

**Amended and Restated By-Laws  
of  
CUF Neighborhood Association**

(as amended May 16, 2023)

**Article I -- Name**

The name of the organization shall be the CUF Neighborhood Association, dba as Clifton Heights University Heights Fairview Neighborhood Association, hereinafter designated as “CUF Neighborhood Association” or “Association.”

**Article II -- Purpose**

SECTION 1. CUF Neighborhood Association functions as the official representative of the Clifton Heights, University Heights and Fairview communities to the City of Cincinnati.

SECTION 2. The Association concerns itself with zoning and building code regulations and enforcement, housing code enforcement; transportation and traffic safety, retail and service amenities; education and recreational facilities, human needs, attractive appearance, and all measures designed to preserve and upgrade the area as defined herein.

SECTION 3. If the CUF Neighborhood Association should ever dissolve, in accordance with Ohio Revised Code Chapter 1702, all assets remaining after payment of obligations will be distributed to a valid exempt 501(c)(3) successor organization or to a valid exempt 501(c)(3) organization doing similar charitable and community work in the neighborhood. In the event that the successor organization does not exist or is not so qualified under Section 501(c)(3) of the Internal Revenue Code, any assets remaining upon dissolution of this corporation shall be paid over to such other organization as may be qualified under Section 501(c)(3) of the Internal Revenue Code.

**Article III -- History**

The Clifton Heights, University Heights, Fairview Neighborhood Association, Inc., originally known as the Clifton Heights Welfare Association, was started by Dr. Otto Juttner before 1910. It began as a civil body for promoting fraternal, social, municipal, and community welfare. On May 28, 1934, a new constitution was adopted. The constitution has been changed a number of times, and the Association has taken differing forms over the years. Held constant since its inception in the early 1900s has been the goal that this Association be comprised of residents working for quality living in the area. Tangible evidence of this dedication at the present time is the completion and acceptance of the community plan by the present membership in 1986. This CUF Neighborhood Association is striving to continue that tradition of community welfare.

## **Article IV -- Boundaries**

The boundaries of the CUF Neighborhood Association are as follows:

The most northerly point of the CUF community is the southeast corner of the intersection of Ludlow and Clifton Avenues. From this point the boundary runs southeast along Ludlow/Jefferson Avenue until it intersects with Burnet Woods Park. The boundary follows the eastern edge of the park until the intersection at Martin Luther King Drive. It then runs west on Martin Luther King Drive to the intersection at Clifton Avenue and continues along Clifton Avenue south until the intersection at Calhoun Street, which then forms the boundary going east until intersecting with Dennis Street, whence the boundary moves northward until the intersection of Classen Street. The boundary then moves eastward on Classen Street following the boundary of Gallagher Park to Jefferson Avenue. The boundary then follows Jefferson Avenue south, continuing south as Jefferson Avenue becomes Vine Street, following Vine Street southward until intersecting with Polk Street. It then follows Polk Street west until intersecting with Van Lear Street. It then follows Van Lear Street south continuing until Van Lear Street becomes Ohio Avenue. The boundary follows Ohio Avenue south until intersecting with West Clifton Avenue. It crosses West Clifton Avenue and proceeds in a southerly direction until the rear lot lines of the properties fronting West Clifton Avenue are reached. The boundary then follows the rear lot lines until the paved portion of Renner Street is reached and continues in a straight line until the path of Klotter Street and the Klotter Street stairs is reached and follows the Klotter Street stairs to Ravine Street where the road is crossed, and the boundary becomes synonymous with the southern boundary of Fairview Park. At the point at which the Park edge begins a northward turn, the CUF boundary goes directly westward to McMicken Avenue. From McMicken Avenue it follows Brighton Overpass until Central Parkway is reached. The boundary continues along Central Parkway northward until the intersection with Martin Luther King Drive, then follows Dixmyth Avenue east to the intersection of Clifton Avenue and north to the intersection at Ludlow Avenue.

The Association may concern itself with issues immediately outside of its defined boundary that it determines directly impact on its mission.

## **Article V – Eligibility: Membership/Voting/Election to Board**

SECTION 1. Membership: Any person subscribing to the purpose of the CUF Neighborhood Association, agreeing to the standards of interaction specified in Article XIV, and paying dues set by the Association may become a Member.

SUB-SECTION 1a. Membership is permitted without regard to sex, race, color, creed, national origin or sexual preference.

SUB-SECTION 1b. Membership application must be tendered to the Membership Secretary or other Trustee.

SUB-SECTION 1c. The Annual Period is defined as beginning May 1 and ending the following April 30.

SECTION 2: Voting: Eligibility to vote must be established in the Annual Period ending three months before the election held at the Annual Meeting. To be eligible to vote at the Annual Meeting, a Member 1) must be a resident of the community who has attained the age of 18 years, and 2) must have attended three general meetings as a paid Member in full. Non-resident Members have voice but no vote in Association meetings.

SUB-SECTION 2a. The Membership Secretary shall record permitted absences for any Member who cannot attend a general membership meeting due to legitimate business, medical or exigent circumstances. To obtain a permitted absence, the Member must inform the Membership Secretary prior to the meeting in question or before the next meeting. Only one permitted absence shall be counted as attendance for the purpose of determining eligibility to vote.

SUB-SECTION 2b. A prospective voting Member must show proof of residency. Proof of residency must be current and show official recognition of residency within the territorial boundaries of the CUF Neighborhood Association. Residency may be evidenced by a voter registration card, driver's license, non-driver's state identification, lease, housing contract, rent receipt, or tax or utility bills.

SECTION 3. Election to Board: To be eligible to seek election to the Board a Member must be eligible to vote as defined in SECTION 2 above. Non-resident Members may not be elected to the Board.

## **Article VI -- Board of Trustees**

SECTION 1. The management of the Association, its affairs, and finances shall be properly entrusted to a board of nine Trustees.

SECTION 2. There shall be an Annual Meeting of the Members to be held in July at a date and place to be determined by the Board of Trustees. On the date of each Annual Meeting, the Members of the Association shall elect three Trustees to fill vacancies created by the expiration of terms, and the Trustees so elected shall serve for a term of three years or until their successors are elected and qualified.

SECTION 3. When the office of a Trustee becomes vacant, the Board of Trustees shall have the power to fill it for the unexpired term.

SECTION 4. Meetings of the Board of Trustees shall be held at least quarterly at a time and place to be determined by those Trustees or on call of the President. Such meetings shall be open to the membership.

SECTION 5. Five Trustees of the Board shall constitute a quorum for the transaction of business at any meeting of the Board of Trustees.

SECTION 6. The Board of Trustees shall have the power to transact all business of the Association between the Annual Meetings of the Members.

SECTION 7. If any Trustee misses three regular meetings of the Board, not excused by the Board, the office shall be declared vacant.

SECTION 8. A Trustee shall not be a candidate for or hold elective political office excluding precinct executive.

SECTION 9. A candidate for Trustee must be eligible as defined in Article V, Section 3. The election of any candidate who does not meet these criteria will be voided, and the election shall be awarded to the losing candidate with the next highest number of votes.

SECTION 10. Individuals are limited to two consecutive elected terms on the Board of Trustees. After a hiatus of one year, those individuals are again eligible to serve as Trustee.

SECTION 11. No more than one individual from any household may serve concurrently on the Board of Trustees.

SECTION 12. The resignation of any Trustee shall be declared in writing and delivered to the President of the Association.

SECTION 13. If during a term of office, a Trustee changes residency out of the boundaries of the CUF Neighborhood Association as stated in Article IV, that Trustee shall immediately tender a letter of resignation.

#### **Article VII -- Officers**

SECTION 1. Qualifications. The Officers of the Association must each be a member of the Board of Trustees.

SECTION 2. Officers. The Officers of the Association shall consist of a President, Vice-President, Recording Secretary, Corresponding Secretary, Membership Secretary, and Treasurer and such other Officers as the Board of Trustees may from time to time designate.

SECTION 3. Election. Officers shall be elected by the majority vote of the Board of Trustees at the first Board of Trustees meeting in August following the Annual Meeting or if there is a vacancy, at any regular or special meeting of the Board of Trustees for which notice is given in accordance with these By-laws.

SECTION 4. Terms of Office. Officers shall each serve at the pleasure of the Board of Trustees for a term of one year, such term commencing immediately upon the Officer's election by the Board of Trustees and ending upon the election of Officers of the Association following the next Annual Meeting of Members, unless such officer resigns or is otherwise removed from office as provided by these By-laws. In the event of a vacancy, such vacancy may be filled at any regular or special meeting of the Board of Trustees for which notice is given. No Officer shall serve in the same capacity for more than three consecutive years.

SUBSECTION 4a. If a situation should arise where the Trustees deem it necessary for the good of the Association that an Officer serve more than three consecutive years in the same capacity, the term limit may be waived by a vote of two-thirds of the Board of Trustees.

SECTION 5. Any Officer may be removed for cause by a vote of two-thirds of the Board of Trustees.

### **Article VIII -- Duties of Officers**

SECTION 1. President. The President of the Association shall preside at all meetings of the Board of Trustees and shall discharge any duties the Board of Trustees may require. The President shall appoint chairpersons of committees with the exception of the Nominating Committee, whose membership may include persons other than Trustees and Officers so long as they are Members of the Association. All committee appointments are subject to the approval of the Board of Trustees.

SECTION 2. Vice-President. The Vice-President shall preside at all meetings of the Association in the absence of the President and shall discharge all other duties of the President in the President's absence.

SECTION 3. Recording Secretary. The Recording Secretary shall make a permanent record of the proceedings of the Board of Trustees and the Annual Meeting of the Members, and shall communicate a summary of that record to the Members.

SECTION 4. Corresponding Secretary. The Corresponding Secretary shall receive and distribute to the Board of Trustees all communications received by the Association. The Corresponding Secretary shall also conduct all the necessary correspondence of the Board.

SECTION 5. Membership Secretary. The Membership Secretary shall maintain an accurate record and mailing list of the Association's Members. The Membership Secretary shall be responsible for accepting membership applications and membership renewals. Members may remit renewals of their dues to the Membership Secretary directly or through any of the Board of Trustees. The Membership Secretary is responsible for informing the Members of the deadline for the remission of their dues. Each year, prior to the Annual Meeting at which elections are held, the Membership Secretary shall determine the residency of each Member in accordance with Article V. The Membership Secretary shall determine those Members eligible to seek office, in accordance with Article V, and provide a list of those eligible to the Nominating Committee at least 80 days prior to the Annual Meeting. The Membership Secretary shall determine those Members eligible to vote and prepare ballots for the Annual Meeting.

SECTION 6. Treasurer. The Treasurer shall receive and disburse all funds belonging to the Association and maintain an account of same. The Treasurer shall also file with the proper authorities, whether federal, state, or local, or any other agency, such financial reports as may be required of the Association. The Treasurer shall also be responsible for providing regular

financial reports to the Board of Trustees and shall, when requested by the Board of Trustees, provide to the Board of Trustees an audit report of the Association's books.

### **Article IX – Nominations of Trustees**

Following the annual election of Officers, the Board of Trustees shall elect by majority vote three individuals from that Board to serve as the Nominating Committee for the ensuing year. The Nominating Committee may not include Trustees who are themselves running for election in the ensuing year. The Chairperson of that Committee shall be elected by majority vote of the Committee. The Nominating Committee shall nominate at least one more candidate than there are vacancies to run for election as Trustees. Not later than forty-five days prior to the Annual Meeting, any twenty voting Members of the Association may file with the Recording Secretary a nomination of a candidate or candidates for Trustee. The Nominating Committee will file its report with the Recording Secretary and the Recording Secretary shall notify the Members in writing at least thirty days prior to the Annual Meeting. Prior to the Annual Meeting, the Recording Secretary shall notify the Members in the newsletter of the names of the candidates nominated for Trustee, and the names shall be posted on the Association's website.

### **Article X – Election of Trustees**

SECTION 1. The election of Trustees shall be conducted by written or printed ballots cast by the Members on the date of the Annual Meeting. The candidates who shall receive the largest number of votes cast at such election shall be elected Trustees for a term as set forth in Article XI. Prior to such date the Membership Secretary shall prepare ballots containing the names of all candidates nominated for Trustee and shall provide sufficient numbers thereof at the place where such Annual Meeting is to be held for the use of all Members eligible to vote. Balloting shall be conducted immediately preceding the Annual Meeting. Ballots may also be provided, and Members may cast the same, at such additional places and earlier times on such dates as the Board of Trustees may provide. All ballots shall be tabulated, and the results of the election announced at the Annual Meeting. In the event of a tie for the third (or last) Trustee, a run-off election between those candidates shall be held among voting Members present immediately following the announcement of the election results.

SECTION 2. The elections shall be conducted by an Elections Committee consisting of four Members, selected by the Board of Trustees. At least one of these Members shall be a Trustee, who shall serve as the chairperson of the Committee. The Elections Committee shall be responsible for conducting the elections, including the distribution of ballots to Members as identified eligible to vote by the Membership Secretary. The Elections Committee shall also conduct the collection of these ballots, the counting of votes, any run-off voting that is necessitated by a tie in the results, the communication of voting results to the general membership, and any other duties that may be incidental to the conduct of this election.

## **Article XI – Terms of Office**

At the Annual Meeting, the Members shall elect three Trustees, who shall each serve a three-year term. Additional Trustees may be elected to serve the remainder of vacant Trustee positions.

## **Article XII – Trustee Code of Ethics**

SECTION 1. Trustees represent the entire CUF community.

SECTION 2. A conflict of interest occurs when the interests or actions of a Trustee actually, potentially, or perceptually affect the Association in a negative way or when a Trustee personally receives economic benefit from action taken by the Association. It is the expectation that Trustees recuse themselves from voting on any matter that meets the definition of conflict of interest.

## **Article XIII – Voting**

All voting shall be simple majority unless specifically stated otherwise.

## **Article XIV – Meeting Decorum**

All in attendance at Association meetings have the expectation of being treated with respect and the obligation to treat others with respect. The Association welcomes the expression of diverse opinions and the exchange of ideas at its meetings. Spirited discussion among stakeholders is a necessary component of community councils, when confined to accepted standards of interaction. Personal attacks, threatening speech and aggressive behaviors are inappropriate in the meeting setting and are not tolerated.

If speech or behavior escalates and becomes disruptive or abusive during a meeting, the facilitator will issue a Call to Order, followed by a request for the disruption to cease. Anyone who continues to be disruptive will be asked to leave the meeting. Similar repeated behaviors by an individual over the course of several meetings will result in additional sanctions.

## **Article XV – Amendment of By-Laws**

The By-Laws may be amended by a vote of two-thirds of the Trustees at a general meeting. Said amendment shall have been proposed and approved at a previous meeting of the Board of Trustees, and notice of the proposed text shall have been given to the Members at least seven days prior to the general meeting at which such vote is taken.

## **Article XVI – Miscellaneous**

SECTION 1. All residents within the territorial boundaries of the Association shall be afforded open participation in voting on the Neighborhood Support Program proposals and Community Budget Request proposals. In all other cases not outlined in these By-Laws, where a vote is

called from the general membership, the motion must be formulated so as to indicate the non-binding nature of the vote.

SECTION 2. In the event that any portion of these By-Laws is found in violation of any local, state or federal regulation, ordinance or statute, the remaining portion of these By-Laws shall be unaffected and shall remain in full force and effect.

SECTION 3. Indemnification. The Association shall indemnify any officer or trustee to the fullest extent permitted by law.

SECTION 4. Insurance. The Association may purchase and maintain insurance or furnish similar protection on behalf of any person who is or was a Trustee, officer, agent or volunteer of the Association or its predecessors against any liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Association would have the obligation or the power to indemnify him or her against such liability in accordance with these By-Laws or applicable law.

*The above are the complete By-Laws of the CUF Neighborhood Association, Inc., including amendments of April 4, 1989, March 19, 1991, June 20, 1995, May 1, 2003, June 15, 2004, May 16, 2006, February 17, 2009, October 16, 2012, November 17, 2015, July 18, 2017, March 16, 2021, and May 16, 2023.*



ADDENDUM: At the July 7, 2015 Board of Trustees meeting, the Trustees voted unanimously to approve these proposed changes to the CUF Neighborhood Association By-laws. These changes were published before the November 17, 2015 general meeting, at which time the Trustees officially voted to amend the By-laws.

The annual meeting in July, 2016 begins the change from a fifteen to a nine-member Trustee board. This change will take place by electing three new Trustees for the next three years; and previously elected Trustees will serve the length of their term. As such, the number of Trustees will drop from fifteen to nine over a period of two years. The July, 2018 election will be the first election after which there will be a maximum of nine board members. If a Trustee vacates a position early during this interim period, the Board may, at its discretion, appoint someone to fulfill the remainder of the term or let it lapse early, as long as at least three Trustees per year are maintained.