



**Bylaws of the Ohio CDC Association**  
**Revisions approved by the membership on 10/3/02, 9/23/10, 10/9/14,**  
**3/24/21, 9/29/2022**

Article 1. Name and Location

- 1.1 Name. The name of the corporation shall be the Ohio CDC Association (“Association”). CDC is defined as Community Development Corporation.
- 1.2 Location. The principal office of the Ohio CDC Association in the State of Ohio shall be in Columbus. The location of the principal office may be changed effective upon the filing of a certificate with the Secretary of the State of Ohio.

Article 2. Purpose

- 2.1 Objectives. The Ohio CDC Association is a statewide membership organization that fosters vibrant neighborhoods and improves the quality of life in all communities through advocacy for and capacity building of its member agencies through such means as:
1. Cooperating with State and local government, and with national, state and regional organizations in the common endeavor to advance community-based development activities;
  2. Serving as an intermediary for the benefit of community-based development corporations to solicit, hold and administer funds and property that will advance common goals;
  3. Providing opportunities for information sharing, technical assistance and peer interaction among community-based development organizations;
  4. Providing for the dissemination of information about community-based development through training programs, meetings, conferences, workshops and publications;
  5. Researching, studying and analyzing community-based development programs and issues;

Promoting the purposes and effectiveness of community-based development by any and all means consistent with the public interest, the Laws of the State of Ohio and Section 501(c) (3) of the Internal Revenue Code.

- 2.2 Restrictions. The Association shall use its funds only to accomplish the objectives

and purposes consistent with these by-laws. No statement of purpose or grant of power in the Articles of Incorporation or in these by-laws shall be construed as permitting the Association to engage in any activities not in themselves in furtherance of the purposes of a charitable, educational or scientific organization as defined in Section 501 (c) (3) of the Internal Revenue Code and the Regulations promulgated thereunder.

### Article 3. Membership

- 3.1 Membership. The Association shall have two classes of members. The designation of such classes shall be Voting and Associate. The qualifications for each class shall be as follows:
- 3.2 Voting Members. Voting Membership shall be open only to community-based development organizations. To qualify as a Voting Member, an organization must meet the following criteria:
1. The organization must be incorporated in the State of Ohio.
  2. The organization must be organized and operated as a nonprofit organization;
  3. The organization must include low- and moderate-income residents or representatives of the organization's target neighborhood or community on its Board of Directors.
  4. The principal aim of the organization must be the economic, physical, or social revitalization and/or stabilization of a community.
- Each Voting Member shall have one vote in all matters pertaining to the affairs of the Association, including election of its Board of Trustees and Officers.
- 3.3 Associate Members. Any individual or organization which supports the goals of community-based development but does not meet the criteria of a Voting Member may apply to be recognized by the Association as an Associate Member. Associate Members may attend and participate in Association meetings but do not have voting rights.
- 3.4 Approval of Membership. All applications for Voting and Associate Membership must be approved by the Association Executive Director and are conditional upon Board of Trustees approval.
- 3.5 Duration of Membership. Membership in the Association shall continue so long as the member pays the annual dues, except in cases of dissolution of the Member, voluntary withdrawal, suspension or expulsion.
- 3.6 Membership Year. The Membership Year shall be from January 1 through December 31.
- 3.7 Suspension or removal. A Member may be suspended or removed only for cause by a majority vote of the Voting Members present at the Annual Membership Meeting or Special Meeting where such action is presented and discussed.

- 3.8 Annual Membership Meeting. An Annual Membership Meeting of the Association shall be held each calendar year in Ohio at a date set by the Board of Trustees.
- 3.9 Special Meetings. Special Meetings of the Members may be held at any time and at any place designated in the notice of the meeting, when called by the President of the Board or at the request of a minimum of 25% of the Voting Membership. Special Meetings may be held in person or by recognized electronic means.
- 3.10 Notice of Meeting. All Members, both Voting and Associate, shall be notified of the date, time and place of all membership meetings, both regular and special, by written notice through mail or recognized electronic means. Such Notice of Meeting shall be sent at least seven (7) calendar days prior to the appointed meeting date and shall specify the purpose of the meeting.
- 3.11 Quorum. At all meetings of the Association Membership at least 20 Voting Members must be present to constitute a quorum for the transaction of business.

#### Article 4. Board of Trustees

- 4.1 Policy and Management. The policy, business and affairs of the Association shall be determined and managed by a Board of Trustees. The Board of Trustees shall have authority to make, prescribe, and enforce all rules and regulations for the conduct of the business and affairs of the Association and the management and content of its property except where the law, the Articles of Incorporation or these Bylaws require that action be otherwise authorized or taken.
- 4.2 Qualifications. All Trustees must be Members of or employed by a Member of the Association under Article 3, unless otherwise specified in these Bylaws. Trustees must be persons who possess special knowledge or expertise, which is determined to be valuable to the performance of the Association's purposes
- 4.3 Composition. The Board of Trustees shall consist of no less than ten (10) and no more than twenty-one (21) Trustees. Voting Member organizations will represent no less than two-thirds (2/3) of the Trustee positions and Associate Member organizations will represent no more than one-third (1/3) of the Trustee positions at any time.
- 4.4 Term. As of September 29, 2022, a term is defined as three (3) years. Any Trustee elected prior to such date will complete their term as previously defined (two years). Each Trustee is eligible to serve up to three (3) consecutive terms. Any Trustee may be elected to the Board providing at least one calendar year has passed after serving the maximum allowable consecutive terms. Terms will be staggered in an effort to ensure continuity at the Board level.
- 4.5 Elections. Elections for Trustees positions will be held at the Annual Membership Meeting. The Membership & Board Development Committee is responsible for

presenting a slate of Trustee nominees to the Membership at least seven (7) calendar days prior to the Annual Membership Meeting. Trustees shall be elected by the majority vote of Voting Members in attendance at the meeting. Any Association Member interested in serving on the Board of Trustees is encouraged to contact the Association.

- 4.6 Voting. All Trustees, regardless of Membership organization type, have voting privileges during Board meetings.
- 4.7 Trustee Expectations. Trustees are expected to attend all meetings of the Board. Additionally, each Trustee will serve on at least one committee and attend regularly scheduled committee meetings. Excessive absence (two or more consecutive meetings) without cause may result in removal from the Board.
- 4.8 Vacancies. If a Trustee resigns or is removed during the service of a term, the Board of Trustees may choose to either appoint a replacement to fill the vacancy or hold the position vacant until the Annual Membership Meeting election. The Board will have 90 days following such vacancy to comply with all sections of these By-Laws.
- 4.9 Change in Membership Status. Trustees are elected for the specific skills, talent, knowledge, and expertise of each individual Trustee. If during service on the Board a Trustee Membership Status changes, prompt notice must be given to the chair of the Membership and Board Development Committee. The Board will have 90 days following notice of such change to comply with all sections of these By-Laws.
- 4.10 Compensation. Trustees shall receive no compensation for their service. A Trustee may serve the Association in a capacity other than that of a Trustee and receive reasonable compensation for the services rendered in such other capacity, as long as no Conflict of Interest exists according to Ohio CDC Association policy.
- 4.11 Removal. At a regular Trustee meeting or special meeting called for that purpose, any individual Trustee may be removed from office without assignment of cause by vote of the majority of the Trustees. The Board will have 90 days following any such removal to comply with all sections of these By-Laws.
- 4.12 Diversity, Equity and Inclusion. The Ohio CDC Association and its Board of Trustees are committed to incorporating the values of diversity, equity, and inclusion (“DEI”) in the governance and operations of the organization. These values shall be codified in a DEI policy adopted by the Board.

#### Article 5. Meetings of the Board

- 5.0 Regular Meetings. Regular meetings of the Board shall be held no less than four times in a calendar year with notice given as specified herein.
- 5.1 Special Meetings. Special meetings of the Board may be held at any time and at any place designated, including recognized virtual locations, in the notice of the meeting when called by the President or at the written request by mail or recognized

electronic means of three or more Trustees.

- 5.2 Notice of Meeting. Trustees shall be notified of the date, time and place of all meetings of the Board, both regular and special, by written notice mailed or by recognized electronic means at least seven (7) calendar days prior to the appointed meeting date. A notice of a meeting shall specify the purpose of the meeting.
- 5.3 Quorum. At any Board meeting, a simple majority of the Board physically and/or present by recognized electronic means constitutes a quorum. Any meeting may be adjourned in accordance with Roberts Rules of Order, whether or not a quorum is present, and the meeting may be held as adjourned without further notice.
- 5.4 Action by Vote. When a quorum is established at any meeting of the Board, a majority of the Trustees present physically and/or by recognized electronic means shall decide any question, unless otherwise provided by law, by the Articles of Incorporation, or by the by-laws. When a meeting is held with a quorum through solely electronic means such as video and/or tele- conferencing, a majority of the Board shall decide any question. A vote by e- mail may be made through established policies and procedures.

#### Article 6. Committees

- 6.1 Executive. The Board of Trustees shall establish an Executive Committee consisting of its Officers who shall, during the intervals between meetings of the Board, possess and exercise all of the powers of the Board in management of the affairs and property of the Association, but not to incur debts, excepting for current expenses, unless otherwise authorized by the Board. The presence or participation of a majority of the members of the Executive Committee, including by conference call or other recognized electronic means, shall be necessary and sufficient to constitute a quorum and for the Committee to act. Any member or members of the Committee may be removed from service on said Committee at any time with or without cause by vote of the majority of the Trustees present at any meeting of the Board. All actions by the Committee shall be reported to the Board at its next meeting succeeding such action and shall be subject to revision and alteration by the Board, provided that no rights of third persons shall be affected by a revision or alteration. The Committee shall keep full records and accounts of its proceedings and transactions. The Committee shall evaluate the Executive Director annually and recommend goals and any changes in Executive Director's compensation to the Board.
- 6.2 Membership & Board Development Committee. The Membership & Board Development Committee shall consist of not less than three (3) Trustees. The Committee shall work with Association staff to grow the Membership and engage regularly with Members, including conducting an annual membership survey. Additionally, the Committee is responsible for managing overall Board development, education, recruitment, and orientation, while ensuring Board composition meets all criteria identified within these By-Laws. The Membership & Board Development Committee will annually prepare a slate of nominees for the

Board of Trustees and its Officers. Any Association member may request consideration for nomination to the Board by contacting the Association or any member of the Membership & Board Development Committee. The nominating slate must be presented to the Membership at least seven (7) calendar days prior to the Annual Membership Meeting. Any person so nominated shall have given consent to the nomination. The Committee shall keep full records and accounts of its proceedings and transactions.

- 6.3 Finance. The Board of Trustees shall create a Finance Committee of not less than three (3) of its members. The committee shall review for approval all financial statements and the annual operating budget and any changes to the budget. The committee shall establish fiscal policies for board review and review such policies at least every three years. The committee shall serve as the audit committee, reviewing the annual audit and meeting, as necessary with the auditor to discuss any findings or recommendations. The committee shall also select a private audit firm at least every five years. The Committee shall keep full records and accounts of its proceedings and transactions.
- 6.4 General. The Board may establish other committees as deemed appropriate. Any such committees shall have such powers and duties as the Board may determine. All decisions of committees shall be subject to review and alteration by the Board of Trustees.

#### Article 7. Officers

- 7.1 Enumeration: Qualifications. The Officers of the Board of Trustees shall be a President, Vice President, Treasurer, and Secretary. No less than two-thirds (2/3) of the Officer positions will be held by Voting Member Trustees, to reflect the composition of the Board as noted in these By-Laws.
- 7.2 Powers. Subject to law, the Articles of Incorporation, and to other provisions of these By-Laws, each Officer shall have in addition to the duties and powers herein set forth, such duties and powers as are commonly incident to her/his office and such duties and powers as the Board may from time to time designate.
- 7.3 Election. The Membership & Board Development Committee shall present an Officer slate to the Ohio CDC Association Membership at least seven (7) calendar days prior to the Annual Membership Meeting. Nominees shall have given consent to the nomination. The Officers slate shall be approved annually by the Voting Members at the Annual Membership Meeting.
- 7.4 Term. The term for each Officer position shall be one (1) year.
- 7.5 Vacancies; Removal; Change in Membership Status; Vacancies in any Officer position may be filled for the balance of the term by a majority vote of Trustees at any regular or special meeting. Any Officer may be removed for cause by a majority vote of Trustees at any regular or special meeting. If an Officer changes membership status during an Officer term, prompt notice must be given to the chair of the

Membership and Board Development Committee. The Board will have 90 days following any such vacancy, removal or notice of change in status to comply with all sections of these By-Laws.

#### Article 8. Duties of Officers

- 81 President. The President shall be the chief presiding officer of the Board of Trustees and, subject to the control of the members, shall have general charge and supervision of the affairs of the Board of Trustees. The President shall preside at all meetings of the Members and of the Board of Trustees. The President shall serve as a member of all standing committees.
- 82 Vice President. The Vice-President shall have such duties and powers as the Board shall determine. The Vice President shall have and may exercise all the powers and duties of the President during the absence of the President, or in the event of his/her inability to act. The Vice President will serve as the Equal Employment Opportunity contact.
- 83 Treasurer. The Treasurer shall have general charge of the Association's financial affairs and cause to be kept full and accurate records of the Association. He/she shall also serve as the chairperson of the Finance Committee. He/she shall have such other duties and powers as designated by the Board or the President.
- 84 Secretary. The Secretary and/or Board designee shall record and maintain, or cause to be recorded and maintained, records of all proceedings of the members and of the Board in a book or series of books or electronic files kept for that purpose. Such book or books or electronic files shall also contain the original or attested copies of the Articles of Incorporation, Articles of Amendment of said Articles, By Laws, and names of all Voting and Associate Members. If the Secretary is absent from any meeting of the members or of the Board, a temporary Secretary chosen at the meeting shall exercise the duties of Secretary at the meeting.

#### Article 9. Finance

- 9.1 Fiscal Year. Except as from time to time otherwise provided by the Board, the fiscal year of the Association shall end on the thirty-first day of December of each year.
- 9.2 Budget. The Board of Trustees shall adopt in advance of each fiscal year a projected operating budget covering all activities of the Association. This budget may be amended or revised by the Board of Trustees at any regular or special meeting.
- 9.3 Financial Report. The Treasurer shall provide the Membership with a financial report for the year just completed at the Annual Membership Meeting.

#### Article 10. Dissolution

Upon dissolution of the Association for any reason whatsoever, no assets thereof

shall incur to the benefit of any person, including a corporation, trust, committee, fund or foundation, unless it is so created, organized and operated that a gift or contribution of such assets, affected at the date of dissolution, is expressly allowed by Internal Revenue Code. 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, or to an eligible organization(s) selected by the Board of the Association, for a public purpose. Any such assets not disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of this organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

#### Article 11. Indemnification

The Association shall indemnify each of its members, officers and employees and his/her heirs and personal representatives, for any expenses actually and necessarily incurred or any judgement levied or settlement made in connection with any suit or proceeding in which he/she is made a party by reason of being or having been a member, officer or employee of the Association. Such right of indemnification shall not apply to any action, suit, or proceeding in which such member, officer or employee is adjudged liable for gross negligence or misconduct in the performance of duties. In the absence of an adjudication which expressly absolves any member, officer or employee of liability for gross negligence or misconduct in the performance or his/her duty in any action proceeding or suit, the Association shall grant the indemnification provided herein upon receipt of a written opinion of independent counsel selected by the Association, to the effect that the member, officer or employee concerned is not legally liable of gross negligence or misconduct in the performance of duty with respect to the particular instance for which indemnification is being sought. The foregoing rights of indemnification shall not be exclusive of any rights to which members, officers or employees of the Association may be entitled pursuant to law or conduct.

#### Article 12. Amendment

These By-laws may be altered, amended, or repealed in whole or in part by a majority vote of the Voting Members present at any Annual Membership Meeting or special meeting of the Membership, provided notice of such proposed changes has been sent in writing to the Membership at least seven (7) calendar days prior to such meeting. Amendments may be proposed by the Board of Trustees or upon written request of at least three (3) Voting Members of the Membership addressed to the Board President.

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