

The Lomond Association

DRAFT

Code of Regulations

Article I. Mission Statement

Section 1.01 The Lomond Community Association is a non-profit organization created to improve the quality of life for residents of the Lomond Community by addressing social, economic, and educational needs while preserving the character of the Community. In doing so, the Association strives to provide leadership in developing and maintaining a quality living and working environment for the residents of the Community.

Article II. Membership

Section 2.01

Each resident and/or property owner of the Lomond Area of the City of Shaker Heights (herein defined as the Lomond School District) and /or interested party is qualified to become a member of the Lomond Association by indicating his/her interest and paying their dues. No person shall be denied membership by reason of race, religion, national origin or gender.

Section 2.02

Payment of membership dues in full shall entitle a qualified person to membership in the Association for the calendar year for which dues are paid, but the Executive Committee may make provision for pro-ration of dues for persons who join the Association after the beginning of a calendar year. Payment of membership dues by an adult Lomond resident shall also confer membership on all adult members of the resident's immediate family who reside with the resident.

Section 2.03

There shall be two forms of membership in the Association.

A. Individual/Family Member, which shall include all interested persons living in the area who subscribe to the purpose of the Association, without regard to racial, religious or political affiliation.

B. Contributing Member, which shall include other individuals, organizations and businesses which subscribe to the purposes of the Association.

Section 2.04

Membership shall automatically terminate if dues as provided for are not paid within ninety (90) days after their due date but membership may be automatically reinstated at any time for payment of the then current dues.

Section 2.05

The membership and fiscal year shall be from October 1 through September 30 of the following year. Annual dues shall be set at no less than \$10.00 per family or individual and shall be established annually at a membership meeting.

Article III. Executive Committee of the Association

Section 3.01 The Lomond Association Executive Committee

The management of the Association shall be vested in the Lomond Association Executive Committee, in accordance with the decisions made by the membership at regular and special meetings of the Association. The Executive Committee shall be composed of the Officers of the Association, Chairpersons of Standing Committees, Chairperson of an activated Steering Committee and a maximum of ten (10) at-large membership representatives. It may make recommendations for consideration by standing committees. It shall call the first meeting of the year for all other standing committees. The President of the Association shall serve as Chair of the Executive Committee. It shall receive recommendations from the other standing committees for transmission to the membership for voting at regular and special meetings of the membership of the Association, and establish the agendas for meetings.

Section 3.02 Officer Resignations

In the event of resignation of any officer or member of the Executive Committee, the last elected Elections Committee shall solicit nominations for a replacement to be approved by the membership. Such officer shall serve until the next annual meeting.

Section 3.03 Other Vacancies

Any Officer or member of the Executive Committee who fails to perform the duties of the office, by reason of absence for three (3) consecutive meetings without reasonable excuse, negligence or disability, may be removed by a majority vote of the remaining Executive Committee members, subject to confirmation by the membership. Such vacancies as a result shall be filled in the same manner as stated in Section 4.02.

Section 3.04 Members-at-large of the Executive Committee

The Elections Committee shall be responsible for soliciting non-officer members of the Association to become nominees for the office of “members-at-large” of the Executive Committee.

Section 3.05 Executive Committee Meetings

The Executive Committee shall meet at least once per month and otherwise upon the call of the President in consultation with the Executive Committee or upon the demand of at least one-third (1/3) of its members or upon the demand of at least fifty percent (50%) of Association membership.

Section 3.06 Right to Attend Executive Board Meetings

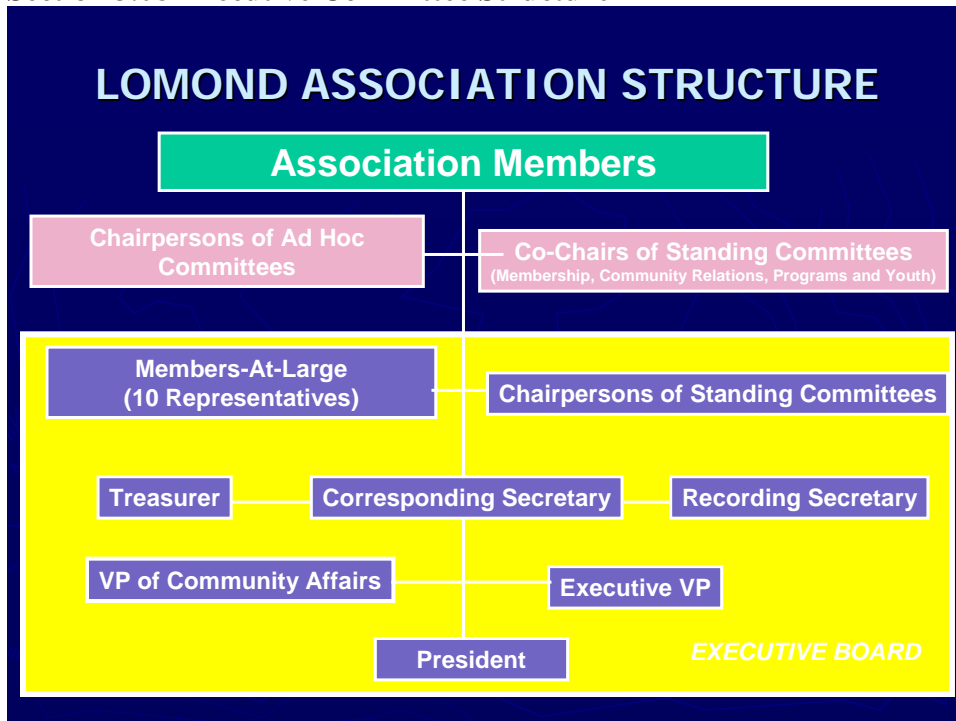
All members of the Association shall have the right to attend meetings of the Executive Committee to present the Executive Committee with problems for study and

recommendations. Any member wishing to make such presentations of problems and/or recommendations shall notify the Corresponding Secretary of the Executive Committee no later than five (5) days prior to such scheduled meeting in order to have such presentations put on the meeting's agenda.

Section 3.07 Powers and Duties

The Executive Committee shall promote the mission and vision of the Association through direction, materialization and supervision of the Association's ongoing operations. The Executive Committee shall execute the policies and decisions of the membership, shall actively pursue the Association's objectives, and shall have discretion in the disbursement of funds. It may appoint subcommittees or persons to work on specific problems or reports. It shall report to the membership on its activities at each Association meeting and the Annual meeting. The Executive Committee shall appoint an ad hoc committee to count election ballots.

Section 3.08 Executive Committee Structure



Article IV. Officers

Section 4.01 Qualifications of Elected Officers

Elected Officers of the Association shall be members of the Association who are residents of the Lomond area. Executive Committee Officers must have served on either a Standing Committee or an Ad Hoc committee of the Lomond Association for at least six (6) months prior to being nominated for the Presidency.

Section 4.02 Terms

Each term for all members of the Executive Committee shall be for one (1) year with a maximum of serving two (2) consecutive terms.

Section 4.03 President

The President of the Association shall be the chief officer of the Association and shall perform all duties incident to that office. The President of the Association shall preside at all meetings of the Association. He/she shall direct the affairs of the Association in conjunction with the Executive Committee. He/she shall call all meetings according to procedures established in this Constitution. In the event of unexpected vacancies, the President shall nominate chairpersons of the Standing Committees for approval by the membership at a general meeting. He/she may countersign checks. He/She may from time to time establish ad hoc committees and chairpersons of such ad hoc committees with a majority vote of support from the Executive Committee.

Section 4.04 Executive Vice President

The Executive Vice President shall perform the duties of the President in the absence of the President and coordinate those standing Committees as delegated by the President. The Vice President shall assist the President and preside over meetings in his/her absence. He/she shall perform duties appropriate to the office as requested by the President.

Section 4.05 Vice President of Community Affairs

The Vice President of Community Affairs shall provide oversight to the Membership and Communication Committees, while also serving as the Association's liaison to local government and other community associations within the Shaker community. This officer will be responsible for representing Lomond Association at community and governmental meetings, advocating for the Association's interests at the direction of the Membership and Executive Committee.

Section 4.06 Treasurer

The treasurer shall be responsible for receiving and disbursing all funds of the organization and shall maintain the official membership records. He/she shall present financial statements to the Executive Committee and the membership as requested and an annual financial statement at each Annual Meeting. At least 30 days prior to the date on which the annual statement is due, the Treasurer shall submit the report for audit to a committee of three appointed by the Executive Committee. The Treasurer may countersign checks.

Section 4.07 Recording Secretary

The Recording Secretary shall record and maintain the minutes of the Association and shall act as the "custodian" of the Code of Regulations. The Recording Secretary is required to create and submit an electronic record of Association proceedings to the Shaker Public Library each year at the Annual Meeting. This officer is also responsible for assisting the Election Committee with logistical tasks during an election cycle. The Recording Secretary may countersign checks with written approval from the President or the Treasurer.

Section 4.08 Corresponding Secretary

The Corresponding Secretary shall assist the President with all the Association's correspondence and be responsible for notifying members of meetings. The Corresponding Secretary shall maintain a Post Office Box to which communications may be addressed and manage Association's email and website correspondence. The Corresponding Secretary shall also be responsible for developing Association meeting agendas in collaboration with the Executive Committee and the membership.

Article V. Association Meetings

Section 5.01 Annual Meeting

There shall be an Annual Meeting of the members of the Association held between September 1 and November 30 each year at a place in the City of Shaker Heights designated by the Executive Committee for the purpose of electing officers, setting the annual dues, approving the annual financial statement, presenting year-end reports from committees, and such other purposes as shall be established by the Executive Committee.

Section 5.02

All meetings shall be open to all residents of the Lomond neighborhood, but only voting members shall be allowed to vote on matters before the meeting.

Section 5.03

A minimum of seven (7) general membership meetings shall be held each calendar year.

Section 5.04

Emergency meetings may be called by the President or, in the event of his/her absence or disability, by the Executive Vice President.

Section 5.05

The Corresponding Secretary of the Association shall call special membership meetings upon resolution of the Executive Committee OR upon petition of ten percent (10%) of the members of the Association. Calls for special meetings shall specify a time, place, and purpose thereof, and no business other than that specified in the call shall be considered at any such meeting except upon the approval of the majority of the members present.

Section 5.06 Notice of Meetings

Written notice of the Annual or any special meeting of the membership, stating the time and place, and in the case of special meetings, objects thereof shall be sent to each member entitled to vote at such meeting at least five (5) days before any such meeting. The notice shall be sent by any reasonable method directed by the Executive Committee.

Section 5.07

The list of members entitled to notice of or to vote at any meeting shall be maintained by the chairperson(s) of the Membership Committee.

Section 5.08 Voting Rights

Each member shall be entitled to one vote per question at any meeting. The vote(s) may only be cast in person.

Section 5.09 Powers of Meetings

At an Association meeting, declarative resolutions may be adopted, and instructions may be issued to the Lomond Executive Committee by a simple majority of the voting members present, provided that such resolutions or instructions do not abridge powers specifically granted to the Executive Committee by this Code of Regulations and provided that such resolutions or instructions are not inconsistent with the Articles of Incorporation.

Section 5.10 Re-Activating the Association

At the end of any eighteen-month period during which a meeting of Association members has not been held, any six (6) Lomond residents may, without consultation with or permission from any incumbent Executive Committee, issue a call for a Reactivation Meeting of Lomond residents. The call must be made available to all residences in the Lomond area at least ten (10) days before the meeting, and shall specify the purposes of the meeting, which must include proposing a slate of Officers, and setting a date for another meeting at which officers are to be elected. Officers may not be elected at the Reactivation Meeting. The date set for the election meeting must be at least two (2) weeks thereafter, and notice thereof must be made available to all Lomond residencies at least three (3) days prior to the meeting. In case more than one group of Lomond residents issues a call for a Reactivation Meeting, the results of the Reactivation Meeting first held shall govern. All proceedings at a Reactivation Meeting and the election meeting called thereat shall be governed by this Code of Regulations, except that the residents attending the Reactivation Meeting shall act as the Elections Committee.

Article VI. Standing Committees

Section 6.01 Standing Committees

The Association shall have the following Standing Committees: Executive, Membership, Community Relations, Communications, Community Programs, Youth and Elections. Additional Standing Committees may be established by the membership with a majority vote at a general, special or Annual meeting. Each standing committee shall submit a written report and an oral report of its activities of the year at the annual meeting of the Association. Each standing committee shall record minutes reflecting the activities of such committee. In the event that a standing committee chairperson is not able to fulfill his/her term as chairperson, the co-chairperson of such committee shall fulfill chairperson responsibilities.

Section 6.02 Executive Committee

The Executive Committee shall be composed of the Officers of the Association. It shall be responsible for the management of the Association, in accordance with the decisions

made by the membership at regular and special meetings of the Association. It shall receive recommendations from the other standing committees for transmission to the membership for voting at regular and special meetings. It shall call regular and special meetings of the membership of the Association, and establish the agendas for the meetings. It shall establish ad hoc committees when needed, and select the membership of these committees. It may make recommendations for consideration by standing committees. It shall call the first meeting of the year for all other standing committees. The President of the Association shall serve as Chair of the Executive Committee.

Section 6.03 Membership Committee

The Membership Committee shall consist of a minimum of five (5) members of the Association, elected at the annual meeting of the Association. The Committee shall maintain a list of members of the Association, make the list available to the standing committees and ad hoc committees for the assistance in making appointments to tasks, and recruit new members. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

Section 6.04 Community Relations Committee

The Community Relations Committee shall consist of a minimum of five (5) members of the Association, elected at the annual meeting of the Association. The Committee shall be responsible for maintaining liaison with the Administration of the City of Shaker Heights, shall send a representative to City Council meetings and report to the Committee about considerations and actions of the City Council, shall maintain liaison with other community associations in Shaker Heights and with other entities such as business associations, PTA's, and the Shaker Youth Center. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

Section 6.05 Communications Committee

The Communications Committee shall consist of a minimum of five (5) members of the Association elected at the annual meeting of the Association, plus the editor of the Association's Newsletter. The Committee shall be responsible for the assembly, editing and distribution of the Association's Newsletter. It shall appoint the Editor of the Newsletter, who does not have to be a member prior to appointment as Editor. The committee shall be responsible for maintaining the Association's website. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

Section 6.04 Community Programs Committee

The Community Programs Committee shall consist of a minimum of five (5) members of the Association, elected at the annual meeting of the Association. The Committee shall be responsible for formulating and coordinating social and special activities that are sponsored by the Association, encouraging and assisting block organizations, arranging for welcoming of new residents to the Lomond community and assisting block associations in welcoming activities. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

Section 6.05 Youth Committee

The Youth Committee shall consist of a minimum of seven (7) members of the Association, elected at the annual meeting of the Association. At least two (2) of the members shall be less than 18 years old. The Committee shall be responsible for recommending and advocating programs for the best interest of youth within the Lomond community. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

Section 6.06 Elections Committee

The Elections Committee shall consist of a minimum of four (4) members of the Association, elected at the annual meeting of the Association. The Committee shall be responsible for conducting the elections of Officers and Standing Committee members of the Association. The Committee shall solicit nominations of candidates for Officers and Standing Committee members, and the Committee may also make nominations. The Committee shall arrange for the distribution of the names of the candidates prior to the election meeting, and shall arrange for meetings or other opportunity for information exchange between the candidates and the membership of the Association. The Chair of the Committee shall be chosen by the Committee members at the first committee meeting of the year. In consultation with the Executive Committee, the President may nominate replacement candidates for a membership vote, as necessary to fill unexpected vacancies on the Elections Committee. At least one (1) member of the Elections Committee shall NOT be a member of the Executive Committee at the time of his/her appointment. The term of all members of the Elections Committee shall be one (1) year with a maximum of two (2) consecutive terms. The Executive Committee shall appoint an ad hoc committee to count election ballots.

Article VII. Ad Hoc Committees

Section 7.01 Self-Organized Ad Hoc Committees

Ad hoc Committees may also self-organize at general meetings if supported by the majority of the membership present at such meetings.

Section 7.02 Steering Committee

The decision to convene a Steering Committee as well as the appointment of a Steering Committee Chairperson must be voted on by the Association in any such general, special or Annual Meeting. A majority vote of support for convening a Steering Committee is necessary in order to proceed to nominations of chairpersons. The nomination and election processes for selecting Steering Committee members shall be the same as described in Section 6.06. The Steering Committee, when convened, must consist of at least five (5) individuals, two (2) of whom have served as officers in the Association within the past two (2) years and all of which are Association members. The term of the Steering Committee members will be determined by the Executive Committee, in accordance with the tasks at hand.

Article VIII. Nominations

Section 8.02 Nominations from the Membership

Members may nominate from the floor any nominee who was not solicited by the Elections Committee and who has consented in person or in writing to serve, if elected, in the office to which he/she is nominated.

Section 8.03 Qualifications of Nominees

Each nominee must be a member of the Association.

Article IX. Liabilities

Section 9.01 Liabilities

No member, officer, agent or employee shall be liable for the acts or failure to act of any member, officer, agent or employee of the Association. Nor shall any member, officer, agent or employee be liable for his acts or failure to act under this Code of Regulations, expecting only acts or omissions arising out of his/her willful misfeasance.

Section 9.02 Insurance

The Association shall maintain a liability insurance policy.

Article X. Political Neutrality

Section 10.01 Public Servants

No elected or appointed official of the City of Shaker Heights or the Shaker Heights School District shall be a member of the Executive Committee of the Lomond Association. All Executive Committee members shall resign upon declaring candidacy for election or upon appointment to such public office.

Section 10.02 Endorsements

The Lomond Association does not endorse or otherwise support any candidate for public office nor permit the expenditure of any Lomond Association funds for such purpose.

Section 10.03 Candidates for Public Office

No candidate may address meetings or gatherings of Lomond Association unless all candidates for that office are afforded equal privileges and unless candidates have been invited in advance.

Article XI. Financial Accountability

Section 11.01 Expenditures

No funds belonging to the Lomond Association shall be expended except under one of the following conditions:

A. In accordance with the conditions therein the annual approved budget of the Association.

B. In circumstances requiring immediate action, the Executive Committee can approve the expenditure of sums equivalent to five percent (5%) of the Association's assets, but not more than one-thousand dollars (\$1,000).

C. In circumstances requiring immediate action, the President can approve the expenditure of sums less than one hundred dollars (\$100), the expenditure to be reported to the following Executive Committee meeting.

D. All solicitation of funds and monetary contributions should have prior approval of the Executive Committee.

Section 11.02 External Audit

In the event the Association's annual gross receipts exceed \$25,000 for three (3) or more consecutive years, the Association is required to have an external audit of the Association's financial statements for the third year of the relevant timeframe.

Article XII. Amendments

Section 12.01

This Code of Regulations may be amended, repealed or altered, in whole or in part, by a majority vote at any duly organized meeting of the Association or the Executive Committee provided that no such amendment, repeal or alteration shall be inconsistent with the Articles of Incorporation and the following process has taken place prior to legitimization of such amendment:

A. Shall present proposed changes in a general meeting, either in writing or verbal presentation, at least thirty (30) days prior to date of vote.

B. Shall make efforts to inform all members, through meeting announcements and website posting, of the date, time and location of the meeting for which the vote for making an amendment will take place.

C. Shall invite membership to provide feedback on proposed changes by a particular date.

D. Shall provide at least one (1) electronic option for submitting feedback and one (1) non-electronic option for submitting feedback to membership.

E. Amending committee shall seriously consider membership suggestions and concerns when proposing final amendment(s) for an Association vote.

Section 12.02 Regular Review of Code of Regulations

This Code of Regulations must be reviewed at least every two (2) years by a By-Law sub-committee of the Executive Committee, with any changes approved by a majority vote of the Association membership, consistent with the guidelines listed in Section 12.01.