

DETROIT SHOREWAY COMMUNITY DEVELOPMENT ORGANIZATION

**PROPOSED AMENDED AND RESTATED CODE OF REGULATIONS**

To Be Submitted for Vote by Members at Annual Meeting on February 28, 2019

**ARTICLE I - MEMBERS**

Section 1. Designation and Classification of Members. Membership in the Corporation shall be available to individuals, businesses and organizations who reside, conduct a business, or provide a service within the Corporation's service area. The Corporation's service area is bounded by West 45<sup>th</sup> Street on the east, West 85<sup>th</sup> Street on the west, Lake Erie on the north and Interstate 90 on the south (property on both sides of West 45<sup>th</sup> and West 85<sup>th</sup> Streets is within the Corporation's service area). Membership shall consist of three (3) categories: (1) Residential, (2) Institutional, and (3) Commercial. Residential Membership is open to any adult 16 years of age or older residing in the Corporation's service area. Institutional Membership is open to any nonprofit corporation or place of worship that is located in the Corporation's service area. Commercial Membership is open to any for-profit business with a place of business located in the Corporation's service area. An individual may not vote as both a Residential Member and as a representative of an Institutional or Commercial Member. In such case, the Institutional and Commercial Members shall designate an individual who is not a Residential Member for the purpose of voting on its behalf.

Section 2. Dues. Yearly dues to be paid by Members in accordance with the following schedule:

Residential	\$ 5.00
Institutional	\$15.00
Commercial	\$50.00

Yearly dues shall entitle the person or entity to the benefits of Membership for the calendar year when paid. However, dues must be paid prior to the "Call to Order" of a meeting to entitle the Member vote at that meeting. Each paid Member shall be entitled to one vote.

Section 3. Annual Meeting. The Annual Meeting of Members (herein referred to as the "Annual Meeting") shall be held at such time and place within Cuyahoga County of the State of Ohio, as the Board of Directors shall determine. Written notice of the Annual Meeting (which may include publication in the Corporation's newsletter) shall be sent by standard U.S. mail to all Members of the Corporation at least ten days prior to the Annual Meeting.

Section 4. Special Meetings. A special meeting of Members may be called at any time either by the Board of Directors, or by one-third of the Members of the Corporation. Special meetings shall be held at the time and place within Cuyahoga County, Ohio specified by the Directors or Members calling the same. Written notice of a special meeting and its purpose (which may include publication in the Corporation's newsletter) shall be sent by standard U.S. mail to all

Members of the Corporation at least ten days prior to the special meeting. No other business may be transacted at a special meeting apart from that for which the meeting was called.

Section 5. Quorum; Voting. Except as may be otherwise provided by law or by these Regulations, at any duly called meeting of Members, the Members present shall constitute a quorum, and all questions and business shall be decided by a majority vote of the Members present. There shall be no proxy voting.

Section 6. Voting by Mail. Except as may be otherwise provided by law or by the Articles of Incorporation, the voting at elections of Directors and upon all other matters required or permitted to be voted upon by the Members may be conducted in accordance with this Section, with the same effect as voting at such elections and upon such other matters at a meeting of the Members duly called and held and at which a quorum of the Members is present. Members may vote by submitting a ballot in person or by mail to a designated staff person in the Corporation's offices. Such ballots shall be kept locked and confidential until the vote occurs. Such "absentee" ballots must be received by staff by 5pm on the day prior to the meeting at which vote is to occur.

## **ARTICLE II - DIRECTORS**

Section 1. Authority and Duties. The Board of Directors shall have general supervision over and charge of the property, affairs, and finances of the Corporation. Without limiting the generality of the foregoing, the Board of Directors shall elect the officers of the Corporation and shall cause a full report concerning the affairs of the Corporation to be rendered to the Members at each Annual Meeting.

Section 2. Number, Term of Office, Elections and Removal of Directors. The Board of Directors shall consist of eighteen to twenty-five Directors.

A. Elected Directors. The Membership shall elect for three-year terms eighteen Directors, as follows (the "Elected Directors"):

- (i) Three Residential Members who reside in the area bordered by West 85<sup>th</sup> Street (both sides), the Shoreway, West 65<sup>th</sup> Street (west side) and the RTA Red Line (called the Northwest Quadrant);
- (ii) Three Residential Members who reside in the area bordered by West 65<sup>th</sup> Street, the Shoreway, West 45<sup>th</sup> Street (both sides) and Bridge Avenue (north side) (called the Northeast Quadrant);
- (iii) Three Residential Members who reside in the area bordered by West 85<sup>th</sup> Street (both sides), the RTA Red Line, West 65<sup>th</sup> Street (west side) and Interstate 90 (called the Southwest Quadrant);

- (iv) Three Residential Members who reside in the area bordered by West 65<sup>th</sup> Street (east side), Bridge Avenue (south side), West 45<sup>th</sup> Street (both sides) and Interstate 90 (called the Southeast Quadrant);
  - (v) Three Institutional Members; and
  - (vi) Three Commercial Members.
- B. Staggered Terms; Transition. The three-year term of the Elected Directors shall be staggered, such that at each Annual Meeting, one Director from each of the six categories shall be elected (plus any to fill vacancies). In the event that more than one Director is to be elected for any category at an Annual Meeting due to a vacancy, the candidate receiving the greatest number of votes shall be elected to the full three-year term, and the other candidate shall be elected to serve the remainder of the term created by the vacancy. The Board of Directors shall determine procedures for transitioning to the board structure set forth herein, which transition procedures shall be implemented at the Annual Meeting in 2020.
- C. Eligibility to Serve as an Elected Director. To be eligible for election as an Elected Director, one must (1) have been a paid Member of the Corporation for at least thirty (30) days prior to the Annual Meeting, and (2) have notified the President in writing of his/her interest in running for election as a Director at least ninety (90) days prior to the meeting, which notice shall include a biographical statement, resume, or statement of qualifications.
- D. Individual Capacity of Directors. Directors are elected in their individual capacity, even when serving as representatives of Institutional or Commercial members. There shall be no proxy voting by Directors. The business or organization with which a Director is affiliated shall not be entitled to name a substitute Director in the event of a temporary absence or resignation of an existing Director.
- E. Special Directors. At the January Board of Directors meeting each year, the Board may appoint up to seven additional Directors to the Board (“Special Directors”) for a term of one year. Special Directors shall be appointed to provide needed specialized expertise or skills. Extra consideration shall be given to selecting Special Directors who are Members of the Corporation and/or who contribute meaningfully to the Corporation’s adopted *Non-Discrimination and Inclusion Policy* and goals for equitable representation in the Corporation’s service area. Except as expressly set forth in these Regulations, all provisions herein applicable to Directors shall apply to both Elected Directors and Special Directors.
- F. Removal of Directors. Any Director may at any time be removed from office for any cause deemed sufficient by the Board of Directors. Absence of a Director three consecutive meetings of the Board of Directors or from more than one-third of the meetings of the Board of Directors during a calendar year shall constitute grounds for removal.

- G. Vacancies. Vacancies in the Board created by resignation or removal of an Elected Director shall be filled by the Board of Directors for a term ending at the next succeeding Annual Meeting. Vacancies may be filled by any presently paid Member from the appropriate membership category. At the next Annual Meeting, a successor from the same Membership category shall be elected by the Members to serve for the balance of the term. Vacancies created by the resignation or removal of a Special Director shall remain unfilled for the remainder of the calendar year.
- H. CHDO Requirements. At all times, the composition of the Board of Directors shall satisfy the following requirements:

(A) The Board of Directors shall maintain at least one-third of its membership for residents of low-income neighborhoods, other low-income community residents, or elected representatives of low-income neighborhood organizations; and

(B) No state or local government may appoint more than one-third of the membership of the Board of Directors. Should some member(s) of the Board be appointed by the State or local government, such members may not, in turn, appoint any part of the remaining two-thirds of the members of the Board. No more than one-third of the Board of Directors may be public officials.

The purpose of the foregoing requirements is so that the Corporation shall qualify as a Community Housing Development Organization (“CHDO”), as defined in the HOME Regulations under the Cranston-Gonzalez 1990 National Affordable Housing Act (“NAHA”), as the same may be amended from time to time. Therefore, the terms contained in these requirements shall have the meanings and interpretations ascribed to them under the then-current NAHA or any replacement law. The Board of Directors may prematurely terminate the tenure of any Director if necessary to comply with these requirements.

- I. Emeritus Directors. The Board at any time may designate any former Director as a Director Emeritus, in honor of such former Director’s service to the Corporation, which designation shall remain in effect until the next Organizational Meeting (as defined in Section 3 of this Article). A Director Emeritus may, but shall not be required to, attend Board meetings. When attending Board meetings, a Director Emeritus shall not vote and shall not be counted for purposes of determining the presence of a quorum or for satisfying the requirements of subparagraph H above.

Section 3. Organizational Meeting. As soon as practicable after each Annual Meeting, the Board of Directors shall hold an Organizational Meeting for the purpose of electing officers and transacting any other business.

Section 4. Regular Meetings. Regular meetings of the Board of Directors shall be held monthly, or at such other intervals as the Board of Directors may determine, but not less than

quarterly. Such meetings shall be held at the principal office of the Corporation or at such other place within Cuyahoga County, Ohio as may be determined by the Board of Directors.

Section 5. Special Meetings. Special meetings of the Board of Directors may be held at any time within Cuyahoga County of the State of Ohio upon call by the President, or one-third of Directors then in office. Such meetings shall be held at the principal office of the Corporation or at such other place within Cuyahoga County, Ohio as may be determined by the person or persons calling such meeting.

Section 6. Notice of Meetings. Written notice of the time and place of each regular meeting of the Board of Directors shall be made pursuant to a schedule of the meetings for the coming year adopted by the Board of Directors at the Organizational Meeting. Written notice of special meetings shall be given to each Director either by personal delivery or by mail at least ten days before the meeting, which notice shall specify the purpose of the meeting. Attendance of any Director at any meeting shall constitute waiver of the notice requirement for that meeting. Only that business specified in the notice of a special meeting may be transacted at that meeting. Any business may be transacted at regular meetings.

Section 7. Quorum; Voting. A quorum of the Board of Directors shall consist of one-half of the number of Directors then in office. Directors may attend any meeting by telephone, so long as the Director attending by telephone can hear all of the Directors present at the meeting, and vice-versa. At any duly called meeting of the Board of Directors at which a quorum is present, all questions and business shall be decided by a majority vote of the Directors present.

Section 8. Action Without a Meeting. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting with the affirmative vote and approval of, and in a writing or writings signed by, all of the Directors, which writing or writings shall be filed with or entered upon the records of the Corporation. Facsimile and counterpart signatures shall be acceptable for purposes of this Section.

Section 9. Compensation. The Directors shall not receive compensation for their services.

### **ARTICLE III - OFFICERS**

Section 1. Election and Designation of Officers. The Board of Directors shall elect a President, a Vice President, a Secretary, a Treasurer, and in its discretion may elect such other officers, as the Board of Directors may deem necessary.

Section 2. Term of Office; Vacancies. The officers of the Corporation shall hold office as individuals until the next Organizational Meeting and until their successors are elected, except in the case of resignation, removal from office, or death. The Board of Directors may remove any officer at any time with or without cause by a majority vote of the Directors then in office. Any vacancy in any office may be filled by the Board of Directors.

Section 3. President. The President shall preside at all meetings of the Board of Directors and the Executive Committee (defined in Article IV). The President may execute all authorized deeds, mortgages, contracts, and other obligations in the name of the Corporation, and shall have such other authority and shall perform such other duties as may be determined by the Board of Directors or by a majority of the membership eligible to vote.

Section 4. Vice President. The Vice President shall have all of the authority and perform all of the duties of the President in the absence of the President, or when circumstances prevent the President from acting; and shall have such other authority and perform such other duties as may be determined by the Board of Directors or by a majority of the membership eligible to vote.

Section 5. Secretary. The Secretary cause the keeping of the minutes of meetings of the Members, the Board of Directors and the Executive Committee and any other records required by the Board of Directors. The Secretary shall also cause notices to be given of meetings of the Members and of the Board of Directors, as required by law, by these Regulations or otherwise. The Secretary shall perform such other duties as may be determined by the Board of Directors.

Section 6. Treasurer. The Treasurer shall cause to be kept accurate financial accounts and hold the same open for inspection and examination by the Directors. The Treasurer shall chair the Finance Committee, which is charged with reviewing monthly and annual financial reports, annual budgets, independent audits, major financial transactions and financial management policies. The Treasurer shall give a report on the financial condition of the Corporation at each Board of Directors meeting. The Treasurer shall perform such other duties as may be determined by the Board of Directors.

Section 7. Other Officers. Any other officers whom the Board of Directors may elect shall have such authority and perform such duties as may be determined by the Board of Directors.

Section 8. Executive Director. An Executive Director may be selected by the Board of Directors and, if so selected, shall, subject to directions of the Board of Directors, have general executive supervision over the property, affairs and finances of the Corporation. The Executive Director shall have such other authority and shall perform such other duties as may be determined by the Board of Directors. The Executive Director shall not serve as a member of the Board of Directors.

Section 9. Delegation of Authority and Duties. The Board of Directors is authorized to delegate the authority to control the action of the officers and to require the performance of duties in addition to those mentioned herein.

## **ARTICLE IV - COMMITTEES**

Section 1. Executive Committee. The officers and other members of the Board of Directors as may be designated by the President, with the approval of the Board of Directors, shall constitute an Executive Committee. The Executive Committee shall act only in the intervals between meetings of the Board of Directors and shall, except to the extent otherwise determined by the Board of Directors, have all authority of the Board of Directors except the authority to fill vacancies in the Board of Directors.

Subject to the aforesaid exceptions, any person dealing with the Corporation shall be entitled to rely upon any act or authorization of an act by the Executive Committee to the same extent as an act or authorization of the Board of Directors.

The Executive Committee shall keep full and complete records of all meetings and actions, which shall be reported to and open to inspection by the Board of Directors and Membership of the Corporation. Unless otherwise ordered by the Board of Directors, the Executive Committee may prescribe its own rules for calling and holding meetings, and prescribe its own method of procedure, and may act at a meeting by a majority of its members or without a meeting by a writing or writings signed by all of its members.

Section 2. Finance Committee. The Treasurer and such other members as are appointed by the Board of Directors shall constitute the Finance Committee. The Finance Committee shall review monthly and annual financial reports, annual budgets, independent audits, major financial transactions and financial management policies.

Section 3. Other Committees. The Board of Directors may elect or appoint such other committees as the Board of Directors shall from time to time determine. The President shall be an ex-officio member of each committee. Each committee shall have such authority and perform such duties as may be determined by or pursuant to resolution of the Board of Directors or provision in By-Laws of the Board of Directors.

## **ARTICLE V - PARLIAMENTARY PROCEDURE**

Where the Articles of Incorporation, these Regulations, and By-Laws are not specific, Robert's Rules of Order shall prevail.

## **ARTICLE VI - AMENDMENTS**

The Regulations of the Corporation may be amended or new Regulations may be adopted by Members at the Annual Meeting or a special meeting (subject to the quorum and voting requirements contained in Article I, Sections 5 and 6), provided that notice of the general nature or subject matter of such alteration or amendment shall have been given in the notice of said meeting. No amendment of the Regulations or new Regulations shall be submitted to the Members without approval of the Board of Directors.

## **ARTICLE VII – PURPOSES OF THE CORPORATION**

The purpose for which the Corporation is organized shall be those set forth in the Articles of Incorporation, as the same may be amended from time to time. No part of the net earnings of the Corporation shall inure to the benefit of any incorporator, Member, or Director of the Corporation, or of any other private individual, except that the Corporation is authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the Articles of Incorporation.

## **ARTICLE VIII – CONFLICT OF INTEREST AND DISCLOSURE**

Any conflict of interest or possible conflict of interest on the part of any Director or employee should be disclosed to the other Directors or to the Executive Director in the case of employees, as soon as possible after the individual becomes aware of a potential conflict.

Any Director having a duality of interest or possible conflict of interest on any matter should not vote or use personal influence on the matter, although the individual may participate in discussions of the matter unless invited to leave the discussion by the other Directors.

For all purposes other than the issue involving the conflict or potential conflict, the individual Director shall be counted in determining the quorum for the meeting. The minutes of the meeting should reflect that a disclosure was made, and the exception from voting.

A Director or employee shall not use his/her position with the Corporation to enhance, promote, or market his/her services.

## **ARTICLE IX – NON-DISCRIMINATION, INCLUSION AND CODE OF ETHICS**

Board members shall agree to abide by the principles and practices stated in the Corporation's *Non-Discrimination and Inclusion Policy* as well as the Corporation's adopted *Code of Ethics*, attached hereto as Appendix A and Appendix B, respectively, which Appendices are hereby deemed incorporated herein.



## APPENDIX A

### DETROIT SHOREWAY COMMUNITY DEVELOPMENT ORGANIZATION NON-DISCRIMINATION AND INCLUSION POLICY

*Adopted on October 15, 2018*

Detroit Shoreway Community Development Organization (DSCDO) is committed to equitable treatment of all individuals and to the elimination of discrimination in all its forms and at all organizational levels and throughout all programs. DSCDO is equally committed to achieving a membership, a Board of Directors, committee participation, and staff that is representative of the ethno-racial and economic characteristics of the Detroit Shoreway neighborhood. Further, DSCDO strives to provide resources to residents in a manner that equitably benefit all segments of the community.

Specifically:

**For people we serve:** DSCDO shall not discriminate in the provision of services based on race, color, religion, creed, age, ancestry, disability, sexual orientation, gender identity, or gender expression.

**For people we employ:** DSCDO is an equal opportunity employer. As such, DSCDO shall take affirmative measures to ensure against discrimination, in employment, recruitment, compensation, termination, promotions, and other conditions of employment, of any employee or potential employee based on race, color, religion, creed, age, ancestry, disability, sexual orientation, gender identity or gender expression.

**For DSCDO's Membership, Board of Directors and Committees:** DSCDO shall work to recruit individuals to serve on its Board of Directors and Committees in a way that results in participation truly representative of the ethno-racial and household income characteristics of the Detroit Shoreway neighborhood.

## APPENDIX B

### DETROIT SHOREWAY COMMUNITY DEVELOPMENT ORGANIZATION

#### CODE OF ETHICS

*Adopted on October 15, 2018*

The officers, staff and board of DSCDO strive to realize its mission by embracing its values and upholding a high standard of ethical behavior. They will best serve the interests of their constituency by doing the following:

#### **Behavior**

- All board members will exhibit professional behavior when dealing with fellow board members and staff during board and committee meetings or other encounters when providing service on behalf of the Corporation.
- They will respect the opinions of others and will not attempt to threaten, harass or instill fear in others who may disagree with them.
- They will treat others with dignity, respect and compassion to foster a trusting and inclusive working relationship with them.
- They will not knowingly misrepresent facts when discussing issues but will provide accurate information and advice as a basis for making policy decisions, and uphold and implement policies adopted by the board.
- They will carefully follow all applicable laws and regulations when making decisions.
- They will accept as a personal duty the responsibility to be well informed of current and emerging issues.
- They will conduct themselves with professional competence, fairness, impartiality, efficiency, and effectiveness.
- They will strive to safeguard all assets of the Corporation.

#### **Conflict of Interest/Personal Gain**

- The board will actively manage conflicts of interest — real or perceived — so that they are better able to remain independent and unbiased in decision making.
- Board members will not use their position within the Corporation to enhance their financial status.
- All members will adhere to all guidelines detailed in the existing Conflict of Interest Policy.

#### **Confidentiality**

- All board members agree to hold in confidence all non-public information concerning development partners, real-estate transactions, clients, staff, volunteers, and financial data, and business records of the Corporation unless prior authorization is given.
- They will exhibit good judgment when discussing such information in order to avoid unauthorized disclosure.

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Failure by a board member to adhere to this code will subject them to review by the board Executive Committee or an ad hoc committee appointed by them and may result in a request to the offending member for their resignation.