

# Baltimore Downtown Restoration Committee

## Constitution & Bylaws

### Article I – General

#### **A. Name and Location:**

This organization is incorporated as a non-profit corporation under the laws of the State of Ohio and shall be known as the Baltimore Downtown Restoration Committee (BDRC). Its principal office shall be located within the corporate limits of the Village of Baltimore, County of Fairfield, and State of Ohio.

#### **B. Area Served:**

This organization shall serve the Village of Baltimore and its historic downtown districts.

#### **C. Purpose:**

The Baltimore Downtown Restoration Committee is organized to achieve the following mission and objectives:

1. Mission: to preserve, restore, and promote the town's unique dual historic downtown areas.
2. Objectives:
  - a. To create a better understanding and appreciation of the importance of viable downtown districts.
  - b. To educate local businesses and community residents by promoting the positive attributes and benefits of a strong commercial center in the Village.
  - c. To preserve, promote, and enhance the Village's downtown districts to ensure that these historic areas support successful commercial, residential, and civic activities that contribute to our small-town quality of life.
  - d. To promote restoration and reuse of historic buildings, including facilitation of grants including but not limited to the BDRC Façade Improvement Grant Program.
  - e. To engage in other programs and projects as needed and appropriate to accomplish our mission and purpose.
  - f. To promote, preserve and restore the Baltimore Town Hall Theater by, but not limited to: promoting programs to generate revenue that the BDRC can use to facilitate the maintenance of the Town Hall Theater; promoting programs of a civic, social, and/or cultural nature to enhance the aesthetic values of the community and the diversity of programming available locally; and seeking partnerships with other organizations and individuals who can use the Town Hall Theater for programming.

### Article II – Membership

#### **A. Eligibility:**

1. Any Person, firm, association, corporation, partnership, or estate having an interest in the objectives of the organization shall be eligible for membership under such conditions as may be prescribed by the board.

**B. Approval of Members:**

1. Applications for membership may be in writing, or in person at any BDRC meeting.
2. Approval of memberships shall be by the Board, at any meeting thereof.

**C. Privileges of Membership:**

1. Any firm, association, corporation, partnership, or estate holding membership may nominate an individual, whom the holder desires to exercise privileges of membership covered by its subscriptions, and shall have the right to change its membership nomination upon written request.
2. Members are eligible to attend all membership or general meetings and vote on any questions of issue or office put forth for a vote at a meeting. Members may receive any other benefits as authorized by the Board or as approved by a vote of the membership, including but not limited to membership lists, newsletters, social media posts, or other communications. Members shall receive electronically transmitted agendas and minutes from meetings, and may serve on committees or hold office as approved herein.

**D. Voting:**

1. In any proceedings at which voting by members is called for, each member shall be entitled to cast one vote.

**E. Termination:**

1. Any member may resign from the BDRC upon written notice to the Board, or in person at any meeting.
2. Any member may be expelled by a two thirds vote of the Board for non-payment of dues after ninety (90) days from the date due, unless otherwise extended for good cause.
3. Any member may be expelled by a two-thirds vote of the Board, at the regularly scheduled meeting thereof, for conduct unbecoming a member, or for conduct prejudicial to the aims or repute of the BDRC; all after notice and opportunity for a hearing are afforded the member against whom a complaint has been made.
  - a. Before any member is suspended or expelled under this section, written notice of the charges and of the Board meeting at which the same are to be considered, shall be mailed to him (her) at his (her) address, as it appears in the records of the association at least ten (10) days before such a meeting; and he (she) shall be given an opportunity to defend himself (herself) against such charges.

**F. Observance of By-Laws and Constitution:**

1. Approval of membership in the BDRC conveys a responsibility to fulfill and perform all requirements, herein contained; and to conform to all rules and regulations, whether expressed in the By-Laws, the Constitution, or otherwise, which may, from time to time, be adopted by the Board.

**Article III - Investments**

**A. Annual Investments:**

1. Any membership investments or dues that may be adopted shall be used to further the objectives of the BDRC.
  - a. Any membership investment or dues schedule shall be set by the Board, and may be adjusted by a majority vote of the Board.

**Article IV – Officers and Directors**

**A. Selection and Election:**

1. The Nominating Committee for Officers and Directors shall nominate persons, for the office of the Chairperson, Vice–Chair, Secretary, Treasurer, and Directors of the BDRC, and they shall present said nominations to the Board at the November Board meeting.
  - a. The Nominating Committee shall be appointed by the Chairperson, as approved by the Board, with the immediate Past Chairperson as Chair of the Committee unless he or she is unable to serve.
2. The Membership, at its regular December meeting, shall elect a Chairperson, a Vice–Chairperson, a Secretary, a Treasurer, and two Directors.
3. The Board of Directors shall be comprised as follows:
  - a. Five (5) Board Directors, Chairperson, Vice–Chairperson, Immediate Past Chairperson, Secretary, and Treasurer.
  - b. The Village Administrator or his/her designee shall serve as an ex–officio member of the Board, but shall be ineligible to vote on Board decisions.
4. All Officers and Directors shall serve until December 31 of the final year of their term of office, or until their successors assume the duties of the office, if after December 31.
5. Officers shall serve a term of one year beginning on January 1.
6. Board Directors, except for ex– officio members who serve at the pleasure of the Village Administrator, shall serve a term of two years beginning on January 1, except as follows upon creation of the board.
  - a. Terms shall be staggered upon creation of the Board of Directors, with two Board Directors to be elected to terms of one year, two Directors elected to terms of two years, and one Director to a term of three years.

**B. Duties of Officers:**

1. Chairperson:
  - a. The Chairperson shall serve as the chief elected officer of the BDRC and shall generate meeting agendas and preside at all the meetings of the membership, the Board, and the Executive Committee.
  - b. The Chairperson shall, with the advice and counsel of the Executive Committee, select all committee chairs and appoint committee members. Committee appointments shall be subject to approval of the Board.
  - c. The Chairperson shall be an ex–officio member of all committees, task forces and groups organized under the BDRC.

2. Vice–Chairperson:

a. The Vice–Chairperson shall perform all the duties of the Chairperson, in the case of absence, death, or disability of the latter, until the office of Chairperson is filled by an election.

b. In case both the Chairperson and Vice–Chairperson are absent, or unable to perform their duties, the Board may appoint a Chairperson Pro Tempore.

3. Secretary:

a. The Secretary shall record the minutes of all the proceedings of the meetings of the Board and the Executive Committee, and shall maintain proper records thereof, which shall be attested.

b. The Secretary shall keep such books and records as may be required by the Board, and shall surrender to his/her successor or to the Board all books and records upon vacation of the office.

4. Treasurer:

a. The Treasurer shall receive and be in charge of all monies and securities belonging to the BDRC and shall disburse, or otherwise deal with same as shall be ordered by the Board.

b. The Treasurer shall keep an accurate account of all the monies received and disbursed and shall generally perform such duties as may be required of the Treasurer, or by the Board.

c. On the expiration of the Treasurer’s term in office, the Treasurer shall turn over to the Treasurer’s successor, or to the Board, all money and property of the BDRC.

d. The Treasurer shall cause a monthly report to be made to the Board, which shall include a copy of the latest bank statement(s).

e. An audit of the fiscal records shall be conducted by the Board or an ad hoc Audit Committee at the end of each calendar year.

**C. Duties of the Board of Directors:**

1. The government and the policy making responsibilities of the BDRC shall be vested in the Board, which shall control its property, be responsible for its finances, and direct its affairs.

2. The Board shall have, in addition to the powers and privileges expressly conferred herein, all powers and privileges now and hereafter conferred by the Laws of the State of Ohio and all the powers and privileges not prohibited by applicable rule of law or statute.

3. Without limiting the foregoing, the Board shall have the express power:

a. To purchase or otherwise acquire property rights or privileges for the organization, on such terms as the Board may deem proper.

b. To pay for the property, rights or privileges acquired by the BDRC, in whole or in part, with money bonds, debentures or other debt securities of this organization or with other property owned by it.

c. To borrow money and to create, make and issue mortgages, bonds, debentures, deeds of trust, trust agreements, and negotiable transferable instruments, and securities, secured by mortgages or otherwise, and to do every other act and thing necessary to effectuate the same.

d. To appoint agents, clerks, assistants, factors, servants, and trustees and to dismiss them at its discretion; to fix their duties and emoluments and to change them from time to time; and to require security as it may deem proper; but, in the absence of action by the Board, the employment and discharge of employees and the fixing of their compensation shall be done by the officer of the organization under whom said employees work.

#### **D. Executive Committee:**

1. The Executive Committee shall act for and on behalf of the Board when the Board is not in session, but shall be accountable to the Board for its actions.

2. The Executive Committee shall be composed of the Chairperson, Immediate Past Chairperson, Vice Chairperson, Secretary and Treasurer.

3. The Chairperson shall serve as head of the Executive Committee.

#### **E. Vacancies:**

1. An Officer or Director of the Board who is absent from four (4) consecutive regular meetings of the Board shall automatically be dropped from membership on the Board, unless the absence is forgiven by a majority vote of those voting at any meeting thereof.

2. Vacancies on the Board, or among the Officers, shall be filled by the Board by a majority vote.

- a. The newly elected Director or Officer will serve from the date of appointment until the end of the term so filled.
- b. Should the seat of the Immediate Past Chair be vacated, it shall remain vacant until filled by Chair succession.

### **Article V- Indemnification**

#### **A. Indemnification:**

1. The BDRC may, by action of the Board, provide indemnification by the BDRC of any and all of its Directors and Officers or former Directors or Officers against expenses actually and necessarily incurred by them in connection with the defense of any action, suit or proceeding, in which they or any of them are made parties, or a party, by reason of having been Directors or Officers of the BDRC, except in relation to matters as to which such Director or Officer shall be adjudged in such action, suit, or proceeding to be liable for negligence or misconduct in the performance of duty and to such matters as shall be settled by agreement predicated on the existence of such liability for negligence or misconduct.

### **Article VI – Meetings**

**A. Board of Directors Meetings:**

1. Special meetings of the Board may be called by the Chairperson, or by any member of the Board upon written petition of four (4) members of the Board.
2. The Board shall make rules for conducting Board meetings, as determined necessary.
3. At any duly called meeting of the Board a majority of the persons then serving on the Board shall constitute a quorum.

**B. Executive Committee Meetings:**

1. Meetings of the Executive Committee shall be held on day and hour to be fixed by the Executive Committee Chair.
2. At any duly called meeting of the Executive Committee, those present shall constitute a quorum.

**C. Membership General Meetings:**

1. General meetings of the BDRC shall be held monthly or periodically as determined by the Board. All members shall be notified by mail or electronically of meeting locations, times, and tentative agenda items at least five days in advance. Final agendas shall be distributed two days in advance of meetings.
2. Special meetings of the BDRC may be called for upon petition in writing by any ten (10) members in good standing.
  - a. Notice of special meetings and the purpose thereof shall be mailed or transmitted to each member at least five days prior to such meetings.
3. At any duly called general or special membership meeting those present shall constitute a quorum.
  - a. The Chairperson of the BDRC shall have the power to adjourn the meeting if there are less than 10 members present and, if in the Chairperson's opinion, there is a question to be decided of substantial importance to the BDRC. Any such question shall subsequently be placed upon the agenda of the next general membership meeting of the BDRC.

**D. Committee Meetings:**

1. Meetings of the committees may be called at any time by the Chairperson or by the chairperson of the committee.
2. At any duly called meeting of a committee or task force those present shall constitute a quorum.

**Article VII – Committees and Divisions**

**A. Appointment and Authority:**

1. The Chairperson, by and with the approval of the Board, shall appoint all committees and committee chairpersons.

2. The Chairperson may with the approval of the Board create standing or temporary ad hoc committees and appoint chairpersons as deemed necessary to carry out the programs of the BDRC.

3. Once approved by the Board, committee appointments shall be at the will and pleasure of the Chairperson and shall be concurrent with the term of the appointing Chairperson, unless a different term is approved by the Board.

4. It shall be the function of committees to make investigations, conduct studies and hearings, make recommendations to the Board, and to carry on such activities as may be delegated to them by the Board.

**B. Limitation of Authority:**

1. No action by any member, committee, division, employee, Director, or Officer shall be binding upon, or constitute an expression of, the policy of the BDRC until it shall have been approved or ratified by the Board or a vote of the membership.

2. Committees shall be discharged by the Chairperson when their work has been completed and their reports accepted, or upon expiration of the appointing Chairperson's term, or when the Board votes to discontinue a committee.

**C. Testimony:**

1. Once committee action has been approved by the Board, it shall be incumbent upon the committee chairperson or, in their absence, whomever he/she designates to give testimony to, or make presentations before, civic and governmental agencies or other audiences.

**D. Division:**

1. The Board may create such divisions, task forces, bureaus, departments, councils, or subsidiary corporations as it deems advisable to handle the work of the BDRC.

2. The Board shall authorize and define the powers and duties of all divisions, bureaus, departments, councils, and subsidiary corporations.

3. The Board shall annually review and approve all activities and proposed programs of such divisions, bureaus, departments, councils, or subsidiary corporations, including collection and disbursement of funds.

4. No action or resolution of any kind shall be taken by divisions, bureaus, departments, councils, or subsidiary corporations having bearing upon or expressive of the BDRC unless approved by the Board.

**Article VIII - Finances**

**A. Funds:**

1. All investments, income, and other money paid to the BDRC, unless a gift as otherwise designated by the donor, shall be placed in the general operating fund.

2. Funds unused from the current year's budget will be held as a reserve balance to be used at the discretion of the Board.

3. The BDRC shall use its funds only to accomplish the objectives and purposes specified herein, and no part of said funds shall inure, or be distributed to the members of the

BDRC, except for reasonable reimbursement of expenses incurred in the furtherance of BDRC business.

**B. Non-Profit Status:**

1. The BDRC will accomplish its mission and goals as a charitable organization as contemplated by section 501 (c) 3 of the Internal Revenue Code, and the nonprofit corporation laws of the State of Ohio. It is organized exclusively for charitable and educational purposes, including for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501 (c) 3 of the Internal Revenue Code, or the corresponding section of any future federal tax code.

2. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, Directors, Officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments, grants and distributions in furtherance of the purposes set forth in the purposed clause herein. No substantial part of the activities of the BDRC shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The BDRC shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of this document, the BDRC shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501 (c) 3 of the Internal Revenue Code, or corresponding sections of any future federal tax code, or (b) by an organization contributions to which are deductible under section 170 (c) 2 of the Internal Revenue Code, or corresponding section of any future federal tax code.

**C. Disbursements:**

1. Upon approval of the budget, the Treasurer is authorized to make disbursements on accounts and expenses provided for in the budget without additional approval of the board.

2. Disbursements shall be by check, or by documented cash disbursements at BDRC programs and events where cash is accepted and/or change must be provided.

a. Checks shall be signed by the Treasurer and any one of the other three Officers when the amount exceeds \$500.00.

**D. Fiscal Year:**

1. The fiscal year of the BDRC shall begin January 1<sup>st</sup> of each year.

**E. Budget:**

1. The Executive committee shall prepare the budget for the coming year and submit it to the Board for approval at the November meeting.

**F. Donations:**

1. Any person seeking a donation of funds of the BDRC for any purpose shall first submit his or her request to the Board, either in person, or by letter to the Board. Applications for grants shall be submitted on forms so designated by the Board. Any such unbudgeted expenditures must be approved by a majority of the Board.



## **G. Annual Audit:**

1. The accounts of the BDRC shall be audited annually by the Board or an appointed ad hoc Audit Committee as of the close of business December 31.
2. The audit report shall at all times be available to members of the organization or the officers of the BDRC.

## **H. Dissolution:**

1. Upon dissolution of the BDRC or the winding up of its affairs, the assets of the corporation shall be distributed exclusively to one or more charitable or educational organizations that would then qualify under the provisions of Section 501 (c) 3 of the Internal Revenue Code and its regulations, or corresponding section of any future federal tax code, or to a state or local government for a public purpose. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation 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 IX - Conflict of Interest**

### **A. Purpose & Procedures:**

1. The corporation's interest shall be protected when it is contemplating entering into a transaction or arrangement that might benefit the private interest of any Officer or Director of the corporation or might result in a possible excess benefit transaction.
2. Any Director or Officer who has a direct or indirect (through family or business) financial interest in a transaction or arrangement is an interested person. Financial interests may include but are not limited to an ownership, investment, or compensation interest in any entity or individual with which the corporation has a transaction or arrangement or is negotiating a transaction or arrangement.
3. Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. The Board of Directors shall determine if and when a conflict of interest exists.
4. Whenever any potential conflict of interest exists, the interested person shall disclose the existence of any financial interest and be given the opportunity to disclose all material facts to the Board.
5. Following disclosure of financial interest and material facts, and discussion of same, the interested person shall leave the room, and the remaining Board members shall discuss and vote upon the existence of a conflict of interest. Interested Board members who temporarily leave the room for the vote may be counted when determining the presence of a quorum for meeting purposes.
6. Any interested person may make a presentation to the Board regarding a proposed transaction or arrangement. The interested person shall then leave the room and abstain from voting during discussion of, and voting on the proposed transaction or arrangement involving a possible conflict of interest.
7. The Chairperson may appoint a disinterested person or committee if appropriate, to investigate alternatives to the proposed transaction or arrangement. The Board shall

then determine if the corporation can obtain a more advantageous transaction or arrangement that does not give rise to a conflict of interest.

8. Should the Board determine that a more advantageous transaction or arrangement that avoids a conflict of interest is not reasonably possible, the disinterested members of the Board may then vote to approve or reject a transaction or arrangement based on the corporation's best interest and benefit.

9. The minutes of Board meetings shall include the names of any interested person and the nature of any possible conflict of interest, as well as details of any discussion of same, and the outcome of any vote taken.

#### **B. Violations:**

1. If the Board has reasonable cause to believe that an Officer or Director has failed to disclose actual or possible conflicts of interest, it shall inform the person of the basis for such belief and afford the person an opportunity to explain the alleged failure to disclose.

2. If, after hearing the person's response and after making any further investigation as warranted by the circumstances, the Board determines the person has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary or corrective action.

#### **C. Policy Review:**

1. The Board shall adopt and maintain a conflict of interest policy document that each Officer and Director shall read and sign in the interest of protecting the corporation and its tax-exempt status.

### **Article X - Diversity**

#### **A. Policy:**

1. The BDRC is an Equal Opportunity Employer and organization. Decisions to admit members, award grants, elect officers, appoint committees, and hire or promote contractors or staff are made without regard to race, color, religion, gender, national origin, sexual orientation or preference, age, marital or veteran status, medical condition, disability, or any other legally protected status under federal, state, or local law. We seek to include and serve a broad and diverse public and we are made stronger by a broad and diverse membership.

### **Article XI - Amendments & Revisions**

#### **A. Constitution & Bylaws:**

1. This Constitution & Bylaws may be amended or altered by a simple majority of the members present at any regular or special meeting, providing the notice for the meeting includes the proposals for amendments.

2. Any proposed amendments or alterations shall be submitted to the Board or the members in writing, at least ten (10) days in advance of the meeting at which they are to be acted upon.

**Article XII – Miscellaneous**

**A. Parliamentary Procedure:**

1. The current edition of Roberts Rules of Order shall be the final source of authority in all questions of parliamentary procedure, when such rules are not inconsistent with the Constitution & Bylaws of the BDRC.

**B. Availability of Constitution:**

1. This Constitution & Bylaws shall be available to all members of this organization upon request.

**This Baltimore Downtown Restoration Committee Constitution has been duly approved and adopted by a majority vote of the membership on \_\_\_\_\_, 2014.**

**Judith Cosgray – Chairperson**

**\_\_\_\_\_ – Vice Chairperson**