

DOWNTOWN RESIDENTS' ASSOCIATION of COLUMBUS

Constitution and By-Laws

As drafted and enacted effective August 4, 2003

Article I: Name and Jurisdiction

1. The Downtown Residents' Association of Columbus (hereinafter referred to as DRA) is a Civic Association formed in the City of Columbus, Ohio on August 4, 2003.
2. The territorial jurisdiction of DRA 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 North (hereinafter referred to as "Boundaries").
3. DRA shall include individuals who live, own real property or work within the Boundaries of DRA. DRA is a membership organization that will conduct meetings of its members and will be governed by a Board of Trustees. 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 living experience. The Board of Trustees will hear residents' issues and endeavor to address them in a timely and efficient manner.

Article II: Objectives

1. The objectives of DRA 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, DRA 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 outside of the immediate Boundaries, through social and community-focused events.
3. DRA shall not be used as a political forum and shall not endorse or lend public support to political candidates.
4. DRA shall be governed by this Constitution and By-Laws.

Article III: Membership, Eligibility, and Fees

1. Membership in DRA 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.
2. 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 year.
3. Members may be either "Resident" or "Associate". Resident members are those who are domiciled and make their principal residence within the Boundaries. Associate members are those who meet the criteria set forth in Article 3.1 but make their principal residence outside of the Boundaries. Only Resident members may vote on the election of the Board of Trustees and amendments to this Constitution and By-Laws. Documented evidence of a Resident member's domicile may be required upon joining.
4. The Board of Trustees may establish additional classifications of "Special" membership as they deem necessary, appropriate and in keeping with the objectives and mission of DRA.
5. A Resident member moving to a principal residence outside of the Boundaries shall immediately cease to be a Resident member and shall become an Associate member on the condition that the member satisfies the criteria set forth in Article 3.1. Fees paid by a Resident member shall be credited toward the Associate membership fees due upon transfer of membership status.
6. Payment of the annual membership fee is required to remain a member in good standing and to be eligible to vote on matters before DRA. The annual fee shall be set by the Board of Trustees and shall be non-refundable.
7. The annual membership term and fiscal year of DRA shall be from January 1 through December 31.
8. Members may be removed from the membership of DRA and prohibited from attending any meetings of the membership at the discretion of the Board of Trustees if the member is habitually disruptive, threatening, behaves inappropriately or is deemed to be acting contrary to the furtherance of the purposes of DRA.

Article IV: Board of Trustees

1. The Board of Trustees (hereinafter referred to as the "Board") shall consist of eleven (11) members. The Board shall consist of a majority of Resident members. Board seats will be labeled numerically, 1, 2, 3, 4, etc. The officers of the Board will be comprised of:

a) President

1. The President shall preside over all meetings, represent DRA on public occasions, and make such appointments (including the chairpersons of committees) as deemed advisable for the effective conduct of the work of DRA. The President shall be responsible for the agenda for all meetings and shall work with the Secretary of DRA to ensure the agenda's completeness. The President shall serve as an ex-officio member of all committees of DRA.

b) Vice President

1. 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

1. 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 seven (7) days in advance of a meeting. The Secretary shall provide a sign-in roster for all meetings and keep these lists with the minutes of DRA. The Secretary shall also be responsible for maintaining any web-site information or e-mail lists, as appropriate, and shall mail information to individuals upon request. Where possible, communication to the membership will be conducted by the Secretary via electronic media. A register of the names, addresses and membership classification shall be kept up to date and in the custody of the Secretary/Treasurer. The register shall not be open to inspection by any member, and shall not be, in whole or in part, copied, scanned, transmitted, dictated, sold, rented or loaned and must not leave the possession of the Secretary. The historic collection of minutes must be provided by an outgoing DRA Secretary to the incoming officer.

d) Treasurer

1. 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. The Treasurer shall give a report at all general meetings. The historic collection of account activity must be provided by an outgoing DRA Treasurer to the incoming officer.

2. All officers of the Board shall be Resident members of DRA. Any officer who ceases to meet the requirements for Resident membership shall immediately cease to be an officer, and the remaining Board members shall elect another Trustee to fill the office.
3. The Secretary and Treasurer positions may be served by only one (1) Board member upon the unanimous consent of the Board. Such consent must be ratified annually after election of Board members.
4. 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.
5. All payments drawn upon the DRA account 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.
6. If any elected member of the Board of Trustees is absent for three (3) consecutive scheduled meetings, the Board may declare that Board seat vacant.
7. The Board shall have the power to establish standing or ad hoc committees. The members of such committees need not be Trustees and may be comprised of both Resident and Associate members in good standing.
8. No committee and no member of any committee shall have the power or authority to commit DRA to any obligation or course of action without the prior express approval of the Board.
9. 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.
10. The Board may remove any Trustee for misconduct or breach of this Constitution and By-Laws of DRA upon a vote of at least two-thirds of the members of the Board.
11. No Trustee shall be required to vote at a meeting of the Board during such time as a matter is being considered by the Board in which such Trustee has a conflict of interest. If such a matter arises, such Trustee shall at once declare that he/she has a conflict of interest and abstain from the vote. A note thereof shall be made in the minutes of the meeting.
12. There shall be no remuneration to any member of the Board, either directly or indirectly.

Article V: Elections and Election Voting Eligibility

1. The date of the Annual General Meeting shall be the third Wednesday of February of each 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 will preside over the meeting and elections of the Board members.
2. Notification of the Annual General Meeting will be provided with a minimum fourteen (14) days notice to voting members.
3. 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.
4. 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 4.
5. In all instances where there is a bona fide contest, votes shall be cast by secret ballot and counted by the Secretary, Chair of the Nominating Committee, and a general member. In the instance of a challenge to the vote results, one (1) Resident member and one (1) Associate member shall recount the disputed vote result under the supervision of the current President.
6. In the event of a tie after a recount, new ballots shall be cast as stipulated in Article 5.4. If a tie continues after the second vote, the current President shall select one ballot randomly and blindly from all of the new ballots gathered together and placed in a box. The selected individual named on the ballot will be the new member of the Board for the contested position.
7. 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.

Article VI: Meetings

1. Regular meetings of the Board shall be held on the third Wednesday of each month, unless otherwise provided.
2. Special Meetings of the DRA 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. All costs relating to such meeting shall be borne by the petitioners.
3. A quorum of the Board shall consist of a majority of the Board members.

4. 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.
5. Requests for agenda items to be included in the regular meeting must be delivered to the Secretary at least two weeks prior to the meeting. Requests for agenda items may be made by any member in good standing.
6. Meetings shall be conducted in accordance with Robert's Rules of Order.

Article VII: Amendments to Constitution and By-Laws

1. Amendments to the Constitution and By-Laws may be proposed for adoption at any Annual General Meeting or Special Meeting of DRA. 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 forty-five (45) days before the meeting at which it is to be considered for vote.
2. In order to be passed, an amendment to the constitution must receive a two-thirds majority of the votes cast.

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