

**Bylaws of the
Ohio CDC Association
Approved by OCDCA Membership 10/3/02
Revised by OCDCA Membership 9/23/10 and 10/9/14
Proposed 2021 revisions in red**

Article 1. Name and Location

- 1.1 Name. The name of the corporation shall be the Ohio CDC Association.
- 1.2 Location. The principal office of the Ohio CDC Association in the State of Ohio shall be in Columbus. The location of the principal office may be changed effective upon the filing of a certificate with the Secretary of the State of Ohio.

Article 2. Purpose

- 2.1 Objectives. The primary goal of the Ohio CDC Association shall be to promote and assist nonprofit community-based development organizations in their efforts to create jobs, eliminate blight and blighting influences, improve housing, secure adequate community and related facilities, services and physical and economic conditions, and otherwise address the needs of the low and moderate income residents of disadvantaged poor and minority communities in Ohio through such means as:
1. Cooperating with State and local government, and with national, state and regional organizations in the common endeavor to advance community-based development activities;
 2. Serving as an intermediary for the benefit of community-based development corporations to solicit, hold and administer funds and property that will advance common goals;
 3. Providing opportunities for information sharing, technical assistance and peer interaction among community-based development organizations;
 4. Providing for the dissemination of information about community-based development through training programs, meetings, conferences, workshops and publications;
 5. Researching, studying and analyzing of community-based development programs and issues;
 6. Promoting the purposes and effectiveness of community-based development by any and all means consistent with the public interest, the Laws of the State of Ohio and Section 501(c) (3) of the Internal Revenue Code.
- 2.2 Restrictions. The Association shall use its funds only to accomplish the objectives and purposes consistent with these by-laws. No statement of purpose or grant of power in the Articles of Incorporation or in these by-laws shall be construed as permitting the Association to engage in any activities not in

themselves in furtherance of the purposes of a charitable, educational or scientific organization as defined in Section 501 (c) (3) of the Internal Revenue Code and the Regulations promulgated thereunder.

Article 3. Membership

3.1 Membership. The Association shall have two classes of members. The designation of such classes shall be Voting and Associate. The qualifications for each class shall be as follows:

3.2 Voting Members. Voting Membership shall be open only to **Community Development Corporations (CDC) community-based development organizations**. In order to qualify as a voting member, an organization must meet the following criteria:

1. The organization must be incorporated.
2. The organization must be organized and operated as a nonprofit organization;
3. The organization must include low and moderate income residents **or representatives** of the organization's target neighborhood or community on its Board of Directors.
4. The principal aim of the organization must be the economic, physical, or social revitalization and/or stabilization of a community.

Each Voting Member shall have one vote in all matters pertaining to the affairs of the Association.

3.3 Associate Members. Any individual or organization which supports the goals of community-based development may apply to be recognized by the Association as an Associate Member. Associate Members may attend and participate in Association meetings but shall not have voting rights.

3.4 Approval of Membership: All applications for voting and associate membership must be approved by the Executive Director and are conditional upon Board of Trustees approval.

3.5 Duration of Membership. Membership in the Association shall continue so long as the member pays the annual dues prescribed by the Voting Members, except in cases of dissolution of the Member, voluntary withdrawal, suspension or expulsion.

3.6 Membership Year. The membership year shall be from January 1 through December 31.

3.7 Suspension or removal. A member may be suspended or removed only for cause by vote of two-thirds of the Voting Members. A member may be removed only after reasonable notice has been given and the member has had

an opportunity to be heard within thirty days prior to the vote by the Voting Members.

- 3.8 Annual Meeting. An Annual Meeting of the Association shall be held each calendar year in Ohio at a date set by the Board of Trustees.
- 3.9 Special Meetings. Special Meetings of the members may be held at any time and at any place designated in the notice of the meeting, when called by the President or at the request of 25% of the voting membership.
- 3.10 Notice of Meeting. All members, both Voting and associate shall be notified of the date, time and place of all membership meetings, both regular and special, by written notice through mail or recognized electronic means. Such notice of meeting shall be sent at least seven days prior to the appointed meeting date and shall specify the purpose of the meeting.
- 3.11 Quorum. At all meetings of the members of the Association, 25% of the membership or at least 20 voting members must be present to constitute a quorum for the transaction of business.

Article 4. Board of Trustees

- 4.1 Policy and Management. The policy, business and affairs of the Association shall be determined and managed by a Board of Trustees. The Board of Trustees shall have authority to make, prescribe, and enforce all rules and regulations for the conduct of the business and affairs of the Association and the management and content of its property except where the law, the Articles or Bylaws require that action be otherwise authorized or taken.
- 4.2 Qualifications. All members of the Board of Trustees must be members of the Association under Article 3, except as set forth in Article 4, Section 5 and shall possess expertise necessary to sustain the Association, unless otherwise specified in these bylaws. **A-CDC A Voting and Associate member** may have no more than one representative serving on the Board of Trustees.
- 4.3 Composition and Term. The Board of Trustees of the Association shall consist of not less than ten (10) and no more than twenty (20) members who shall serve for a term of two (2) years.
- 4.4 Elections. At the Annual meeting of the Association, Trustees shall be elected by the voting members.
- 4.5 Appointments. The Board may appoint five (5) Trustees representing Associate Members with the approval of the majority of the Board. These Trustees must be persons who possess special knowledge or expertise, which is determined to be valuable to the performance of the Association's purposes

by the Board. Appointments representing Associate or non-voting members may fill no more than one-third of the board positions at any time. The Board may also appoint Voting Members to fill vacancies created when a Voting Member must leave the board before the end of his/her term.

- 4.6 Voting. All members of the Board shall have voting privileges in the form of one person, one vote.
- 4.7 Vacancies. Trustees make a commitment to attend a majority of board meetings held during the fiscal year. When a Trustee misses two consecutive meetings they may receive a letter from the board president or his designee reminding them of the board attendance policy. If a Trustee misses three consecutive meetings, the board may treat the third absence as the trustee's resignation from the board.
- 4.8 Compensation. Trustees shall receive no compensation for their service. A Trustee may serve the Association in a capacity other than that of a Trustee and receive reasonable compensation for the services rendered in such other capacity, as long as no Conflict of Interest exists according to OCDCA policy.
- 4.9 Removal. At a special meeting of the Board of Trustees called for that purpose, the entire Board of Trustees or any individual Trustee may be removed from office without assignment of cause by vote of the majority of the members or Trustees entitled to vote.
- 4.10 **Diversity, Equity and Inclusion. The Ohio CDC Association and its Board of Trustees are committed to incorporating the values of diversity, equity, and inclusion ("DEI") in the governance and operations of the organization. These values shall be codified in a DEI policy adopted by the Board.**

Article 5. Meetings of the Board

- 5.0 Regular Meetings. Regular meetings of the Board shall be held no less than four times in a calendar year with notice given as specified in Article 5, Section 3.
- 5.1 Special Meetings. Special meetings of the Board may be held at any time and at any place designated in the notice of the meeting when called by the President or at the written request by mail or recognized electronic means of three or more members of the Board.
- 5.2 Notice of Meeting. All members of the Board shall be notified of the date, time and place of all meetings of the Board, both regular and special, by written notice mailed or by recognized electronic means at least seven days

prior to the appointed meeting date. A notice of a meeting shall specify the purpose of the meeting.

- 5.3 Quorum. At any Board meeting, a simple majority of the Board **physically and/or electronically present** constitutes a quorum. Any meeting may be adjourned by a majority of votes cast upon the question, whether or not a quorum is present, and the meeting may be held as adjourned without further notice. **Electronically refers to means such as video and/or tele-conferencing.**
- 5.4 Action by Vote. When a quorum is physically **and/or electronically** present at any meeting of the Board, a majority of the Board members physically **and/or** electronically present shall decide any question, unless otherwise provided by law, by the Articles of Incorporation, or by the by-laws. **When a meeting is held with a quorum through solely electronic means such as video and/or tele-conferencing, a majority of the Board shall decide any question. A vote by e-mail may be made through established policies and procedures.**

Article 6. Committees

- 6.1 Executive. The Board of Trustees shall create an Executive Committee consisting of its officers who shall, during the intervals between meetings of the Board, possess and exercise all of the powers of the Board in management of the affairs and property of the Association, but not to incur debts, excepting for current expenses, unless otherwise authorized by the Board. The presence or participation of a majority of the members of the Committee, including by conference call or other electronic means, shall be necessary and sufficient to constitute a quorum and for the Committee to act. Any member or members of the Committee may be removed from membership in said Committee at any time with or without cause by vote of the majority of the Trustees present at any meeting of the Board. All actions by the Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by a revision or alteration. The Committee shall keep full records and accounts of its proceedings and transactions. The Committee shall evaluate the Executive Director annually and recommend goals and any changes in Executive Director's compensation to the Board.
- 6.2 Membership/Nominating Committee. The Membership/Nominating Committee shall consist of not less than three (3) Board members and shall work towards full participation of all Ohio **EDCs community-based development organizations** in the Association. The Committee shall also prepare and submit to the voting members at least ten (10) days prior to the annual meeting, a list of nominees for the Board of Trustees. Any person so nominated shall have given his/her consent to the nomination. Additional

nominations for the Board of Trustees shall be accepted from Voting Members at the annual meeting. The committee will conduct orientation of new board members.

~~6.3 Program. The Board of Trustees shall create a Program Committee of not less than three (3) of its members; in addition, the Chairperson of the committee may from time to time appoint other members of the Association, in good standing, to serve on projects as from time to time may arise. The committee shall recommend priorities for Ohio CDC Association programming and provide oversight of program development, implementation and evaluation for all programs including training, technical assistance, asset building, publications, conferences and national service programs.~~

~~6.4 Legislative/Public Policy. The Board of Trustees shall create a Legislative/Policy Committee of not less than three (3) of its members; in addition, the Chairperson of the committee may from time to time appoint other members of the Association, in good standing, to serve on projects as may arise. The committee shall recommend legislative and public policy priorities and positions. The committee will also develop ways for members to become involved in the development of legislative/public policy priorities and positions.~~

~~6.5 Personnel, Leadership and Organizational Development. The Board of Trustees shall create a Personnel, Leadership and Organizational Development Committee of not less than three (3) of its members. The committee shall serve as a resource to the Board by planning the annual board retreat, coordinating the strategic planning process, periodically reviewing committee job descriptions and functioning, and annually evaluating board composition and performance. The Committee shall also serve as the Personnel Committee, and establish policies with regard to all personnel for the Ohio CDC Association with input from the Executive Committee. The Committee shall review personnel policies for any changes needed at least every three years. The Committee shall also review job descriptions, salary ranges for each position and fringe benefits and review each of these at least every three years.~~

6.6. Finance. The Board of Trustees shall create a Finance Committee of not less than three (3) of its members. The committee shall review for approval all financial statements and the annual operating budget and any changes to the budget. The committee shall establish fiscal policies for board review and review such policies at least every three years. The committee shall serve as the audit committee, reviewing the annual audit and meeting, as necessary with the auditor to discuss any findings or recommendations. The committee shall also select a private audit firm at least every five years.

- 6.7. General. The Board may from time to time establish other committees as deemed appropriate, which committees shall have such powers and duties as the Board may determine. All decisions of committees shall be subject to review and alteration by the Board of Trustees.

Article 7. Officers

- 7.1 Enumeration: Qualifications. The officers of the Association shall be a President, Vice President, Treasurer, **and Secretary ~~and other such officers, if any,~~** and shall be elected by the membership at the annual meeting. It is necessary for the office of President and Vice President to be Voting Members and must meet requirements delineated under Article 3, Section 2. The office of Secretary and Treasurer may be Voting or Associate Members and must meet requirements delineated under Article 3, Section 2 or Section 3.
- 7.2 Powers. Subject to law, the Articles of Incorporation, and to other provisions of these by-laws, each officer shall have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to her/his office and such duties and powers as the Board may from time to time designate.
- 7.3 Election. The officers shall be elected annually by the voting members at the Annual Meeting.
- 7.4 Vacancies; Removal. Vacancies in any elective office may be filled for the balance of the term by a majority vote of the members of the Board at any regular or special meeting. A majority vote of the Board shall be required to remove any officer for cause.

Article 8. Duties of Officers

- 8.1 President. The President shall be the chief presiding officer of the Association and, subject to the control of the members, shall have general charge and supervision of the affairs of the Association. The President shall preside at all meetings of the Members and of the Board of Trustees. The President shall serve as a member of all standing committees.
- 8.2 Vice President. The Vice-President shall have such duties and powers as the Board shall determine. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President, or in the event of his/her inability to act. The Vice President will serve as the Equal Employment Opportunity contact.
- 8.3 Treasurer. The Treasurer shall have general charge of the Association's financial affairs and cause to be kept full and accurate records of the Association. He/she shall also serve as the chairperson of the Finance

Committee. He/she shall have such other duties and powers as designated by the Board or the President.

- 8.4 Secretary. The Secretary and/or Board designee shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the members and of the Board in a book or series of books or electronic files kept for that purpose. Such book or books or electronic files shall also contain the original or attested copies of the Articles of Incorporation, Articles of Amendment of said Articles, By Laws, and names of all Voting and Associate members. If the Secretary is absent from any meeting of the members or of the Board, a temporary Secretary chosen at the meeting shall exercise the duties of Secretary at the meeting.

Article 9. Finance

- 9.1 Fiscal Year. Except as from time to time otherwise provided by the Board, the fiscal year of the Association shall end on the thirty-first day of December of each year.
- 9.2 Budget. The Board of Trustees shall adopt in advance of each fiscal year a projected operating budget covering all activities of the Association. This budget may be amended or revised by the Board of Trustees at any regular or special meeting.
- 9.3 Financial Report. The Treasurer shall furnish the membership with a financial report for the year just completed at the annual meeting.
- 9.4 ~~Execution of Papers. Except as the Board may generally or in a particular case authorize the execution thereof in some other manner, checks over \$1,000, checks made out to the Executive Director, Certificates of Deposit, bank accounts and commitments of cash contributions for grants shall be signed by the President, Vice-President, Treasurer, Secretary, and/or a Board member designated by the Board, under rules to be adopted by the Board of Trustees.~~

Article 10. Dissolution

Upon dissolution of the Association for any reason whatsoever, no assets thereof shall incur to the benefit of any person, including a corporation, trust, committee, fund or foundation, unless it is so created, organized and operated that a gift or contribution of such assets, affected at the date of dissolution, is expressly allowed by Internal Revenue Code. Assets shall be distributed for one or more exempt purposes within the meaning of section 501 (c) 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, or to an eligible

organization(s) selected by the Board of the Association, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Article 11. Indemnification

The Association shall indemnify each of its members, officers and employees and his/her heirs and personal representatives, for any expenses actually and necessarily incurred or any judgement levied or settlement made in connection with any suit or proceeding in which he/she is made a party by reason of being or having been a member, officer or employee of the Association. Such right of indemnification shall not apply to any action, suit, or proceeding in which such member, officer or employee is adjudged liable for gross negligence or misconduct in the performance of duties. In the absence of an adjudication which expressly absolves any member, officer or employee of liability for gross negligence or misconduct in the performance or his/her duty in any action proceeding or suit, the Association shall grant the indemnification provided herein upon receipt of a written opinion of independent counsel selected by the Association, to the effect that the member, officer or employee concerned is not legally liable of gross negligence or misconduct in the performance of duty with respect to the particular instance for which indemnification is being sought. The foregoing rights of indemnification shall not be exclusive of any rights to which members, officers or employees of the Association may be entitled pursuant to law or conduct.

Article 12. Amendment

These By-laws may be altered, amended, or repealed in whole or in part by a vote of two-thirds of the Voting Members present at any annual meeting or special meeting of the members, provided notice of such proposed changes has been sent in writing to the members at least ten (10) days prior to such meeting. Amendments may be proposed by the President on his/her own initiative or upon written request of three (3) Voting Members addressed to the President.

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