

CONSTITUTION

As Amended June 21, 1969,

and October 25, 1972

ARTICLE I. NAME

The name of this organization shall be the Worthington Human Relations Council of Worthington, Ohio, a non-profit corporation.

ARTICLE II. PURPOSES

The purposes of this organization shall be:

1. To conduct educational programs relating to the problems of human relations and their importance to community life in the Worthington area and elsewhere.
2. To encourage the recognition of equality of all persons.
3. To seek ways and means of improving communication among ethnic, racial, socio-economic and age groups within the Worthington area and surrounding territory, to the end that the best possible climate for community life may be encouraged.
4. To prevent and relieve the problems of human relations in the areas of housing, employment, public accommodations and other areas caused by discrimination on such bases as color, race, religion and national origin.

ARTICLE III. MEMBERSHIP

Section 1 - Any person, firm or corporation who supports the purposes of the Worthington Human Relations Council may become a member with full privileges thereof, upon completion of formal application for membership and payment of current membership dues.

Section 2 - There shall be three classes of membership: Active, Associate and Honorary. All members shall have equal opportunity and privilege of attendance and participation in activities and projects. Only Active members shall have the right of voting in business meetings.

ARTICLE IV. GOVERNMENT

The government of this organization shall be by a board of nine (9) Trustees, chosen by the members in their annual meetings, and acting in accordance with instructions from those and other membership meetings, and in compliance with this Constitution and the By-Laws pursuant hereto.

ARTICLE V. ANNUAL MEETING

The Annual Election Meeting of the organization shall be held in May of each year. Notice of such meeting shall be mailed to each member at his last known address at least two (2) weeks prior to the meeting date.

ARTICLE VI. OFFICERS

Section 1 - The officers of this organization shall be a President, a Vice President, a Secretary and a Treasurer, who shall be like officers of the Board of Trustees. There may be a General Counsel, who may or may not be a member of this organization.

Section 2 - The Trustees shall meet as soon as possible after the Annual Election Meeting of the membership and shall thereupon choose from their number the officers for the ensuing year. They shall also at this time select an Executive Secretary, whose term of office shall be one year or until his successor is duly appointed by the Trustees.

ARTICLE VII. DISSOLUTION

If this organization shall ever be disbanded, dissolved or otherwise abandoned, all net resources, funds or other assets or holdings shall be given to the nearest functioning organization with like purposes and objectives.

ARTICLE VIII. AMENDMENTS

This Constitution may be amended by a 2/3 vote of the members present at any meeting, provided written notice of the proposed amendment(s) has been mailed to

ARTICLE VIII. AMENDMENTS (Cont'd)

each member at his last known address not less than two (2) weeks in advance of the meeting.

BY-LAWS

ARTICLE I. MEMBERSHIP

Section 1 - All applications for Active or Associate membership shall be in writing on the prescribed form and shall be accompanied by the selected dues for the current year.

Section 2 - Any person, firm or corporation interested in the purposes of this organization, but not desiring Active membership with full privileges and responsibilities, may become an Associate member. Associate members shall have no vote in the business meetings of the organization and shall be ineligible to hold office. The membership may, from time to time, upon recommendation of the Trustees, elect one or more persons (individuals or organizations) to Honorary membership in this organization. Such Honorary members shall not be required to pay dues and shall not have voting privileges.

ARTICLE II. DUES

All Active members shall pay annual dues of \$25.00, \$10.00, \$5.00 or \$2.00 as dictated by conscience and financial resources. Associate members shall pay annual dues of at least \$10.00.

ARTICLE III. GENERAL MEETINGS

Section 1 - The organization shall hold at least four regular membership meetings each year on such dates as shall be set by the Board of Trustees.

ARTICLE III. GENERAL MEETINGS (Cont'd)

Section 2 - A quorum at all general membership meetings shall consist of two-thirds (2/3) of those members present at the appointed assembly time.

ARTICLE IV. ELECTIONS

Section 1 - Members of the Board of Trustees shall be elected by the membership at the Annual Election Meeting--three Trustees each year for terms of three years. For the first year after the adoption of these By-Laws, three Trustees shall be elected for three years, three for two years and three for one year.

Section 2 - The membership shall also elect at the Annual Election Meeting three members to an Elections Committee and one person for Auditing Committee Chairman, all to serve for the following fiscal year.

Section 3 - The Auditing Committee Chairman may choose one or more persons to work with him, and this Committee shall analyze and report to the membership on the financial records of the Council as submitted to the Committee by the Treasurer.

Section 4 - The Elections Committee shall choose from its elected members its chairman and any other officers desired. It may expand itself from the Council membership as deemed necessary.

Section 5 - Not later than February 1, or three months preceding the date of the Annual Election Meeting if such date has been set, the Elections Committee shall present to the membership, by mail:

- a. A brief statement of the desirable qualifications for Trustee, the several officers, and the elective committee positions; and
- b. A call for petitions for nominees for Trustees, Auditing Chairman, and Elections Committee members for the succeeding year. Nominating petitions may contain any number of nominees and shall be signed by six (6) or more Active members of the Council. Each nomination must be for a specific position.

ARTICLE IV. ELECTIONS (Cont'd)

Section 6 - As nominations are received, the Elections Committee shall check with each nominee as to experience and interest in the various duties and willingness to serve if elected. One month after the first call for nominations, the Committee shall remind the membership through the newsletter, and nominations shall be closed as of Noon, April 1.

Section 7 - After all nominees are checked, those not withdrawn shall be listed alphabetically with important factual information about experience, qualifications and special interests pertinent to the positions to be filled. This Candidate-Data List shall be mailed to the membership not later than with the call to the Annual Election Meeting.

Section 8 - For the Election Meeting, the Committee shall prepare two ballots-- a Primary Ballot containing the names of all the candidates and the positions for which they are running, and blank ballots for a Secondary Vote, if needed. The Elections Committee shall serve as tellers, drafting any assistance required from non-candidate members. From the Primary Ballot, those receiving the largest majority vote shall be declared elected. If positions remain to be filled, the vote totals without indicating names shall be reported to the members attending the meeting, and they shall instruct the tellers to eliminate sufficient low-vote-getters and then reveal the remaining candidates so that a Second Ballot will result in completion of the election with a majority vote for all.

ARTICLE V. BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE

Section 1 - Meetings of the Board of Trustees shall be held monthly on dates to be set by the Board.

Section 2 - Special meetings of the Board of Trustees may be called by the President or by a majority of the Trustees at any time and place they may deem necessary.

ARTICLE V. BOARD OF TRUSTEES AND EXECUTIVE COMMITTEE (Cont'd)

Section 3 - A majority of the Board of Trustees shall constitute a quorum.

Section 4 - The Board may invite others to attend its meetings for special reasons. Members of the Council may attend Board meetings at any time.

Section 5 - The Executive Committee shall consist of the President, the Vice President, the Secretary and the Treasurer. The Executive Secretary shall also attend, when possible. The Executive Committee shall act within the framework of the Constitution, By-Laws and Board Policy, and the Board may rescind or revise any action of the Executive Committee that does not so conform.

Section 6 - The Executive Committee shall meet as necessary between Board meetings or at the call of the President or the Executive Secretary. A majority of the Executive Committee shall constitute a quorum.

ARTICLE VI. DUTIES OF OFFICERS

Section 1 - The President shall preside at all meetings of the membership, the Board of Trustees, the Executive Committee, and shall be ex-officio a member of all other committees of the organization.

Section 2 - The Vice President shall substitute for the President whenever the latter is unable to attend a meeting. The Vice President shall succeed to the office of President for the remainder of the term in case that office is vacated prior to the Annual Elections. The Vice President shall serve as liaison between all working groups in the Council and shall in every way possible coordinate various activities and efforts.

Section 3 - The Secretary shall keep a record of the proceedings of the Council, i.e., meetings of the Board of Trustees and the Executive Committee, and action taken in general meetings or by mail. The Secretary shall be present at committee meetings or delegate someone to keep committee minutes. Copies of all minutes shall be kept by the Executive Secretary in the Council office.

ARTICLE VI. DUTIES OF OFFICERS (Cont'd)

Section 4 - The Treasurer shall be responsible for the collection of dues and shall make disbursements and sign all checks upon authorization of the Board of Trustees. The Treasurer shall provide an annual report and prepare any other financial reporting that is required.

Section 5 - The Executive Secretary shall be the administrative officer of the Council, shall conduct the correspondence for the Board of Trustees, and shall be in charge of all communications from the Board of Trustees and committees to the membership. The Executive Secretary shall attend all meetings of the Board of Trustees and Executive Committee and should attend other committee meetings when convenient. The Executive Secretary shall maintain a file of all minutes of the Board and all committees in the Council office and shall perform such other duties as may be required by the President.

Section 6 - A General Counsel may be engaged, who may or may not be a member of the organization. He shall be a legal advisor to the Board of Trustees and shall perform such other duties as are required.

ARTICLE VII. COMMITTEES

Section 1 - Standing Committees shall include an Elections Committee, an Auditing Committee, a Long-Range Planning Committee and a Membership Committee.

Section 2 - Other Standing or Special Committees may be appointed to supervise specific projects, functions or services adopted by the Council membership or the Board.

Section 3 - Chairmen for all committees, except as provided in Article IV, shall be appointed by the Board of Trustees with consideration given to recommendations and advice from all concerned members. Committee chairmen will then enlist members for their respective committees from the Active membership.

ARTICLE VIII. CONDUCT OF MEETINGS

All business meetings of the Worthington Human Relations Council, its Board of Trustees and Executive Committee shall be conducted and regulated by the procedures set forth in Roberts Rules of Order where such rules are not in conflict with the Council Constitution and these By-Laws.

ARTICLE IX. AMENDMENTS

Amendments to these By-Laws may be made at any meeting of the Council by a two-thirds (2/3) vote of all Active members present. At least two (2) weeks prior to the meeting for consideration of such proposed amendment(s), the Executive Secretary shall mail a copy of the amendment(s) to each member at his last known address.