

CONSTITUTION

ARTICLE 1 — NAME

The name of this organization shall be entitled Northeast Ohio City Council Association, Inc. ("NOCCA").

ARTICLE 2 — PURPOSE

The Association is organized exclusively for educational purposes under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code. Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose.

ARTICLE 3 — MEMBERSHIP

- SECTION 1. There shall be two (2) categories of membership: Active and Associate.
- SECTION 2. Active membership shall consist of any elected or appointed Councilperson or Trustee of any City, Village or Township whose dues are paid in full each year.
- SECTION 3. Associate membership shall be defined as a former Councilperson or Trustee who desires membership in this Association and whose dues are paid in full each year.
- SECTION 4. Associate members shall have the rights and privileges of active members but shall not have any voting rights and shall not hold elective office.

ARTICLE 4 — OFFICERS/EXECUTIVE BOARD

- SECTION 1. The officers of this Association are President, Vice President, Secretary and Treasurer who shall also serve as Trustees of the Association.
- SECTION 2. Officers and seven (7) At-Large members elected at the annual meeting in the first quarter of each year shall take office at once and serve for one year or until their successors have been duly elected and qualified.
- SECTION 3. The President, Vice President, Treasurer and Secretary shall serve for not more than two (2) years in succession in their respective office.
- SECTION 4. Officers of the Association must be active members of the organization.

SECTION 5. Not more than one (1) representative from each municipality shall serve as an officer or member of the Executive Board at the same time.

SECTION 6. The Executive Board Officers shall consist of the duly elected executive members (President, Vice President, Secretary and Treasurer), the seven (7) At-Large members, and the Immediate Past President.

ARTICLE 5 — MEETINGS

SECTION 1. The regular meetings of this Association shall be held at least quarterly at such time and place to be determined by the Executive Board.

SECTION 2. The annual meeting of this Association shall be held during the first quarter of each year.

ARTICLE 6 — AMENDMENTS

Amendments to this constitution shall be submitted to the Secretary in writing, shall be mailed to each member at least thirty (30) days prior to the next regular meeting thereafter, and shall be voted upon and require two-thirds (2/3) vote of those members present at that meeting for passage.

BYLAWS

ARTICLE 1 — MEETINGS

SECTION 1. In order to transact business at a meeting, there must be a quorum. A quorum shall consist of at least ten percent (10%) active members present at such meeting.

SECTION 2. An agenda shall be created for each Association meeting and presented to the members present at such meeting.

SECTION 3. Special meetings of the Association shall be held upon Written Call of at least four (4) members of the Executive Board or upon a Written Call of at least five (5) active members representing five (5) or more different communities of the Association. When a special meeting is called, the purpose thereof shall be stated in the notice of said meeting, submitted to the Secretary, and mailed to each active and associate member at least thirty (30) days prior to such meeting.

ARTICLE 2 — DUES

SECTION 1. Dues for this Association shall be four hundred dollars (\$400) per year for any City, Village or Township's elected or appointed Councilpersons or Trustees up to and including nine members. A municipality with more than nine members will pay the same dues for each additional nine members or a pro-ration of that amount. Dues are to be paid before the annual meeting each year. Associate Membership fee shall be seventy-five dollars (\$75) per year.

SECTION 2. The membership year is from January 1 to December 31 of each year.

ARTICLE 3 — EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the President, Vice President, Secretary, Treasurer, seven (7) At-Large Members, and the Immediate Past President who have been elected by the members of the Association.

- SECTION 2. The Executive Board shall meet at the Call of the President and at such other times as may be necessary upon a majority vote of the members of the Executive Board.
- SECTION 3. A majority of the members of the Executive Board shall constitute a quorum to transact business at an Executive Board meeting.
- a. A meeting of the Executive Board may be held in person **OR** with a minimum advance notice of twenty-four (24) hours by telephone conference call, or other electronic means that meets the rule of quorum.
 - b. An Executive Board member who is unable to attend an Executive Board meeting may appoint another Executive Board member as his/her proxy. Each Executive Board member present at the Executive Board meeting is allowed only one proxy per meeting. Appointment of a proxy must be by advance notice to the President or to the Secretary in the absence of the President.
 - c. The President, with approval of a majority of the Executive Board members, may determine necessity of, and call for, an electronic vote. The electronic vote shall be ratified by the Executive Board and must be recorded in the minutes of the next Executive Board meeting.
- SECTION 4. Attendance: Any Executive Board member missing more than four (4) consecutive board meetings shall come before the Executive Board for review and any necessary action.
- SECTION 5. In addition to the standing committees appointed by the Executive Board under Article 7 of the Bylaws, the Executive Board shall have the authority to create advisory boards and/or seek assistance of advisors at such times as they deem necessary for the completion of their responsibilities or in furtherance of the purpose of this Association.
- SECTION 6. The duties of the Immediate Past President shall be to serve as an advisor to the Executive Board with full voting authority.

ARTICLE 4 — RESPONSIBILITIES OF THE EXECUTIVE BOARD

- SECTION 1. The Executive Board shall be responsible for the transaction of any business of the Association between regular meetings.
- SECTION 2. An annual budget shall be prepared and presented to the membership for approval at the annual meeting.
- SECTION 3. Expenditures greater than two hundred dollars (\$200) must be approved by the Executive Board.

ARTICLE 5 — DUTIES OF THE EXECUTIVE BOARD

- SECTION 1. The President shall preside over all meetings and shall be the Chief Executive Officer of the Association. The President shall have general supervision over the development of its entire program.
- SECTION 2. The Vice President shall perform the duties of the President, in the President's absence or at the President's request, and other duties as may be prescribed by the Executive Board.
- SECTION 3. The Secretary shall ensure that minutes of the meetings are taken and that a file of correspondence and reports is maintained, as well as an up-to-date record of any business of the Association. Minutes of the meetings shall be available upon request.

- SECTION 4. The Treasurer shall be the custodian of all Association funds and shall keep a record of all disbursements. Any member of the Executive Board is authorized to be bonded, with authority to transact business as long as the President and Treasurer are notified in advance of any such transaction. The Treasurer also has authority to sign all Association checks. The Treasurer's books are to be audited by an outside agency at year end.
- SECTION 5. At-Large members shall serve on at least one Standing Committee. Members of the standing committees may appoint a chair.
- SECTION 6. The duties of the Immediate Past President shall be to serve as an advisor to the Executive Board with full voting authority.

ARTICLE 6 — VACANCIES

The Executive Board of the Association is empowered to fill any vacancy in an elective office by appointment for the unexpired term of said office.

ARTICLE 7 — STANDING COMMITTEES

The Standing Committees of the Association shall consist of the following:

1. Program Committee
2. Membership Committee
3. Public Relations Committee
4. Constitution and Bylaws Committee
5. Nominating Committee
6. Any other committee deemed necessary by the Executive Board which shall be appointed by the Executive Board at the annual meeting in the first quarter of each year.

ARTICLE 8 — PARLIAMENTARY PROVISIONS

The following shall be the order of business:

1. Roll Call of the Officers
2. Reading and Disposing of the Minutes
3. Reading and Disposing of Communications
4. Treasurer's Report
5. Reports of Standing Committees
6. Reports of Special Committees
7. Unfinished Business
8. New Business
9. Adjournment

Robert's Rules of Order (Revised) shall govern all proceedings, except when inconsistent with the Constitution and Bylaws of this Association.

ARTICLE 9 — AMENDMENTS

Amendments to the Constitution and Bylaws shall be submitted to the Secretary in writing, shall be mailed to each member at least thirty (30) days prior to the next meeting thereafter, and shall be voted upon and require a majority vote of those members present for passage.