

CINCINNATI ORGANIZED & DEDICATED EMPLOYEES

CODE

Constitution and By-Laws

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ARTICLE 1

NAME AND PURPOSES

Section 1: Name

The name of this organization shall be the “Cincinnati Organized & Dedicated Employees” (“CODE”), hereinafter referred to as “The Association.”

Section 2: Purposes

The purposes of the Association shall be as follows:

- A. To encourage a spirit of unity and cooperation of employees of the City of Cincinnati, Ohio, at all levels.
- B. To improve city services to the citizens of the City of Cincinnati, Ohio, and the businesses located in the City of Cincinnati.
- C. To provide the opportunity for the exchange of ideas and information relating to civil service as a career.
- D. To represent its members and others similarly situated, in the negotiation of benefits, wages, and terms and conditions of employment.
- E. To otherwise promote the welfare of its members.

Section 3: Incorporation

The Association shall be incorporated as a non-profit organization under the laws of the State of Ohio.

ARTICLE 2

MEMBERSHIP AND MEMBERSHIP RIGHTS

Section 1: Membership Eligibility

Association membership shall be available without regard to age, sex, color, race, religion, ancestry, national origin, handicap or physical disability.

The Association shall have two classes of Membership, Voting Members and Associate Members. The Directors may establish membership registration forms and procedures, and payroll authorization procedures and forms for deduction of Association dues from Member paychecks, in accordance with applicable law.

Unless otherwise stated or apparent from the context, the term "Member" as used in these By-Laws shall refer to either class of Membership.

A. Voting Members

Voting Membership is automatically extended to those persons employed by the City of Cincinnati in the administrative, professional, technical, supervisory, and other positions identified for the State Employment Relations Board of Ohio who have registered for membership, agreed to pay dues and comply with Article 2, Section 2 of these by-laws.

B. Associate Membership

Associate membership is available to retired CODE employees of the City of Cincinnati who are not eligible for Membership status in accordance with Section 1.A of Article 2 of these By-Laws and who were members at the time of their retirement.

Section 2: Maintenance of Good Standing

A Member in good standing is any person who:

- a) meets the membership eligibility requirements of the Association as set forth at Section 1.A or Section 1.B of Article 2, and properly completes the registration procedure established by the Board of Directors;
- b) has not become ineligible for continued membership;
- c) has not been removed from membership for non-payment of dues;
- d) has not been suspended or expelled from membership as provided in these By-Laws; and
- e) has not voluntarily withdrawn as a Member

Section 3: Membership Books and Records

The Association shall keep a Membership Book containing the names and addresses of each Member, the date of admission to membership, the class of membership which the Member belongs, and any suspensions, termination or reinstatement of membership.

Upon termination or suspension of membership of any Member, regardless of the reason or cause, such fact and the date of termination or suspension of membership shall be noted in the Membership Book. The Association shall also keep minutes of the proceedings of its Incorporators, members, directors and committees of the directors or members.

The Minute Book of the Association shall be prepared in duplicate, with the original held at the office of the Association corporate attorney, and a duplicate at the principal office of the Association. If there shall be no Association Office, then the Association President shall retain the duplicate Minute Book. The Association President shall make the duplicate Minute Book available at each Board meeting and each annual or special meeting of the general membership. Whenever any minutes, reports or other corporate documents are prepared, they shall be prepared in at least two copies, with one copy executed and placed in the original minute book and one conformed copy placed in the respective duplicate minute book.

Both the Association President and the corporate attorney shall maintain a file which shall contain originals or copies of all legal documents which do not readily fit in the corporate minute book and which have any effect upon the legal rights and duties of the Association.

The corporate attorney for the Association shall have in his or her possession at all times a duplicate corporate seal (if any), the blank copies of corporate membership certificates (if any), in addition to the original copy of the minute book and a legal file of the Association, which shall be available to the members of the Association at all times.

All books and records of the Association shall be available for examination by any Member or director or attorney for either, for any reasonable and proper purpose and at any reasonable time. The Board may establish reasonable procedures and rules for such review.

Section 4: Membership Certificates

If authorized by the Directors, the Association may issue certificates evidencing any class of membership. However, certificates need not be authorized or issued.

Section 5: Member Rights

A. General Rights

Each Member of each class of Association members shall have the rights equal to every other Member of their respective class of membership.

Unless otherwise provided by these By-Laws, the Articles of Incorporation, or the Constitution of the Association (if any exists), all rights and privileges of membership cease upon termination or suspension of a Member.

General rights of all Members include the following, by way of illustration and not limitation:

1. To receive notices issued by the Association;
2. To attend general membership meetings,
3. To nominate and take part in discussions at Association meetings;
4. To serve on Committees of the Association appointed in accordance with the provisions of Article 8 of these By-Laws;
5. To receive a copy of the Collective Bargaining Agreement negotiated by the Association on behalf of the membership;
6. To receive a copy of the Association By-Laws and Constitution, if any;
7. To inspect the Association records of financial accounts, income and expenses;
8. Receive the Association newsletter, if any.

Except as may be specifically provided otherwise by these By-Laws, the Constitution (if any), or applicable law, any Member of the Association in good standing in accordance with Article 2, Section 2 of these by-laws at the date of elections has the right to hold any position on the Board of Directors or any office, and to serve on any Association Committee.

B. Voting Member Rights

In addition to the general rights of all Members, each Voting Member shall be entitled to one full vote on each matter properly before the Members of the Association for their vote, consent, waiver, release or other option, including without limitation the election of Directors of the Association, and representation by a Department Representative as set forth at Article 8, Section C of these By-Laws.

Each Voting Member shall have the right to participate in the affairs of the Association as a Director in accordance with the provisions of Article 4, Section 3 of these By-Laws; and to participate in the affairs of the Association as an officer in accordance with the provisions of Article 5, Section 1 of these By-Laws.

Voting rights conferred on Voting Members is a personal right, and no Member may vote by proxy unless specifically authorized by the Directors. Absentee voting on a form in a manner approved by the Directors shall be permissible.

C. Associate Member Rights

Associate Members shall have the same rights as Voting Members, but may not vote on matters submitted to the Members of the Association for their vote, consent, waiver, release or other option.

Section 6: Suspension or Termination of Membership

Membership may be suspended in accordance with the provisions of Article 3 for non-payment of dues. Membership is terminated upon termination of a Member's qualifying employment with the City of Cincinnati, unless the Member shall register as an Associate Member. Termination of membership may also result under the terms and provisions of the Association's Collective Bargaining Agreement.

Section 7: Fair Share Participant

A Member who authorizes the full deduction of dues and also exercises his/her Fair Share rights consistent with ORC § 4117.09 (C) is considered a Voting Member.

ARTICLE 3

MEMBER DUES AND REGISTRATION FEES

Section 1: Monthly Dues

The Board of Directors shall determine Association membership dues from time to time. Dues shall be paid by all Voting Members through payroll deduction, and by Associate Members upon registration. Any changes in dues shall be posted on the Association web site a minimum of 90 days before they go into effect.

Association dues shall be the following:

Voting Members	\$9.00 per pay period, based upon the present bi-weekly payroll schedule (26.1 pay periods annually)
Associate Members	\$25.00 per year, payable upon registration as an Associate Member

Section 2: Member in the Armed Forces or Off Sick

This Association shall carry in good standing any member who is serving in the Armed Forces in the time of National Emergency. This Association shall also absolve the current dues of any member who has been off sick or injured and not receiving his/her pay, up to the time of his/her return to duty or retirement.

Section 3: Suspension for Non-Payment of Dues

Anyone who is a member of the bargaining unit represented by CODE who elects not to pay dues shall be automatically and immediately suspended from Membership.

The Membership rights of a Member suspended for failure to pay dues or for any other reasons, shall be suspended for the duration of the Member's suspension.

Anyone who is a member of the bargaining unit represented by CODE who was previously suspended for non-payment of dues may be reinstated upon his/her payment of dues for at least twelve (12) consecutive months following the last month of non-payment of dues, and his/her re-enrollment in payroll deduction if employed by the City of Cincinnati.

Section 4: Registration Fees

The Board of Directors shall determine and may modify the amount of the registration fee, if any, which shall be required for membership in the Association.

ARTICLE 4

GOVERNANCE OF THE ASSOCIATION

Section 1: Government; Board Powers

The Board of Directors shall be the policy-making body of the Association and the body responsible for decision-making, except as authority for such may be delegated to officers of the Association.

All authority of the Association, except that expressly granted an officer by these By-Laws or by the Constitution of the Association, if any, or as provided by ORC Chapter 1702 or other applicable law, shall be vested in the Board of Directors.

The Board of Directors may create and from time to time abolish or reconstitute any committee or committees of Directors.

The Board of Directors may make rules for its own governance.

The Board may delegate such authority to the officers. All members of the Board of Directors share in a joint and collective authority, which exists and can be exercised only when the group is in session or in an action by writing as may be authorized by these By-Laws.

All rights that would otherwise vest under Ohio Revised Code Chapter 1702 in the members shall vest in the Directors, unless otherwise specifically provided by these By-Laws.

Section 2: Adoption of Collective Bargaining Agreement

Notwithstanding the provisions of section 1 of this Article, only the general membership at a meeting may approve or reject a proposed collective bargaining agreement between the Association and the City of Cincinnati (Including a Fact Finder's Recommendation), and any vote thereon shall be by secret ballot after notice to the membership of the contents thereof. Voting may be conducted by electronic means (e.g. SurveyMonkey or similar program).

Section 3: Board of Directors Composition and Election

A. Composition of Board of Directors; Eligibility

The Board of Directors shall consist of nine (9) persons who shall be Voting Members of the Association in good standing.

For purposes of eligibility to serve as a Director, the term "[Member] in good standing" shall mean that at the date of the election of Directors the Member has not been delinquent in his or her dues within the prior two years.

In addition to being a "Member in good standing," a Member wishing to run for the Board of Directors shall not be on a Performance Improvement Plan at the date of the election. Further, a "Member in good standing," shall not have received any discipline, including a written reprimand, in the two years prior to the date of the election. An oral reprimand or a "coaching and counseling" documentation shall not be considered a written reprimand

for the purposes of election eligibility.By-Laws
CODE

4-1

All Directors shall serve for two years. A Director who retires from City service during their elected term, may continue service as a Director by becoming an Associate Member in accordance with Articles 2 and 3 of the ByLaws. No Associate Member may be re-elected as Director.

The election of Directors shall take place at an annual meeting of the general membership or at a special meeting called for that purpose and shall be accomplished pursuant to the procedures outlined in Article 6, Section 4 of these by-laws.

At the first Board meeting of the calendar year following the Voting Members' election of Directors, an election of the officers listed in Article 5, Section 1 shall occur by secret ballot. Directors elected by the Voting Membership must be physically present to vote for officers or be elected as an officer; no proxy voting shall be permitted. Only those Directors who have been most recently elected by the Voting Members shall have the power to vote for officers. Any Director who is not reelected may be present, but may not participate in the voting for new officers.

In the event the voting for an officer position results in a tie and there are more than two individuals running for the same position, votes will be re-cast by the Directors who will only vote for the two highest vote getters from the previous round. In the event there is a tie vote and only two Directors are running for an officer position, the winner will be decided by a coin flip.

Newly elected and appointed Officer(s) and Director(s) shall sign a Confidentiality and Non-Disclosure Agreement, attached as Exhibit A, prior to assuming their positions; they may not assume their position(s) without signing the Confidentiality and Non-Disclosure Agreement. The newly elected or appointed Officer(s) and Director(s) shall assume his/her position, as elected, at the start of the second Board meeting of the calendar year following the Voting Member's election of Directors, as outlined in Article 5, Section 5.

During the first Board meeting of the year, Officers and Directors shall continue to serve in their previously elected capacity, without regard to any transition of Officers and Directors that may occur at the second Board meeting of the calendar year following the Voting Members' election of Directors.

Newly elected Directors who are not currently serving as a Director may attend Board meetings following his/her election, but shall have no voting power until installed as an Officer or Director at the second Board meeting of the calendar year following the Voting Member's election of Directors.

Each Director shall hold office until his or her successor is elected, or until a Director resigns, is removed as hereinafter provided, dies, or is adjudged mentally incompetent.

Not more than two (2) Directors shall be employed in the same department of the City of Cincinnati at any time, not including Directors who enter the City's Deferred Retirement Option Program ("DROP") Program while on the Board.

If the election results would cause more than two (2) Directors from the same City Department to be on the Board, at the first Board meeting of the calendar year after the Voting Members' election of Directors, the Board of Directors by majority vote (as constituted before the election and excluding a Director who is the subject of the vote) shall select the Director(s) who will be installed, subject to the limitation of two (2) Directors per

City Department. Any Director who is elected but not installed due to this restriction, shall be installed and assume the Director position when there is a vacancy on the Board for a Director in his or her City Department.

Once properly installed, members of the Board shall not be rendered ineligible to complete their respective terms due to employment transfers or promotions between City Departments.

By-Laws

4-2

CODE

B. Removal of a Director

Any Director may be removed for breach of the Confidentiality and Non-Disclosure Agreement attached as Exhibit A, by an affirmative secret ballot vote of a supermajority (as defined in Article 11, Section 9) of the Directors in office at such time, other than the Director who is the subject of the vote to remove. Any Director may be removed for a breach of fiduciary duty, including but not limited to criminal conduct affecting CODE, by an affirmative vote of a majority of the Directors in office at such time, other than the Director who is the subject of the vote to remove. Removal of any Director shall be deemed to create a vacancy in the Board.

C. Vacancies

A vacancy may result as a result of the death, resignation, or incapacitation of a Director; the termination of a Director's employment with the City of Cincinnati; the removal of a Director; reasons established by the Association's Collective Bargaining Agreement; or as otherwise directed by applicable law.

The remaining Directors shall, by the vote of a majority of their number, fill any vacancy in the Board, such Director to serve until the expiration of his or her term. The Board may fill such position even though the Board may consist of less than a majority of the authorized number of Directors under these By-Laws.

Section 4: Duties of the Board

A. Board Responsibilities

The duties of the Board of Directors shall include, without limitation:

1. Determine and approve the Association philosophy, mission, goals and plan of operation for the Association in order to carry out the purpose of the Association;
2. Establish policies governing the operation of the Association;
3. Establish a schedule of meetings and reports as may be necessary or helpful to the Board of Directors to reasonably assure itself that the purpose, policies and programs of the Association are being implemented as planned;
4. Evaluate annually the extent to which the goals of the Association have been achieved; and
5. To assure itself that the resources of the Association are being efficiently utilized to provide services of recognized quality.

B. Statutory Responsibilities of the Board

The Board shall be responsible to carry out and implement all statutory requirements and obligations imposed by applicable law, including without limitation the requirements of Ohio Revised Code Chapter 4117 and Ohio Revised Code Chapter 1702.

Such responsibilities shall include, without limitation, the following:

1. Keeping accurate accounts of all Association income and expenses;
2. Preparation of an annual financial report;

3. Keeping open for inspection by Members in good standing, the Association books and records of accounts;
4. Provide bonding of an official who is designated as a fiscal officer, upon request as required by ORC §4117.19(C)(3);
5. Enact and ensure the enforcement of recognized safeguards concerning the following:
 - a. Equal rights of all Members to nominate persons to serve in official positions as officers or Directors of the Association, in accordance with these By-Laws;
 - b. Equal rights of Voting Members to seek office and vote in elections of officials of the Association;
 - c. Equal rights of Voting Members to participate in the affairs of the Association; and
 - d. Fair and equitable procedures in disciplinary actions, if any shall be authorized under these By-Laws, a Collective Bargaining Agreement, or otherwise applicable law or regulations.
6. Hold periodic elections of Directors by secret ballot, in compliance with the provisions of Section 4(B)(5) of this Article.
7. File all reports required by the State Employment Relations Board of Ohio.

C. Board and Officer Prohibitions

1. Association Directors, Officers and Agents, and their respective spouses, minor children, parents, or other lineal descendants or ancestors, may not engage in any business, or have any financial interest, either direct or indirect, in conflict with the fiduciary obligations of such Directors, officers or agents to the Association.
2. Making of loans from Association funds shall not be authorized.
3. The Board is prohibited from giving gifts or monies using Association Funds.

D. Compensation and Expenses.

The Directors shall not be entitled to compensation. Directors shall be reimbursed for their reasonable-expenses incurred in the performance of their duties, if such reimbursement is authorized by a majority of them.

Section 5: Board of Directors Meetings

A. Annual Meeting of the Board

Immediately after the adjournment of the annual meeting of the Association general membership, the Board of Directors elected as of that time shall convene its annual meeting.

At the annual meeting, the Board shall elect the officers of the Association as specified at Article 5. The officers must be Members of the Board.

B. Regular Meetings of the Board

The Board of Directors shall meet monthly on dates to be established by the Board.

C. Special Meetings of the Board

Special meetings of the Board may be called by the President or by any three (3) members of the Board who request that the President call such a meeting. Notice shall be given in writing as to the date, time and place of such meeting, including the purpose of the meeting, to all members of the Board of Directors.

D. Notices of Regular Meetings.

Every Director shall furnish the secretary of the Association with an address at which notices of meetings and all other Association notices may be served on or mailed to him. Unless waived before, at, or after the meetings as hereinafter provided, notice of each regular Board meeting shall be given by the president, the secretary, or the persons calling such meeting, to each Director in any of the following ways:

1. By orally informing him or her of the meeting in person or by telephone not later than 14 days before the time of the meeting.
2. By personal delivery to him or her not later than 14 days before the time of the meeting of written notice thereof.
3. By mailing written notice to him or her, or by sending notice by telegram, cablegram, electronic mail, radiogram or other form of communication of written messages, postage or other costs prepaid, addressed to him or her at the address furnished by him or her to the secretary of the Association, or to such other address as to the person sending the notice shall know to be correct. Such notice shall be posted or dispatched a sufficient length of time before the meeting so that, in the ordinary course of the mails or other form of communication used, delivery thereof would normally be made to him or her not later than 48 hours before the time of the meeting.

Unless otherwise required by Chapter 1702 of the Ohio Revised Code, the Articles, or these regulations (e.g. with respect to certain elections of officers), the notice of any regular meeting need not specify the purposes thereof. Notice of any regular meeting of the Board of Directors may be waived by any Director, either before, at, or after the meeting, in writing, or by telegram, electronic mail, cablegram, radiogram or other form of communication of written messages. The attendance of any Director at any regular meeting of the Board of Directors without protesting, prior to or at the commencement of the meeting, the lack of proper notice thereof shall constitute a waiver by him or notice of such meeting.

E. Action in Writing in Lieu of Meeting

Any action which may be taken by the Board of Directors, or any committee of Directors, at any meeting thereof may be taken without a meeting if authorized by a writing signed by all of the Directors, or by each Member of such committee as the case may be.

F. Place of Meetings.

The meetings of the Board of Directors shall be held at such place or places, within or without the State of Ohio, as may from time to time be fixed by the Board of Directors, or as shall be specified or fixed in the respective notices of waivers of notice thereof. Unless the articles otherwise provide, meetings of the Board of Directors may be held through any communication equipment if any persons participating can hear each other, and participation by a Director in such a meeting shall constitute his attendance at such meeting.

G. Notice of Adjournment of Meeting.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

H. Order of Business.

The order of business at meetings of the Board of Directors shall be such as the President may prescribe or follow, subject, however, to his being overruled with respect thereto by a majority of the members of the Board of Directors present.

Section 6: Resignations

Any Director may resign by giving written notice to the President, or to the Secretary of the Association. Such resignation shall take effect upon receipt of such notice, or at any other time specified therein. Unless otherwise specified therein, the acceptance of a resignation shall not be necessary to make it effective.

Section 7: Quorum, Vote Requirement, and Manner of Acting

A majority of the Directors serving as such as of the time of any meeting of Directors (even though, because of one or more vacancies, less than a majority of the total number of Directors authorized by the Board), must be present in person at such meeting in order to constitute a quorum for the transaction of business. Except as otherwise provided by law, the Articles, or these regulations, the act of a majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors. In the absence of a quorum, a majority of those present may adjourn a meeting from time to time until a quorum is obtained. Notice of an adjourned meeting need not be given.

The Directors shall act only as a board. Individual Directors shall have no power as such.

Section 8: Executive and Other Director Committees

The Executive Committee shall consist of the Board of Directors. The Board may appoint one or more Directors to serve on any Committee of the Board.

The Executive Committee shall meet at least once each month on a day to be established by the Executive Committee. Special meetings may be called by the President or by any two (2) other members of the Executive Committee who request that the President call such a meeting. Appropriate notice as to the time and place of such regular meetings, and of the purpose of a special meeting, shall be given to all members of the Executive Committee.

A quorum of the Executive Committee or the Board of Directors for the transaction of business shall consist of a majority of the respective body. Unless otherwise ordered by the Board, any such Committee may act by a majority of its members at a meeting or by a writing or writings signed by all of its members.

The Board of Directors may create and from time to time abolish or reconstitute any other committee of Directors.

Each other committee shall consist of not less than three Directors. The Board of Directors may delegate to any such committee or committees any or all of the authority of the Directors, however conferred, other than that of filling vacancies in the Board of Directors or in any committee of Directors.

Each such committee shall serve at the pleasure of the Directors, shall act only in the intervals between meetings of the Board of Directors, and shall be subject to the control and direction of the Board of Directors.

The Directors may adopt or authorize the committees to adopt provisions with respect to the government of any such committee or committees which are not inconsistent with applicable law, the articles, these regulations, or any Directors' bylaws. An act or authorization of an act by any such committee within the authority properly delegated to it by the Directors shall be as effective for all purposes as the act or authorization of the

full Board of Directors. Except as otherwise expressly provided in these regulations, each right, power, or authority conferred in these regulations to the "Directors" or to the "Board of Directors" or to the "Board" shall also be deemed conferred to each committee or committees to which any such right, power, or authority is delegated (expressly or by necessary implication) by the Board of Directors.

Section 9: Organization of Meetings

At each meeting of the Board of Directors, the President, or, in their absence, a chairperson chosen by a majority of the Directors present, shall act as chairperson. The secretary of the Association, or, if the secretary shall not be present, any person whom the chairperson of the meeting shall appoint, shall act as secretary of the meeting.

ARTICLE 5

OFFICERS

Section 1: Election; Number and Titles

The Officers of the Association shall consist of the following:

President
1st Vice President
2nd Vice President
Secretary
Treasurer

Each Officer Position shall be elected by the Board of Directors and shall be a Member of the Board of Directors. No Director may hold more than one office at the same time.

Section 2: Duties

The duties of the Officers shall be as follows:

President - The President shall:

- a. Preside at all meetings of the Association membership and at Board of Directors meetings;
- b. Be responsible for on-going administrative matters between meetings of the Board of Directors;
- c. Be the principal spokesperson for the Association;
- d. Have the power to appoint all committees of the Association, subject to ratification by the Board of Directors;
- e. Make the duplicate Minute Book available at each Board meeting and each Annual or Special meeting of the general membership; and
- f. Perform such other duties as are assigned or delegated by the Board of Directors.

First and Second Vice Presidents - The Vice Presidents shall have the following responsibilities and authority:

- a. The First Vice President shall perform the duties of President in the absence of the President, and shall perform such other duties as the President may assign or delegate;
- b. The Second Vice President shall perform the duties of the First Vice President if the First Vice President shall be unavailable;
- c. The First Vice President shall serve as Chairperson and *Ex-Officio* Member of the Representatives Committee. The Second Vice President shall perform the duties of the First Vice President in the absence of the First Vice President; and
- d. Have the authority to co-sign checks for the Association.

Secretary - The Secretary shall:

- a. Take charge of all records, other than financial records, of the Association;
- b. Keep a correct record of the meetings and proceedings of the Association;
- c. Maintain the Membership Book and the Minute Book;
- d. Be responsible for the filing of all required reports, other than tax returns, with the appropriate government agencies including SERB of Ohio; and
- e. Have the authority to co-sign checks for the Association only when one of the Vice Presidents are unavailable; and
- f. Perform such other duties as are assigned or delegated by the President.

Treasurer - The Treasurer shall:

- a. Collect all dues, fees, and donations, and deposit such funds in such accounts as are approved by the Board of Directors;
- b. Pay all obligations of the Association from funds collected, subject to the direction and control of the Board of Directors;
- c. Prepare a financial report and have all of the supporting financial documents available to be presented at every meeting of the Board of Directors and at every meeting of the general membership;
- d. Maintain records of all Association financial activities, file all required tax returns, issue an annual financial statement of the Association to be presented to the general membership at the Annual Meeting of the Membership, and perform such other duties as are assigned or delegated by the President or by the Board of Directors; and
- e. Prepare and submit the annual SERB report.

Section 3: Eligibility

Any Member of the Association who has not been delinquent in the payment of his/her dues within the two (2) consecutive years prior to elections, who is not on a Performance Improvement Plan at the date of the election, who received an overall rating of at least Meets Expectations on the Member's last Annual Performance Evaluation and who is a Member in good standing at the date of election shall be eligible to hold any office of the Association.

No person may simultaneously hold more than one office.

Prior service on the CODE Board and/or committees will be taken into consideration.

Section 4: Compensation

Officers shall serve without salary, but shall be entitled to reimbursement of expenses incurred in the performance of their duties and functions, if such reimbursement is authorized by a majority of them. However, the membership at annual meeting may establish and modify salaries to be paid for one or more of such positions.

Section 5: Term of Office

The officers shall serve a term from the second Board Meeting in the calendar year following the Voting Members election of Directors, to the second Board Meeting in the calendar year following the next time Voting Members elect Directors, with no limit on successive terms which may be served.

Section 6: Removal of an Officer

Any officer may be removed, with cause, at any time by an affirmative vote of the majority of the Directors in office at such time, other than a Director who is an officer who is the subject of the vote to remove.

Section 7: Resignations, Vacancies

Any officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of the Association. Any such resignation shall take effect as of the time specified therein. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

A vacancy in office due to the death, resignation, removal, or disqualification, or incapacitation of an Officer, or for any other reason, shall be filled in the regular manner for appointments or elections to such office.

ARTICLE 6

ELECTIONS OF DIRECTORS

Section 1: Annual Meeting of General Membership

Directors shall be elected annually in the month of October, prior to the annual meeting of the Association general membership, in accordance with and subject to the provisions of Article 4 of these By-Laws.

The procedure for taking nominations for candidates and for casting votes shall be in accordance with the provisions of this Article 6 below.

Section 2: Use of Funds

No funds of the Association shall be used in the election process other than for the publication of the notices of election, notices of meeting, or the costs of facilities necessary for the conduct of the election.

Section 3: Nominations

The Board shall appoint a Nominating Committee each year, not less than 3 months prior to the annual meeting of the general membership.

The Nominating Committee shall accept requests for nomination from the general membership, and shall nominate at least two (2) candidates for each position on the Board of Directors whose term is expiring. Nominations from the general membership shall be accepted not later than four (4) weeks prior to the date of the annual meeting of the general membership.

The Board of Directors may waive the minimum two (2) candidate provision upon presentation of evidence from the Nominating Committee that two (2) viable candidates are not available for the position in question.

The nominations by the Nominating Committee shall be posted, if possible, at locations accessible to the general membership, and shall be posted to CODE's website (www.codegroup.org) and e-mailed to all CODE employees who have provided CODE a private e-mail address, at least two (2) weeks in advance of the annual meeting of the Association.

Section 4: Voting

Voting for the purpose of electing persons to fill the positions to be filled will be held in one of two of the following ways, or a combination thereof: 1) Voting by secure electronic means (e.g Survey Monkey or a similar online service) over a period of time to be determined by the Board. This time period may not exceed seven days and it must end prior to the annual meeting of the Association general membership. The Board will provide notice of the times and procedures for casting votes; or 2) Secret ballot voting

throughout the day of the annual meeting of the general membership in order to accommodate the work schedules of all Voting Members. The Board will provide notice of the times, locations and procedures for casting ballots with the delivery of the ballots to the membership as set forth at Section 3 of this Article. Only Voting Members in good standing as of the date of the annual meeting shall be eligible to vote. The rules for a quorum shall not apply to the casting of secret ballots for election of Directors.

The Nominating Committee shall count the ballots cast and shall announce the election results at the annual meeting. All ballots shall be preserved and retained by the Secretary for a period of two (2) years.

The nominees receiving the greatest number of votes for the Board of Directors' positions shall be elected as follows:

- a. The nominees for the Board of Directors shall be elected to office from the nominees receiving the highest number of votes to the next highest number of votes, and so on, until all positions for the Board of Directors have been filled.
- b. In the event of a tie vote, the Board of Directors (as constituted before the election) shall select the winner from among those candidates with the same number of votes.

ARTICLE 7

MEETINGS

Section 1: Annual Meeting; Notices

The Association general membership shall meet once per year, in the month of October, on a date to be determined by the Directors. If no such annual meeting is set by the Directors, then the annual meeting shall be held on the second Wednesday of December.

Announcement of the time and place of the annual meeting of the Association membership shall be provided to all Members not less than forty-five (45) days in advance of the meeting date, in two or more of the following manners: a) by posting at locations accessible to the general membership; b) by written notice mailed by ordinary U.S. Mail; c) by posting to the Association website; or d) by sending a personal e-mail.

If mailed, such notice shall be addressed to the Member at the Member's address as it appears in the records of the Association.

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 2: Special Membership Meetings

A Special Meeting of the Voting Members may be called by any of the following:

1. The President, or, in case of the President's absence, death, or disability, the Vice-President authorized to exercise the authority of the President;
2. The Directors by action at a meeting, or a majority of the Directors acting without a meeting; or
3. The lesser of (a) ten per cent of the voting Members or (b) twenty-five of such Members.

Notice of Special Meetings of the general Association membership shall be given in the manner specified at Section 1 of this Article not less than ten (10) nor more than sixty (60) days before the date of the meeting. Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting. Such ten to sixty day notice provision does not apply to any meeting required for the purpose of voting on a Fact Finder's report and recommendations issued pursuant to Ohio Revised Code Section 4117.14 (or as may be amended) or any other meeting called for the purpose of voting to accept or reject a proposed collective bargaining agreement between the Association and the City of Cincinnati. In such matters, as much notice as is practicable shall be given.

In the case of a Special Membership Meeting, such notice shall include a statement of the purposes for which such meeting is called.

Section 3: Waiver of Notice of Meetings

Notice of the time, place, and purposes of any meeting of voting members, whether required by law, the Articles, the By-Laws or Constitution of the Association, may be waived in writing, either before or after the holding of such meeting, by any member, which writing shall be filed with or entered upon the records of the meeting. The attendance of any Member at any such meeting without protesting, prior to or at the commencement of the meeting, the lack of proper notice shall be deemed to be a waiver by the Member or Director of notice of such meeting.

Section 4: Location of Meetings of Members

All membership meetings shall be held at such place or places, within the State of Ohio, as may from time to time be fixed by the Board of Directors, or if not so specified, then at the principal office of the Association.

Section 5: Quorum

A quorum for the transaction of business at the Annual Meeting or at any meeting of the general membership shall consist of 5% of the Voting Members in good standing.

Except as otherwise provided by ORC Chapter 1702 or other applicable law, the majority vote of the Members present at an Annual or Special Member Meeting at which a quorum is present, may authorize or take action with respect to each matter properly submitted to the voting Members at such meeting.

Section 6: Order of Business and Organization of Annual Member Meetings

A. Chairman of Meeting

Each Annual or Special Meeting of the Members shall be chaired and conducted by The following persons(s), in the priority listed:

1. The Association President;
2. The Association First Vice President;
3. The Association Second Vice President;
4. The Association Secretary; or
5. In the absence of any of the foregoing, any person chosen by a majority vote of the Members present at such meeting.

B. Order of Business

The order of business at each Annual or Special Member Meeting shall be as follows:

- 1) Roll Call
- 2) Proof of notice of the meeting
- 3) Determination of a quorum being present

- 4) Reading of the minutes of the preceding meeting, unless dispensed with by vote of a majority of the voting Members present;
- 5) Report of the Board of Directors, if any;
- 6) Reports of Officers, if any;
- 7) Reports of Committees, if any;
- 8) Report of Election of Directors, if any;
- 9) Unfinished business, if any; and
- 10) New business, if any.

ARTICLE 8

MEMBER COMMITTEES

Section 1: Standing Committees

Standing Committees of Members may be appointed by the Executive Committee or President on an as-needed basis. Such Committees shall continue indefinitely until terminated by order of the Board or completion of its purpose.

The Association President shall appoint committee chairs for each committee and may be a member of all committees which means that he/she has the right, responsibilities and duties of any member of the committee, including the right to vote.

Officers, Directors, and Members shall have the right to attend any meeting of a committee, except that Committee meetings related to any Collective Bargaining Agreement shall be open only to Committee members, Association officers and Association Directors, or legal counsel for the Association.

Section 2: Special Committees (Ad Hoc)

Special Committees may be appointed to perform some specific task and shall automatically cease to exist after its final report.

Both the President and Board of Directors have the power to appoint special committees to assist them at any time and to delegate investigative, planning or routine administrative duties to that committee.

Section 3: Representatives Committee

There shall be a Representatives Committee that shall be a permanent, standing Committee. The Board shall from time to time as may be appropriate, solicit volunteers from each Department to act as Department Representative. The Association President shall appoint at least one representative for each City Department as specified in ARTICLE 4 (CODE REPRESENTATION) of the Collective Bargaining Agreement, to be known as the Department Representative. Each Department Representative must be a Member in good standing, and should be but is not required to be an employee of that Department. The Department Representatives shall be automatically appointed as members of the Representatives Committee.

The purpose of the Representatives Committee shall be to a) facilitate communication between the Executive Committee/Board of Directors and the CODE Members; b) provide information to CODE Members about the Association and any Collective Bargaining Agreement; and c) to provide a means for representation of a Member in the course of investigatory interviews, disciplinary and grievance proceedings, and other related proceedings by the City of Cincinnati affecting the employment rights of a CODE Member.

The Department Representatives shall not have the authority to initiate a grievance. Department Representatives must be CODE Members in good standing.

The Association shall provide training and/or educational information concerning Collective Bargaining Agreement between the Association and the City of Cincinnati, and concerning the Association and its rules and By-Laws. Upon being appointed, each Department Representative shall sign a Confidentiality and Non-Disclosure Agreement, attached as Exhibit B, and complete training as the Board shall reasonably establish with respect to any Collective Bargaining Agreement and the Association rules and By-Laws. Members of the Representatives Committee shall hold and attend committee meetings as necessary and shall maintain the CODE postings on the permitted bulletin board space. No Member may become a Department Representative without signing the Confidentiality and Non-Disclosure Agreement.

The Department Representative shall represent CODE Members at investigatory interviews held at the workplace, unless waived by the CODE Member. Representatives for CODE Members at all other proceedings other than disciplinary or grievance proceedings or interviews shall be by a person(s) appointed by the Association President or Vice-Presidents when acting in the place of the President.

The President or the Vice-Presidents acting in the absence of the President shall represent CODE Members at disciplinary or grievance hearings, unless waived in writing by the CODE Member.

A Department Representative may be removed for any cause, including but not limited to a breach of the Confidentiality and Non-Disclosure Agreement attached as Exhibit B, by an affirmative secret ballot vote of a majority of the Directors in office at such time. Notice of Representative vacancies shall be posted 30 days prior to selection.

Section 4: Nominating Committee

The Board shall appoint a Nominating Committee each year, not less than 3 months prior to the annual meeting of the general membership. The Nominating Committee shall consist of at least 3 members in good standing, one of which shall be a Board member who is not up for election at that time.

Section 5: Finance Committee

There shall be a Finance Committee that shall be a permanent, standing committee. The purpose of the Finance Committee is to routinely monitor the financial records of the Association and review the tax forms prior to submission. The committee shall consist of at least 5 members in good standing, one of which shall be the Association Treasurer, and one of which preferably shall have an accounting background. The Finance Committee shall meet at least quarterly. The Association Treasurer shall present a detailed quarterly report of all income and expenses of the Association, including all backup documentation, at each Finance Committee meeting.

ARTICLE 9

MISCONDUCT, DISCIPLINE

Section 1: Standard

Any Member who engages in misconduct of a nature that interferes with the good and welfare of the Association and/or interferes with the Association's ability to achieve its purposes, shall be subject to discipline at the discretion of the Board, including without limitation the right to serve on Committees, and to run for or serve as a Director or officer, and any other sanction in accordance with applicable law.

Section 2: Charges

Any Member in good standing may prefer charges of misconduct against any other Member of the Association by a written notice filed with the Executive Committee. If probable cause of misconduct is found to exist by the Executive Committee, the Member charged shall be provided with a copy of such charges, and a formal investigation shall be conducted.

Section 3: Conduct Reviews

If the Executive Committee, following the investigation in accordance with Section 2 of this Article, determines that there is probable cause to believe that the charges of misconduct are valid, the Executive Committee shall appoint two (2) Directors and one (1) Voting Member in good standing of the Association to serve as a Conduct Review Board to hear such charges. The Conduct Review Board shall, with due notice of hearing to the accused and to the charging party, conduct a hearing at which all parties will be permitted to produce evidence relevant to such charges. The Conduct Review Board shall establish rules for the hearing and shall rule on all procedural and substantive issues arising before or at the hearing relative thereto. Within thirty (30) days following hearing, the Conduct Review Board shall issue its findings and recommendations as to the validity of the charges and as to any penalty to be imposed on the accused member. These findings and recommendations shall become final and the decision of the Association if not appealed by the accused Member within ten (10) days of service upon the accused Member.

Section 4: Appeals

The accused Member may appeal any finding or recommendation of the Conduct Review Board to the Board of Directors by notifying the President in writing of his/her appeal not less than ten (10) days after receipt of the findings and recommendations from the Conduct Review Board. In such event, the Board of Directors shall review the findings and recommendations of the Conduct Review Board, along with oral and written arguments that the accused Member and the charging party will be permitted to offer at a meeting of the Board. Thereafter, the Board shall render a final decision as to the charges, the findings and recommendations of the Conduct Review Board, and any discipline to be imposed.

ARTICLE 10

AMENDMENTS

These By-Laws may be amended, repealed or superseded by a new set of By-Laws a) at any annual or special meeting of the Board of Directors, at which a quorum is present; or b) without a meeting of the Board of Directors, by the written consent of not less than two-thirds of the Directors. If such amendment or new set of By-Laws is adopted without a meeting of the Board, then the Association Secretary shall mail a copy of the amendment or new By-Laws to each Director who did not participate in the adoption thereof.

The Board shall promptly communicate any amended or new By-Laws to the general membership.

ARTICLE 11

MISCELLANEOUS

Section 1: Exempt Activities

No member, Director, officer, employee, or representative of the Association shall take any action or carry on any activity by or on behalf of the Association not permitted to be taken or carried on by Ohio Revised Code Chapter 1702 or Ohio Revised Code Chapter 4117.

Section 2: Parliamentary Law

All meetings of the Board, committees and the membership and any other official meetings relating to CODE business shall be conducted by the CODE president, or another CODE officer selected by the President if the President is not present, or in the case of committee meetings by the chair of such committee. CODE meetings shall be conducted in a civil and orderly fashion with due respect for the rights of all CODE members to participate in CODE subject to reasonable limitations in matters involving individual privacy. The individual conducting the meeting shall have the discretion to conduct the meeting in the manner he or she deems most efficient and consistent with the foregoing principles, including specifically but without limitation conducting meetings in accordance with Robert's Rules of Order.

Section 3: Dealings by Directors

Members of the CODE Board shall immediately disclose to the Board any financial interest that they or any member of their family have in any other business, entity or organization which concerns or relates in any way to the business of CODE regardless of whether said Board member stands to benefit directly or indirectly from CODE's dealings with said business, entity or organization. The Board shall review and assess all such matters and shall have the authority to request all information it deems necessary from the Board member to conduct such inquiry. The Board, excluding the member at issue, shall determine whether there is reason to believe that the member at issue can continue to function as a member of the Board, whether reasonable limitations can be formulated to permit the Board member to function as a member of the Board or whether the member should be required to resign from the Board, and the Board's decision on such matters shall be final and absolute and not subject to any appeal or review whatsoever. Any member who is directed to resign or accept limitations by the Board shall fully comply with such direction or be subject to immediate removal from the Board.

Section 4: Interpretation

These articles and by laws shall be interpreted and applied by the Board, which may solicit and receive whatever input and advice it deems reasonable and necessary under the circumstances. In the event of any dispute or disagreement regarding the proper application of any provision of these articles and bylaws, any member may submit a written request for decision to the Board. Upon receipt of such a request which the Board

deems to have been submitted in good faith, the Board shall conduct such meetings and inquiries as it deems reasonable and appropriate and render a written decision thereon which will be provided to the submitting member. To assist the Board in reaching such decision the Board may, but is not required to, appoint an individual member of the Board or a committee to review the facts and circumstances, solicit additional input from members and seek legal advice from counsel of the Board's choosing. The Board's written decision shall be final. It is the intent of this provision that the Board's resolution of such disputes and disagreements be final and binding unless it is the product of corruption or criminal conduct. The Board is the duly elected representative body of the CODE membership and shall be presumed, absent such a finding, to have acted in furtherance of the interests of the CODE membership. Accordingly, no court or other tribunal shall disturb the Board's decision unless it finds that the Board's decision is wholly without any basis whatsoever under these articles and bylaws and Ohio law and that such decision was the result of fraud or corruption.

Section 5: Non-Liability of Members, Officers and Directors

The members, officers and Directors of the Association shall not be individually liable for the Association debts or other liabilities, and private property of such individuals shall be exempt from Association debts or liabilities.

Section 6: Indemnification of Officers and Directors and Volunteers

Under the circumstances and to the extent permitted by RC 1702.12(E), the corporation may in the discretion of a majority of disinterested members of the Board indemnify or agree to indemnify those persons serving the corporation who are subject to indemnification under the statute. Without regard to whether such person is otherwise subject to indemnification, the corporation may purchase and maintain insurance on behalf of any person who is or was a director, officer, employee, agent or volunteer of the corporation, or who is or was serving at the request of the corporation as a director, officer, employee, agent or volunteer of another corporation, domestic or foreign, for profit or not for profit.

Section 7: Authority to Sell Corporate Assets

With the consent or ratification in writing or pursuant to the vote of a majority of Members entitled to vote thereon, the Board of Directors will have the powers and authority to lease, sell, assign, transfer, convey or otherwise dispose of the entire property of the Association, irrespective of the effects thereof upon the continuance of the purposes of the Association and the exercise of its franchise; but the Association may not be dissolved except as provided by the laws of the State of Ohio.

Section 8: Fiscal Year

The fiscal year of the Association is January 1 through December 31.

Section 9: Political Endorsements and Contributions

- a) Notwithstanding any provision to the contrary herein, the CODE Board of Directors by a vote of a supermajority (defined as 70% or greater) of the Board of Directors may:
 - 1) endorse candidates for political office on behalf of CODE;
 - 2) use CODE funds to sponsor, establish and/or support such additional lawful entities as it deems appropriate and in the interest of the CODE membership, including but not limited to political action committees and political contributing entities; and
 - 3) make such contributions as it deems appropriate to candidates for office or their campaigns, political action committees and other lawful entities engaged in political advocacy or speech that the Board considers beneficial to the membership.
- b) All such political activities shall be conducted in accordance with the following principles:
 - 1) all CODE political activities shall be conducted in accordance with applicable law and disclosure requirements;
 - 2) the CODE Board shall promptly adopt a comprehensive policy and take all necessary steps to ensure compliance with all rebate and/or refund requirements for Fair Share members who object to the use of their dues money for purposes other than representation activities;
 - 3) all CODE political activities shall be conducted without regard to party affiliation;
 - 4) CODE shall be prohibited from contributing money to any political party;
 - 5) The CODE Board shall limit CODE's total annual political expenditures from CODE general funds to no more than 20% of CODE's annual revenue from the Fiscal Year preceding the year in which the political expenditures occur;
 - 6) The CODE Board shall each year make available for inspection, upon request by a Voting Member, a list of all political expenditures, including the amount spent and the candidate or entity; and
 - 7) All CODE political expenditures shall require approval by at least five members of the seven-member Board of Directors.
- c) Amendments to Article 11, Section 9 of the By-Laws shall be made only per the below procedure:
 - 1) Any proposed amendment(s) to Article 11, Section 9 shall be put to the Voting Members at either the Annual Meeting or a Special Membership Meeting, in accordance with Article 7, Sections 1 and 2 of the By-Laws, respectively or by such other means as deemed appropriate by a majority of the Board including but not limited to electronic voting.
 - 2) At the above-referenced meeting, the Voting Members shall have the opportunity to vote to approve or reject any proposed amendment(s), as written, to this section.
 - 3) If, at the meeting where a vote is held, there does not exist a Quorum of Voting Members as defined by Article 7, Section 5 of the By-Laws, the Directors who are then in office may vote on any proposed amendment(s) to Article 11, Section 9 of the By-Laws.

- 4) In the event it becomes necessary for the Directors in office to vote on proposed amendment(s) to this section for failure of a Quorum of Voting Members, any amendment(s) must be approved by a supermajority (defined as 70% or greater) of the Directors. The Directors will vote to approve or reject any proposed amendment(s), as written. Directors must be physically present to vote, no proxy voting shall be permitted.
- 5) Amendment(s) to any portion of the By-Laws other than Article 11, Section 9 shall continue to be made in accordance with the procedures outlined in Article 10 of the By-Laws.

Section 10: Representation of Non-City Employees

Notwithstanding any other provision of these By-Laws, nothing herein shall be construed to in any way prohibit CODE from representing public employees who are not employed by the City of Cincinnati. With approval of a majority vote of the CODE Board, CODE may properly serve as the collective bargaining representative of any employees employed anywhere in the State of Ohio by any public employer, public agency, state local or county government, or any other entity whatsoever. To this end, as used in these By-Laws the terms “City of Cincinnati,” “employees of the City of Cincinnati,” “persons employed by the City of Cincinnati,” and “employment with the City of Cincinnati” shall include but not be limited to Hamilton County and any board or entity that employs all or substantially all of the employees of the Cincinnati Metropolitan Sewer District or its successor.

ARTICLE 12

CERTIFICATION

We, the undersigned, the duly elected and acting Directors of CINCINNATI ORGANIZED & DEDICATED EMPLOYEES, a non-profit Ohio Corporation, do hereby certify that the within and foregoing By-Laws were adopted as the By-Laws of the Corporation on _____, and that the same do now constitute the By-Laws of that Association.

IN WITNESS WHEREOF, we have hereunto subscribed our names and affixed the seal of the Association this date:

We, the undersigned, the duly elected and acting Directors of CINCINNATI ORGANIZED & DEDICATED EMPLOYEES, a non-profit Ohio Corporation, do hereby certify that the within and foregoing By-Laws were amended on _____, and that the same do now constitute the Constitution and By-Laws of that Association.

IN WITNESS WHEREOF, we have hereunto subscribed our names this date: