

DOWNTOWN RESIDENTS' ASSOCIATION of COLUMBUS

Constitution and By-Laws

ARTICLE I. NAME AND JURISDICTION

1. The Downtown Residents' Association of Columbus (hereinafter referred to as DRAC) is a Civic Association formed in the City of Columbus, Ohio on August 4, 2003.
2. The territorial jurisdiction of DRAC shall be within the boundaries of Interstate 71 to the East, Interstate 70/71 to the South, the Scioto River to the West and Interstate 670 to the south of to the Cap (hereinafter referred to as "Boundaries").
3. DRAC is a membership organization that will conduct meetings of its members and will be governed by a Board of Directors. Meetings of the members will be scheduled regularly, allowing members the opportunity to discuss issues, express concerns and address matters that will enhance the Downtown Columbus experience. The Board of Directors will hear residents' issues and endeavor to address them in a timely and efficient manner.

ARTICLE II. OBJECTIVES

1. The objectives of DRAC are: to promote the benefits of living Downtown Columbus, while advocating for continuous community improvement in Downtown Columbus; promote Downtown Columbus as an attractive, desirable and viable area in which to live; and to increase the number of residents in Downtown Columbus in order to strengthen the central city area and enhance the economic vibrancy of Downtown Columbus.
2. Through a central, coordinated forum, DRAC can be the catalyst for enhancing the image of downtown and shall be used to enhance and create cohesion between residents of the various residential areas and districts of Downtown Columbus, including those contiguous with the immediate boundaries, and through social and community-focused events.
3. DRAC shall not endorse or lend public support to political candidates.
4. DRAC shall be governed by this Constitution and By-Laws.

ARTICLE III. MEMBERSHIP, ELIGIBILITY, AND FEES

Section 1 - Membership Eligibility.

Membership in DRAC shall be open to any individual, age eighteen years or over. Membership is open without regard to race, religion, ethnic origin, gender, sexual orientation, income level, disability or marital status. In order to be a member in good standing, a member must meet the criteria set forth in Article 3.1 and have paid the annual membership fee for the current fiscal year.

Section 2 - Special Memberships.

The Board of Directors may establish additional classifications of "Special" membership as they deem necessary, appropriate and in keeping with the objectives and mission of DRAC.

Section 3 - Membership Dues.

Payment of the annual membership dues are required to remain a member in good standing and to be eligible to vote on matters before DRAC. Membership dues shall be set by the Board of Directors and shall be non-refundable.

The annual membership term will be annually based on the date a member joins DRAC and the start of DRAC's fiscal year and end December 31.

Section 4 - Removal of Members.

Members may be removed from the membership of DRAC and prohibited from attending any meetings of the membership at the discretion of the Board of Directors if the member is habitually disruptive, threatening, behaves inappropriately or is deemed to be acting contrary to the furtherance of the purposes of DRAC.

ARTICLE IV. ANNUAL MEETING AND BOARD ELECTIONS

Section 1 - Annual Meeting Date.

The date of the Annual General Meeting shall be the third Wednesday of February of each year or such other date as agreed by the board the first quarter of the year. The Annual General Meeting is held for the purpose of electing a new Board, hearing from the outgoing Board, and receiving and reviewing a formal accounting from the outgoing Treasurer for the prior fiscal year. The current President (or the highest officer not running for re-election) will preside over the meeting and elections of the Board members.

Section 2 - Board Elections.

Beginning with the Annual General Meeting in February 2005, and each year thereafter, the membership shall elect Board members to the odd numbered seats in odd numbered years, and to the even numbered seats in even numbered years. Board members will serve a term of two (2) years.

Section 3 - Annual Meeting Notification.

Notification of the Annual General Meeting will be provided with a minimum fourteen (14) days notice to voting members.

Section 4 - Nominating Committee.

The Board shall appoint a Nominating Committee to secure sufficient candidates to provide a bona fide election. Nominations from the floor of the Annual General Meeting will be accepted, subject to the eligibility rules of Article V.

Section 5 - Voting Eligibility.

To be eligible to vote at any meeting, an individual must be a member in good standing and have been a member in good standing for no less than ninety (90) days prior to the meeting.

Section 6 - Voting Rules.

In all instances where there is a bona fide contest, votes shall be cast by secret ballot and counted by the Secretary (unless running for re-election), Chair of the Nominating Committee, and a

general member. In the instance of a challenge to the vote results, two (2) members shall recount the disputed vote result under the supervision of the current President or highest officer not running for re-election.

In the event of a tie after a recount, new ballots shall be cast. If a tie continues after the second vote, the current President (or highest elected officer not running for re-election) shall select one ballot randomly and blindly from all of the new ballots that have been gathered together and placed in a box. The selected individual named on the ballot will be the new member of the Board.

ARTICLE V: BOARD OF DIRECTORS

Section 1 - Terms and Number.

The Board of Directors (hereinafter referred to as the "Board") shall consist of eleven (11) members. Directors will be limited to serving 3 consecutive terms.

Section 2 - Powers.

The Board shall have the general power to control and manage the affairs of the corporation in accordance in the Articles of Incorporation and the objectives set forth in Article I of these bylaws.

This includes allowing the Board the right to remove disruptive members, appoint committee members and call special meetings if necessary.

Section 3 - Board Eligibility.

In order to be eligible to run for the Board, a candidate shall be a member in good standing and be been a member in good standing for no less than ninety (90) days prior to the Annual General Meeting. Any Board member who ceases to meet the requirements for membership shall immediately cease to be a Board member, and the remaining Board members shall elect another Board member to fill the office.

Section 4 - Officers.

The officers shall be elected annually by the incoming Board members, following the election of Board members at the Annual General Meeting. The officers elected shall be presented to the membership at the first meeting after the Annual General Meeting.

The officers of the Board will be comprised of:

- a) President. The President shall preside over all meetings, represent DRAC on public occasions, and make such appointments (including the chairpersons of committees) as deemed advisable for the effective conduct of the work of DRAC. The President shall be responsible for the agenda for all meetings and shall work with the Secretary of DRAC to ensure the agenda's completeness. The President shall serve as an ex-officio member of all committees of DRAC.
- b) Vice President. The Vice President shall assist the President in performing the duties of the office as requested by the President and shall execute the duties of the

President in the President's absence. The Vice President shall be an ex-officio member of all committees.

- c) Secretary. The Secretary shall record the votes and keep the minutes and proceedings of meetings of the Board, serve notice of meetings of the Board, and provide the agenda to the Board members at least four (4) days in advance of a meeting. The historic collection of minutes must be provided by an outgoing DRAC Secretary to the incoming officer. The Secretary shall be an ex-officio member of the Membership Committee.
- d) Treasurer. The Treasurer shall assume responsibility for the receipt and deposit in such bank accounts, and investment of funds in such vehicles, as the Board directs, the disbursement of such funds as directed by the Board, the keeping of proper books of account, and the preparation of an annual budget and a statement of income and expenditures to be presented to the members at the Annual General Meeting. An outgoing DRAC Treasurer must provide the historic collection of account activity to the incoming officer.

Section 5 - Removal.

If any elected member of the Board of Directors is absent for three (3) consecutive scheduled board meetings, the Board may declare by majority vote that Board seat is vacant.

The Board may remove any Director for misconduct or breach of this Constitution and By-Laws of DRAC upon a vote of at least two-thirds of the members of the Board.

Section 6 - Vacancies.

If a Board seat is vacated, the remaining Board members shall elect a qualified member to fill the vacancy for the remainder of the un-expired term.

Section 7 - Conflict of Interest.

In an event a director has a conflict of interest on any issue before the board, the director shall not be able to vote.

Section 8 - Remuneration.

There shall be no remuneration to any member of the Board, either directly or indirectly for their service on the Board of Directors except for reimbursement of expenses.

ARTICLE VI. BOARD MEETINGS

Section 1 - Regular Meetings.

Regular meetings of the Board shall be held monthly at such time and place as decided by the board.

Section 2 - Special Meetings.

Special Meetings of DRAC may be called by the President or any three (3) Board members, provided that notice is given at least three (3) days prior thereto. The notice shall state the

business to be considered at such meeting, and any Board action shall be limited to such business.

Section 3 - Quorums.

A quorum of the Board shall consist of a majority of the Board members. A simple majority of all Board members who are present at a meeting, in which a quorum has been established, shall be required to pass any motion other than a motion for constitutional amendment.

Section 4 - Agenda.

Requests for agenda items to be included in the regular meeting must be delivered to the Secretary at least 48 hours prior to the meeting. Any member in good standing may make requests for agenda items.

Section 5 - Meeting Conduct.

Meetings shall be conducted in accordance with rules as the president of DRAC shall determine or as approved by a majority of the board.

ARTICLE VII. COMMITTEES

Section 1 - Establish Committees.

The Board shall have the power to establish standing or ad hoc committees. The members of such committees need not be Directors.

Section 2 - Standing Committees.

The standing committees are Marketing, Membership and Meetings. The Board shall adopt guidelines governing these committees.

Section 3 - Committee Authority.

No committee and no member of any committee shall have the power or authority to commit DRAC to any obligation or course of action without the prior express approval of the Board.

ARTICLE VIII. FINANCES & CONTRACTS

Section 1 - Fiscal Year.

The fiscal year of the corporation shall commence January 1st and end December 31st of each calendar year.

Section 2 - Contracts. The President of the Board of Directors shall have the power to sign and execute in the name of the corporation all contracts authorized either generally or specifically by the board. The President may delegate this authority to other officers with the permission of the board.

Section 3 - Checks and Banking Accounts

The Board of Directors is authorized to select the banks or depositories or other financial institutions it deems proper for the funds of the corporation. The Board of Directors shall determine who shall be authorized on the corporation's behalf to sign checks, notes, drafts, and

other orders or obligations the payment. All corporation checks shall be signed by two board members.

All payments drawn upon the DRAC account that are over \$250 and not in the Board approved budget shall be approved by the Board, and in the case of vouchers drawn on such account, shall require the signatures of two officers of the Board, at least one of which must be the Treasurer.

Section 4 - Investments

The funds of the corporation may be retained in whole or in part in cash or be invested and reinvested, as the Board of Directors may deem desirable.

ARTICLE IX. INDEMNIFICATION OF DIRECTORS, OFFICERS, EMPLOYEES, VOLUNTEERS OR AGENTS

Section 1 - No Personal Liability

The officers and other members of the Board of Directors of the corporation shall not be personally liable for the debts, liabilities, or other obligations of the corporation, as expressly provided in Ohio Revised Code Section 1702.55.

Section 2 - Indemnification

The corporation shall, to the fullest extent now or hereafter permitted by Ohio Revised Code Section 1702.12 or other provisions of the Nonprofit Corporation Law of Ohio, indemnify or agree to indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed civil, criminal, administrative, or investigative action, suit, or proceeding, other than an action by or in the right of the corporation, by reason of the fact that the person is or was a director, officer, employee, or agent of or a volunteer of the corporation, or is or was serving at the request of the corporation as a director, officer, employee, member, manager, or agent of or a volunteer of another domestic or foreign nonprofit corporation or business corporation, a limited liability company, or a partnership, joint venture, trust, or other enterprise, against expenses, including attorney's fees, judgments, fines, and amounts paid in settlement actually and reasonably incurred by the person in connection with such action, suit, or proceeding, if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, if the person had no reasonable cause to believe the person's conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement, or conviction, or upon a plea of *nolo contendere* or its equivalent, shall not create, of itself, a presumption that the person did not act in good faith and in a manner the person reasonably believed to be in or not opposed to the best interests of the corporation, and, with respect to any criminal action or proceeding, a presumption that the person had reasonable cause to believe that the person's conduct was unlawful.

Notwithstanding the above, as provided in Section 1702.12(E)(2) of the Ohio Revised Code, no indemnification shall be made with respect to any of the following:

(a) Any claim, issue, or matter as to which the person is adjudged to be liable for negligence or misconduct in the performance of the person's duty to the corporation unless, and only to the extent that, the court of common pleas or the court in which the action or suit was brought

determines, upon application, that, despite the adjudication of liability but in view of all the circumstances of the case, the person is fairly and reasonably entitled to indemnity for such expenses as the court of common pleas or such other court considers proper;

(b) Any action or suit in which liability is asserted against a director and that liability is asserted only pursuant to Ohio Revised Code Section 1702.55 pertaining to specified acts of misconduct by directors.

Section 3 - Insurance

The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a director, officer, employee, volunteer, or other agent of the corporation) against liabilities asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the articles of incorporation, these bylaws, or provisions of law.

ARTICLE X. AMENDMENTS TO CONSTITUTION AND BY-LAWS

Amendments to the Constitution and By-Laws may be proposed for adoption at any Annual General Meeting or Special Meeting of DRAC. Amendments may be proposed by the Board, provided that written notice of the terms of the amendment proposed is given to the President or Secretary and to the membership in good standing at least thirty (30) days before the meeting at which it is to be considered for vote.

In order to be passed, an amendment to the constitution must receive a two-thirds majority of the votes cast.

Downtown Residents' Association of Columbus
As drafted and enacted effective August 4, 2003
Amended January 21, 2009
Amended February 20, 2013