

BYLAWS OF THE FIRST SUBURBS CONSORTIUM OF SOUTHWEST OHIO



HAMILTON COUNTY

First
Suburbs
Consortium

Adopted November 17, 2005
Revised April 29, 2008

The mission of FSC-SW is to initiate and promote public policies and practices that maintain the vitality of our communities, protects and redevelops mature communities, and fosters regional cooperation. The Consortium advocates:

- Public policies that do not create disposable communities
- Balanced investments in new and existing infrastructure
- Maintenance and enhancement of the tax base
- Creation of redevelopment opportunities.

**BYLAWS OF
THE FIRST SUBURBS CONSORTIUM
OF SOUTHWEST OHIO**

In accordance with the Agreement for Establishment of the First Suburbs Consortium of Southwest Ohio (“the Agreement”) these Bylaws are hereby adopted to govern the activities and procedures of First Suburbs Consortium of Southwest Ohio (“FSC-SW”).

I. PURPOSE

The purpose of FSC-SW shall be to provide organizational status to cooperative efforts between the member communities of FSC-SW in matters of mutual concern, including but not limited to initiation and support of policies and practices which protect, maintain and redevelop mature communities and other matters which affect health, safety, welfare, education, economic conditions, and regional development.

II. REPRESENTATION; MEMBERSHIP BOARD

- A) FSC-SW shall consist of its member-municipalities and member-townships (“member communities”); and each such member shall be represented by its chief elected officer (a member of the board of township trustees or municipal mayor,) or one (1) alternate specifically designated by such chief elected officer from time to time (“the Representative”).
- B) Meetings of FSC-SW can be conducted without a quorum present; provided however, that voted approvals shall not be conducted unless a quorum is present.

- C) A quorum shall consist of a majority of the Representatives, each of whom shall be entitled to one vote. Action may be taken by the affirmative vote of a majority of Representatives voting in person and by proxy; provided however, that any proxy vote shall be in writing, signed by the Representative and presented before the voting process.

III. OFFICERS AND ANNUAL ELECTIONS; SECRETARY

- A) As soon as practicable after the Agreement is approved by the legislative body of each member community, and thereafter in the succeeding calendar years, the Representatives shall meet and elect in annual elections (“Annual Elections”) or as required by circumstances, as officers a Chair, Vice Chair, and Treasurer, respectively, who shall serve until such officers are next elected.
- B) The Chair—and in the absence of the Chair, the Vice Chair—shall preside at all meetings of FSC-SW, exercise those other powers and duties usually exercised by the officers of similar organizations, and between meetings of FSC-SW may act for FSC-SW in a manner consistent with the directions of FSC-SW and with the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio.
- C) The Treasurer shall perform those duties normally associated with such office, including the responsibilities of Fiscal Officer for FSC-SW.
- D) Officers shall serve without compensation. Any officer may be removed at any time upon a vote of the majority of the Representatives. No officer shall be removed without due notice and a reasonable opportunity for hearing.

- E) The Secretary/Executive Director of the Hamilton County Regional Planning Commission, or designated staff, shall serve as Secretary of FSC-SW in accordance with the Cooperation Agreement between the Hamilton County Regional Planning Commission / Planning Partnership and FSC-SW. The duties of the Secretary shall include, but not be limited to maintaining records of FSC-SW and keeping minutes of all meetings.

IV. EXECUTIVE COMMITTEE.

- A) The Executive Committee shall consist of the Chair, Vice Chair, Treasurer and four (4) other Membership Board Representatives, and shall be elected as Executive Committee members in Annual Meetings. No two (2) or more persons who reside in or hold elected public office in the same FSC-SW member community shall serve contemporaneously on the Executive Committee.

V. MEETINGS.

- A) FSC-SW shall meet, at a minimum, on an annual basis. Meetings shall be scheduled and held as determined by the Chair or when requested in writing by the Representatives of one-third or more of the member communities. Public notification thereof and the ability of FSC-SW to meet in executive session shall be governed by Ohio Revised Code, Section 121.22.

VI. POWERS AND DUTIES—MEMBERSHIP BOARD.

Except as otherwise provided in these Bylaws, the Membership Board shall have the following powers and duties.

- A) *Officers and Executive Committee:* At its first meeting of each year, the Representatives shall elect Officers and select four other Representatives of Member Communities to serve on the Executive Committee.
- B) *Bylaws:* The Membership Board may amend these Bylaws by affirmative vote of at least sixty (60) percent of the member community representatives voting in person and by proxy at any regular meeting or special meeting called for such purpose, so long as a quorum is present and copies of such proposed amendments have been given to each Representative not less than ten (10) days prior to such meeting.
- C) *Participation:* As the goals of FSC-SW depend on the collective efforts of member communities, each representative is expected to participate in Membership Board meetings, on Project Committees, and other activities of FSC-SW.

VII. POWERS AND DUTIES—EXECUTIVE COMMITTEE.

Except as otherwise provided in these Bylaws, the Executive Committee shall have the following powers and duties.

- A) *Approvals:* To approve statements of Board policy, studies and plans and to provide for the implementation thereof.
- B) *Assistance:* To apply for and accept loans, grants and contributions on behalf of FSC-SW and any other assistance in the form of money, property, labor and supplies from public and private sources, including charitable foundations, assistance agencies, the State of Ohio and instrumentalities of the United States; and to expend and disburse

- such grants, gifts, contributions and loans and other assistance for any approved purpose, and make regular reports to the Membership Board.
- C) *Contracts*: To contract or enter into agreements with any person, any federal, State or local agency and any subdivision thereof, and any public or private organization; to carry out the purposes of FSC-SW, as specified in these Bylaws or for which assistance is accepted, including contracts for grants, loans, contributions and any other assistance available from agencies of the State of Ohio and instrumentalities of the United States; and to stipulate, in contracts let in connection with any project for which assistance is received, that the contractor and any subcontractor comply with requirements such as minimum wages, laws against discrimination and other lawful obligations which may be required as conditions to receipt of financial aid granted to the project.
- D) *Financial*: To prepare an annual budget and an equitable plan for the assessment of membership dues; to receive, expend and disburse funds; to execute reports and tax returns as may be necessary; to serve as the financial control body, and make regular reports to the Membership Board.
- E) *Project Committees*: The Executive Board shall establish, modify, dissolve and exercise oversight over Project Committees composed of at least 4 members. Executive Board members may serve on but are not required to chair a project committee. The project committees shall hold regular meetings, coordinate their activities with the members of the executive committee and make regular written reports to the executive committee as may be established by the Executive Committee.
- F) *Staff Salary*: To establish a salary of staff members, if any.

- G) *Other responsibilities:* To carry out such other responsibilities as may be required of FSC-SW by its member communities or the laws of the State of Ohio.

VIII. FINANCE.

- A) *Fiscal Officer:* Financial responsibility for FSC-SW shall rest on the Treasurer for FSC-SW, who shall be elected by FSC-SW.
- B) *Fiscal year:* The fiscal year of FSC-SW shall commence on January 1 and shall be a calendar year.
- C) *Adoption of Budget:* The Budget shall be presented by the treasurer to the Executive Committee at least once per year and shall be subject to adoption by the Executive Committee voting at a regular meeting.
- D) *Annual audit:* FSC-SW may cause an annual audit to be performed covering all financial affairs of FSC-SW. Copies of any such audit shall be mailed to each member of FSC-SW.

IX. PARLIAMENTARY AUTHORITY.

Roberts Rules of Order, Revised, shall govern all parliamentary procedures of FSC-SW in all cases to which they may be applicable, except to the extent that they are inconsistent with the Bylaws or the special rules of order of this organization.

X. ADMISSION TO MEMBERSHIP.

Subsequent to the formation of FSC-SW, municipalities and townships may be admitted to membership as follows.

- A) *Request:* The chief elected officer of the applicant-municipality and applicant-township (“the Applicant”) may request membership of the Applicant in FSC-SW; the Applicant shall be advised that, upon approval of such request, the Applicant will comply fully with the requirements and obligations imposed pursuant to the Agreement and Bylaws, as amended from time to time.
- B) *Approval:* Any FSC-SW approval of the Applicant’s request shall be given in the manner provided in Article II of these Bylaws; thereupon, FSC-SW and Applicant will take such further actions and execute such documents as necessary to confirm and effect the Applicant’s membership in FSC-SW and compliance with the obligations thereof.

XI. WITHDRAWAL FROM MEMBERSHIP.

Any member community may withdraw from FSC-SW upon thirty days advance notice and payment of all dues and other financial obligations that may be payable as of the date of withdrawal.

XII. CONDITION TO OBLIGATIONS.

A member community shall be obliged to pay the financial obligations incurred under Section VIII Finance, in these by-laws; but any other obligations which may require the legislative approval by a member community shall not be binding on such member, unless approved through appropriate legislation.

XIII. NOTICES.

Any notice required or permitted by these Bylaws or the law to be given shall be in writing and sent by ordinary mail, facsimile transmittal or E-mail to the address or transmittal number previously provided to the sender by the person or entity intended to receive the notice.

XIV. SEVERABILITY.

In the event that any part or portion of these Bylaws shall be found to be contrary to law and thereby held to be null and void, all other provisions of these Bylaws shall remain in full force and effect, and otherwise shall not be affected thereby.