

Constitution and Bylaws

**Table of Contents**

<b>Article I.</b>	Name, Boundaries and Definitions
<b>Section 1</b>	Name
<b>Section 2</b>	Association Boundaries
<b>Section 3</b>	Definitions
<b>Article II.</b>	Purpose and Parameters of Activities
<b>Section 1</b>	Purpose
<b>Section 2</b>	Parameters of Activities
<b>Article III.</b>	Membership
<b>Section 1</b>	General Membership Policies
<b>Section 2</b>	Membership Categories and Voting Rights or Privileges
<b>Section 3</b>	Dues and Membership Applications or Renewal Processes
<b>Section 4</b>	Rights and Privileges of Membership
<b>Article IV.</b>	Officers
<b>Section 1</b>	Elected Officers and Terms
<b>Section 2</b>	Duties of Officers
<b>Section 3</b>	Bonding
<b>Section 4</b>	Compensation
<b>Article V.</b>	Voting
<b>Section 1</b>	Voting in Meetings
<b>Section 2</b>	Absentee Voting
<b>Section 3</b>	Election of Officers
<b>Section 4</b>	Quorum
<b>Section 5</b>	Vote Challenges
<b>Article VI.</b>	Committees
<b>Section 1</b>	Executive Board
<b>Section 2</b>	Zoning Committee
<b>Section 2</b>	Membership Committee
<b>Section 3</b>	Ad Hoc Committees
<b>Article VII.</b>	Meetings
<b>Section 1</b>	Notice
<b>Section 2</b>	Regular Meetings
<b>Section 3</b>	Special Meetings
<b>Section 4</b>	Agenda
<b>Section 5</b>	Motions
<b>Section 6</b>	Voting
<b>Section 7</b>	Length of Meetings

Constitution and Bylaws

**Section 8** Location of Meetings

**Article VIII.** Fiscal Management

**Section 1** Fiscal Year

**Section 2** Accounting

**Section 3** Annual Reports

**Article IX.** Maintenance of Constitution and Bylaws

**Section 1** Proposing a Change

**Section 2** Reading/Hearing

**Section 3** Vote Required

**Section 4** Constitution and Bylaws Review

**Section 5** Approved Version

**Article X.** Dissolution and Liquidation

## Constitution and Bylaws

### Article I. Name, Boundaries and Definitions

#### Section 1 Name

This organization incorporated under the laws of the State of Ohio as a non-profit corporation 501(c)(3) shall be known as the "Schumacher Place Civic Association" (hereinafter referred to as the Association).

#### Section 2 Association Boundaries

The Association's geographical boundaries shall be the city-established boundaries of Schumacher Place neighborhood in Columbus, Ohio, specifically defined as follows:

- North by center line of Livingston Avenue,
- South by center line of Whittier Street,
- East by center line of Parsons Avenue, and
- West by the eastern boundaries of German Village as defined by Columbus City Code section 3325.04, enacted June 26, 1988, specifically: the east side of Lathrop Street, from Livingston Avenue, south to Beck Street; the south side of Beck Street, west to Brust Street; the east side of Brust Street, south to Sycamore Street; the south side of Sycamore Street, west to Grant Avenue; the east side of Grant Avenue, south to Kossuth Street; the South side of Kossuth Street, west to Jaeger Street; and, the east side of Jaeger Street south terminating at the north side of Whittier Street.

#### Section 3 Definitions

Resident: a person who is domiciled (lives) within Association boundaries. A resident may or may not be a member of the Association. A resident may or may not own residential property within Association boundaries.

Business owner: a person or incorporation that owns rental or commercial-use property or runs a business within Association boundaries. The person or incorporation may or may not have a domiciled location within Association boundaries. A business may or may not be incorporated and this definition includes non-profit or not-for-profit organizations (religious, social, public-interest). A business owner may or may not be a member of the Association.

Member: a person that is a member of the Association as defined in Article III. The categories are: Individual, Senior, Business or Friend of Schumacher.

Voting Member: a member of the Association that is eligible to vote according to Article III, Section 2. Each member shall have one vote as defined by his or her membership category.

Quorum: the minimum number of members that must be present in a meeting to make the proceedings valid. Where these constitutions and bylaws indicate a quorum is required, the quorum is 15 members inclusive of Executive Board members.

### Article II. Purpose and Parameters of Activities

#### Section 1 Purpose

As a non-commercial, non-partisan, non-sectarian, and interracial organization, the purpose of the Association is to:

**serve** the Schumacher Place community with leadership that includes regularly scheduled meetings and programs to share information, express concerns, and implement solutions.

**improve** the general welfare and spirit of unity within the Association's boundaries, and **represent** all Association members and residents. Most often, this representation occurs when communicating with city, county, state, federal governments, and any other appropriate entities, such as an area board or commission. Association presenters or those presenting on behalf of the Association must: 1) clearly represent the positions of

## Schumacher Place Civic Association

### Constitution and Bylaws

Association members, 2) strive to represent all residents, regardless of their membership status, when variance requests and zoning issues are the matter of concern, and 3) inform an audience that membership generally runs less than 10% of all residents within the Association boundaries.

#### **Section 2** Parameters of Activities

The Association may exercise all rights and powers conferred on non-profit under the laws of Ohio. The Association shall not engage in any activity or exercise any power that is not in furtherance of the purpose of the Association. The Association shall not endorse any candidate for public office.

Notwithstanding any other provision of these Articles, the Association shall not carry on any activities not to be carried on by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any relevant future United States Internal Revenue Law). The Association hereby expresses the continuing intent to qualify as a tax-exempt entity under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any relevant future United States Internal Revenue Law).

The Association may study recognized issues and concerns significant to Association members and residents. The Association shall inform them with valid, reliable findings and results that are objective and impartial.

The Association may seek public or private funding of programs that support the Association's purpose, including, but not limited to:

- area maintenance, restoration, and preservation projects,
- arts and community activities, and
- business and organization development.

### **Article III. Membership**

#### **Section 1** General Membership Policies

(1.a) Schumacher Place Civic Association is an inclusive and equitable organization where all residents - renters; home, business and property owners; and transients - are valued and respected whatever their age, gender, race, ethnicity, national origin, sexual orientation or identity, religion, education, or physical ability.

(1.b) Membership is open to all persons supportive of the purposes of the Association. No person shall be allowed more than one membership. If a person qualifies for more than one membership category, the person must choose one.

(1.c) Dues must be current to be a member and receive all membership rights and privileges related to one's membership category. If dues are not maintained as described in Article III, Section 03, the person shall not be considered a member.

(1.d) The Association shall diligently encourage all residents to become a member. The President or the Membership Committee Chair may waive dues for a resident who has expressed interest in membership as well as financial hardship. Each waiver must be re-approved annually.

#### **Section 2** Membership Categories and Voting Rights or Privileges

Schumacher Place Civic Association

Constitution and Bylaws

(2.a) Membership categories are Individual, Senior, Business, and Friend of Schumacher. Each category has unique member qualifications and voting rights or privileges as described in the following sections.

(2.b) **Individual** membership shall be open to each resident (Article 1, Section 3) who is:

- eighteen (18) years of age or older, and
- supportive of the purposes of the Association.

An Individual member shall have one (1) vote when called.

(2.c) **Senior** membership shall be open to a person who qualifies for an Individual membership and is at least sixty-five (65) years of age. Senior membership dues shall be at a reduced membership rate. In all other respects, a Senior member shall be treated as an Individual member.

(2.d) **Business** membership shall be open to a person to represent a business (Article 1, Section 3) and who is

- eighteen (18) years of age or older, and
- supportive of the purposes of the Association.

If a business owner opts to have more than one person represent the property or business, it shall designate one (1) of the persons as the voting member. The designated person shall have one (1) vote when called.

(2.e) **Friend of Schumacher** membership shall be open to any person who is not a resident and who is:

- eighteen (18) years of age or older, and
- supportive of the purposes of the Association.

A Friend of Schumacher member may be recognized as a representative of a business or an organization not domiciled within the Association's boundaries. This membership category is meant to enhance opportunities for greater participation and broader support of the Association. A Friend of Schumacher member is ineligible to vote.

**Section 3** Dues and Membership Applications or Renewal Processes

(3.a) **Yearly Membership Dues (January 1 to December 31)**

Any changes to the dues will be proposed by the board at a monthly civic meeting and will be approved by a majority vote of the membership in attendance at the next monthly meeting. Current Membership Dues will be posted on the association website.

(3.b) **Membership Application and Renewal Processes**

A person seeking membership must complete an application and a current member must submit a member renewal form to update information. Dues payment must accompany the application or renewal form, or it will not be processed.

(3.c) **Timing of Dues Payments**

Paid applications or renewals received during October, November or December shall activate membership for completion of the membership year and for the following membership year. Applications received in other months shall be for the current calendar year only.

(3.d) **Failure to Renew: Loss of Membership Rights and Privileges**

A member who fails to renew by December 31 will no longer be considered a member and will immediately lose all membership rights and privileges, including voting privileges.

## Constitution and Bylaws

### **Section 4** Rights and Privileges of Membership

#### (4.a) Freedom of Speech

A member shall not suffer impairment of freedom of speech concerning the activities of the Association. Active and respectful discussion shall be encouraged and protected. Members who are disrespectful in a meeting, may be expelled from any meeting as defined in Article VII.

#### (4.b) Democratic Elections

Association members shall have the right to fair and democratic elections of Association Officers, using proper procedures as described in Article V. If election procedures are insufficiently described in Article V, Section 01, then Robert Rules of Order Revised, Fourth Edition ([www.rulesonline.com](http://www.rulesonline.com)) shall be used.

#### (4.c) Accounting of Funds

A member shall have the right to regular, full, and clear accounting of all Association funds at all levels of activity.

#### (4.d) Participation in Decisions

A member shall have the right to full participation through discussion and vote in the decisions made by the Association. Any eligible member attendee shall have the right to have their voices heard during discussion according to the procedures of the meeting.

## **Article IV. Officers**

### **Section 1** Elected Officers and Terms

The elected offices of the Association Executive Board shall consist of:

- (1.a) President
- (1.b) Vice President
- (1.c) Treasurer
- (1.d) Secretary
- (1.e) Two (2) Member-at-Large.

The term of office for the President, Vice President, Treasurer, Secretary and Member-at-Large shall be for two years commencing in January following the election, with voting for President, Secretary, and one Member-at-Large being held in even numbered years, and the voting for Vice President, Treasurer, and one Member-at-Large being held in odd numbered years.

### **Section 2** Duties of Officers

This section assigns duties to each officer to define roles and responsibilities, however each officer may delegate duties to other officers or members that are willing and capable of performing the duties.

#### (2.a) The President shall:

- preside at all Association meetings and act as Chair of the Executive Board.
- create a meeting agenda for posting that identifies major meeting topics.
- follow Robert Rules of Order Revised, Fourth Edition ([www.rulesonline.com](http://www.rulesonline.com)) or a membership-approved process to conduct meetings.
- maintain access to Association accounts and work with the Treasurer to accept payments and disburse funds with documented accountability
- appoint standing and special committees of the Association.
- serve as an ex-officio member of all committees to coordinate the actions of officers and committee chairpersons.

## Schumacher Place Civic Association

### Constitution and Bylaws

- represent the Association members acting as a liaison before government agencies. The President shall use the Association's communication tools—social media apps, websites, email, neighborhood fliers, etc.—to work with the Executive Board, Membership and all residents in developing an official statement prior to any such meeting or communication with a government agency. The President shall report to the Executive Board, Membership and residents in a timely manner using the Association's communication tools.
- perform other duties associated with the office as required.

#### (2.b) The Vice President shall:

- assist the President and preside at meetings of the Association and the Executive Board in the President's absence.
- assume the duties of President when the President is unable to perform such duties.
- succeed to the office of President for the remainder of the term when the President's office is vacated. See Article V, Section 3, for procedures to fill the vacancy.
- present the Treasurer's Report in the absence of the Treasurer.

#### (2.c) The Secretary shall:

- take roll and meeting minutes and maintain accurate records for the Executive Board and the Association.
- record and maintain voting records and meeting (Association, Board) minutes which will be open to public examination
- make the Association's meeting minutes available in a timely manner for approval by the membership.
- inform the membership, at least three (3) days in advance, of the agenda, time and location of upcoming Association meetings and activities.
- prepare and file all correspondence as directed by the Executive Board.
- keep accurate membership records from member applications and renewals with assistance from the Treasurer and the Membership Committee.
- may serve as an ex-officio member of the Membership Committee.
- maintain other records as the Association may direct.

#### (2.d) The Treasurer shall:

- create an annual budget that supports the Association's activities and is approved by vote of the membership
- disburse funds within the approved budget which are approved by the President or the Executive Board.
- disburse funds outside of the approved budget after membership approval.
- account for all money received and disbursed by the Association.
- provide monthly reports regarding the Association's funds.
- collect membership dues and maintain a list of members who are current in the payment of dues. The Treasurer shall assist the Secretary to ensure accuracy of dues payments in all records.
- maintain a written accounting of all Association funds in a manner acceptable for audit.
- have records audited every two years by a certified accountant.

#### (2.e) Member-At-Large (2) shall:

- serve as a member of the Executive Board.
- represent the membership at the Executive Board meetings.

## Schumacher Place Civic Association

### Constitution and Bylaws

- act as Sergeant-at-Arms and/or Parliamentarian for meetings, including maintaining order, assisting with member check-in, and assuring approved voting procedures are followed.

#### **Section 3** Bonding

Any officer, if required by the Board, shall give bond for the faithful performance of his or her duties in such a sum and with such surety as the Board may require. The Association shall assume the expense for such bonds.

#### **Section 4** Compensation

No member of the Board shall be paid or receive any salary, wages, or compensation for services rendered to the Association nor shall any pecuniary or financial gain accrue to any person because of his or her holding any office in the Association.

### **Article V.** Voting

#### **Section 1** Voting in Meetings

Robert Rules of Order Revised, Fourth Edition ([www.rulesonline.com](http://www.rulesonline.com)) or a membership-approved process will be used to conduct voting for the Association unless otherwise specified in this Article. Each Association member shall have one vote as defined by the person's membership category. A resident who is not an Association member may vote on variance requests by presenting a form that documents the person's current address within Association boundaries. Such documentation shall be required of the resident for each vote and become part of the record of the vote. All voting on zoning issues will be done by paper ballot.

#### **Section 2** Absentee Voting

##### (2.a) Permissible Circumstances for Invoking Absentee Voting

Absentee voting may be permitted only for reasons related to the Association's purpose as described in Article II Section 01, such as for property rezoning or variances requests. The Executive Board shall have final determination on which specific votes will have absentee voting.

##### (2.b) Absentee Voting Procedures

To invoke Absentee voting, ten (10) or more voting-eligible members must request Absentee voting, and/or the Executive Board must determine that Absentee Voting shall be available for a specific issue. Requests must be received seven (7) or more days prior to the voting date to provide enough time to notify members and setup specific absentee voting procedures.

##### Requirements:

- The in-person voting requirements shall apply.
- There shall be an absentee voting window with specific starting and ending times.
- The absentee voting window will be open for 24 hours.
- The absentee voting window shall end before 48 hours before the in-person meeting vote.
- The absentee voting shall insure each member only votes once.
- The absentee voting procedures shall be communicated to the membership before the absentee voting window starts.

#### **Section 3** Election of Officers

##### (3.a) Eligibility

## Constitution and Bylaws

To be eligible to hold office, a person shall be a member who is domiciled (resides) within Association boundaries. The person must be a member for at least thirty (30) days and have lived within the boundaries for the last 6 months. An officer must resign from office if he or she moves out of Association boundaries.

### (3.b) Nominating Committee

A Nominating Committee comprised of Association members shall be appointed by the Executive Board prior to each October. The Nominating Committee shall prepare a slate of candidates to be presented at the Association's October meeting, at which time other nominations from the floor will be accepted. Any member of the Association may nominate another member to serve as an officer if they meet the requirements. The committee slate should contain at least one eligible nominee for each office. A member must accept the nomination prior to the final preparation of the slate of candidates. The Nominating Committee shall be responsible for conducting officer elections.

### (3.c) Election Process

Election of officers shall be held at the November meeting by anonymous ballot. A simple majority vote (50% + 1) of eligible votes in attendance is required for a nominee to win election. If there is not a simple majority, or in the event of a tie, there shall be a run-off election between the two candidates who received the most votes. Ballots shall be counted by the Nominating Committee and kept by the Secretary for six (6) months. The newly elected officers shall be announced at the time of the election.

### (3.d) Taking of Office

Elected officers shall commence their term of office at the January meeting, at which time the outgoing officers shall transfer all records to the new officers in an organized fashion and present an annual report to the membership as appropriate.

### (3.e) Vacancies in Office

Any vacancy in an office shall be filled by a member that meets eligibility requirements and receives majority approval of the Executive Board. The new officer shall serve the remainder of the term.

If the President's office is vacated, the Vice-President shall assume the title and duties of the President for the remainder of the term. The office of the Vice-President shall be declared vacant.

### (3.f) Removal of Officers

A two-thirds vote of the membership attending a regular or special meeting called for such purpose shall be required for removal of any officer failure to perform their duties. An officer to be removed must be notified of this proposed action no later than 7 days prior to such a meeting.

### (3.g) Officer Absenteeism

Any officer who has three unexcused absences from consecutive Executive Board and consecutive regular membership meetings shall be removed from office pending the recommendation of the board and a membership vote at the next meeting.

## **Section 4** Quorum

If there is no objection from a member, consensus agreement can be used to make decisions in most instances. However, for changes to the Bylaws or matters related to Article II, Section 01, a quorum of members eligible to vote shall be present.

## Constitution and Bylaws

### **Section 5** Vote Challenges

Voting procedures shall be reviewed when there are formal complaints to the Executive Board from at least three (3) members that dispute results of the vote. Notice of the dispute will be placed on the next monthly meeting agenda and a special committee of three (3) members shall be approved by members present at the meeting to investigate the dispute. The committee will investigate voting records to ensure that all voting procedures in Article V were followed. The committee shall present its findings and recommendations to the membership in a timely and respectful manner.

## **Article VI. Committees**

### **Section 1** Executive Board

The Executive Board shall

- (1.a) include all elected officers, see Article IV.
- (1.b) meet regularly each month to discuss issues and act upon recommendations of the Association membership. These meetings shall be public with date, time, and location posted on the Association's media sites at least three (3) days in advance, unless the meeting is deemed an emergency.
- (1.c) may hold an annual retreat to:
  - schedule and plan activities for the year, and
  - assist the treasurer to create the annual budget.
- (1.d) develop and post online a membership-approved program of work that includes a calendar of events.
- (1.e) appoint chairperson(s) for any standing (required) or ad hoc committee pursuant to these Bylaws.
- (1.f) allow any Association member to attend Board meetings..

### **Section 2** Zoning Committee

The Zoning Committee shall:

- (2.a) receive, review, and make recommendations on all applications for rezoning, variance, or special permit, and zoning appeals pertaining to property wholly or partially within the Association Boundaries as set forth in Article I. The Committee shall honor any zoning guidelines in effect for a property (currently R2F) by judiciously recommending variances and special permits based on site hardships. It shall fully and accurately describe all aspects of a position taken when making presentations to fulfill the Association's purpose of representing Association members and residents as put forth in Article II, Section 1.
- (2.b) include only Association members who commit for two-year terms. Any member may be on the Zoning Committee and will be required to be actively involved in the committee's activities while continually increasing knowledge applicable to the work of the Committee. Lack of involvement as defined in the Zoning Committee Handbook may result in removal of the member. Committee members may be reappointed for multiple terms.
- (2.c) meet as often as needed to conduct necessary and appropriate business. These meetings shall be public with date, time, and location posted on the Association's media sites at least three (3) days in advance, unless the meeting is deemed an emergency.

### Constitution and Bylaws

It shall follow critical processes and timelines, to the extent possible while still allowing timely input of residents, as set forth by the City of Columbus and the South Side Area Commission.

- (2.d) appoint a Chair who is responsible for arranging all Committee activities and reporting such activities to the Association, a designated Executive Board member, and other entities as deemed appropriate by the Executive Board.
- (2.e) keep historical records regarding the Association's and the Committee's activities related to each application.
- (2.f) maintain a Committee-created handbook that is approved by a majority of the membership on a yearly basis. The handbook shall describe how the Committee operates and guidelines for making recommendations to membership. Specifically, the handbook shall include:
  - the Zoning Committee's long-term goals for the Schumacher Place community.
  - an explanation of the Association's zoning application processes within context of city procedures and regulations.
  - an explanation, along with references, of applicable zoning codes (currently R2F).
  - guidelines established by the Committee for making recommendations, including guidelines for the acceptance or rejection of a zoning or variance request.

### **Section 3** Membership Committee

The Membership Committee shall:

- (3.a) include only Association members and will be established on an annual basis with members serving for one (1) year. Committee members may be reappointed for multiple terms.
- (3.b) elect a chair, unless otherwise appointed by the Executive Board, who shall be responsible for reporting activities of the Committee to the Association and the Executive Board.
- (3.c) solicit new members by striving to regularly communicate with all residents to describe opportunities and benefits of belonging to the Association.
- (3.d) orient new members.
- (3.e) meet as often as needed to conduct necessary and appropriate business.
- (3.f) In conjunction with the Secretary and Treasurer, maintain membership records.
- (3.g) encourage communication among members and residents with tools such as a membership directory.
- (3.h) encourage business memberships with advertising opportunities such as a special section in a membership directory for advertising to members.
- (3.i) implement an annual membership meeting with guidance and input from the Executive Board. The meeting must include, but is not limited to:
  - a kickoff campaign for a major membership drive.
  - discussion and approval of the program of work as prepared by the Executive Board.
  - discussion and approval of the annual budget as prepared by the Treasurer.

## Constitution and Bylaws

- a member appreciation event.

### **Section 4** Ad Hoc Committees

Ad Hoc Committees, such as the Nominating Committee or Bylaws Committee, shall be appointed and dissolved as needed by the Executive Board.

## **Article VII. Meetings**

### **Section 1** Notice

Notice of all membership meetings shall be well-publicized by the Secretary, unless otherwise designated by the Executive Board, using social and other communication media. The notice shall include the meeting location, time, guest speakers, major agenda topics, and votes to be taken.

### **Section 2** Regular Meetings

There will be regular monthly meetings of the Association held at such time and place as may be determined by the Association. Regular meetings shall be open to the public. Any question or procedure related to conducting an Association meeting not stipulated by the Constitution and Bylaws shall be determined by Robert's Rules of Order Revised ([www.rulesonline.com](http://www.rulesonline.com)). Parliamentary procedure shall be used for any part of a meeting in which the Association will represent all Association members and residents as stated in Article II, Section 1.

When necessary due to a public health emergency or other occurrence that makes it impossible to hold in-person meetings, regular monthly meetings of the Association may be held on-line using a readily available technology.

### **Section 3** Special Meetings

Special meetings can be called for any topic that is deemed too lengthy or detailed in discussion that it will disrupt a regular meeting. Some possible topical categories are general Association business, development reviews, or making recommendations to the city.

Special meetings of the Association may be called by the Executive Board or at the request of any ten (10) members. Special meetings shall be held at such time or place as designated by the Executive Board. Notice of the date, time, place, and purpose of any special meeting shall be sent to members and residents, if appropriate, at least seven (7) days in advance of such meeting, along with a request to acknowledge receipt of notice.

When necessary due to a public health emergency or other occurrence that makes it impossible to hold in-person meetings, special meetings of the Association may be held on-line using a readily available technology.

### **Section 4** Agenda

Items may be placed on a meeting agenda by request of an Association member, the Executive Board and/or by the President. Members wishing to be added to the agenda must notify the President no later than three (3) days prior to the scheduled meeting. This notification should include a synopsis of the topic to be discussed and approximate time needed.

### **Section 5** Motions

Any attendee shall have the right to make a motion about any matter presently under consideration or being discussed at any regular or special meeting of the Association.

### **Section 6** Voting

## Constitution and Bylaws

Unless otherwise provided herein or upon proper motion, all votes at a regular or special meeting of the Association shall be consensus agreement by acclamation (i.e., by voice or by show of hands). If vote by acclamation seems close, then a simple majority (50% +1) will be needed. A tie vote shall be construed as disapproval.

At in-person meetings, voting for any zoning issues will be conducted by paper ballot. To allow increased resident/property owner participation in a zoning issue vote, the Association may allow on-line voting for a 24-hour period following adjournment of the meeting.

When necessary due to a public health emergency or other occurrence that makes it impossible to hold in-person meetings, on-line voting for zoning issues will occur during the 24-hour period following adjournment of the Association's on-line meeting.

Electronic voting will be conducted using a technology that allows recording of the following information to provide verification of voter eligibility and vote tally: voter name; voter address; voter phone number; voter email address; vote for or against. Proof of residence may be required once a ballot has been submitted and must be emailed to SPCA within 24 hours after the voting window has closed.

### **Section 7** Length of Meetings

The presiding officer shall attempt to limit Regular, Special and Annual Meetings of the Association to ninety (90) minutes, unless exceptional circumstances exist. Issues that cannot be resolved during such meetings shall, upon motion, be tabled until the following regularly scheduled meeting.

### **Section 8** Location of Meetings

The location of meetings should be within Association boundaries unless circumstances do not permit.

When necessary due to a public health emergency or other occurrence that makes it impossible to hold in-person meetings, Association meetings may be held on-line using a readily available technology.

## **Article VIII. Fiscal Management**

### **Section 1** Fiscal Year

The fiscal year of the Association shall be from January 1 to December 31 of each calendar year.

### **Section 2** Accounting

A full and clear accounting suitable of all Association funds shall be available to the membership at each regular meeting of the Association. Such accounting shall include without limitation periodic reports to the membership by the appropriate fiscal officers, and periodic reports by officers appointed for that purpose or by independent auditors.

### **Section 3** Annual Reports

The Treasurer shall prepare and present a year-end accounting report for the membership in a timely manner.

## **Article IX. Maintenance of Constitution and Bylaws**

## Constitution and Bylaws

### **Section 1** Proposing a Change

All proposed changes or amendments to the Bylaws shall be submitted in writing to the Executive Board at least ten (10) days prior to a regular meeting. Any member shall be entitled to present and/or propose changes to the Bylaws.

### **Section 2** Reading/Hearing

At the next regular scheduled meeting of the Association, there shall be a public reading and hearing on the proposed changes or amendments to bylaws.

### **Section 3** Vote Required

With a quorum of 15 members, inclusive of the Executive Board, a two-thirds vote of the membership attending a regularly-scheduled or special meeting called for such purpose, held at least one (1) month after the reading/hearing, shall be required to change the Bylaws.

### **Section 4** Constitution and Bylaws Review

During every even numbered year, an ad hoc Constitution and Bylaws Committee may review the Constitution and Bylaws to determine whether changes, additions or amendments should be made.

### **Section 5** Approved Version

These constitution and bylaws, with any future amendments, shall supersede any prior constitution or bylaws of the Association.

## **Article X.** Dissolution and Liquidation

Dissolution of the Association shall be by a resolution presented to the membership by the Executive Board. The Executive Board shall notify the membership in advance of a regularly scheduled monthly meeting that a Resolution of Dissolution will be presented for discussion. Following the discussion, the Executive Board shall notify the membership that a vote on the resolution will take place at the next regularly scheduled monthly meeting. An affirmative vote of a simple majority of the membership to adopt the resolution shall be required to dissolve the Association.

If the resolution to dissolve the Association is approved, the Executive Board will have discretion and full authority to terminate the affairs of the Association and to distribute its assets to an organization(s) organized and operated exclusively for charitable purposes and which has established its tax exempt status under section 501(c)(3) of the Internal Revenue Code.