

# **TOLEDO COMMUNITY COALITION**

## **CONSTITUTION AND BY-LAWS**

### **ARTICLE I**

The name of this organization is Toledo Community Coalition. The initial office of the Corporation is located at 3016 Collingwood Blvd., Toledo, Ohio 43610.

### **ARTICLE II**

### **ARTICLE III BOARD OF DIRECTORS**

#### **Composition**

The business of the Corporation shall be managed by a Board of Directors, not less than nine and not more than fifteen in number. Approximately one-third of the Directors shall be elected by an affirmative majority of the current Board membership for terms of three years and until their successors are chosen. There shall be on the Board at least one Director who represents the community target group and two Directors who represent other constituencies and organizations as may from time to time be designated by the Board of Directors. Elected Directors shall begin their term of office on January 1. If the number of nominations is greater than the number of vacancies, a confidential ballot vote shall be conducted to determine the persons to be seated on the Board.

#### **MEETINGS**

Meetings of the Board of Directors shall be held the Second Monday of each month or at the call of the Chairperson with concurrence of three Directors. An Annual Meeting shall be held at the first regularly scheduled Board meeting in December. Notice stating the date, time, and place shall be given personally, or by mail, or by e-mail to each Director at least three days before the Annual Meeting.

#### **Quorum**

A majority of the Directors shall constitute a quorum for the transaction of business.

#### **Organization**

The Chairperson, Vice Chairperson, Second Vice Chairperson, Secretary, and Treasurer shall be nominated and elected by the Board at its Annual Meeting.

#### **Initial Board Membership**

Initial Board membership shall consist of at least fifteen persons. They shall serve as follows: Five with three-year terms, five with two-year terms, and five with one-year terms.

### **Nominations**

The slate of proposed nominees for Board membership shall be presented by the Nominating Committee to the Board Chairperson prior to September 30. Nominations may be submitted by any Director to the Nominating Committee prior to its submittal to the current Board Chairpersons.

### **Removal**

By a two-thirds vote of the Board of Directors any member may be removed from office if, in the opinion of the Board of Directors, he/she fails to serve the welfare of the Corporation.

### **Vacancies**

Interim vacancies may be filled by the Executive Committee when a vacancy occurs.

### **Attendance at Meetings**

The failure of any Director to attend fifty percent or more of regularly scheduled Board meetings held during a twelve-month period from January 1 through December 31 may be sufficient grounds for dismissal from the Board or as the Board may deem necessary.

## **ARTICLE IV OFFICERS**

Officers shall consist of a Chairperson, a Vice-Chairperson, a Second Vice-Chairperson, Secretary, and Treasurer. The offices of Secretary and Treasurer may be held by one person. The officers shall be nominated and elected by the new Board at a meeting prior to January 1 and shall assume their responsibilities on January 1. Term of office is two years. If the number of nominees for any office exceeds the vacancies, a confidential ballot vote will be taken to determine the person to be seated as an officer. In the event an office becomes vacant, a majority of the remaining Board members present and voting at a regular or special meeting shall, within a reasonable period of time, elect another Board member to fill the vacancy for the unexpired term. The Chairperson shall not succeed him/herself in consecutive terms but shall be eligible for election to Chairperson only after a three-term absence.

## **ARTICLE V DUTIES OF OFFICERS**

### **Chairperson**

The Chairperson of the Board shall be the Chief Executive of the Corporation and shall preside at all meetings of the Corporation, including meetings of the Board of Directors and of the Executive Committee.

#### **Vice-Chairperson and Second Vice-Chairperson (Vice Chairs)**

The Vice-Chairperson and Second Vice-Chairperson (Vice Chairs) shall perform all the duties of the Chairperson of the Board in the case of the latter's absence or inability to serve and shall have such other duties as may be assigned by the Board of Directors.

#### **Secretary**

The Secretary shall be responsible to keep, or cause to be kept, correct minutes of all meetings, attend to the correspondence of the Board of Directors, give proper notice of all corporate meetings, oversee the care and custody of all corporate papers and records of the Corporation and perform other such duties incident to the office of Corporate Secretary.

#### **Treasurer**

The Treasurer shall be responsible for the care and custody of all assets and investments of the Corporation shall see the correct recording of all receipts and disbursements and shall cause to be rendered a regular accounting of the financial affairs as directed by the Board of Directors. The Treasurer shall serve as the Chair of the Finance Committee. He/she shall be required to be bonded in a time certain determined by the Board of Directors.

#### **Executive Director**

The Executive Director shall be hired by and serve at the pleasure of the Board of Directors. The Executive Director shall be an officer of the Corporation and may be a member of the Board of Directors. The Executive Director shall be the Chief Operating Officer of the Corporation and be responsible for the general and active management of the business of the Corporation. The Executive Director shall be responsible for the implementation of decisions of the Board of Directors and shall perform such other duties and have such other powers as the Board of Directors may prescribe. All staff persons employed by the Corporation shall be responsible to the Executive Director.

#### **Execution of Documents**

Unless otherwise provided by the Board of Directors, all agreements, contracts, leases, and other written instruments and legal documents shall be signed by the Executive Director. The Secretary or another officer shall attest all necessary documents and, where required, affix the seal of the Corporation.

### **ARTICLE VI COMMITTEES**

#### **Standing Committees**

The following Standing Committees shall be formed annually. The chair of each Committee will be appointed by the Board Chairperson subject to Board approval. The Treasurer automatically serves as Chairperson of the Finance Committee. The Executive Director shall be an ex-officio member of each Committee without the power to vote. Committee membership shall be determined by the Committee Chair and shall consist of at least two persons. At least one Committee member shall be a voting Board member. A representative of each Committee shall provide a report of their Committee's activities at each regular Board meeting.

- A. Executive Committee: There shall be an Executive Committee consisting of the Officers of the Board and any additional members designated by the Board of Directors. A Number of 4 to 5 members.
  - 1. Powers. Between meetings of the Board of Directors, the Executive Committee may exercise the powers of the Directors in the management of the business of the Corporation and shall report all actions taken by it to the Board of Directors at the next meeting of the Board after taking such actions. All actions of the Executive Committee shall be subject to ratification or change by the Board of Directors thereafter, provided, however, that rights of third persons created by action of the Executive Committee shall not be affected by any such revision and provided that acts of the Executive Committee shall not conflict with action taken by the Corporation.
  - 2. Meetings. The Chairperson of the Board shall call such meetings of the Executive Committee as the business of the Corporation may require. A majority of the Committee members shall constitute a quorum at any duly called meeting of the Committee.
- B. Nominating Committee: A Nominating Committee consisting of three members of the Board shall submit to the Chairperson of the Board names proposed for election to the Board of Directors and shall include designations of proposed officers and any constituent and organizational representatives as may from time to time be designated by the Board of Directors. Each year one Committee member shall be elected by the Board of Director to a term of three years. The Nominating Committee shall develop a process by which nominations shall be made, subject to Board approval.
- C. Finance Committee: The Finance Committee shall consist of at least three members and shall submit to the Board at the Annual Meeting a proposed annual budget after soliciting input from the Executive Director. The Committee shall arrange for the audit of the books as may be required by the Board and shall provide other financial information and reports as required. Policy changes in the financial management of the Corporation are subject to Board approval.

#### **V1 D. Working Committees**

The Board shall establish Working Committees which will serve at the direction of the Board and will carry the day-to-day duties and responsibilities of furthering the mission of the Corporation. *The working committees shall be the Community/Neighborhood Development Committee, the Economic Development Committee, and the Racism and Cultural Bias Committee.*

*The Neighborhood/Community Development Committee will focus on environmental and social issues including and not limited to housing, education, health, and criminal justice as they pertain to quality of life in our central city. This would include but not be limited to lead poisoning, infant mortality, housing disparities, and reentry of returning citizens, immigration issues, and education issues.*

*The Economic Development Committee will focus on job development, minority and other business development, criminal justice issues (reentry), job readiness training, skills development and other issues, that pertain to the growth of economic capacity in the central city.*

*The Racism/Cultural Bias Committee will focus on structural and institutional racism, racial and cultural bias in schools and in the workplace, issues of criminal justice, and our relationship with the Brown/Black Coalition and the YWCA Dialogue to change Toledo.*

#### **ARTICLE VII FISCAL YEAR**

The fiscal year of the Corporation shall end on December 31 (a calendar-year basis).

#### **ARTICLE VIII INDEMNIFICATION**

The organization shall carry appropriate amounts of liability insurance. The Board indemnifies all Board members, Committee members, volunteers, employees, and others of any actions or proceedings brought or threatened against any of them based on their involvement in the Corporation's activities. This indemnity obligation shall be limited to unrestricted and unreserved funds of the Board and shall only be required to the extent that there is no insurance coverage available. There shall be no indemnity obligation for any claim arising out of the use or operation of a motor vehicle in a corporate-related activity.

#### **ARTICLE IX PARLIMENTARY PROCEDURE**

*Robert's Rules of Order*, in the latest published edition, when not in conflict with these By-Laws, shall govern the proceedings of this organization. exclusively for charitable and educational purposes including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) 3 of the Internal Revenue Code of 1954 or the corresponding provision of any future Internal Revenue Service Law.

No part of the income of the Corporation shall inure to the benefit of, or be distributable to, its officers or other private persons, except that the Corporation shall be 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 preceding paragraph. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or

otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in any political campaign on behalf of any candidate for public office.

The Corporation shall not carry on any other activities not permitted to be carried on by a corporation exempt from federal income tax under Section 501(c) 3 of the Internal Revenue Code of 1954 (or the corresponding provision of any future Internal Revenue Service Law) or by a corporation the contributions of which are deductible under Section 170(c) 2 of the Internal Revenue Code of 1954 (or the corresponding provisions of any future Internal Revenue Service Law).

## **ARTICLE XII DISSOLUTION**

Said organization is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501©(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501©(3) of the Internal Revenue Code , or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction in the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Adopted: October 6, 2014

Chairperson: X Robert A. Culp

Executive Director: Not applicable

Members at Large:

Date: November 17, 2014 / Revised August 27, 2015

Revised November 14, 2016

Rev. Karen Shepler

Rev. Dr. Otis Gordon

Rev Leroy A. Williams

NAACP Mr. Ray Woods

Mr. Bernard Culp

United Way Mrs. Jane Moore

Mrs. Karen Rogalski

A.B. L. E. Mr. Robert Cole

Ms. Tracee Ellis

Karen Rogalski, Cherry Street Legacy

US Catholic Association of Priest, Sis. Virginia Welsh

Rev. Beverly Bingle

Joel Schutte,

The purpose of this organization is to promote collaboration among groups and organizations dedicated to improvement and empowerment for African-Americans and other underserved of Toledo. We strive to eliminate racism in all forms and to educate, empower, and act as the support base to form collaborations in the areas of education, health, employment, housing, and cultural awareness in order to improve the quality of life in our community.