

Painesville Community Improvement Corporation
A Non-Profit Corporation
Bylaws

Article 1
Name

The name of the organization shall be "Painesville Community Improvement Corporation".

Article 2
Purpose

The purpose of this corporation shall be:

The **Physical Revitalization** of Painesville and surrounding communities as concerning safety, convenience, esthetics, and economic viability.

The **Economic Revitalization** of Painesville and surrounding communities to attract new commercial enterprises, create stability for small business, and ensure a continuing source of revenue to the communities.

The **Social Revitalization** of Painesville and surrounding communities to fulfill the needs of the citizens, promote activity and liveliness to the community, provide a sense of community among the people, and to encourage area wide events for the benefit of the residents and the business community.

Article 3
Membership

Any person in accord with the purpose of this corporation shall be eligible for membership subject only to compliance with the Corporation By-Laws and Code of Regulations.

Members shall be entitled to participate in dialogue and offer perspectives at all General membership and Board of Trustee meetings.

Members are entitled to serve on any committee upon appointment by the Board of Trustees or the Executive Committee with the exception of the Nominating Committee.

Those eligible for membership shall be entitled to membership upon attendance at two (2) consecutive general meetings. To maintain active membership status a member is required to volunteer a minimum of two (2) hours annually.

Members shall be entitled to vote for any business put before the Corporation at a general meeting.

Article 4
Board of Trustees (7)

There shall be seven Trustees elected by the general membership of the Corporation at the annual meeting.

The Trustees shall be elected for a term of two years.

Election of Trustees shall be staggered, with three Trustees elected on odd number of years and four Trustees elected on even number of years.

A Trustee may serve as an officer of the Corporation.

A Trustee may resign at any time by filing a written notice with the Secretary or any officer of the Corporation other than himself or herself.

A Trustee may be removed with or without cause by affirmative vote of two-thirds of the persons then serving as Trustees at a regular or special meeting of the Board of Trustees of the Corporation.

A Trustee having a conflict of interest or responsibility on any matter involving the Corporation and any other business entity or person shall refrain from voting on such matter. No Trustee shall use his or her position as a Trustee of the Corporation for his or her own direct or indirect financial gain.

Article 5
Authority for Officers and Executive Committee

The general membership shall elect the officers by majority vote.

The Officers of the Corporation shall be President, First Vice President, Second Vice President, Secretary, and Treasurer.

The President shall preside at all meetings of the Corporation and of the Board of Trustees, conduct the business of the Corporation under the direction of the Board of Trustees, and represent the Corporation in the community.

In the absence of the President, the First Vice President shall preside at all meetings of the Corporation and shall perform the duties of the president. When so acting, the Vice President shall have all the powers of and be subject to all restrictions of the President. The Vice President shall also perform such other duties as may be assigned by the President.

The Second Vice President shall act as Membership Chairperson and be responsible for determining eligibility for, and maintaining, the active membership roster.

The Secretary shall record all proceedings of the meetings of the Corporation in a minute book to be kept for that purpose. The Secretary shall be the custodian of the records of the corporation and shall perform other duties required of the Secretary.

The Treasurer shall be responsible for all monies belonging to the Corporation and deposit it in a Federal Insured Financial Institution designated by the Trustees. The Treasurer shall receive and disburse funds under the direction of the Executive Committee. The Treasurer shall make all books and records available to the Executive Committee and Board of Trustees upon request and render a monthly statement to the above.

The above officers shall constitute the Executive Committee.

An Officer may be removed with or without cause by affirmative vote of two-thirds of the persons then serving as Trustees at a regular or special meeting of the Board of Trustees of the Corporation.

Article 6

Meetings

The Corporation shall hold annually, a minimum of two general meetings for all members.

The Board of Trustees shall meet monthly or upon written request of three Trustees. A quorum shall consist of not less than a majority of members of the Board of Trustees.

The first meeting of the calendar year shall be the annual meeting.

Written notice of all meetings of members shall be delivered by the Secretary by letter, fax, e-mail or in person not less than four (4) days or more than thirty (30) days before the date of the meeting.

Notice of the annual meeting shall be by telephone, letter, e-mail, fax or in person, not less than four days prior to the date of the meeting.

Special Meetings may be called by the Board of Trustees or the President. The Secretary shall give notice of each such meeting by telephone, letter, e-mail, fax or in person, not less than forty-eight hours prior to the date of the meeting. Unless otherwise specified in the notice the business to be transacted at any special meeting shall be limited to that business set forth in the notice.

Committee meetings will be called by the committee chairperson or the President.

Article 7

Voting

A simple majority of votes entitled to be cast by the members present shall be sufficient to pass matters presented at any general or Trustee meeting.

Article 8

Rules

Roberts Rules of order as revised shall be the parliamentary authority for all meetings of the Corporation in all cases to which they are applicable and which they are not inconsistent with these By-Laws.

Article 9

Committee

There shall be four standing committees.

1. Grant Committee - Responsible for reviewing all grant requests and presenting a summary and recommendations for each grant request to general membership for voting.
2. Budget Committee - Responsible for developing and modifying a budget each year for approval by the Board of Trustees.
3. Public Relation Committee - Responsible for handling all general marketing and membership activities for the Corporation.
4. Membership Committee - Responsible for recruitment and retaining members.

The President shall approve all Committee Chairpersons. The President shall appoint any committees as deemed necessary to support the purposes of this Corporation.

Article 10

Amendments

The By-Laws may be amended, altered, or repealed by a 2/3 vote of eligible members present at any regular called meeting.

Article 11

Dissolution of the Corporation

Upon the dissolution of the Corporation the Board of Trustees shall after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purpose of the Corporation in such manner to such organization or organizations organized for the purpose as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue

Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of Lake County, Ohio, exclusively for such purpose or to such organization as said Court shall determine, which are organized and operated exclusively for such purpose.

Addendum of Amendments

Name Change of the Corporation

Article 2

- Add under each revitalization Painesville and surrounding communities
- Change to revenue to the communities.
- Change to promote activity and liveliness to the community among the people
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Article 3

- Add subject only to compliance with the corporation By-laws and the Code of Regulations.
- Add members shall be entitled to participate in dialogue and offer perspectives.
- Add members shall be entitled to serve on any committee upon appointment by the Board of Trustees or the Executive Committee with the exception of the Nominating Committee.
- Add members shall be entitles to vote for any business put before the Corporation at a general meeting.

Article 4

- Board of Trustees changed from thirteen to seven.
- Change election of Trustees to three Trustees on odd years and four Trustees on even years.
- Add Trustee may resign by written notice to an officer of the corporation.
- Add Trustee may be removed by affirmative 2/3 Trustee vote.
- Add a Trustee having a conflict of interest shall refrain from voting on such matter. No Trustee shall use the position for personal gain.

Article 5

- Change to the general membership shall elect the officers by majority vote.
- Add an Officer may be removed by a 2/3 affirmative vote of the Trustees.

Article 6

- Add the Corporation shall hold annually a minimum of two general meetings.
- Add meeting notices shall be by telephone, letter e-mail, fax or in person.
- Add special meetings may be called by the Board of Trustees or President with 48 hour notice.
- Add committee meetings will be called by the committee chairperson or the President.

Article 9

- Change from three to four standing committees, Grant, Budget, Public Relations, and Membership.
- Add President shall approve all committee chairs and appoint committees to support the corporation.

The General Membership passed the following amendments on 12/08/03.

Addendum of Amendments

Article 3 - Item #2 was revised. Volunteering to maintain membership was added.

Article 4 - Item #5 was deleted. A trustee shall serve no more than three consecutive terms.

Article 5 - Item #5 was added.