

PROPOSED RESTATEMENT OF THE BY-LAWS OF THE LOMOND ASSOCIATION

(revised August 19, 2015)

ARTICLE I – NAME AND PURPOSE

Section 1 -- Name: The name of the organization is the Lomond Association (hereafter, “the Association”). For purposes of these bylaws, the Lomond Area is defined as the area bounded by the south side of Van Aken Boulevard on the north, Lynnfield Road on the east, the Shaker Heights City limits on the south and Lee Road on the west.

Section 2 – Mission: The Lomond Association is a self-governing non-profit organization created to engage in educational, social and charitable activities within the Lomond Area of the City of Shaker Heights, in accordance with the Articles of Incorporation of the Association under the Non-Profit Corporation Law of Ohio. In performing these activities the Association seeks to provide and cultivate leadership in developing and maintaining a quality diverse living and working environment for all residents of the community. The Association presents public forums and lectures, publishes materials for the education of persons residing the area and the Greater Cleveland area, and conducts other charitable, social and educational programs in the public interest.

ARTICLE II – MEMBERSHIP

Section 1 -- Eligibility for Membership – Membership is open to everyone who subscribes to the mission of the Association and pays dues.

Section 2 -- Dues: To remain in good standing, all members must pay the annual dues as set by the Executive Committee and ratified at the Annual Meeting.

Section 3 – Rights of Members: All members of the Association who are in good standing have the right to receive all Association publications and notices and to vote on matters brought before the membership. Only members in good standing may hold office or chair committees. Holders of public office in Shaker Heights or in any other community may not serve as officers or chairs of the Association. Executive Committee members who declare their candidacy for any elective office, or who are appointed to any public office, shall resign from the Association Executive Committee.

ARTICLE III – MEETINGS

Section 1 -- Regular Meetings: The Association shall hold General Meetings at least five (5) times per year at times and places designated by the Executive Committee.

Section 2 -- Annual Meeting: An Annual Meeting of all members shall take place in the month of October; the specific date, time and location shall be designated by the Executive Committee. At the Annual Meeting the members shall elect officers, receive reports of the activities of the Association and its various Committees and approve the dues for the coming year, in addition to any other business that needs to be approved by vote of the membership.

Section 3 -- Special Meetings: Special Meetings may be convened by the Executive Committee or by a petition of at least 10% of the voting membership in good standing. Only matters pertinent to the reason for the call of a special meeting may be addressed at that special meeting.

Section 4 -- Notice of Meetings: Notice of any Meeting (Annual, Regular or Special) must be conveyed to all members by the Corresponding Secretary or some other designated individual by physical and/or electronic means not less than two weeks prior to the Meeting.

Section 5 -- Rules of Procedure: Meetings of the Association shall be conducted in accordance with the latest edition of Robert's Rules of Order.

ARTICLE IV – OFFICERS

Section 1 -- Executive Committee: The members of the Executive Committee are the “directors” of the Association for all purposes as defined under the Ohio Nonprofit Corporation Law, Chapter 1702 of the Ohio Revised Code. As such they are invested with the authority to conduct the affairs of the Association. The Executive Committee has oversight and responsibility for the operations and activities of the Association.

Section 1.1 -- The voting membership of the Executive Committee shall consist of the officers of the Association and chairs of all committees *ex officio*.

Section 2 -- Quorum: A majority of the Executive Committee members shall constitute a quorum for conducting business. A majority of the total number of Executive Committee members is required for passage of any matter requiring a vote.

Section 3 -- Terms: All officers serve two-year terms commencing with the Annual Meeting of their election. Officers may be re-elected for at most one additional consecutive term.

Section 4 -- Officers and Duties: There shall be five officers of the Association: a President, a Vice-President, a Recording Secretary, a Corresponding Secretary and a Treasurer. The immediate past president shall serve as a non-voting member *ex officio*. All Officers are expected to attend Special, Regular and Annual Meetings. Failure to attend more than three consecutive meetings may be grounds for removal from office in accordance with Section 5.2 below.

Section 4.1: The *President* shall convene and chair all meetings of the Executive Committee, shall preside over the Annual, Regular and Special Meetings of the

Association, and oversee the implementation of these bylaws. The President, or designated representative, shall represent the Association to the larger community and shall provide liaison to the various local governmental entities and other community organizations.

Section 4.2: The Vice President shall assist the President in performing the duties of the presidential office, and shall act in place of the president when the president is absent, incapacitated or on some other way unable to perform the duty of president.

Section 4.3: The Recording Secretary shall record, assure the accuracy of, and maintain all of the minutes of Association Meetings (Executive Committee, Annual, Regular and Special). The Recording Secretary sends out copies of the minutes for emendation and approval. The Recording Secretary also maintains other Association records and documents, including up-to-date versions of these bylaws. Electronic copies of all minutes of the Association General and Annual Meetings shall be sent to the Shaker Heights Public Library.

The Recording Secretary shall make sure that the latest edition of Robert's Rules of Order are available at every meeting. In case of dispute, the Recording Secretary acts as parliamentarian.

Section 4.4: The Corresponding Secretary shall be responsible for all communications between and among the officers, the Executive Committee and the membership of the Association. The Corresponding Secretary sends out meeting notices and agendas; announcements and other pertinent documents to be distributed to members; and oversees any other communications as directed by the Executive Committee. The Corresponding secretary is also responsible for making available information on all candidates running for election. The Corresponding Secretary shall maintain up-to-date records – such as email addresses, postal addresses and subscriber lists to Association electronic media – as necessary to conduct the communication needs of the Association.

Section 4 .5: The *Treasurer* is responsible for the financial records of the Association and is responsible for the preparation and submission of all required tax documents of the Association to the appropriate federal, state and city agencies. The Treasurer shall make regular reports as to the financial standing of the Association to the Executive Committee and at Regular and Annual Meetings of the membership. The Treasurer is responsible for overseeing the implementation of the financial plan and budget of the Association as established by the Executive Committee and approved by the Membership and is to assure compliance with the stipulations in Article VII below.

Section 5 -- Vacancies:

Section 5.1 -- Resignations: In the event that a vacancy in an office occurs, or a holder of an office is no longer able to carry out the duties of that office, the remaining term of that office should be filled as follows. If fewer than six months remain in the term, the President, with the advice and consent of the Executive Committee, shall appoint a replacement. If the vacancy is longer than six months, the President shall call a Special Meeting the sole purpose of which is to elect a successor until the end of the term.

Section 5.2 -- Removal From Office: If an officer is unwilling or unable to fulfill the responsibilities of the office, or misses more than three consecutive meetings, or is engaged in some other dereliction of duty, that officer may be removed by the unanimous vote of the remaining members of the Executive Committee. A replacement for the removed officer will take place in accord with Section 5.1 above.

ARTICLE V – COMMITTEES

Section 1 – Committees: The Association shall have four Standing Committees as indicated below:

- *Safety*: notifies and educates Association members on all matters related to personal safety and safety of property, and serves as liaison between the Lomond Association and the Shaker Heights Police Department;
- *Programming*: formulates and coordinates social and special activities that are sponsored by the Association;
- *Beautification and Preservation*: works to enhance the aesthetic quality and the historic character of the Lomond Area on both public and private property;
- *Elections*: organizes and conducts the elections of Association officers, in accordance with the procedures stipulated in Article VI.

The Executive Committee may establish other Committees as deemed necessary and appropriate for the functioning of the Association.

Section 2 -- Chairs: Chairs for all Committees are appointed by the President and serve at the pleasure of the President. All Committee chairs are voting members of the Executive Committee *ex officio* (Article IV; Section 1.1).

Section 3 -- Members: Members of individual committees are appointed by the Chair of the Committee.

ARTICLE VI – ELECTIONS

Section 1 -- Eligibility: Only members in good standing may nominate candidates for office, or be nominated for such office. Candidates may be self-nominated or nominated by others. Holders of public office in Shaker Heights or in any other community may not serve as officers or chairs of the Association. Executive Committee members who declare their candidacy for any elective office, or who are appointed to any public office, shall resign from the Association Executive Committee. (Article II, Section 3)

Section 2 – Nominations: A call for nominations is to be issued from the Executive Committee through the Corresponding Secretary no later than thirty (30) days

prior to the Annual Meeting at which the election is to take place. The chair of the Elections Committee shall vet all candidates to assure they meet the requirements of Article VI, Section 1.

Section 3 – Notifications: Announcement of all candidates running for office, and information about each candidate, are to be distributed to all members of the Association no less than two weeks prior to the election. Information about the candidates is to be available as well at the meeting at which the election will be held.

Section 4 – Absentee Ballots: Absentee ballots shall be available for all voting members until 24 hours before the Annual Meeting.

Section 5 – Election: The election of officers shall take place at the Annual Meeting. Voting is either by absentee ballot sent to the Elections Committee no later than 24 hours before the Meeting, or by secret ballot at the Meeting. All ballots (absentee and regular) are to be submitted to the Elections Committee for verification and counting. Election to office is by majority of votes cast (directly at the meeting plus absentee ballots). The results of the count are to be announced before the conclusion of the Annual Meeting. The term for newly elected officers commences at the conclusion of the Annual Meeting at which they were elected.

ARTILC VII – FINANCIALS

Section 1 -- Expenditures:

Section 1.1 – The President may authorize payments of up to \$100 without prior Executive Committee approval in order to insure the timely administration of the Association;

Section 1.2 – All expenditures of the Association that exceed \$100 must have prior approval of the Executive Committee and be authorized by the President and the Treasurer.

Section 2 -- Solicitations: All solicitations of funds or contributions on behalf of the Association must have prior approval of the Executive Committee.

Section 3 -- Audits

Section 3.1 -- Internal Audit: The Executive Committee shall appoint at the end of each fiscal year an Internal Audit Team of at least three members, but not to include the Treasurer, to audit the Association's financial report. This Audit Team shall report its findings at the first Regular or Annual Meeting that occurs after the audit is complete.

Section 3.2 -- External Audit: In the event that the Association's annual gross receipts exceed the \$25,000 for three consecutive years, the Association shall arrange for an external audit of two to three accountants for the third year of the relevant timeframe. The results of this external audit are to be reported at a Special meeting or at the first General or Annual meeting after the audit is completed.

ARTICLE VIII – AMENDMENTS

Section 1 – Proposals: Amendments to these bylaws may be proposed by the Executive Committee or by any member of the Association in good standing.

Section 2 – Voting on proposed amendments should be handled according to the procedure outlined for officer elections in Article VI. Normally such proposals should be submitted to the Executive Committee no later than thirty (30) days before the Annual Meeting at which the proposed amendments will be presented for vote. Votes of proposed amendments to the bylaws are to be handled in the same way as ballots for officers, as discussed in Article VI.