoln Village" are used herein, they shall mean "Lincoln Village North" in Prairie Township, Franklin County, Ohio. This area is north of West Broad Street to the railroad, west to Deerfield Road (including both sides of the street) and east to Old Village Road (both sides of the street).

##### **Section 3 - "Resident/Resident Member"**

Whenever the word "Resident" or "Resident Member" is used herein, it shall mean a person whose established legal residence is within the boundaries of Lincoln Village North, as defined by Section 2 of this Article, or as defined in the Code of Regulations.

##### **Section 4 - "Trustee/Trustees"**

Whenever the word "Trustee" or "Trustees" is used herein, it shall mean a person elected to, or the fourteen (14) member residents administrative board. This board consists of eleven (11) full members and three (3) term alternates, as further defined by the Code of Regulation.

##### **Section 5 - "Alternate - Board of Trustees"**

Whenever the word "Alternate" is used herein, it shall mean one of the three (3) term alternates serving on the Board of Trustees as a standing proxy for members of that term, and shall be eligible to fill term vacancies of the Board, or as defined by the Code of Regulation.

##### **Section 6 - "Associate Member"**

Whenever the words "Associate Member" are used herein, it shall mean a member of the Association which holds associate membership in the Association subject to the membership provision defined by the Code of Regulation.

#### **Article III - Membership**

##### **Section 1 - "Resident Members"**

All adult residents, who make application for membership in the Association and pay dues hereinafter prescribed, shall be a member of this Association with all privileges and responsibilities pertaining thereto; provided, however that any person shall cease to be member and said membership in the Association shall terminate upon their failure to pay the stipulated dues defined by Article XII, Section 1.1, within thirty

(30) days after the same are due and payable. All legal resident adult members of the family registered at the residential address shall be considered members of the Association.

## **Section 2 - "Associate Membership - Members"**

Any person, business, organization, or legally recognized entity, whose primary address lies within the boundaries of Prairie Township, Franklin County, Ohio, and/or any previous member of the Lincoln Village Residents Association, who by change of residence address, is no longer eligible for resident membership, may make application for an Associate Membership in the Association with the Membership Committee.

Associate Membership shall be granted following a majority affirmative vote of the Board of Trustees on the application.

Associate Membership in the Association affords those members the privileges and responsibilities pertaining thereto; excepting those of voting as defined in Article IV, Section 6, and the election to the Board of Trustees as a full member or term alternate as defined in Article VIII, or as defined in and by specific articles of the Code of Regulation.

An associate member, or representative of that membership in the case of a business, organization, or other recognized entity, may participate in the membership and chairmanship of committees of the Board of the Association, and are not excluded from these Association administrative functions, unless specifically by the requirements of the committee or as defined in Article XI.

Said Associate Membership shall terminate upon the failure to pay the stipulated dues as defined by Article XII, Section 1.2, within thirty (30) days after the same are due and payable.

## **Article IV - Rules of Procedure**

The rules of procedure as set forth in "Roberts Rules of Order, Revised" shall govern the procedure to be followed in the various meetings of members, boards, committees or organizations of the Association, in 'all cases where such rules are applicable and in which they are consistent with this Code of Regulations, or with the special rules or orders adopted by the Board of Trustees.

## **Article V - Meetings of Members**

### **Section 1 - Annual Meeting**

The annual meeting of the members shall be held in July in Franklin County, State of Ohio, at a place to be designated by the Board of Trustees. This meeting will be held in conjunction with, and as a part of, the regularly scheduled Board of Trustees Meeting of that month. This meeting shall be subject to the requirements of this section.

### **Section 2 - Special Meetings**

Special Meetings of the members, except as to which the laws of Ohio provide otherwise, may be called at any time or place in Franklin County, State of Ohio, by the President of the Board of Trustees, the Board of Trustees or may be called by ten percent (10%) of the members providing a petition stating the time and place of the meeting and the specific business to be transacted. This petition must be filed with the secretary of the Association at least ten (10) days prior to the date of the meeting as stated in the petition.

### **Section 3 - Notice of Meetings**

A written or printed notice of each regular or special meeting of the members, stating the time, place and purpose or purposes thereof, shall be delivered or mailed to each member of record. If mailed, it shall be addressed to such member's last known address as shown in the records of the Association. Such notice shall be so delivered or mailed not less than ten (10) nor more than thirty (30) days before the date fixed for the meeting.

#### **Section 4 - Quorum**

At all regular or special meetings of members seven (7) members of the Association shall constitute a quorum for the transaction of business.

#### **Section 5 - Order of Business**

The general order of business for the meetings of members shall be as follows unless changed by a majority vote of members present at the meeting;

1. Roll Call.
2. Reading of minutes of previous meeting and acting thereon.
3. Reports of Trustees and Committees
4. Financial report or statement.
5. Reports of President and other Officers.
6. Unfinished Business.
7. Election of Trustees.
8. New Business

Meetings called to consider some special subject may pass at once to its consideration.

#### **Section 6 - Voting**

Each member present at any meeting of members shall be entitled to one vote. Provided, however, such voting right shall be at all times subject to the terms and provisions of the Code of Regulation of the Association.

### **Article VI - Election of Lincoln Village Resident's Board of Trustees**

#### **Section 1 - Election Committee**

On or before the first day of April of each calendar year, the President shall appoint a Election Committee which shall consist of two (2) regularly elected members of the Board of Trustees and two (2) active members from the membership at large.

#### **Section 2 - Election Committee Duties**

On or before the second Monday of April, the Election Committee shall determine the number of vacant terms occurring in the business year commencing upon the first Monday of May of the year of the committee's appointment, and then shall select from among the active membership not less than one nominee for each term of office being vacant, for whatever cause, on the first Monday of July. Thereafter, the Committee shall advise the Secretary of the names of the nominees.

It shall be the duty of the Elections Committee to publicize the qualification of all nominees running for trustee and to supervise the election.

After all ballots have been cast, the Committee shall declare the nominees with the highest number of votes elected to those vacant three-year terms on the board. Said committee shall notify all candidates of the election results and give a record of voting to the executive board.

### **Section 3 - Notification of the Membership-at-Large**

The Election Committee shall notify editor of the Railsplitter, for purposes of publication, that individual members may, before the Fourth Saturday of April, petition the Board to add the names of any active member to the list of nominees, provided, however, that each petition shall contain the names of not less than seven (7) active members. (or 10)

### **Section 4 - Certification to the Elections Committee**

With in one week of the July 4th elections of said calendar year, the Elections Committee shall advise the Board of the names of the members nominated for the office of Trustee.

## **Article VIII – Board of Trustees**

### **Section 1 - Trustees - Number and Qualifications**

The associate powers, business, property, and administrative affairs of the Association shall be exercised, conducted, and controlled by a Board of eleven (11) Trustees and three (3) Alternates. The Board of Trustees shall act subject to limitations contained in the Ohio Revised Code, and according to the majority vote of the members present and constituting a quorum.

An Alternate may vote in the absence of a Board Member at a scheduled meeting by assigned Proxy, or if the Board consists of less than the eleven (11) members as assigned in this section. In the event of voting conflict by Alternates at meetings, a vote rotation of the Alternates present, initiated by a "draw of straws", will determine the voting order.

Each Trustee, and corresponding term Alternate, shall be elected to a term of three (3) consecutive years, being eligible for re-election at the end of his/her term.

### **Section 2 - Election and Term of Office**

The election of Trustees shall take place on the 4th of July, and the persons elected as Trustees, with the exception of those elected to fill un-expired terms, shall serve for a term of three (3) years, and shall continue in office until their successors are duly elected and qualified. Those elected to fill un-expired terms shall serve that portion of the term remaining from the date of the election.

### **Section 3 - Vacancies**

The Board of Trustees may, by majority vote of those present, disqualify a Trustee who has been absent without satisfactory explanation for three (3) consecutive meetings. In case of any vacancy in the Board of Trustees, by reason of death, resignation, disqualification or otherwise, the Board of Trustees shall elect a successor to hold office until the next general election at which time the un-expired portion of the term of the office shall be filled.

### **Section 4 - Board of Trustee Meetings**

Meetings of the Board of Trustees shall be held monthly. A regular meeting time shall be decided at the first meeting of the newly elected Board in August. All meetings shall be open to the general membership. Place and time shall be publicized in local news media by the Secretary.

#### **Section 5 - Special Meetings**

Special meetings of the Board of Trustees may be called by the President; or upon the written request made to the President by seven (7) members of said Board, such special meetings must be call by the President.

#### **Section 6 - Notice of Meetings**

Board of Trustee members shall be notified of each meeting of the Board of Trustees stating the time and place not less than three (3) days before the time fixed for the meeting. A written or printed notice, unless telephoned, of each special meeting, of the Board of Trustees, stating the time and place, and also the purpose or purposes thereof, shall be delivered to each Trustee, or mailed or telephoned to the Trustee at their known post office address as shown by the records of the Association, not less than twenty-four (24) hours before the time fixed for the meeting.

#### **Section 7 - Quorum**

Seven (7) members of the Board of Trustees shall constitute a quorum at all regular monthly meetings.

### **Article IX – Officers**

#### **Section 1 - Designation and Qualifications**

The executive officers of the Association shall be President, Vice President, Secretary and Treasurer. Each officer shall be a member of the Association and a citizen of the United States.

#### **Section 2 - Election and Term of Office**

The executive officers of the Association shall be elected by the affirmative vote of a majority of the Board of Trustees present at the regular September meeting of said Board. The executive officers shall hold office until the next regular September meeting of the Board of Trustees and until their respective successors are duly elected and qualified.

#### **Section 3 - Candidates for Executive Office**

The outgoing executive officers shall present a slate of officers to the new Board of Trustees at the September meeting. Additional nominations may also be made from the floor. These be elected by the affirmative

#### **Section 4 - Vacancies**

In case of vacancy in any executive office for any cause, the Board of Trustees, by an affirmative vote by a majority of the members present at any meeting, may elect a successor from the Board of Trustees to hold office for the un-expired portion of the term of the officer whose place shall be vacant and until a successor is duly elected and qualified.

### **Article X - Duties of Officers**

## **Section 1 - President**

The President shall preside at all meetings of the members or of the Board of Trustees to sign the records of such meetings. The president shall have the power and authority to execute on behalf of the Association any and all contracts or other paper to which the signature of the Association is attached. The President shall appoint all committees within thirty (30) days after the election unless otherwise provided in these regulations. The President shall exercise the discretion and perform generally all the duties incident to the office of President or usually performed by the presidents of like associations and such other functions and duties as may be required of by the members or by the Board of Trustees.

## **Section 2 - Vice President**

The Vice President shall possess all the powers and perform all the duties of the President in the absence or disability of the latter. in case both the President and the Vice President are at the same time absent or unable to perform their duties, the treasurer, acting as president pro tempore, will have the power and duty to act as President during such absence or disability of both the President and the Vice President. Should the treasurer be absent, the secretary will act as president pro tempore.

## **Section 3 - Secretary**

The Secretary shall keep the minutes of all the proceedings of the members and the Board of Trustees and make proper record of the same. Such record shall be attested by the Secretary or by such other person who shall have acted as Secretary of the meeting of the members or the Board of Trustees in the case of absence or disability of the Secretary.

The Secretary shall keep such books, as may be required by the Board of Trustees. shall accept the signature of the President to all official documents, agreements and contracts of the Association, shall prepare and deliver or mail out all notices required to be given of meetings of members or Board of Trustees, and generally shall perform all the duties incident to the office of Secretary. and such duties as are usually performed by secretaries of like associations. together with such other and further duties as may be required by members of the Board of Trustees.

On the expiration of the term of office, the Secretary shall deliver all books, papers, and other property of the Association possessed by the Secretary to the successor or to any members of the Board of Trustees, who in turn shall deliver said property to the President for proper disposition.

The minutes of any previous meeting must be available to Trustees seven (7) days prior to the next regularly scheduled meeting or as soon as possible of a special meeting held within the 7-day period of an upcoming regular meeting.

## **Section 4 - Treasurer**

The Treasurer shall receive and safely keep all money and chooses-in-action (settlements from the right of the Association to sue) belonging to the Association, and disburse the same under the direction of the Board of Trustees. Said disbursements will be made by check upon the presentation of an itemized, dated bill or receipt. Checks must be signed by the treasurer and one other member of the executive board. The Treasurer shall also have a debit card for purchases approved by the board. The Treasurer shall be responsible and accountable for the debit card and give authorization to members of the board for necessary transactions.

The Treasurer shall keep an accurate account of the finances of the Association, in books specially to be provided for that purpose. and hold the same open for inspection and examination of the Trustees and any committee of members appointed by the President or nominated by a majority of the members present at any regular or special meeting of the members.

The Treasurer shall present abstracts of such accounts at annual meeting of the members and at any other meeting when requested. The Treasurer shall be bonded by the Board of Trustees, in such sums and with such security as may be required for the faithful performance of those duties.

On the expiration of the term of office, the Treasurer shall deliver all books, papers and other property of the Association to the successor or to any member of the Board of Trustees, who in turn shall deliver said property to the President for proper disposition.

#### **Article XI - Committees of the Board**

The President shall appoint permanent or temporary committees as shall from time to time be established by resolution of the Board of Trustees. The directors of all major committees shall be members of the Board of Trustees and the members of all committees established shall be members of the Association.

#### **Section I - Finance Committee**

The Board of Trustees shall at the regular September meeting nominate and elect the three (3) member Finance Committee.

#### **Article XII-Funding the Association**

#### **Section 1 - Dues**

The Association may/shall fund its activities and programs through the assessment of annual membership dues or its members. The levying of said dues is defined as:

#### **Section 1.1 - Resident Member Dues**

Annual dues of twelve dollars (\$12), or ten dollars (\$10) for senior citizens, per family residence as defined in Lincoln Village and shall become due and payable by the annual membership meeting of the association.  
New Residents shall receive a free membership for the remainder of the calendar year????

#### **Section 1.2 - Associate Member Dues**

Annual dues of fifteen dollars (\$15) per Associate Membership, as defined in Article III, Section 2, shall become due and payable by the annual membership meeting of the Association.

Three dollars (\$3) per Associate Memberships dues shall be appropriated by the Board of Trustees annually to the administration of the mailing expenses of usual and customary correspondence of the Association to these members and shall be budgeted as such.

#### **Section 2 - Loans, Gifts, Mortgages, Rents, etc.,**

The Association may acquire funds for its operation or for its various projects by gifts, loans from individuals and corporations, or any other type of organizations; by encumbering real or personal property

owned by the Association, by the lease of rental or real or personal property owned by or in charge of the Association by any other manner not prohibited by the laws of the State of Ohio.

#### **Article XIII - Dissolution**

Upon the liquidation, dissolution, or winding up the affairs of the Association, either voluntary or involuntary, and after payment of the debts and redemption of bonds of the Association, the remaining assets shall be distributed in equal portions among the persons who are members of the Association on the date of the dissolution.

#### **Article XIV – Amendments**

These regulations, or any part thereof, may be altered, amended or repealed in the following manner: Proposed changes may be made by any member and must first be submitted to the Board of Trustees at a regular or special meeting and shall lay on the table until the next regular meeting of the Board of Trustees. If then approved by the affirmative vote of a majority of the Board of Trustees present, it shall then be submitted to the members at a regular or special meeting and a two-thirds affirmative vote of the members present and entitled to vote shall be required for adoption.

#### **Statutory Agent 2008 - 2009**