

The Code of Regulations of the Tremont West Development Corporation

Article I Membership Area

The Membership Area is the area bounded by Cuyahoga River on the North and East; Denison Ave., Hwy. 176, Valentine Ave. and Sackett Ct. on the South; W. 25th St. and the Norfolk Southern railroad tracks on the West.

Article II Membership

Section 1 Eligibility for Membership

Membership is granted, upon completion of a membership card and verification that the applicant is:

A. A person eighteen (18) years of age or older, who owns real property or resides in the Membership Area; or,

B. A business that is located in the Membership Area.

1. A “business” includes but is not limited to the following legal entities: Nonprofit Corporation, Limited Liability Corporation, Corporation, Partnership, and Sole Proprietorship.

2. A business that is eligible for membership is required to designate one (1) representative to act as the voting member. An individual designated as a voting member by a business is not eligible to be a voting member as an individual who resides or owns real property in the Membership Area.

3. Affiliated Businesses are eligible for only one membership. “Affiliated Businesses” are businesses located in the Membership Area that are under the control of the same person or entity. Control is ownership of more than 50% of the business.

Paid employees of Tremont West Development Corporation are not eligible to be voting members.

Membership remains in effect until: 1) an individual member changes his or her residence address or dies; 2) a business member changes the location of its business or ceases operations.

Section 2 Powers and Duties of Membership

The membership is the ultimate authority of TWDC. The powers of the general membership include the following:

A. Charter changes;

B. Code of Regulations changes;

C. Dissolution of the corporation;

D. Elect the President and Board Members;

E. Designate membership goals;

F. Handle appeals from Board decisions;

G. Decisions on questions referred to the membership.

Article III Meeting of Members

Section 1: Annual Meeting

The annual meeting of TWDC will be held in the month of May each year. The date, time, and location of the annual meeting (within the Membership Area) shall be determined by the Board. At the annual meeting, the membership shall elect the directors as provided in Article IV, Sections 3 and 4 and the President. A business or person eligible for membership must submit a membership card to TWDC by April 1st before they are permitted to vote at the annual meeting.

Section 2: Special Meetings

Special meetings of the membership may be called by the Board of Directors or written petition signed by forty (40) members or 20% of the membership, whichever is greater.

Section 3: Quorum

All meetings of the membership, whether Annual or Special, must have present a minimum of one hundred twenty-five (125) members or 20% of the membership, whichever is less, in order to conduct TWDC business. Once a quorum is established at a meeting, TWDC business may be conducted even if voting members leave the meeting.

Section 4: Notice Of Meetings

Notice of all meetings of the membership shall be published no less than forty-five (45) days before such meeting. Members who wish to make a reasonable request that an item be placed on the agenda for a membership meeting must complete a new business form and provide it to TWDC thirty (30) days in advance of the meeting. An agenda for the meeting shall be mailed to the membership not less than fourteen (14) days before the meeting.

Article IV Board of Directors

Section 1: Eligibility

A member of TWDC is eligible to serve as President of the Board, provided he/she has at least one-year experience as a director.

Any member of TWDC is eligible to serve as a Director, with the following exceptions:

- A. Full or part-time staff members are not eligible;
- B. One person from any household and/or immediate family may serve on the board at any one time;

C. Ancillary staff members of TWDC are not eligible;

D. Candidate must be a current member of TWDC.

The Board of Directors shall be elected by the membership and be composed of the following:

A. 1 President of the Board ;

B. 14 Directors;

C. Ex-Officio Directors who are representatives from TWDC Constituency groups with non-voting privileges.

D. Ex-Officio Directors who are representatives from recognized Institutional organizations with non-voting privileges.

Section 2: Powers and Duties of the Board of Directors

The Board of Directors shall have all of the powers and duties that are necessary to manage the interests of TWDC. In managing the interests, the Board may do any of the acts that do not violate this Code of Regulations. The powers of the Board of Directors shall include, but not be limited to, the following:

- A. Carry out the provisions of the Code of Regulations and directives of the general membership;
- B. Employ, evaluate and dismiss the Executive Director;
- C. Set financial and organizational policies;
- D. Monitor the organizations implementation of programs and expenditure of budgets;
- E. Affiliate and/or formally co-operate with other organizations;
- F. Decide and communicate opinions and positions for TWDC;
- G. Develop policies and procedures for permanent and ad hoc committees.

Section 3: Terms of Office and Elections

Offices shall be elected and held as follows:

A. The President of the Board shall be elected by the membership for a oneyear term at each annual meeting. . The President is limited to two (2) consecutive one-year terms.

B. There are three groups (Group A, Group B, Group C) of Directors that serve staggered

terms. Class A consists of 5 Directors. Class B consists of 5 Directors. Class C consists of 4 Directors. The Directors shall be elected by the membership for a term of three (3) years.

Section 4: Nominations of the President and Board of Directors

Candidates for election as President and Board of Directors shall be nominated as follows:

A. Prior to each annual meeting, the Governance Committee shall prepare a list of nominees and submit this list to the Board of Directors. This list will then be presented for election at the annual meeting.

B. At the annual meeting, additional nominations may be made by members. Each additional nomination must have a second member to endorse it to be valid.

Section 5: Removal of Directors

Any Director can be removed for three (3) unexcused absences from regular Board meetings, subject to a majority vote of the Board. Such a Director will have an opportunity to make a presentation to the Board before a final vote is taken.

Section 6: Vacancies

When a vacancy arises for either an Officer or a Director, the vacancy shall be filled by the Board. The previous slate of candidates will be taken into consideration for filling that vacancy. Constituent group vacancies shall be filled by the constituent group.

Section 7: Meetings

Sub-Section 1

Meetings of the Board of Directors shall be held at least eight (8) times per calendar year.

The President shall give at least seven (7) days notice to each Board Member and the membership of all meetings. Meetings of the Board shall be open to voting members, except when a personnel or confidential matter is being discussed.

Directors may attend by conference telephone or similar communication equipment, so long as all persons present or participating in the meeting can hear one another.

Sub-Section 2

Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if authorized in a writing signed by *all the directors*. Signatures transmitted electronically, including facsimile and email signatures, may be accepted. The written action shall be filed with the secretary of TWDC

and inserted by the secretary into the permanent records relating to meetings of members. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Such actions shall be incorporated within the written minutes of the next regularly scheduled TWDC Board meeting.

Section 8: Quorum

At all meetings of the Board of Directors, a minimum of eight (8) Directors must be present throughout the entire meeting in order for the Board to conduct TWDC business.

Section 9: Ex-Officio Directors

Constituent groups as defined in Article VII may appoint a representative to serve as their Ex-Officio Director. Constituent groups shall notify TWDC in writing and appointment shall be affirmed by the Board of Directors within 30 days.

The Board of Directors may elect one or more institutional Ex-Officio members to the Board.

All Ex-Officio Directors may serve for a term of one year or less ending in the month of May each year, and are not entitled to vote or serve as an officer of the corporation.

All Ex-Officio Directors may attend Board meetings unless the Board determines that confidentiality and fiduciary duties would preclude their attendance for a specific agenda item.

Article V Officers

Section 1: Designation

The officers of TWDC shall be President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. The President shall be elected by the membership; the remaining four (4) officers shall be elected by the Board of Directors annually.

Section 2: President

The President shall:

- A. Serve as chairperson of all meetings of the membership and all Board meetings;
- B. Have all the general power and duties that are usually held by the president of a corporation; and
- C. Participate as needed in annual audit of organization.

Section 3: 1st Vice President

The 1st Vice President shall take the place of the President and perform the President's duties whenever the President is absent or unable to act.

Section 4: 2nd Vice President

The 2nd Vice President shall

- A: Take the place of the President and perform the President's duties whenever the President and 1st Vice President are absent or unable to act; and
- B: Take the place of the Secretary and perform the Secretary's duties whenever the Secretary is absent or unable to act.

Section 5: Secretary

The Secretary shall:

- A: Keep all minutes of all meetings of the Board of Directors and of the membership meetings;
- B: Make minutes of all meetings available for members to inspect with copies on hand at TWDC Offices;
- C. Present a Secretary's report at each Board and membership meeting; this report includes notifying the Board that a quorum is present, the minutes of the previous meeting and monitoring Board members attendance; and

D. Shall maintain a current membership list which will be on file at TWDC Offices.

Section 6: Treasurer

The Treasurer shall:

- A. Inspect the keeping and depositing of TWDC funds monthly;
- B. Verify the accuracy and the time lines of all financial records and books monthly;
- C. Receive and present to the Board any formal written request (including the purpose) from a member to review the books and records;
- D. Report to the membership and/or Board on the financial condition of the corporation monthly;
- E. Inspect periodically the safe keeping of titles and legal instruments pertinent to the corporation's legal assets;
- F. Participate as needed in annual audit of organization; and
- G. Ensure that all financial and governmental entities will have reports filed by their due dates.

Article VI Committees

Section 1: Permanent Committees and Structures of the Membership

Sub-Section 1.

There shall be five (5) permanent committees of TWDC: Executive Board, Economic Development, Finance, Governance, and Safety. . All committees are open to membership except when personnel and confidential matters are discussed. All committees shall report regularly to the Board of Directors and all actions of the committees are subject to the Board of Directors final approval by resolution. The Board may delegate certain powers to the committees through written resolution.

Sub-Section 2: Permanent Committee Membership Structures

Unless otherwise specified each committee shall be chaired by a Director or Ex-Officio director of the Board of Directors appointed annually.

With the exception of the Executive Board, members of TWDC may join a permanent committee as a voting member annually in any one of the following ways.

- 1) By vote of the Committee itself.
or
- 2) Attend three (3) Committee meetings in a row.
or
- 3) Request to be appointed to the committee by the Board of Directors

Section 2: Executive Board

The Executive Board shall be made up of five officers of the corporation: President, 1st Vice President, 2nd Vice President, Secretary, and Treasurer. A quorum of three (3) present is necessary for the Executive Board to conduct business. It shall be responsible for:

- A. Setting an agenda for the Board Meetings;
- B. Maintaining communication with the Executive Director between Board meetings; and
- C. Assuming functions designated by the Board of Directors.

Section 3: Economic Development Committee

The Economic Development Committee shall be responsible for:

- A. Establishing a vision, goals, and a plan for land use in the neighborhood; and
- B. Overseeing housing and development programs of the organization.

Section 4: Finance Committee

The Finance Committee shall be responsible for:

- A. Assisting and overseeing the financial affairs of the organization;
- B. Creating annual budgets with Executive Director and Treasurer;
- C. Reviewing all financial statements and reports; and
- D. Monitoring accounting and audit activities.

Section 5: Governance Committee

The Governance Committee shall be responsible for:

- A. Developing and maintaining governance documents and policies
- B. Preparing and submitting a list of nominees to the Board of Directors, which will then be presented for election at the annual meeting

Section 6: Safety Committee

The Safety Committee shall be responsible for:

Developing and implementing programs designed to make the Tremont neighborhood a safe place to work, live and visit.

- A.

Section 7: Ad-hoc Temporary Committees of the Board

The Board may provide for such an ad-hoc temporary committee(s) as it deems desirable. These include but are not limited to:

- A. Arts
- B. Fund Development
- C. Long-Range Planning
- D. Marketing

Ad-hoc Temporary Committees shall have such powers and perform such duties or functions as may be delegated to it by the Board.

Article VII Constituent Groups

A constituent group is defined as a resident or merchant based club, organization or group, operating in accordance with TWDC's mission and goals, democratically, and within the service area of TWDC. Constituent groups are a component of and a valuable resource for TWDC and TWDC shall provide staff and office facilities to the extent possible. A constituent group representative will be recognized as an Ex-Officio representative of the Board.

Article VIII Appeals from Board Decisions

At the following Membership meeting, the members may veto or reverse any act of the Board of Directors. To veto or reverse any act there must be a two thirds (2/3) vote of all members.

Article IX Amendments

The Code of Regulations may be altered, amended, or repealed in whole or in part by an affirmative vote of two thirds (2/3) of the members present at any annual or special meeting of the membership.

Proposed amendments to this Code of Regulations must be in writing and distributed to voting members not less than fourteen (14) days, in advance of the meeting at which they will be considered for adoption.

Article X Equal Opportunity Employer

The TWDC Organization is an equal opportunity employer. TWDC is fully committed to assuring equal opportunity and equal consideration to all potential applicants without regard to race, color, religion, creed, sex national origin, ancestry, sexual or affectional preference, physical impairment, or Vietnam era or disabled veteran status. Moreover, the organization has adopted an affirmative action policy call for aggressive recruitment of minorities and women for all positions.

Article XI Meeting Procedures

All TWDC Board, committee, and membership meetings shall be governed by Robert's Rules of Order when these Code of Regulations do not cover it.

Article XII Conflict of Interest

At all points of business conducted by TWDC, the organization will issue a competitive process to include at least three choices for the Board of Directors and/or Staff to choose from.

In the event that a Director and/or Staff is in direct relation (marital, co-habitation, blood relative, business) with a potential contractor, the affected Director and/or Staff will remove themselves from any voting or decision making process.

If Tremont West Development Corporation does enter into a contractual agreement with a Director, the Board of Directors will ask that Director to remove themselves from all discussions regarding the contract, budget, and any negotiations related to the agreement.