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## Proposed amendments to Lomond Association Code of Regulations August 2008

**Amendments Committee: Kathe Bogie, Isaac Greber (Chair), Willa Walker**

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AMENDMENT #1: Rationale. The current mission statement in the Code is not consistent with the "purpose or purposes" statement in the Articles of Incorporation. The proposed amendment replaces the current mission statement with a new mission statement that uses essentially the same wording as in the Articles of Incorporation.

### Article 1. Mission Statement

#### Amended Section 1.01:

The Lomond Association is a self-governing nonprofit organization whose purpose is to engage exclusively in educational and charitable activities for the benefit of the Lomond School Area of the City of Shaker Heights (the "Area"), including but not limited to, activities to (i) eliminate prejudice and discrimination in the Area and surrounding areas, (ii) defend civil rights as provided by law, (iii) combat and prevent community deterioration and juvenile delinquency in the Area, (iv) lessen community tension in the Area and surrounding areas, (v) present public discussions forums, panels, lectures or published materials for the education of persons residing in the Area and in the Greater Cleveland Area with respect to the foregoing, and (vi) conduct such other charitable and educational programs as are exclusively for charitable and educational purposes in the public interest.

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AMENDMENT #2: Rationale. This is a minor change, to make the time period for payment of dues consistent with the time when the amount of dues is established. There are also word changes for logical consistency.

#### Amended Section 2.04

Membership shall automatically terminate if dues are not paid within ninety (90) days after the Annual Meeting date. Membership will be reinstated following payment of delinquent dues.

#### Current 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 at any time by payment of the delinquent current dues.

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AMENDMENT #3: Rationale. The current wording establishes a minimum amount of dues. The amended wording eliminates this minimum dues requirement.

Amended Section 2.05

The membership and fiscal year shall be from October 1 through September 30 of the following year. The membership dues amount shall be established at the Annual Meeting.

Current 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.

AMENDMENT #4: Rationale. The major item of the amendment is the elimination of members at large from the executive committee. A minor item is the identification of the Executive Committee as the Board of Directions of the Association, since state law refers to Directors and not to Executive Committees.

Amended Section 4.01 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 members of the Executive Committee are the "directors" of the Association for all purposes under the Ohio Nonprofit Corporation Law, Chapter 1702 of the Ohio Revised Code. The Executive Committee shall be composed of the Officers of the Association and the Chairpersons of Standing 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. 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. In addition, the Executive Committee is responsible for establishing meeting agendas, which shall include a reading of meeting minutes, report from the Treasurer, reports from all standing committees, and provisions for new business.

Current beginning of Section 4.01: 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, and a maximum of ten (10) at-large membership representatives.

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AMENDMENT #5: Rationale. The current wording of Section 6.02 gives a definition of the composition of the Executive Committee that is inconsistent with the definition given in Section 4.01. The amendment is a new first sentence of the section, that states the composition identically with the definition in Section 4.01. The amendment consists of the insertions given in italics. The rest of the Section is not changed.

Amended first sentence of Section 6.02 Executive Committee

As already defined in Section 4.01, the Executive Committee shall be composed of the Officers of the Association and the chairpersons of the Standing Committees.

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AMENDMENT #6: Rationale. The amended section includes a Preservation and Beautification Committee as a Standing Committee, identifies more clearly the mechanisms for establishing Ad Hoc Committees, and extends the same reporting requirements to Ad Hoc Committees that the Code currently requires of Standing Committees.

#### Section 6.01 Standing and Ad Hoc Committees

The Association shall have the following Standing Committees: Executive, Membership, Community Relations, Communications, Community Programs, Youth, Preservation and Beautification, and Elections. Additional Standing Committees may be established by the membership with a majority vote at a general, special or annual meeting. Ad Hoc committees may be established to accomplish special purposes for limited time periods. Such Ad Hoc committees may be established by the membership in the same manner as Standing Committees, or by the Executive Committee. Each Standing Committee and Ad Hoc 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 and Ad Hoc Committee shall record minutes reflecting the activities of such committee. In the event that a Standing Committee or Ad Hoc Committee chairperson is not able to fulfill his/her term as chairperson, the co-chairperson of such committee shall fulfill chairperson responsibilities.

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AMENDMENT #7: Rationale. The amended Section establishes a maximum size of the Elections Committee, establishes a timeline for the election process, gives the Elections Committee the responsibility of counting ballots, and eliminates reference to At Large members of the Executive Committee.

#### Section 6.08 Elections Committee

The Elections Committee shall be formed from members of the Association who are not members of the Executive Committee, except that the Chairperson becomes a member of the Executive Committee ex officio. There shall be no more than six (6) members of the Elections Committee. The Chairperson and the Co-Chairperson of the Committee shall be chosen by the Committee members at the first committee meeting of the year. The term of all members of the Elections Committee shall be one (1) year with a maximum of two (2) consecutive terms.

The Elections Committee shall be responsible for conducting the elections of Officers of the Association, including the counting of ballots. Voting shall be by written secret ballot. The Elections Committee shall solicit nominations of candidates for Officers, and begin its solicitation no later than one month before the general meeting that precedes the annual meeting at which elections are held. Nominations may be made by all members of the Association, including members of the Elections Committee. The Elections Committee shall arrange for the distribution of the names of the candidates prior to the general meeting preceding the annual meeting, and shall provide an opportunity at that

General Meeting for information exchange between the candidates and the membership of the Association. Nominations from the floor may be made at that General Meeting. After the close of that General Meeting no further nominations may be made. The Elections Committee shall make provision for absentee balloting. Absentee ballots must be available to the membership no later than two weeks before the Annual Meeting, and must be received by the Elections Committee no later than one day before the Annual Meeting. All ballots, including absentee ballots, shall be counted at the same time, immediately after the Annual Meeting.

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 AMENDMENT #8: Rationale. This new Section is required if the current Beautification Committee is approved by the membership as a new Standing Committee called Preservation and Beautification.

#### Proposed Section 6.09 Preservation and Beautification Committee

The Preservation and Beautification Committee shall be composed of members of the Association. The goal and purpose of the Preservation and Beautification Committee is to work on projects (on both public and private property) that will improve and enhance the aesthetics and the historical character of the Lomond Community. The Chairperson and Co-Chairperson of the Committee shall be chosen by the Committee members at the first committee meeting of the year.

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 AMENDMENT #9: Rationale. The issues about liability are not simple. Insurance may be useful temporarily for some activities, and unnecessary for others because of the Association's status as a non-profit corporation. The issues are sufficiently complex so that a blanket requirement in the Code is not appropriate.

#### Amendment to Section 8.01 Insurance

Section 8.01 shall be repealed

AMENDMENT #10: Rationale. The current requirement in Section 11.01 is that the Code be reviewed at least every two years. This frequent review does not appear necessary. The proposed five year review is consistent with the State requirement that the State be informed of the continued existence of the Association every five years. The current Section 11.01 requires merely that changes be approved by a majority vote at an Association meeting. The amended Section 11.02 refers to amendments rather than changes, so that the usual requirements for amending the Code would be met. The reference to Robert's Rules is eliminated, since consistency with Robert's Rules applies to the entire Code.

#### Amended Section 11.02 Regular Review of Code of Regulations

This Code of Regulations must be reviewed at least every five (5) years by a By-Laws sub-committee of the Executive Committee. Proposed amendments must be approved in accordance with the procedures described in Section 11.01.

#### Current Section 11.02

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.

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AMENDMENT #11: Rationale. The amended Section 11.01 clarifies the procedures for making amendments to the Code, and provides a timeline similar to that for the elections.

Amended Section 11.01

This Code of Regulations may be amended by majority vote at a General or Annual Meeting. Amendments may be proposed by any member of the Association or by a special Code Review Committee formed by the Executive Committee. Voting shall be by written secret ballot. Amendments must be consistent with the Association’s Articles of Incorporation. The Executive Committee shall be responsible for transmitting the proposed amendments to the membership, and for otherwise carrying out the procedures described below. Proposed amendments shall be presented at a General Meeting to be held at least thirty days prior to the meeting at which the vote will be taken; the amendments shall be distributed to the membership at least two weeks prior to the meeting at which the amendments will be presented. Commentary on the proposed amendments may be submitted to the Executive Committee by mail or electronically. Changes to the proposed amendments may be made by majority vote of the members present at the meeting at which amendments are presented; after the close of that meeting no further changes may be made. The Executive Committee shall make provision for absentee balloting. Absentee ballots must be available to the membership no later than two weeks before the voting meeting, and must be received by the Executive Committee no later than one day before the meeting at which voting is held. All ballots, including absentee ballots, shall be counted at the same time, immediately after the Voting Meeting.