

**By-Laws of the**  
**Harry Whiting Brown Community Center**  
An Ohio Nonprofit Association

Article I – GENERAL

1. The name of this organization shall be the Harry Whiting Brown Community Center, hereinafter referred to as the Association.
2. The principal office of this Association will be located at 34 Village Square, Glendale, Hamilton County, Ohio.
3. This Association is organized exclusively for charitable 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 of 1986 (or the corresponding provision of any future United States Internal Revenue Law).
4. Without limiting the general purpose provided above, the charitable purposes of the Association include the following:
  - (a) to aid, assist and encourage community cultural and artistic endeavors;
  - (b) to provide a meeting place for the local community Boy Scouts and Girl Scouts Troops;
  - (c) to promote and develop community interest in, and to advance the knowledge and appreciation of the visual & performing arts, and the humanities, including but not limited to, providing programs for the study of the arts, sponsoring classes, seminars, lectures, and performances for the exhibition of and appreciation of the arts and humanities, providing facilities for classes, programs, displays and performances for the arts and to do everything necessary or desirable in connection with implementing the purpose of this Association;
  - (d) to provide a meeting place for the instruction of the martial arts and yoga.
5. The Association shall not discriminate against any party on the basis of sex, race, ethnic origins, religious beliefs, or sexual preference.
6. Non-members are welcome to participate in the association's programs and events as long as all members wishing to participate can be accommodated.

Article II – MEMBERSHIP

1. All residents of the Village of Glendale shall be considered Members of the Association.
2. Membership in the Association shall be limited to residents of the Village of Glendale.
3. Membership to the Association shall be free of charge.
4. No member will have any right, title or interest in any of the property or assets, including any earnings or investment income of this Association, nor will any property or assets be distributed to any member on its dissolution or winding up.
5. No member of this Association will be personally liable for its debts, liabilities, or obligations, nor subject to any assessment.
6. Membership in this Association is nontransferable. Membership will terminate if the Glendale residency requirement is no longer met or upon the death of a member.

### Article III – TRUSTEES

1. The concerns, direction, and management of the affairs and funds of the Association shall be vested in the Board of Trustees, hereinafter referred to as the Board.
2. All Trustees are responsible for assuring the timely filing of the Association's annual IRS and State of Ohio financial reports, due by April 15 of each year.
3. The number of Trustees shall be limited to not more than twenty five (25) persons at any one time.
4. The Trustees shall be residents of the Village of Glendale.
5. Elected Trustees shall serve a four (4) year term.
6. Board vacancies may be filled by the President, at his/her discretion, on an interim basis, until the next Annual Meeting.
7. Trustees are expected to be willing and able to make a positive and continuing contribution to the purposes of the Association, as stated in Article III of the Constitution of the Association.
8. A record of attendance at each Board meeting shall be maintained by the Secretary. The Secretary shall inform the President of any Trustee absent from four successive meetings. In addition, Standing Committee Chairs will also inform the President if a Trustee is falling short of fulfilling their Committee obligations. The President will then contact said Trustee to ascertain their desire and commitment to remain on the Board. The President will present findings to the Board at the next regular or special meeting for consideration. Trustees deemed not fulfilling their obligations of membership per Section 4 of Article II shall be removed from the Board by a majority vote of a Quorum of Trustees.
9. No Trustee will receive any compensation from the Association for his or her work as a Trustee.
10. The Trustees of this Association will not be personally liable for its debts, liabilities or other obligations.

### Article IV – OFFICERS

1. The elected Officers of the Association shall be: President, Vice President, Secretary, and Treasurer.
2. Elected Officers shall serve a one (1) year term. Officers may be re-nominated and re-elected to successive terms.
3. Vacancies in any office shall be filled on an interim basis by the President, until the next Annual Meeting.
4. The President will be the chief executive officer of the Association, and will exercise general supervision and control over all activities of the Association. The President will serve on the Executive Committee. The President will:
  - (a) direct the organization so that its mission is fulfilled;
  - (b) preside at all meetings of Members and of Trustees;
  - (c) serve as Chairperson of the Executive Committee;
  - (d) sign, with the Secretary or other Officer duly authorized by the Board, any deeds, mortgages, bonds, contracts, or other instruments the execution of which has been authorized by the Board, except in cases where the signing and execution or instruments has been expressly delegated by the Board by these regulations, or to some other Officer or agent of the Association by law;

- (e) oversee fundraising, marketing, publicity, grant application, building and grounds maintenance, and all other requirements to conduct the business of the Association; and
  - (f) perform all other duties generally incident to the office of President and prescribed by the Board.
5. The Treasurer is the Chief Financial Officer of the Association. The Treasurer will serve on the Executive Committee. If so required by the Board, the Treasurer will:
- (a) give a bond for the faithful discharge of the Treasurer's duties with sureties as the Board may deem appropriate;
  - (b) provide financial reports at scheduled board meetings at least once per quarter;
  - (b) have charge and custody of, and be responsible for, all funds and securities of the Association;
  - (c) receive and give receipts for funds due and payable to the Association and deposit all funds in the name of the Association in banks, trust companies, or other depositories selected by the Board; and
  - (d) perform all duties generally incidental to the office of Treasurer and other duties assigned to the Treasurer by the President or by the Board.
6. The Secretary will serve on the Executive Committee. The Secretary will:
- (a) keep the minutes of meetings of members and of the Board, in one or more books provided for that purpose;
  - (b) see that all notices are duly given in accordance with these regulations or as required by law;
  - (c) be custodian of the corporate records;
  - (d) keep a membership book containing the names and addresses of all Trustees of the Association, and with respect to any Board membership which has been terminated, record that fact together with the date of termination; and
  - (e) exhibit to any Trustee of the Association, or to a Trustee's agent, or to any person or agency authorized by law to inspect them, at all reasonable times and on demand, these regulations, the articles of Incorporation, the Constitution, the By-Laws, the Board membership book, the minutes of any meeting, and the other records of the Association.
7. The Vice President will serve on the Executive Committee. The Vice President will:
- (a) preside at all meetings of Members and Trustees when the President is not present; and
  - (b) shall assist the President in his or her duties. In the case of the President's absence or inability to act, the Vice President shall temporarily have the powers, duties, and responsibilities of the President, subject, however, to the control of the Board.
8. The assistant Treasurers and assistant Secretaries, in general, will perform duties assigned by the Board, the President, the Treasurer, or the Secretary of the Association. If required by the Board, the assistant Treasurers will give bonds for the faithful discharge of their duties with sureties as the Board may deem appropriate.

## Article V – ELECTIONS

1. Each year a Nomination Committee will be formed at least five months prior to the Annual meeting to solicit and consider nominations for Board Trustees.
2. The Committee Chairman will be appointed by the President.
3. The Chairman of the Nominating Committee will present the Committee's recommendations on each nominee to the Board at the Annual Meeting of the Association. The Committee's recommendations shall be shared with the voting Board members in writing at least ten (10) days prior to the Annual Meeting.
4. Trustees receiving majority approval of a Quorum of Trustees voting shall be declared elected to the Board effective at the close of the Annual Meeting.
5. Each year the same Nomination Committee will also solicit and consider nominations for the Association Officers.
6. The Nomination Committee may consider both current Board Trustees and newly nominated Board Candidates in developing a slate of recommended Association Officer nominees.
7. The Committee's recommended nominee for each office will be presented to the Board at the Annual Meeting of the Association. The Committee's recommendations shall be shared with the voting Board members in writing at least ten (10) days prior to the Annual Meeting.
8. At the Annual Meeting, the Chairman of the meeting shall invite further nominations from the Board Trustees present who may nominate an existing Trustee, a newly elected Trustee, and/or themselves for any Office. The nominee receiving a majority of the ballots cast for each office shall be declared elected, effective at the close of the Annual Meeting.
9. Where Trustees or Officers are to be elected by members, election may be conducted by mail or email, as the Executive Committee will determine. Trustees who can not attend the annual meeting may vote in advance by mail or email.

## Article VI – COMMITTEES

1. The Executive Committee shall consist of the current Officers of the Association, with the President serving as Chairman. This committee shall have full power to carry out the purposes of the Association, with the expressed exception of approving the annual budget which requires a majority vote of a Quorum of Trustees to approve.
  - a. All Executive Committee actions shall be published either in Executive Committee meeting minutes or read into the minutes of the next Board meeting.
2. Shortly after each Annual Meeting, the President shall request each Trustee to join at least one Standing Committee. The President shall then appoint Committee Chairs for each Standing Committee.
3. The Standing Committees shall be: Buildings & Grounds, Fundraising, and Promotion.
4. Additional special committees may be established by the President as needed including but not limited to the Nominating Committee and Scholarship Committee.
5. Non-members of the Board may be invited to serve on any committee, provided that its Chairman is either a member of the Board or a Staff member.

## Article VII – MEETINGS

1. The Association shall hold an Annual Meeting each year in the month of April to nominate & elect new Board Trustees and Officers. The Annual Meeting need not necessarily be held in the month of April if circumstances make it difficult to schedule; however, it must at a minimum be scheduled by April 15 of each year and be held by the end of the second quarter of each year. All Trustees shall receive written notification of the Annual Meeting at least ten (10) days prior to the meeting. Per Article V, Paragraph 3, this written notification shall include the Nominating Committee's recommendations.
2. The Board shall meet at least once each quarter, and may meet more frequently if the business of the Association dictates more frequent meetings. Meetings will be scheduled at least one (1) week prior to being held.
3. The Executive Committee may designate any place as the place of meeting for any annual or special meeting of members. If no designation is made, the place of meeting will be 34 Village Square, Glendale, Ohio. However, if a Quorum of Trustees will meet at any time and place, either within or without the state of Ohio, and consent to the holding of a meeting, the meeting will be valid.
4. All Association Meetings will be open to all the Members.
5. All meetings will be posted on the Association's website and communicated to the Village Administrator and the Village Council Liason per the notification guidelines mentioned in Article VII, Paragraphs 1 and 3.
6. Five (5) or more Trustees voting at a meeting shall constitute a Quorum.
7. All meetings of the Board will be governed by Robert's Rules of Order, including revisions of those rules, and except as those rules are inconsistent with these regulations, with the articles of incorporation of this Association, or with applicable law.

## Article VIII – CONTRACTS, CHECKS, DEPOSITS, AND FUNDS

1. The President may, by resolution duly adopted, authorize any officer or officers, agent or agents of the Association, in addition to the officers so authorized by these regulations, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association. Authority may be general, or confined to specific instances.
2. The President and Vice President may:
  - (a) accept on behalf of the Association any contribution, gift, bequest, or devise of any type of property ("donations"), for the general and special charitable purposes of the Association, on terms as the board or committee may approve;
  - (b) hold funds or property in the name of the Association or of such nominee as the President or Vice President may appoint;
  - (c) collect and receive the income from funds or property;
  - (d) devote the principal or income from donations to such benevolent and charitable purposes as the Board may determine; and
  - (e) enter into an agreement with any donor to continue to devote the principal or income from the donation to the purpose the donor may designate and after approval of such agreement by the board or committee devote the principal or income from that donation according to the agreement.

3. All funds of the Association will be deposited to the credit of the Association in banks, trust companies or other depositories as the Board may select.
4. All checks, drafts, or orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Association will be signed by the President, Treasurer, or assistant Treasurers of the Association.

#### Article IX – RECORD KEEPING

1. The Association will prepare and maintain correct and complete books and records of account and keep minutes of its meetings. The Association will keep at the registered or principal office a Board membership book giving the names and addresses of all the Trustees. All books and records of the Association may be inspected by any Trustee, or Member, or the agent or attorney of either, or any proper person, at any reasonable time.
2. The fiscal year of the Association will begin on the first day of January and end on the last day of December in each year.

#### Article X – AMENDMENTS

1. The By-Laws of the Association may be amended, altered, or repealed by a regular or special meeting of the Board by a two-thirds vote of the Trustees present, provided that all Trustees have received written notification of the proposed action at least seven (7) days prior to such meeting.
2. The By-Laws of the Association shall not be in conflict, in part or in whole, with the Association's Constitution.
3. A current copy of the Association's By-Laws shall always be on file with the Secretary of State of the State of Ohio.