

**BYLAWS
OF
THE FIRST SUBURBS CONSORTIUM OF DAYTON OHIO
COUNCIL OF GOVERNMENTS**

Revised March 22, 2017 (Effective July 17, 2017 with all Member Communities approving)

The mission of the FSC is to initiate and promote public policies and practices that maintain the vitality of our communities, protect and redevelop mature communities, and foster regional cooperation. The Consortium advocates:

- Public policies that do not create disposable communities.
- Balanced investments in new and existing infrastructure.
- Maintenance and enhancement of the tax base.
- Creation of redevelopment opportunities.

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In accordance with the Agreement for Establishment of the First Suburbs Consortium of Dayton Ohio (“the Agreement”) these Bylaws are hereby adopted to govern the activities and procedures of the First Suburbs Consortium of Dayton Ohio Council of Governments (“the FSC”).

I. PURPOSE. The purpose of the FSC shall be to provide organizational status to cooperative efforts between the member-governmental jurisdictions of the FSC in matters of mutual concern to first suburbs, including but not limited to initiation and support of policies and practices which protect, maintain and redevelop mature communities and other matters which affect health, safety, welfare, education, economic conditions and regional development.

II. REPRESENTATION; GOVERNING BOARD. The FSC shall consist of its member-governmental jurisdictions; and each such member shall be represented on the Governing Board of the FSC by two (2) representatives (“Representative” or “Representatives”) designated by such member. Each such member shall also designate an alternate Representative who shall serve on the Governing Board in the absence of the Representative. Representatives and alternate Representatives shall be elected officials or the Chief Executive Officer of the member-governmental jurisdiction. Meetings of the FSC Governing Board can be conducted without a quorum present; provided however, that voted approvals shall not be conducted unless a quorum is present. A quorum shall consist of a majority of the Representatives, each of whom shall be entitled to one vote. Except as provided for elsewhere in these By-Laws, action may be taken by the affirmative vote of a majority of Representatives. No proxy voting will be allowed.

III. OFFICERS AND ANNUAL ELECTIONS. Each calendar year, or as required by circumstances, the Governing Board shall meet and from its membership elect (“Annual Elections”) as officers a Chair, Vice Chair, Secretary and Treasurer, respectively, who shall serve until such officers are next elected. The Chair - - and in the absence of the Chair, the Vice Chair - - shall preside at all meetings of the FSC, exercise those other powers and duties usually exercised by the chief executive officers of similar organizations, and between meetings of the FSC may act for the FSC in a manner consistent with the directions of the FSC and with the requirements imposed by the Agreement, these Bylaws and the laws of the State of Ohio. The Secretary shall perform those duties normally associated with such office including, but not be limited to maintaining records of the FSC and keeping minutes of all meetings. The Treasurer shall perform those duties normally associated with such office, including the responsibilities of Fiscal Officer for the FSC. Officers shall serve without compensation. Any officer may be removed at any time upon a vote of the majority of the Representatives. No officer shall be removed without due notice and a reasonable opportunity for hearing.

IV. EXECUTIVE COMMITTEE. The Executive Committee shall consist of the Chair, Vice Chair, Secretary, Treasurer and one (1) other Governing Board member who shall be elected as an Executive Committee member at the Annual Elections. The Immediate Past Chair shall also be an ex officio member of the Committee. Excluding the Immediate Past Chair, no two (2) or more other persons who reside in or hold elected public office in the same FSC Member Community shall serve contemporaneously on the Executive Committee. The Executive Committee shall

consider and may recommend immediate action on matters which would not obligate the FSC financially, if a majority of the Executive Committee members believe that immediate action is necessary and that it is not practicable to convene an FSC meeting immediately to consider approval of the action. Without limitation of the foregoing, the Executive Committee will use all reasonable efforts to communicate with, and receive advice from, the other FSC Representatives regarding any proposed, recommended action which the Executive Committee believes may be deemed objectionable by the FSC Representatives. Upon authorization by the Executive Committee, the Chair - - or in the absence of the Chair, the Vice Chair - - may undertake the recommended action. Any such recommended action undertaken shall be reported to the FSC Representatives both as soon as is practicable and at the next FSC meeting. Any such recommended action shall remain in effect until (i) the recommendation is revoked by a majority of the Executive Committee or (ii) it is disapproved by the FSC in a meeting at which a quorum is present.

V. MEETINGS. The FSC shall meet, at a minimum, on an annual basis. Meetings of the Governing Board shall be scheduled and held as determined by the Chair or when requested in writing by the Representatives of one-third or more of the Member Communities. Public notification thereof and the ability of FSC to meet in executive session shall be governed by Ohio Revised Code, Section 121.22.

VI. POWERS AND DUTIES. Except as otherwise provided in these Bylaws, the FSC shall have the following powers and duties:

A. Financial. To prepare an annual budget and an equitable plan for the assessment of membership dues; to receive, expend and disburse funds; to execute reports and tax returns as may be necessary; and to serve as the financial control body.

B. Staff and Staff Salary. To utilize volunteer or paid staff including as needed an Executive Director and establish a salary for staff members, if any.

C. Approvals. To approve statements of policy, studies and plans and to provide for the implementation thereof.

D. Assistance. To apply for and accept loans, grants and contributions on behalf of the FSC and any other assistance in the form of money, property, labor and supplies from public and private sources, including charitable foundations, assistance agencies, the State of Ohio and instrumentalities of the United States; and to expend and disburse such grants, gifts, contributions and loans and other assistance for any approved purpose.

E. Contracts. To contract or enter into agreements with any person, any federal, State or local agency and any subdivision thereof, and any public or private organization; to carry out the purposes of the FSC, as specified in these Bylaws or for which assistance is accepted, including contracts for grants, loans, contributions and any other assistance available from agencies of the State of Ohio and instrumentalities of the United States; and to stipulate, in contracts let in connection with any project for which assistance is received, that the contractor and any subcontractor comply with requirements such as minimum wages, laws against discrimination and

other lawful obligations which may be required as conditions to receipt of financial aid granted to the project.

F. Contributions. Generally, the FSC shall not use Membership Fees or other resources to make contributions to other organizations or causes.

G. Other responsibilities. To carry out such other responsibilities as may be imposed on the FSC by its membership or the laws of the State of Ohio.

VII. FINANCE.

A. Fiscal Officer. Financial responsibility for the FSC shall rest on the Treasurer for the FSC, who shall be elected by the FSC.

B. Fiscal year. The fiscal year of the FSC shall commence on January 1 and shall be a calendar year.

C. Approval of Budget. The Budget shall be presented by the Treasurer to the Executive Committee at least once per year and shall be subject to approval of the members voting at a regular meeting. The Budget shall be provided to each member-governmental jurisdiction at least ten (10) days prior to the meeting.

D. Annual Fiscal Review. As soon as practical, each year there shall be an review of the prior year's financial records, either by the Fiscal Department of a Member community or by a committee consisting of three Representatives to the Consortium. Neither the Financial Department nor the Representatives shall be from the same Member community as the Treasurer(s) who served during the year being reviewed. The results of the review shall be communicated to the Membership no later than at the first meeting after the review is completed.

VIII. PARLIAMENTARY AUTHORITY. Roberts Rules of Order, Revised, shall govern all parliamentary procedures of the FSC in all cases to which they may be applicable, except to the extent that they are inconsistent with the Bylaws or the special rules of order of this organization.

IX. ADMISSION TO MEMBERSHIP. Member Communities may be admitted to membership as follows:

A. Request. The applicant-governmental jurisdiction ("the Applicant") may request membership of the Applicant in the FSC; the Applicant shall be advised that, upon approval of such request, the Applicant will comply fully with the requirements and obligations imposed pursuant to the Agreement and Bylaws, as amended from time to time.

B. Approval. Any FSC approval of the Applicant's request shall be given in the manner provided in Article II of these Bylaws; thereupon, the FSC and Applicant will take such further actions and execute such documents as necessary to confirm and effectuate the Applicant's membership in the FSC and compliance with the obligations thereof. Approval of the Applicant's request shall, include, but not be limited to, how the Applicant exhibits First Suburb characteristics and has declared a willingness to support the purposes of the FSC.

X. WITHDRAWAL FROM MEMBERSHIP. Any Member Community may withdraw from the FSC upon thirty days advance notice and payment of all dues and other financial obligations that may be payable as of the date of withdrawal.

XI. ASSOCIATE ENTITIES.

A. Request. The applicant (“AE Applicant”) may request in writing consideration to become an Associate Entity of the FSC. Associate Entities are limited to organizations, regional agencies, quasi governmental organizations and others who have an interest in and support the objectives of the FSC. The request to become an Associate Entity shall include information regarding the AE Applicant’s specific interest in the FSC. Upon approval of the request, the Associate Entity shall promptly pay an annual Associate Entity Fee as set by the FSC. Associate Entities have no vote but may participate fully in discussions at FSC meetings and other events.

B. Approval. Any FSC approval of the AE Applicant’s request shall be given in the manner provided in Article II of these Bylaws. Approval of the AE Applicant’s request shall, include, but not be limited to, how the AE Applicant exhibits interest in FSC objectives and has indicated a willingness to support the purposes of the FSC.

XII. CONDITION TO OBLIGATIONS. A Member Community shall be obliged to pay the financial obligations incurred under section VII, Finance, in these by-laws; but any other obligations which may require the legislative approval by a Member Community shall not be binding on such member, unless approved through appropriate legislation.

XIII. AMENDMENTS. These Bylaws may be amended by affirmative vote of at least sixty (60) percent of the Representatives voting at any regular meeting or special meeting called for such purpose, so long as a quorum is present and copies of such proposed amendments have been given, as provided in these Bylaws, to each Representative not less than thirty (30) days prior to such meeting. Such amendments shall become effective subject to approval by Member Communities, consistent with Article XII of these Bylaws.

XIV. NOTICES. Any notice required or permitted by these Bylaws or the law to be given shall be in writing and sent by ordinary mail, facsimile transmittal or E-mail to the address or transmittal number previously provided to the sender by the person or entity intended to receive the notice.

XV. SEVERABILITY. In the event that any part or portion of these Bylaws shall be found to be contrary to law and thereby held to be null and void, all other provisions of these Bylaws shall remain in full force and effect, and otherwise shall not be affected thereby.

Approved and Adopted: June 29, 2005

Revised March 22, 2017 (Effective July 17, 2018 with all Member Communities approving)