



CODE OF REGULATIONS

REVISED May 10, 2011, February 29, 2012, October 15, 2012

ARTICLE I: PURPOSE

Greater Cleveland Community Shares (“Shares”) is dedicated to social justice, which includes community improvement, social change, and citizen education and empowerment. To this end, Shares provides financial and other support to its members which are non-profit organizations pursuing these goals in Northeast Ohio.

ARTICLE II: MEMBERS

Section A. Qualifications and Requirements.

1. The members of Shares shall be organizations that are members at the time of adoption of this Code of Regulations, and such other organizations that meet the membership criteria and participation requirements determined by the Board of Directors and that are elected by the members pursuant to Article II, Section I.
2. Members shall meet the membership criteria and participation 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. Members shall have the right to participate in the fundraising programs of Shares and to receive funds according to formulae established from time to time by the Board of Directors.

Section C. Annual Meetings.

1. The annual meeting of members shall be held once a calendar year at a time and place designated by the Board of Directors.
2. The annual meeting shall be chaired by the President of Shares and shall be open to the public.
3. At the annual meeting, members shall elect incoming directors in accordance with Article III Section B.

Section D. Regular Meetings.

1. A regular meeting of members shall be held at least once in each calendar year at a time and place designated by the Board of Directors.

The regular meeting shall be chaired by the President of Shares and shall be open to the public. At such meeting, new members may be elected in accordance with Article II Section I

Section E. Special Meetings.

1. Special meetings of members shall be called by the Board of Directors upon the written request of the president, by the Directors acting at a meeting, or upon the written request of 20% or more of the members of 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, mail, email or phone at least 14 days before the meeting date to each member entitled to vote at that meeting.
2. This notice requirement may be waived under special circumstances. Any meeting called with less than 14 days notice may be postponed if objection by 20% of members is submitted in writing.

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 this Code of Regulations, a majority of all members, present by voting representatives pursuant to Article II, Section G.2, shall constitute a quorum for the transaction of business at a meeting.
2. A majority of the members present 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. Election of New Members.

1. Each membership candidate (“candidate”) shall apply using forms and following procedures determined by the Board of Directors.
2. The Committee on Membership shall determine for each candidate whether the candidate meets the membership criteria using forms and following procedures determined by the Board of Directors.
3. Following a determination by the Committee on Membership that a candidate meets the membership criteria, each candidate shall be individually voted upon by the members at a regular meeting.
4. A candidate shall be admitted to membership upon the affirmative vote of at least 67% of the members, at a regular meeting at which a quorum is present.
5. A vote to abstain with respect to a candidate shall not be counted as an affirmative vote.

Section J. Grounds for Suspension & Termination.

The Board of Directors is responsible for initiating the Member removal process. It may act on its own, in response to staff, or in response to a request by 20% of the Membership. The following events are grounds for the suspension and/or termination of a member:

1. A Member organization no longer meets the basic requirements for Membership as stated in the annual member report and/or is not in compliance with the annual Membership agreement.
2. A Member organization demonstrates financial mismanagement or significant financial weakness according to criteria determined by the GCCS Finance Committee.

Section K. Notice of Warning.

A Board vote is necessary to assign "Official Warning" status to a Member upon discovery of any issue pertaining to Article II: Section J in this Code of Regulations. This notice will be provided in writing to the Member.

1. The Board and the Member will develop a plan to assess and correct the issue of noncompliance. The Member has either 30 days or the defined time period that is identified within their plan developed with the Board, to remedy the issue in question.
2. In the case of egregious violations, the Board reserves the right to bypass any suspension period and advance this process to termination, requiring a vote by the membership to reinstate the Member group, as outlined in Article II: Section M, 1 of the Code.

Section L. Procedure for Suspension of Membership.

A suspension for a period of six (6) months will be imposed by a majority vote of the Board if the Member does not remedy its noncompliance issue or fails to adhere to the remedy plan set forth by the Board, as described in Article II: Section K, 1.

1. During this suspension period, it is the Member's responsibility to remedy the noncompliance issue and meet all Membership requirements, including the payment of Member dues.
2. The Member is not eligible to receive any Member benefits, except for designated funds from the campaign that are due to the Member organization during this time of suspension. These funds will be disbursed when the suspension is lifted. The Member will relinquish its share of undesignated funds during time of suspension.
3. The Member may be fully reinstated by the Board at any time within this suspension period if all Member requirements have been met and/or the triggering issue has been resolved. All Member benefits will be restored from the date when compliance was re-established and confirmed by the Board.
4. At any point in this process, a vote for immediate reinstatement of a Member shall occur at the written request of 20% of the Membership and the process will advance to Article II: Section M, 1 of the Code.

Section M. Procedure for Termination of Membership.

Termination of the Member will occur if all Member requirements are not met, the Member fails to adhere to the remedy plan, or the noncompliance issue has not been resolved after 7 months, or any other deadline determined by the Board.

1. A supermajority vote (67% of the Membership in attendance where a quorum is obtained) of the Membership is required to enact reinstatement of the Member group. If reinstatement is not approved by Membership either through lack of supermajority vote or through lack of quorum, the Member group will be subject to immediate and automatic termination.
2. There is no appeals process.

Section N. Current Members.

1. Current members shall be governed by the same membership standards as all members admitted following the enactment of this Code of Regulations, and shall be accorded no special rights or privileges.

ARTICLE III: DIRECTORS

Section A. Number and Composition.

1. The authorized number of directors of Shares shall not be less than 11 nor more than 25. The specific number of authorized directors within the stated range shall be fixed annually by the Board of Directors.
2. Directors may be “Member Directors” or “Community Directors”, provided however, that at least 60% of the directors shall be Member Directors.
3. A Member Director shall be a person who at the time of election as a director of Shares is an employee, member of the Board of Directors, Directors, or volunteer of a member of Shares or an appointed voting representative of a member of Shares pursuant to Article II, Section G. The nomination of a person for election of a Member Director must be approved by his or her member organization.
4. A Community Director shall be a person who is at the time of election as a Director of Shares is not affiliated as an employee or member of the Board of Directors with any member of Shares.
5. No alternates may represent or replace directors for any purpose. The executive director of Shares shall be an ex-officio member of the Board of Directors.

Section B. Election.

1. The nomination of Member Directors and Community Directors shall be in accordance with forms and procedures adopted by the Board. Member Directors and Community Directors shall be elected separately and individually at the annual meeting by an affirmative vote of at least 67% of a quorum of the members. Notwithstanding Article II, Section I of this Code of Regulations, a quorum for purposes of this vote shall be at least 67% of the members. Each member, through its appointed voting representative, will have one (1) vote for each open position on the Board. The forms and process for election of voting shall be determined by the Board.

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. Three (3) consecutive unexcused absences at meetings of the Board of Directors shall result in removal from the Board of Directors.
 - (c) Vacancies on the board may be filled by a vote of at least 67% of the remaining directors.
2. 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 of the Board of Directors 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.

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 this Code of Regulations.
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 this Code of Regulations, the business and affairs of 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 Shares and any other business or person shall disclose the nature of the conflict to the Board of Directors and refrain from participation in discussion and voting on such matters.
3. No director or officer shall use his or her position as a director or officer of Shares for his own direct or indirect financial gain. Member directors may fully participate in discussions and vote on issues that may have a financial impact on their respective organizations.

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 this Code of Regulations, 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, Regular Meetings, meetings of the Board of Directors and Executive Committee meetings,
 - ii. Appoint chairpersons and members of 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, resignation, or removal 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 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 Board of Directors; and
- (d) The Treasurer shall
 - i. Serve on the Executive Committee,
 - ii. Make, or cause to be made, accurate records of the financial transactions of Shares ,
 - iii. Maintain, or cause to be maintained, the financial records of Shares in such form as is prescribed by law, funding sources, and the Board of Directors,
 - iv. Report on the financial condition of Shares in such form and at such times as the Board of Directors may direct,
 - v. Make financial reports and financial statements available to the members of Shares,
 - vi. Submit such financial reports as may be required by law, 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 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 at least 67% 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 such chairpersons of committees as may be designated by the Board of Directors.
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 to the directors in this Code of Regulations.

Section B. Other Committees.

1. The Board of Directors shall provide for an Executive Committee, Finance Committee, Governance Committee and Committee on Membership as well as additional standing, advisory or special committees as it deems desirable and discontinue these committees at its pleasure.

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 without limitation the power and authority to hire, supervise and terminate all staff.

ARTICLE VII: INDEMNIFICATION AND INSURANCE

Section A. Authorization.

1. Shares shall indemnify each person who is or has been a director, officer or employee of Shares, and each person who is serving or has served, at the request of Shares, 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. Shares may purchase and maintain insurance on behalf of any person who is or was a director or officer of Shares, or is or was serving at the request of Shares as a director, officer, employee, or agent of another corporation, partnership, joint venture, trust or other enterprise.

ARTICLE VIII: ENACTMENT AND AMENDMENTS

Section A. Enactment and Amendments.

1. When enacted, this Code of Regulations shall replace the 1998 Bylaws of Shares.
2. This Code of Regulations shall be enacted and may be amended or repealed only by an affirmative vote of at least 67% of the members present at a meeting at which a quorum is present.
3. Notification of a meeting to consider amending this Code of Regulations must be made by personal delivery, mail, email, or phone at least 14 days prior to such meeting.