

East Price Hill Improvement Association Constitution

(Adopted April 19, 1993; Amended May 17, 1993, June 18, 2018, November 20, 2023, and December 18, 2023)

Article I.

Section 1. The Name of this organization shall be the East Price Hill Improvement Association (EPHIA Corporation or EPHIA).

Article II.

Section 1. Purpose. EPHIA is a community-based volunteer Ohio nonprofit organization that provides opportunities for individuals, businesses and other organizations to participate in East Price Hill's present and to chart its future. EPHIA is committed to bringing together people of diverse backgrounds and opinions in an environment of cooperation, collaboration and communication. Our objective is to promote the improvement of the quality of life and economic vitality of our community, including: (1) East Price Hill, (2) all of Price Hill, (3) the West Side of Cincinnati and Hamilton County, (4) the City of Cincinnati, and (5) Greater Cincinnati.

Section 2. Policies. EPHIA does not tolerate discrimination based on race, color, religion or creed, national or ethnic origin, disability, gender, gender expression, sexual orientation, or any other characteristic protected under federal, state or applicable local laws. EPHIA does not tolerate intimidation or threatening actions.

Section 3. Boundaries. The boundaries of East Price Hill are those established by the Official Street List as previously adopted by EPHIA Resident Members. Modifications to the list require prior notification of all Members (also referred to herein as the membership or general membership) and a two thirds (2/3) vote of Resident Members present at a regular meeting of the Members.

Article III.

Section 1. The Board of Directors includes six (6) Officers, six (6) Directors and three (3) Trustees. The Officers of this organization shall be a President, Vice President, Corresponding Secretary, Recording Secretary, Membership Officer and Treasurer. The Officers, Directors, and Trustees shall be collectively known as the Board of Directors.

Section 2. The Annual Meeting for the election of Officers, Directors and Trustees shall be held in November. A plurality vote shall be necessary for election to each office. Installation of the newly elected Officers, Directors, and Trustees shall take place on election night immediately after the announcement of the official results of the election.

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Section 3. The Term of Office for all Officers and Directors shall be 2 years. To provide for continuity in the organization, the terms of Officers, Directors, and Trustees shall be staggered so that all Officers are elected in odd numbered years, all Directors in even numbered years, and Trustees as their terms expire.

Section 4. The Trustees term of office shall be five years. They will serve as members of the Trustees Committee. The President and Treasurer shall serve as non-voting members of the Trustees Committee and consult in all actions taken by this committee.

Section 5. The Nominating Committee shall consist of seven (7) members appointed at the June regular meeting, three (3) appointed by the President, and four (4) Members of EPHIA selected from the floor by the general membership. The Nominating Committee shall elect by plurality vote, a member of the committee to serve as chairperson. The election candidates shall be announced at the general membership meeting in October. Nominations from the floor shall be accepted at this meeting.

Section 6. Election Committee. The Chairperson of the Nominating Committee, if not an opposed candidate for office, shall be the Chairperson of the Election, and together with the incumbent members of the Board of Directors who are not candidates and those running unopposed, shall have full charge of the election. If the Chairperson of the Nominating Committee is ineligible to serve as Chairperson of the Election, the Election Committee shall elect a qualified member of the committee to serve as chairperson.

Section 7. Eligibility. All candidates for office must be paid Resident Members in good standing who have become Members of this organization on or before the date of the June meeting previous to the November election, and who have attended at least three (3) meetings during the 12 months preceding the November election. Candidates for President and Trustee must have been Resident Members in good standing for at least two years prior to the November election.

Section 8. Election. Official Ballots shall be provided by the Recording Secretary in the form designated by the Chairperson of the Election. An election poll record must also be provided in which each Member casting a vote shall sign, and his or her address shall be entered. On the day of election, the polls shall be open not more than three hours, and not less than one- and one-half hours. The time shall be agreed upon by the Board at its October Meeting. No person shall be permitted to vote by proxy or by absentee ballot.

Section 9. Vacancies in Office shall be filled within two months by the Board of Directors, who shall elect a Resident Member to fill the vacant office for the remainder of the term to which the Officer, Director, or Trustee was originally elected. Vacancy in the office of President shall be assumed by the Vice President. Those nominated to fill a vacancy need not meet the tenure of membership and attendance requirements in Section 7.

Section 10. Removal from Office or Membership. In the event an Officer, Director, or Trustee neglects the duties of his or her office, or any Officer, Director, Trustee or Member participates

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in acts detrimental to the organization, the Officer, Director, Trustee or Member may be censured or removed from office or membership by two-thirds vote of the membership present at the meeting where the recommendations of the Trustees Committee are voted on. Charges against any Officer, Director, Trustee or Member shall be made in writing to the Board of Directors. The letter listing the charges shall be signed by the person or persons making the charges and they shall assume all liability for them. The Trustees Committee shall fully investigate all allegations against any Officer, Director, Trustee or Member and recommend a course of action prior to any vote of the membership.

Article IV.

Section 1. Duties. The President shall act as chairperson of all Board of Director and Member meetings of EPHIA. It shall be the duty of the chairperson to conduct said meetings with dignity and decorum in the manner prescribed by this Constitution and Amendments.

Section 2. The President shall have the power to name for his or her term of office such standing or special committees as are deemed necessary for the execution of actions of the organization. He or she shall appoint a chairperson for each committee and announce to the membership the purpose and goals of each committee. The President shall have the power to dissolve committees and remove chairpersons except for the Nominating Committee, the Trustees Committee and the Audit Committee. The President shall be an ex officio member of all committees except the Nominating Committee. The President shall be the Corporate Agent of EPHIA Corporation.

Section 3. In the absence of the President, the Vice President shall assume all duties of the President.

Section 4. The Corresponding Secretary shall send correspondence as directed by the President. The official address of the organization shall be the post office box maintained by EPHIA.

Section 5. The Recording Secretary shall keep an accurate and complete record of all actions of EPHIA taken at its meetings. This record shall be known as the minutes. The Recording Secretary shall provide to the Trustees an accurate record of all Amendments to this Constitution and the Official Street List.

Section 6. The Membership Officer shall maintain a file of all Members, the voting status of all Members, and shall notify all Members of all meetings in a timely fashion.

Section 7. The Treasurer shall have charge of all moneys in the checking and savings account of the organization. The Treasurer shall make prompt payment of all expenses legitimately incurred by EPHIA and authorized by the Board of Directors. The Treasurer shall prepare and provide the financial statements and supporting documents to the Audit Committee for the annual audit and any interim reviews requested by the Audit Committee.

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Section 8. The Trustees shall act with the President and Treasurer to oversee the finances of the organization. The Trustees shall be responsible for maintaining all traditions of the organization and encouraging a continuity of direction and purpose. They shall act as advisors to the President. The Trustees shall maintain a record of all Amendments to this Constitution and the Official Street List until they are published as amended. The Trustees and the President shall conduct an annual audit of the books of the corporation at the close of the fiscal year in November, and report on such audit to the membership at the December meeting. The Trustees shall have the same privileges at Board meetings as the other members of the Board of Directors.

Section 9. The Board of Directors shall be in charge of the affairs of EPHIA between the regular meetings of Members. They shall pass on the payment of bills, and they shall be responsible with the President for carrying out all policies. No action of the Board of Directors shall conflict with actions of the membership, or policies established by the membership.

Article V.

Section 1. Meetings. Regular meetings of the Members (also referred to herein as the membership or general membership) shall be held on the third Monday of each month except for the months of July and August, when no regular meetings shall be held.

Section 2 Special membership meetings may be called by the President or at the written request of 25% of the membership directed to the President. The call for said special meeting must state the purpose of the meeting, and no business other than that stated in the notice shall be transacted. All Members in good standing shall be notified of the special membership meeting.

Section 3. Board of Directors meetings shall be held on a regular schedule once a month during every month of the year.

Section 4. Special Board of Directors Meetings may be held on the call of the President or on a written request directed to the President for a special meeting by a quorum of the Board of Directors. Only business listed in the call for the meeting shall be transacted at the Special Board Meeting.

Section 5. Quorum. To constitute a meeting or commit the association on any action or proposal, a quorum must be present. Fifteen (15) Resident Members shall constitute a quorum at a general membership meeting. At least half of the sitting members of the Board of Directors shall constitute a quorum at a meeting of the Board of Directors.

Article VI.

Section 1. Membership. EPHIA membership is open to residents and owners or operators of businesses located within the boundaries of East Price Hill as defined in Article II Section 3. All Members shall be eighteen years of age or older. Resident Member applications will be supported by primary residency within East Price Hill as evidenced by a current voter

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registration card, driver license, or State of Ohio identification card showing the name and address of the bearer. The Membership Officer, after investigation and with the approval of the Board of Directors, may accept other evidence of residency, such as a current lease, home purchase contract, rent receipt, property tax bill, utility bill, or City of Cincinnati identification card showing the name and address of the bearer. The Membership Officer may accept Business Member applications after investigation and with the approval of the Board of Directors, based on a description of the business, and evidence of business location and current or planned operations within East Price Hill.

Section 2. Payment of dues for the current year will be submitted with a new membership application, which will be refunded if the application is subsequently rejected for any reason. New Resident Members become voting members at the second and all subsequent meetings they attend during the term of their membership.

Section 3. Resident Members in good standing may vote on all business brought before this association except as otherwise provided for by this Constitution and Amendments. Business owners or operators whose primary residence is in East Price Hill may hold dual resident and business memberships but may cast only one vote on any motion or in an election. Only Resident Members of EPHIA and East Price Hill residents who are not EPHIA members may vote on matters related to City of Cincinnati Neighborhood Support Program (NSP) budgets and projects, or any other matters that require a vote including only neighborhood residents.

Section 4. To be in good standing, a Member must have paid his or her dues for the current year. The rate of the dues shall remain the same throughout the year.

Section 5. No Member shall be eligible to vote at the annual November election who has not been a Member of EPHIA on or before the date of the September regular membership meeting. Dues paid after that date shall apply to membership for the following year.

Section 6. The annual membership dues and any additional fees shall be determined by the Board of Directors and may be changed at any time when, in their discretion, the Board deems it necessary. However, no such change shall become effective until the date of the annual election of Officers, Directors, and Trustees immediately following such change.

Section 7. The annual membership dues are payable in advance of the annual November election.

Section 8. A Member who has allowed his or her membership to lapse due to non-payment of dues for more than one year, and who shall pay the amount equal to the annual dues then in force, shall then be reinstated with all the rights and privileges of membership with the following restriction: such reinstated Member shall not be eligible to vote in the November election unless his or her membership was reinstated on or before the date of the September regular membership meeting.

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Section 9. Life Membership may be awarded by two-thirds vote of the Board of Directors to any person who has served with distinction as a Member of EPHIA, or any person who has provided extraordinary support and service to the community. Life membership shall not be available for purchase. Life Members shall not be subject to the annual dues payment. Life Members may vote or hold office without regard to the residency requirement except when such vote would violate City of Cincinnati NSP guidelines.

Article VII.

Amendment. This Constitution may be amended by a two-thirds vote of the Members present at any regular monthly meeting. All Members in good standing must be notified in writing prior to the meeting. The amendment voted on shall be in the exact wording provided in said notice, and voted upon by the members present at said meeting.

Article VIII.

Parliamentary Authority. The current revision of Robert's Rules of Order shall be the final authority on all questions of procedure and parliamentary law not covered by this Constitution and Amendments.

Article IX.

Section 1. Funds. EPHIA shall maintain one or more checking accounts in which deposits of all moneys shall be made. Savings accounts and certificates of deposit may also be maintained. Withdrawal of funds derived from the sale of EPHIA's real estate requires a two thirds (2/3) vote of the Board of Directors and a two thirds (2/3) vote of the Resident Members present at a regular meeting.

Section 2. Payment of Expenses. All legitimate expenses of EPHIA and its committees shall be paid with funds withdrawn from the checking account(s), such expenses having been previously approved for payment by the Board of Directors.

Section 3. Required Signatures. Checks drawn on the checking account(s) shall be signed by two of the following officers: The President and/or Treasurer and/or Vice President. Moneys withdrawn from a savings account must be signed by the Treasurer and at least two of the elected Trustees. Any amount of money taken from a certificate of deposit must be voted upon by the Board of Directors and signed by either the three Trustees, or two Trustees and the President.