



## Greater Cincinnati Earth Coalition

**Constitution and By-laws  
Adopted February 4, 1999  
Revised and Adopted December 18, 2008**

### MISSION STATEMENT

The Greater Cincinnati Earth Coalition is a community of not-for-profit organizations, businesses, government agencies, and individuals from the Ohio-Kentucky-Indiana tri-state region who work cooperatively and actively to promote the beauty and environmental quality of the tri-state area.

### Article 1: Name

The name of the organization shall be "The Greater Cincinnati Earth Coalition," hereinafter referred to as "the Coalition" or GCEC."

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

### Article 2: Goals

- ☼ Provide a forum for discussion leading to action
- ☼ Serve as a network for environmental resources and information
- ☼ Identify specific environmental issues and areas of concern in the tri-state area
- ☼ Promote community awareness of these areas
- ☼ Address and increase community participation in creative solutions for these areas of concern

Greater Cincinnati Earth Coalition is a non-partisan organization that shall not lobby for any political party or candidate. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause hereof. No substantial part of the activities of the organization shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the organization shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.



Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

### **Article 3: Membership**

#### Eligibility

Membership is open to any organization (not-for-profit, business, government agency) or individual who:

- ☼ Subscribes to the mission statement as aforementioned, and
- ☼ Contributes and annual membership fee, although representatives of organizations, such as government agencies, whose organization's laws may prohibit them from this obligation, may be excused by the elected council for exception from this stipulation with reasonable cause.

Membership status is attained after all of the above criteria are met.

#### **To renew a membership the member must:**

- 1) Continue to subscribe to the mission statement of the Coalition and
- 2) Pay current membership fees

#### Revoking Memberships

Members who do not subscribe to the mission statement of the Coalition or who do not fulfill the qualifications for membership may be removed from the Coalition. If the issues cannot be resolved by discussion between the officers and the member in question, the matter will be brought to the full membership's attention by electronic or written notice of vote, discussed and voted upon at the succeeding meeting of the membership.

#### Reinstatement

To be considered for reinstatement of membership status, a petition must be submitted to the elected council for review.

Petitions for reinstatement shall consider:

- ☼ Adherence to the mission statement and
- ☼ A vote of the elected council, subject to the approval of the membership

Membership status will be reinstated after the above conditions have been met and two Coalition meetings have been attended.



### Types of Memberships

- ☼ There shall be **Active** members of GCEC, and
- ☼ Friends (of the coalition)

**Active members** are current members who have attended two meetings in the past 12 months and meet eligibility requirements.

**Friends** of the Greater Cincinnati Earth Coalition are those individuals or representatives of groups who may want to attend meetings, be on the coalition mailing list, participate in specific events, and/or support the Coalition’s mission, but do not meet all of the requirements of membership.

### **Friends of the Coalition**

- ☼ May attend regular meetings and address the assembly
- ☼ Do not necessarily receive any privileges of membership
- ☼ Can not vote and do not affect consensus
- ☼ Are not eligible for nomination to any office
- ☼ Shall receive the meeting minutes and subsequent mailings; and
- ☼ May attend, but not chair, sub-committee meetings

### Dues

Annual dues shall be recorded by the Secretary. An annual membership shall be 12 months, beginning with the month in which the dues are received. A reminder shall be sent upon expiration of a membership if necessary.

The amount of dues shall be fixed by the elected council; and subject to approval by the membership.

### Additional Membership Privileges

All active members:

- ☼ May attend regular and special meetings of the coalition;
- ☼ May address the assembly when recognized by the chair;
- ☼ May make and/or second motions;
- ☼ Shall receive the meeting minutes and subsequent mailings;
- ☼ May attend meetings of the elected council;
- ☼ May serve on any sub-committee and/or serve as chair of any committee;
- ☼ Will be recognized as official members of the Coalition; and
- ☼ Shall be eligible to be nominated to any office.



## **Article 4: Elected Council**

### Officers

The officers of The Greater Cincinnati Earth Coalition shall be a Chair, Vice-Chair, Secretary, Treasurer, Director of Public Relations, and Director of Fund Development. These six officers shall constitute the elected council.

### Definition

The elected council shall manage the policies, business and affairs of the corporation.

### Terms of Office

- a) No person or member organization shall hold more than one office per term unless a vacancy arises or there are no nominations for the office.
- b) There shall be no limitation of elected terms.
- c) Any partial term which exceeds nine months shall be considered a full term
- d) The secretary and treasurer shall serve one year terms. The chair and director of public relations shall serve two year terms beginning in October 1998. The vice-chair and director of fund development shall serve two year terms beginning in October 1999.
- e) Only active members shall be eligible to be voted into an office

### Removal of Officers

After notice, hearing, and vote, any officer may be removed by a vote of two-thirds of the members present at a special meeting called for the purpose of considering an officer's performance, or at a regular meeting if due notice, at least one week prior, electronically or by mail, has been given to members that the matter will be on the agenda. Removal from office does not preclude membership (see Revoking membership).

### Officer Responsibilities

The officers of the Coalition shall have the following duties and responsibilities, as well as any others conferred by the active membership:

**Chair** – Shall lead meetings, serve as administrative spokesperson for the Coalition, coordinate activities, prepare the agenda for meetings, co-sign checks with the Treasurer, and shall be cognizant of the rights and wishes of all the members throughout performance of duties.



***Vice-Chair*** – Shall assist the Chair in the management of the affairs of the organization, organize membership information and resources, identify common concerns and projects of interest, recruit new members and be able to determine at each meeting the active status of each member for voting purposes, chair the nominating committee.

***Secretary*** – Shall take the minutes of the meetings, distribute minutes, act as historian, and maintain a chronological file of all official Coalition records. All official records will be turned over to the successor at the completion or termination of office.

***Treasurer*** – Shall collect, record, and distribute monies as directed by the council and membership, co-sign checks with the Chair, shall prepare tax reports in coordination with the Director of Fund Development. A report of expenditures, revenues and account balances shall be included in each month's minutes.

***Director of Public Relations*** – Shall write press releases, produce a regular calendar, pursue opportunities to participate and promote G.C.E.C., and cultivate a relationship with the press.

***Director of Fund Development*** – Shall write grants and seek out other sources of monies for the Coalition to pursue, prepare tax reports in coordination with the Treasurer.

#### Policies and procedures for the Elected Council as Individuals

Each officer shall attend all regular meetings and special meetings when able; absences must be reported to the Chair or Secretary prior to the meeting itself, if more than three meetings per year are missed without good reason and representation, an officer may be voted out of office by a ballot of membership.

Only the Chair and Director of Public Relations shall make statements on behalf of the Coalition unless commissioned by the elected council as a whole.

#### **Article 5: Meetings**

Regular meetings of the membership shall be held as deemed necessary by the officers. Special meetings may be called at any time and for any purpose by resolutions of the officers or by demand therefore by any four active members. All members shall be notified of a special meeting by electronic or written notice.

#### **Quorum**

At all regular and special meetings a quorum shall consist of five active members, at least two of whom must be elected officers.



## **Article 6: Voting**

### Eligibility to Vote

Only Active members shall be qualified to vote.

**Active members** are current members who have attended at least two meetings in the past twelve months.

Each currently Active member shall have one vote. (An active member that is an organization, business, or agency member may also be an individual member upon payment of dues for each entity, in which case they would have one vote for each active membership, not to exceed two votes per any one person.)

### Motions Requiring a Vote

All decisions will be attempted to be made by consensus. If consensus cannot be reached, or an active member deems it necessary, a vote will be taken. Greater than fifty percent of those voting must vote in support of the proposal in order for a motion to carry. Election of officers and proposed by-law changes will require a vote.

## **Article 7: Nominations and Elections**

Annual elections shall be held in November

### Nominations

The Chair shall designate two non-officers to serve with the Vice-Chair as the nominating committee.

Any active member may nominate himself/herself or be nominated for an office by another member. Each nomination must be accepted by the nominee and seconded by an active member. If there are no nominations and the current officer is interested in another term, he/she will be re-elected. If there are no candidates nominated by members and a position is open, the committee will contact members for interest.

Nominations can be submitted in writing prior to meetings, or in person before the election.

No nominations will be taken after close of the last regular meeting prior to the election meeting. This will give the opportunity for all nominees' names to be printed in the minutes before the elections.



### Election process

Elections will be held ballot. Abstention will be allowed. The individual with the most votes will win office. In case of a tie, it will be resolved among the members present as they deem fit.

Absentee votes will be allowed. Members must ask for a ballot to be sent to them in advance and must submit it to the Vice-Chair at or before the election meeting.

### Vacancies

If a vacancy should occur before the end of a term in any office, the elected council shall select a replacement to serve for the remainder of the unexpired term. The council's selection shall be made at a council meeting and shall be subject to the approval of the membership. If a vacancy is filled with more than nine months left in term, it shall be considered a full term.

### **Article 8: Fiscal**

The fiscal year for The Greater Cincinnati Earth Coalition shall be from October 1 through September 30.

Proposed unbudgeted expenditures in excess of \$100.00 shall be brought to the attention of the meeting attendees for consensus or vote.

### **Article 9: Dissolution**

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

### **Article 10: Amendments**

These bylaws may be amended by a 75% vote of the active members present and voting at any regular meeting of the Greater Cincinnati Earth Coalition, provided the amendment or amendments were submitted to all members, electronically or in writing, at least one week in advance of the meeting. The amended bylaws shall take effect as and when passed.