

**CODE OF REGULATIONS
OLD ORCHARD NEIGHBORHOODS ASSOCIATION
AN OHIO NONPROFIT CORPORATION**

ARTICLE I: NAME OF THE CORPORATION

The name of this organization is the Old Orchard Neighborhoods Association ("OONA"). The OONA is an Ohio nonprofit corporation. The OONA need not have a principal place of business and may meet at such places as the OONA Board of Directors deems appropriate from time to time.

ARTICLE II: PURPOSES OF THE CORPORATION

The purposes for which the OONA is organized shall be those set forth in the OONA's Articles of Incorporation, which are:

- A. To enhance the livability of the neighborhood;
- B. To establish and maintain open lines of communication between residents of the neighborhood and government agencies, major institutions, the development community, and other neighborhoods;
- C. To provide an open process by which all members of the neighborhood may involve themselves in the affairs of the neighborhood;
- D. To do and perform all of the activities related to the foregoing purposes;
- E. To have and enjoy all of the powers granted, and engage in any lawful activity for which nonprofit corporations may be organized under the laws of the State of Ohio, including but not limited to entering into contracts; owning, managing, and disposing of real and personal property; suing and defending litigation; and expressing its views publicly on matters of concern to the neighborhood; and
- F. For such other objectives as are approved by the Board of Directors or the general membership.

ARTICLE III: BOUNDARIES

The boundaries of the OONA are shown on the attached map and generally are as follows: beginning at the intersection of Secor Road and Central Avenue and proceeding east along Central Avenue to Douglas Road; south along Douglas Road to Bancroft Street; west along Bancroft Street to Brookdale Road; south along Brookdale Road to Secor Road; north along Secor Road to Kenwood Boulevard; west along Kenwood Boulevard to Manchester Boulevard; north along Manchester Boulevard to Central Avenue; east along Central Avenue to Secor Road.

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The boundaries of the OONA are intended to include the areas within the City of Toledo commonly referred to as Old Orchard (Plat I), Old Orchard (Plat II), and Indian Hills, and to encompass property on both sides of the designated streets so long as they are within the City of Toledo.

ARTICLE IV: MEMBERS; MEETINGS

Section 1. Eligibility. Membership in the OONA shall be open to all persons at least 18 years of age residing within the boundaries of the OONA as described herein, whether as a property owner or a renter. There shall be no mandatory dues required of members, however, voluntary dues and contributions shall be allowed. The suggested voluntary annual dues shall be \$50 per household, although a greater or lesser amount may be suggested by the Board of Directors from time to time depending upon the needs and plans of the OONA.

Section 2. First Meeting; Annual Meetings. The first meeting of members of the OONA shall be held within 60 days after the filing of the Articles of Incorporation of the Corporation with the office of the Secretary of State. Thereafter, the annual meeting of members shall be held during May of each year. The Board of Directors shall call meetings of members when such meetings are deemed necessary or appropriate.

ARTICLE V: BOARD OF DIRECTORS

Section 1. Number; Eligibility. The Board of Directors shall consist of no less than 7 and no more than 11 persons. Only persons eligible for membership in the OONA shall be qualified to be a member of the Board or an Officer of the Corporation. At the first meeting of the members, the members shall elect the members of the Board for their initial terms. Thereafter, the members shall elect the Board members at the annual meeting. Election to the Board shall require a majority vote of the members present at the meeting. Names of candidates for the Board shall be placed into nomination by a member of the OONA.

Section 2. Term of Office. Terms of office for Board Members shall be staggered. At the initial meeting of members three members of the Board shall be elected to two-year terms and four members of the Board shall be elected to three-year terms. If the members elect more than seven members of the Board at the initial meeting, the terms shall follow the same pattern so that terms are staggered with roughly half having a two-year initial term and the balance with full three-year terms. Thereafter, all terms of office shall be for three years.

Section 3. Board Vacancies. The Board may fill any vacancy on the Board by a majority vote of the remaining members of the Board. The person so appointed shall serve the remainder of the unexpired term.

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Section 4. Powers and Duties of the Board. The Board shall have the following powers and duties:

- A. Manage the daily affairs of the OONA;
- B. Elect the Officers of the OONA;
- C. Raise and authorize the expenditure of funds on behalf of the OONA;
- D. Establish committees to investigate and report on matters of concern to the OONA;
- E. Exercise all powers vested in boards of directors under law; and
- F. Regularly report to the members on the business of the OONA.

Section 5. Meetings of the Board. The Board shall meet at least quarterly, and at such other times as it deems necessary or appropriate. The President or any four (4) members of the Board shall have the authority to call meetings of the Board. The Board shall inform the members of the schedule and place for the Board meetings by email, posting on a website or such other means that the Board deems reasonable and members shall be entitled to attend all meetings of the Board. A majority of the members of the Board shall constitute a quorum for the transaction of business at any Board meeting, and a majority of the quorum shall be required to adopt and measure or take any official action.

Section 6. Election of Officers. Board members shall meet after the initial meeting of the members and after the annual meeting thereafter and elect from among the members of the Board the Officers of the OONA. The Officers and their duties shall be as follows:

- A. President. The President shall preside at all Board meetings and all membership meetings and shall perform such duties as the Board from time to time shall authorize. The President shall be recognized as the leader of the OONA with the authority to sign contracts and agreements on behalf of the OONA. The President shall appoint the Chairperson of each committee who shall hold office for one (1) year or until a successor is appointed. The Chairperson of any such committee may appoint its other members who shall be members of the OONA.
- B. Vice President. The Vice President shall perform the duties of the President in the President's absence and such other duties as the President shall assign to the Vice President from time to time.
- C. Secretary. The Secretary shall record and maintain the minutes of the meetings of the members of the OONA and the minutes of the meetings of the Board. The Secretary shall maintain the non-financial files of the OONA. The Secretary shall be responsible for sending notices of meetings of the members and meetings of the Board.

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D. Treasurer. The Treasurer shall have charge of all funds belonging to the OONA and shall receive, deposit and disburse funds for the OONA in the banks and financial institutions designated by the Board. The Treasurer shall make financial reports to the Board as directed. The Board shall adopt such rules concerning the issuance of checks and the use of credit and/or debit cards as the Board deems appropriate to protect the interests of the OONA.

Section 7. Removal of Board Members and Officers. The Board, by a vote of at least two-thirds, may remove a member of the Board or an Officer for cause when, in the judgment of the Board, such removal is in the best interests of the OONA. The Board shall fill the resulting vacancy by a majority vote.

Section 8. Conflict of Interest Procedures. The Board may adopt rules governing conflicts of interest and providing for the disclosure of matters in which Board members are interested and further providing for the recusal of such interested Board members from votes and matters in which such Board members are interested. A Board member who merely resides or owns property near or adjacent to a site in which the OONA is interested shall not constitute a conflict of interest but such fact shall be disclosed by the Board member.

ARTICLE VI: AMENDING THE CODE OF REGULATIONS

All amendments to this Code of Regulations must be proposed in writing and submitted to the members for consideration at a meeting of the members. Notice of the proposed amendment and the day, place and time of the meeting at which the amendment will be considered shall be provided to the members at least 14 days in advance of the meeting. An amendment shall require a majority vote of the members present at the meeting.

ARTICLE VII: DISSOLUTION

The OONA may be dissolved in accordance with the procedures for the dissolution of nonprofit corporations under the laws of the State of Ohio.