

Arrowhead Park Association Maumee, Ohio

Code of Regulations

ARTICLE I

Name

The organization is incorporated as a nonprofit corporation under the laws of the state of Ohio and shall be known as the Arrowhead Park Association (hereafter the Association).

ARTICLE II

Offices

The principal office of the Association shall be at such location within Arrowhead Park, Maumee, Ohio as may be designated from time-to-time.

ARTICLE III

Purpose

1. The purpose of the Association is the advancement of the economic, industrial, professional, cultural, social, and civic interests in the Arrowhead Park community.
2. The Association shall observe all local, state, and federal laws that apply to a nonprofit organization.

ARTICLE IV

Powers

The Association shall have the power to sue and be sued; to purchase, hold, sell, lease, or mortgage real estate; to incur debts; to borrow money, giving thereof notes of the Association signed by one or more official(s) duly authorized by the board of trustees for that purpose; and may enter into contracts of any kind, furthering the purpose of the Association.

ARTICLE V

Funds

1. ~~The No~~ funds of the Association ~~in excess of \$1,000 shall be disbursed in accordance with an annual budget plan.~~ ~~without a quorum majority vote of the Board of Trustees.~~
2. No appropriation of money or other property of the Association shall be made for any purposes other than to defray its legitimate expenses, except by the unanimous vote of the trustees present at a meeting thereof, or a four-fifths (4/5) vote of the members present at a meeting of the Association.
3. The board of trustees shall decide on an annual basis to review of the financial accounts of the Association and determine what type of financial reporting need be made. The report shall be distributed to the trustees and be available to members for examination.
4. The Association shall use its funds only to accomplish the objects and purposes specified in these Regulations and no part of said funds shall inure, or be distributed, to the members of the Association. On dissolution of the Association any funds remaining shall be distributed to one of more regularly organized and qualified charitable, educational, scientific, or philanthropic organizations to be selected by the board of trustees.

ARTICLE VI

Membership

1. Any company (corporation, partnership, sole proprietorship, association, club, or estate) having an office located within, or owning property within, the defined boundaries of Arrowhead Park, ~~or is located outside of the defined boundaries, but within a 2-mile radius of Arrowhead Park~~ may make application for Active Membership in the Association; said application being a pledge of adherence to these Regulations and all other rules and regulations of the Association. ~~Any company located within a 2-mile radius shall enjoy all privileges of Active Membership, including voting and participation on the board of trustees. However, participation on the Board of Trustees shall be limited to no more than five (5) members.~~
2. ~~Any company (corporation, partnership, sole proprietorship, association, club, or estate) located outside the defined boundaries of Arrowhead Park but within a 2-mile radius and whose interests are compatible with those of the Association may make application for an Associate Membership in the Association; said applications being a pledge of adherence to these Regulations and all other rules and regulations of the Association. Associate members shall enjoy all privileges of~~

~~Active Membership including voting and participation on the board of trustees. However, participation on the board of trustees shall be limited to no more than five Associate members.~~

3. Any company (corporation, partnership, sole proprietorship, association, club, or estate) located outside a 2-mile radius of the defined boundaries of Arrowhead Park and whose interests are compatible with those of the Association may make application for a Friends of the Association; said applications being a pledge of adherence to these Regulations and all other rules and regulations of the Association. Friends members shall enjoy all privileges of Active Membership including voting and participation on the board of trustees.
4. Any company (corporation, partnership, sole proprietorship, association, club, or estate) holding membership shall designate the individuals to whom the company desires to assign the privileges of membership in the Association. Such assignments, when filed with the secretary of the Association, shall entitle such assignee(s) to act for the company with respect to the privileges of membership held by the member company. A formula for determining the number of assignees to be appointed shall be determined from time-to-time by the board of trustees. Any company shall have the right to change any or all of its membership assignments upon thirty(30) days written notice delivered to the secretary of the Association.
5. After receiving the recommendation of the membership committee, applicants may be elected at any meeting of the board of trustees. A two-thirds (2/3) vote of the trustees present shall be necessary to elect an applicant to membership.
6. Any member may be expelled for cause by the board of trustees by a two-thirds (2/3) vote of the trustees present at any meeting of the board of trustees.
7. Membership in the Association shall **may** terminate if (a) the member does not pay dues within three (3) months from the date payable; (b) the member tenders a written resignation; or (c) the member, after written notice and opportunity to be heard, is expelled for cause by a two thirds (2/3) vole of the trustees present at any meeting.

ARTICLE VII

Dues

1. Membership dues shall be at such rate or rates, schedule, or formula as may be from time-to-time prescribed by the board of trustees. Except as may be otherwise agreed to by the board of trustees, a company (corporation, partnership, association, club, or estate) shall subscribe to the Association in an amount not less than prescribed by such rate or rates, schedule, or formula as enacted at that time or as changed from time to time by the board of trustees.
2. The dues of any member elected after a fiscal year has begun shall commence with the next succeeding month following the month in which said applicant shall have been elected.
3. Following election, each member shall pay membership dues in advance before such assigned company members shall be permitted to vote or exercise privileges of membership. No member shall be entitled to vote or enjoy other privileges of membership who is delinquent in the payment of dues.

ARTICLE VIII

Meeting of the Members

1. The annual meeting of the members of the Association shall be **determined by the Board of Trustees, and will be held by the end of that calendar year, with** ~~held at any time within sixty (60) days after the close of the fiscal year,~~ the place and hour to be designated by the board of trustees.
2. Special meetings of the members of the Association may be held at such times as the chairperson or board of trustees may determine or upon the written request of five (5) percent of the members in good standing. Such written request shall state the purpose of the meeting, and the business of such meeting shall be limited to such stated purpose. Due notice by regular mail shall be given to every member. The notice shall contain a statement of the purpose of the meeting and shall be given by mail at least five (5) days preceding the meeting.
3. At all membership meetings of which notice was sent to members as required by these Regulations, those members in good standing in attendance at such meetings shall constitute a quorum. The concurring vote of a majority of those members present at a meeting at which a quorum is present shall be the act of the members.
4. Voting shall be by individual members (companies) and no member (company) shall cast more than one vote.
5. Members may vote or act by proxy in respect to all matters that are to be voted upon by members, and voting on all matters may be conducted by mail.

ARTICLE IX

Trustees

1. The government of the Association shall be vested in a board of trustees consisting of up to fifteen (15) persons who shall be the assignees of the members, including the chairperson and vice chairperson.
2. The annual election of trustees shall be held at a meeting of the members in November or December of each year pursuant to the procedures set forth herein including, but not limited to, the notice requirements of Article VIII.
3. At the regular August meeting of the board of trustees, the chairperson, with approval of the board of trustees, shall

appoint a nominating committee consisting of two (2) members of the executive committee and two other members from the board of trustees. The nominating committee shall be chaired by the chairperson or the vice chairperson. Notice of such appointments shall be given to the membership by regular mail. Any member desiring to do so may submit the name of any member to the nominating committee for its consideration in nominating trustees.

4. The nominating committee shall submit its nominations for trustees to the members at, or prior to, the meeting held for the election of trustees. In making its nomination, the nominating committee shall take into consideration the principal business and professional occupations represented in the membership to the end that such groups (shall be fairly represented on the board of trustees. Candidates for trustee may also be nominated by petition (a) signed by at least ten percent (10%) of the members of the Association in good standing and (b) delivered to the secretary of the Association at least twenty-four (24) hours preceding the time of the meeting held for the election of trustees. Only persons nominated as candidates shall be eligible for election. At every election of trustees, the candidates receiving the greatest number of votes shall be elected.

5. The nominating committee also shall interview prospective candidates for offices for the ensuing year and recommend individuals for such offices to the newly constituted board of trustees when it conducts its organizational meeting that shall be held no later than December 31 of each year.

6. The term of office of trustees shall be three (3) years, **with no term limits on re-election**. The terms of office are to be staggered so that board continuity is preserved.

~~7. Trustees elected at the annual election in November/December shall be eligible for re-election to one additional three-year term after which they shall not succeed themselves as trustees until the period of one (1) year has elapsed from the end of their last term of service. This does not apply to those trustees appointed to fill vacancies under provision of these Regulations.~~

8. Trustees may, from time-to-time, appoint as ex-officio, non-voting members of the board of trustees, and from other organizations or groups whose appointment may serve the interests and purposes of the Association. Terms of such appointments shall be one (1) year and appointees shall be eligible to succeed themselves by appointment.

9. Board of trustees vacancies by resignation or otherwise, may be filled by the board of trustees.

ARTICLE X

Meeting of Trustees

1. The board of trustees shall meet at regular periods. Absence from three (3) consecutive regular meetings without an excuse deemed valid and so ordered by the board of trustees shall be construed as a resignation.

2. A special meeting of the board of trustees may be called at any time by the chairperson or by three (3) trustees provided that, when called otherwise than by the chairperson, a call shall be issued to each trustee stating the purpose of the meeting no less than three (3) hours preceding the meeting.

3. At all meetings of the board of trustees ~~five (5)~~ **four (4)** trustees shall constitute a quorum. The concurring vote of a majority of those Trustees present at a meeting at which a quorum is present shall be the act of the board of trustees; except that a concurring vote of a majority of all trustees then in office shall be required to elect a trustee or director of any corporation of which the Association is a member or shareholder, and except that a concurring vote of at least two-thirds (2/3) of the total member of trustees then in office shall be required to (a) elect or remove a trustee of the Association; or (b) remove a trustee of any corporation of which the Association is a member or shareholder.

4. Any trustee, either before or after any meeting, may waive any notice required to be given by law or under these Regulations; and whenever all the trustees shall meet and consent to holding a meeting, it shall be valid for all purposes without notice, and at such meetings any action may be taken.

ARTICLE XI

Officers

1. Prior to December 31 of each year, after the annual election, the board of trustees shall meet and elect officers for the ensuing year. Such officers shall consist of a chairperson, a vice chairperson, a secretary, a treasurer, and such other vice chairpersons and officers, as the board of trustees shall deem advisable.

2. **If necessary**, the officers shall furnish surety bonds in such amounts as the board of trustees shall deem necessary, if any, the cost to be paid by the Association.

3. The duties of the officers shall be such as their titles, by general usage would indicate, such as are required by law, and such as may be assigned to them respectively by the board of trustees from time-to-time.

4; Officers shall hold office for the term of one (1) year or such other length of term as may be determined by the board of trustees, and until their successors are elected and qualified, except in the event of their earlier death, resignation, or removal from office. The same person may hold any two offices.

5. The chairperson may be elected to two (2) consecutive one-year (1) terms, after which he/she shall not succeed himself/herself as chairperson until the period of one (1) year has elapsed from the end of the last term of service. .

ARTICLE XII

Committees

1. The board of trustees shall authorize and define the powers and duties of all committees subject to the provisions of Article XIII below.
2. The chairperson shall appoint and discharge the members of all committees subject to confirmation by the board of trustees.
3. The chairperson shall be ex-officio, non-voting, member of all committees, unless otherwise ordered by the board of trustees; provided, however, that the chairperson shall be a voting member of the executive committee.
4. The board of trustees may delegate to any such committee any of the authority of the board of trustees. It shall be the function of committees to investigate and make recommendations. No committee, or member of a committee, shall represent the Association in advocacy of, or opposition to, any matter without the specific authority of the board of trustees or such confirmation as may be clearly granted under general powers delegated by the board of trustees to that committee.
5. At committee meetings a majority shall constitute a quorum. The concurring vote of a majority of those members present at a meeting at which a quorum is present shall be the act of the committee.

ARTICLE XIII

Executive Committee

The executive committee shall be composed of the chairperson, vice chairperson, secretary, and treasurer, ~~and one other trustee appointed by the board of trustees.~~ **Every attempt will be made to obtain a vote for any needs brought in the interim between meetings, using any available communication medium. In the event a quorum vote cannot be obtained within 48 business hours of notification,** the executive committee shall act for the board of trustees ~~in the interim between its meetings, or in the absence of a quorum thereof.~~ It shall have the authority to order disbursements for the necessary expenses and shall approve for payment. **Any acts that occur between regularly scheduled meetings will be documented in the minutes at the next regularly scheduled meeting.** ~~At a meeting of the board of trustees, the executive committee shall submit a report of its acts or minutes of its proceedings since its last previous report for confirmation.~~

ARTICLE XIV

Location of Meetings: Parliamentary Procedure

1. All meetings of members, trustees, and committees shall, as much as possible, be held within Arrowhead Park. .
2. All question of parliamentary procedure shall be settled according to Robert's Rules of Order, whenever they are consistent with these Regulations.

ARTICLE XV

Affiliations, Associations or Consolidations

1. Any group or association now organized, or to be organized or banded together, not for profit, and which group or association is in sympathy with the aims and purposes of this organization may petition the board of trustees to be affiliated, associated, or consolidated with the Association.
2. The administration of activities of an affiliate organization or association may be governed by a committee or a group of its own members, who shall be in sympathy with the aims and purposes of the Association as set forth in Article III of these Regulations provided the chairperson of the Association shall have the right of review and approval of all such matters, subject to the approval of the executive committee.
3. Any group or association so affiliated, or associated, may adopt such rules and regulations as it may consider necessary for the conduct of its affairs, but no rules or regulations shall be adopted by any such group which shall conflict with the aims and purposes Association, the Articles of Incorporation, or these Regulations.
4. Should such affiliation, association, or consolidation take place, a dues paying/dues sharing formula approved by the board of trustees may be implemented.
5. No group or association, so affiliated, or associated or any member thereof shall contract any debt in its behalf that shall in any manner, or to any extent, render the Association liable for the payment of any sum, unless the same shall have been approved by the board of trustees of the Association.
6. No action or resolution of any group or association so affiliated or associated with the Association shall be binding upon, or expressive of, the position of the Association unless such action or resolution shall have been approved by the board of trustees of the Association.
7. Groups or associations so affiliated or associated, shall submit to the board of trustees of the Association reports of their conditions and reviews of their proceedings at least quarterly.
8. Any such affiliated body may withdraw its affiliation, provided a formal notice of its intention to discontinue its affiliation shall be filed with the secretary of the Association at least thirty (30) days prior to such withdrawal from affiliation with the Association, such affiliation may also be discontinued by a two-thirds (2/3) vote of the board of trustees

of the Association.

ARTICLE XVI Fiscal Year

The fiscal year of the Association shall end as of the 31st day of December.

ARTICLE XVII Amendments

1. These Regulations may be amended by a majority vote of the members in good standing in attendance at any regular membership meeting or at any special meeting called for that purpose provided that such an amendment shall be plainly stated in the call for the meeting at which they are to be considered.
2. **Due notice will be provided at least five (5) days prior to the time of the meeting, and notice can be provided by regular/electronic mail, or any other available form of communication.** ~~Due notice by regular mail of meetings at which such amendments are to be considered must be given to every member at least five (5) days prior to the time of the meeting.~~

ARTICLE XVIII Enactment

These Regulations shall be effective immediately following their adoption by a majority vote of all the members of the Association present at a meeting duly called for that purpose and when so adopted shall supersede all previous guidelines or practices which are hereby annulled.

ARTICLE XIX Indemnification of Trustees, Officers and Others

Each trustee and officer; or former trustee or officer, of this Association, and his legal representatives, shall be indemnified by this Association against liabilities, expenses; counsel fees and costs reasonably incurred by him or his estate in connection with, or arising out of, any action, suit, proceeding or claim in which he is made a party by reason of his being or having been, such trustee or officer, provided that in no case shall the Association indemnify such a trustee or officer with respect to any matters as to which he shall be finally adjudged in any such action, suit, or proceeding to have been liable for negligence or misconduct in the performance of his duties as such trustee or officer. The indemnification herein provided for, however, shall apply also in respect of any amount paid in compromise of any such action, suit, proceeding, or claim asserted against such trustee or officer (including expenses, counsel fees, and costs reasonably incurred in connection therewith), provided the board of directors of the Association shall have first approved such proposed compromise settlement and determined that the trustee or officer involved was not guilty of negligence or misconduct; but in taking such action, any trustee involved shall not be qualified to vote thereon, and if for this reason a quorum of the Board cannot be obtained to vote on such matter, it shall be determined by the executive committee. In determining whether or not a trustee or officer was guilty of negligence or misconduct in relation to any such matters, the board of trustees or executive committee may rely conclusively upon an opinion of independent legal counsel selected by such board of trustees or executive committee. The right to indemnification herein provided shall not be exclusive of any other rights to which such trustee or officer may be lawfully entitled.

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