



**AMENDED BYLAWS
OF
GREATER CLEVELAND COMMUNITY SHARES
July 20, 1998**

ARTICLE I: PURPOSE

Greater Cleveland Community Shares is dedicated to community improvement, social change, and citizen education and empowerment. To this end, it provides financial and other support to its members which are non-profit organizations actively pursuing these goals in Greater Cleveland's neighborhoods.

ARTICLE II: MEMBERSHIP

Section A. Qualifications and Requirements.

1. The members of Greater Cleveland Community Shares shall consist of organizations which are members at the time of adoption of these bylaws, and such other organizations which meet the qualifications determined by the Board of Directors and are elected by the membership pursuant to Article II, Section I.
2. Members shall meet the requirements determined by the Board of Directors, which include, but are not limited to:
 - (a) providing volunteers and/or staff to serve on committees and task forces;
 - (b) participating and assisting in campaign events; and
 - (c) paying the dues, fees and assessments in amounts to be fixed from time to time by the Board of Directors.

Section B. Rights.

1. Members shall have the right to vote as set forth in Article II, Section G of these bylaws.
2. Members shall have the right to participate in the fundraising programs of Greater Cleveland Community Shares and to receive funds therefrom according to formulae established by the Board of Directors.

Section C. Annual Meetings.

1. The annual meeting of members shall be held once a year in the spring at a time and place designated by the Board of Directors.
2. The annual meeting shall be open to the public.
3. At such meeting, members shall elect incoming directors.

Section D. Regular Meetings.

1. A regular meeting of members shall be held once a year in the fall at a time and place designated by the Board of Directors.
2. The regular meeting shall be open to the public.
3. At such meeting, members may elect new member organizations.

Section E. Special Meetings.

1. Special meetings of members shall be called upon the written request of the president, by the Directors acting at a meeting, or by 20% or more of the members of Greater Cleveland Community Shares.

Section F. Notice of Meetings.

1. Written notice of each annual, regular or special meeting stating the date, time, place and purposes of the meeting shall be given by personal delivery or by mail to each voting member at least 14 days before the meeting date to each member entitled to vote at that meeting.
2. This notice requirement may be waived.

Section G. Voting.

1. Each member in good standing shall have one (1) vote on any matter properly submitted to the members.
2. Each member shall appoint a voting representative who, before a meeting begins, shall present credentials signed by the presiding officer of the member organization.

Section H. Quorum.

1. Unless stated otherwise in a specific provision of these bylaws, a majority of all members, present in voting representatives pursuant to Article II, Section H.2, shall constitute a quorum for the transaction of business at a meeting.
2. A majority of the members at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time until a quorum is present.

Section I. Obtaining Membership.

1. Prospective member organizations shall apply to the Membership Committee using forms and following procedures decided on by the Board of Directors.
2. Upon proof to the Membership Committee that membership criteria are met, an affirmative vote by two-thirds of the members, in a meeting with a quorum present, shall be required for admission.

Section J. Grounds for Termination.

1. The following events are grounds for the suspension and/or termination of a member:
 - (a) resignation of the member, on reasonable notice to Greater Cleveland Community Shares;
 - (b) failure to meet membership qualifications and/or requirements; or
 - (c) engaging in activities which directly endanger the continued existence of Greater Cleveland Community Shares.

Section K. Suspension of Membership.

1. A vote by members to suspend a member organization pursuant to the procedure in Article II, Section M of these bylaws must precede a vote to terminate that organization's membership.
2. The grounds for suspension are the same as those for termination set forth in Article II, Sections K.1(b) and K.1(c) of these bylaws.

3. An organization whose membership is suspended shall not be a member during the period of suspension.

Section L. Procedure for Expulsion or Suspension.

1. A vote to suspend requires a majority of a quorum of members.
2. A member shall be suspended for at least 15 days before further action is taken.
3. Once suspended, a member under consideration for termination shall be given 15 days' notice of the meeting at which termination will be voted on, and the reasons therefore.
4. The member shall be given an opportunity to be heard at the meeting at which the vote to terminate is undertaken.
5. A vote to expel a member organization requires two-thirds of a quorum of members.

Section M. Founding Members.

1. The founding members of Greater Cleveland Community Shares are the following organizations: Citizens to Bring Broadway Back; Cleveland Council for Unemployed Workers; Crossroads Development Corporation; Divorce Equity, Inc.; Euclid Community Concerns; Greater Cleveland Nuclear Weapons Freeze Foundation; Heights Community Congress; Housing Advocates, Inc.; National Neighbors; Senior Citizens Coalition; Templum House; Union Miles Development Corporation; and, Women's Law Fund.
2. Founding members shall be considered to have met the membership criteria enumerated in Article II, Section A, and shall maintain compliance Article II, Section B.
3. Founding members shall be governed by the same membership standards as all members admitted following the enactment of these by-laws, and shall be accorded no special rights or privileges.

ARTICLE III: DIRECTORS

Section A. Number and Composition.

1. The authorized number of directors of Greater Cleveland Community Shares shall not be less than 11 nor more than 25.
2. The number of directors from member organizations ("member directors") shall comprise not less than 60% of board seats, and the number of non-member directors shall comprise not less than 20% of board seats.
3. The nomination of each director must be approved by his or her organization.
4. No alternates may represent or replace directors.
5. The executive director of Greater Cleveland Community Shares shall be an ex-officio member of the Board of Directors.

Section B. Election.

1. The directors shall be elected at the annual meeting by an affirmative vote of two-thirds of a quorum of the members. Notwithstanding Article II, Section I of these bylaws, a quorum for purposes of this vote shall be two-thirds of the members. Each member, through its representative, will have one (1) vote for each office.
2. If the annual meeting is not held or directors are not elected at the annual meeting, they may be elected at a special meeting called for that purpose.

Section C. Terms of Office.

1. At the initial annual meeting, directors shall be classified into two groups for the purpose of providing, as nearly as numerically possible, for the election of one-half of the board of directors in each subsequent year. Therefore, one-half shall be elected for terms of one (1) year, and one-half, or a number that is one less than one-half, shall be elected for terms of two (2) years.
2. Thereafter, all directors shall be elected for terms of two (2) years and may serve any number of terms.

Section D. Vacancies.

1. A vacancy on the Board of Directors shall exist on the occurrence of the following:
 - (a) the death, incapacity or resignation of any director;
 - (b) the vote by two-thirds of a quorum of the directors to remove a director. Missing three (3) consecutive meetings of the Board of Directors may be grounds for removal.
2. Vacancies on the board may be filled by vote of two-thirds of remaining directors.
3. A director filling a vacancy shall serve only for the period until the next annual meeting at which time the members may elect the nominee to fill the remaining term of the vacancy.

Section E. Meetings.

1. The annual meeting of the Board of Directors shall be held immediately following the annual meetings of members or as soon thereafter as is practicable. If no annual meeting of members is held, the annual meeting of directors shall be held immediately following any meeting of members at which directors are elected or as soon thereafter as is practicable.
2. Regular meetings shall be held at least four (4) times a year.
3. Special meetings of the Board of Directors may be called with at least 48-hour notice by the president or in response to the written request of 20% of the directors. Notice to the Board of Directors of any special meeting shall specify the purpose of the meeting, and no business other than that specified shall be transacted at the meeting.
4. Board of Directors hours by member directors shall be applied to the membership hours required of member organizations.

Section F. Quorum.

1. A majority of the authorized number of directors shall constitute a quorum for the transaction of business, except with respect to the filling of a vacancy on the board as provided in Article III, Section D.2 of these bylaws.
2. The act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section G. Powers.

1. Subject to the provisions and limitations of the Nonprofit Corporation Law of the State of Ohio and any other applicable laws, and subject to the provisions and limitations of the articles of incorporation and bylaws of Greater Cleveland Community Shares, the business and affairs of Greater Cleveland Community Shares shall be managed, and all corporate powers shall be exercised, by or under the direction of the Board of Directors.

Section H. Conflicts of Interest.

1. A director shall perform the duties of a director, including duties as a member of a committee of the Board of Directors or as an officer, in accordance with the standard of care required by Ohio's Nonprofit Corporation Law, O.R.C. 1702.30 and 1702.301.
2. A director having a conflict of interest or a conflict of responsibility on any matter involving Greater Cleveland Community Shares and any other business or person shall refrain from voting on such matter.
3. No director or officer shall use his or her position as a director or officer of Greater Cleveland Community Shares for his own direct or indirect financial gain.

Section I. Compensation and Reimbursements.

1. Directors and members of Committees shall serve without compensation for their services.
2. Directors and members of Committees may receive reasonable reimbursement of expenses as may be fixed or approved by the Board of Directors.

ARTICLE IV. OFFICERS

Section A. Officers and Election.

1. The officers shall be a President, Vice President, Secretary and Treasurer. The Board of Directors may also elect such additional officers as it deems desirable.
2. Officers shall be elected at the Board of Director's annual meeting by a majority vote of a quorum of directors after nominations from the floor.

Section B. Terms of Office.

1. All officers shall be elected for a one (1) year term of office.
2. No officer shall be elected to more than three (3) consecutive terms in the same office.
3. A person may hold only one office per term.

Section C. Duties.

1. The officers shall have such authority and perform such duties as are customarily incident to their respective offices and such other duties as may be required by law, by the Articles of Incorporation, or by these bylaws, subject to control of the Board of Directors.
2. The officers shall perform the following duties as well as such additional duties as the Board of Directors shall from time to time assign:
 - (a) The President shall
 - i. preside at all Annual Meetings, meetings of the Board of Directors and Executive Committee meetings,
 - ii. appoint chairpersons of standing committees, subject to review by the Board of Directors,
 - iii. sign such documents and reports as may require the signature of the President, and
 - iv. perform such other duties as from time to time may be prescribed by the Board of Directors;
 - (b) The Vice President shall
 - i. carry on the duties of the President in the event of the President's absence, inability or incapacity,
 - ii. succeed to the Presidency until a vote pursuant to Article II, Section E.1 in the event of the death or resignation of the President,

- iii. serve on the Executive Committee, and
 - iv. perform such other duties as may be from time to time prescribed by the Board of Directors;
- (c) The Secretary shall
- i. serve on the Executive Committee,
 - ii. make, or cause to be made, accurate records of all meetings of the members, Board of Directors, and the Executive Committee,
 - iii. maintain in good order the records of Greater Cleveland Community Shares,
 - iv. report minutes or meetings to the appropriate bodies,
 - v. perform other such duties as may be from time to time prescribed by the members or the Board of Directors; and
- (d) The Treasurer shall
- i. serve on the Executive Committee,
 - ii. chair the Finance Committee,
 - iii. make, or cause to be made, accurate records of the financial transactions of the Greater Cleveland Community Shares,
 - iv. maintain, or cause to be maintained, the financial records of Greater Cleveland Community Shares in such form as prescribed by law, funding sources, and the Board of Directors,
 - v. report on the financial condition of the corporation in such form and at such times as the Board of Directors may direct,
 - vi. submit such financial reports as may be required by law, the funding sources, or such other persons or agencies determined by the Board of Directors as having a right to demand such reports,
 - vii. advise the Board of Directors annually on the choice of an auditor, and
 - viii. perform such other duties as may be from time to time prescribed by the members or the Board of Directors.

Section D. Removal.

1. Any officer may be removed with or without cause by the affirmative vote of two-thirds of the directors present at a meeting when the vote is taken.
2. The affected officer must be given an opportunity to address the Board of Directors before it votes on the officer's removal.

Section E. Vacancies.

1. A vacancy following the removal, resignation, incapacity or death of an officer may be filled by a vote of two-thirds of the directors present at a meeting when the vote is taken.
2. An officer filling a vacancy shall serve only for the period until the next annual meeting.

ARTICLE V: COMMITTEES

Section A: Executive Committee.

1. The Executive Committee shall consist of the officers of the Board of Directors and chairpersons of standing committees.
2. The Executive Committee is empowered to act in the name of the Board of Directors provided:

- (a) it reports all actions at the next meeting of the directors; and
- (b) it takes no action specifically reserved to the members or directors in these bylaws.

Section B. Other Committees.

1. The Board of Directors may provide for standing, advisory or special committees as it deems desirable and discontinue these committees at its pleasure.
2. Each such committee shall consist of three (3) or more directors and such other persons as may be appointed.
3. Committee chairs shall be appointed by the Executive Committee and shall be directors, or persons approved by their member organization.
4. Other committees and their responsibilities may include:
 - (a) Campaign Committee which
 - i. plans, coordinates, and implements the Annual Campaign;
 - (b) Membership Committee which
 - i. solicits, screens and recommends new members, and
 - ii. develops evaluation process for program activities of Members and implements annual evaluation;
 - (c) Nominating Committee which
 - i. is comprised of not less than 60% persons from member organizations, and not less than 20% non-members,
 - ii. nominates directors and Advisory Board members, and
 - iii. solicits nominees for the officers of the Greater Cleveland Community Shares on an annual basis; recommends individuals to fill positions that become vacant during a term of office;
 - (d) Finance Committee which
 - i. oversees finances of Greater Cleveland Community Shares and makes quarterly reports to the Board of Directors, and
 - ii. develops annual budget; and
 - (e) Access Committee which
 - i. identifies potential new work sites for Greater Cleveland Community Shares, and
 - ii. develops and implements work plan and timeline to obtain the new work sites.

ARTICLE VI: EXECUTIVE DIRECTOR

The Board of Directors shall appoint an Executive Director with such powers and duties as the Board of Directors determines, including the power and authority to hire, supervise and terminate all staff.

ARTICLE VII: INDEMNIFICATION AND INSURANCE

Section A. Authorization.

1. Greater Cleveland Community Shares shall indemnify each person who is or has been a director, officer or employee of Greater Cleveland Community Shares, and each person who is serving or has served, at the request of the corporation, as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise to the fullest extent permitted by the law of the State of Ohio.

Section B. Insurance.

1. Greater Cleveland Community Shares may purchase and maintain insurance on behalf of any person who is or was a director or officer of Greater Cleveland Community Shares, or is or was serving at the request of Greater Cleveland Community Shares as a director, officer, employee, or agent of another corporation.

ARTICLE VIII: ENACTMENT AND AMENDMENTS

Section A. Enactment.

1. These by-laws shall be considered to be in force with the unanimous approval of the current members of Greater Cleveland Community Shares.

Section B. Amendments.

1. These bylaws may be amended or repealed by the members by a vote of two-thirds of the members present at a meeting at which a quorum is present throughout.
2. Notification of a meeting to consider amending the bylaws must be made by mail at least two (2) weeks prior to such meeting.