

ORDINANCE C-58-12

AN ORDINANCE TO AUTHORIZE THE CITY ADMINISTRATOR TO ENTER INTO AN AGREEMENT WITH GROVE CITY TOWN CENTER INC. AND APPROPRIATE \$75,000.00 FROM THE GENERAL FUND FOR THE CURRENT EXPENSE OF PROVIDING FINANCIAL ASSISTANCE PER THE AGREEMENT

WHEREAS, the City of Grove City recognized the importance of the Town Center as it relates to the economic health and quality of life of the community; and

WHEREAS, the City is providing financial aid, though a reimbursement agreement, to the Grove City Town Center Inc., a 501(c)6 nonprofit, to help stimulate economic development and marketing in the town center; and

WHEREAS, because the term exceeds twelve (12) months, it must be approved by Ordinance.

NOW, THEREFORE, BE IT ORDAINED BY THE COUNCIL OF THE CITY OF GROVE CITY, STATE OF OHIO, THAT:

SECTION 1. The City Council hereby authorizes the City Administrator to execute the Agreement with Grove City Town Center Inc. more fully described in Exhibit A.

SECTION 2. There is hereby appropriated \$75,000.00 from unappropriated monies for the General Fund, into account 100120.5513003, for the Current Expense of providing financial assistance to the Grove City Town Center Inc. to stimulate economic development and marketing in the Town Center, as outlined in the Agreement.

SECTION 3. This ordinance appropriates for current expenses and shall therefore go into immediate effect.

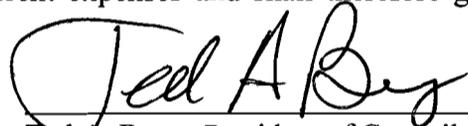
Passed: 12-03-12

Effective: 12-03-12

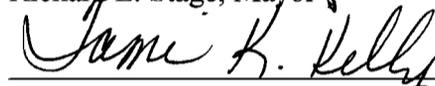
Attest:

I certify that this ordinance is correct as to form.

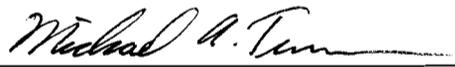
I certify that there is money in the treasury, or is in the process of collection, to pay the within ordinance.


Ted A. Berry, President of Council


Richard L. Stage, Mayor


Tami K. Kelly, MMC, Clerk of Council


Stephen J. Smith, Director of Law


Michael A. Turner, Director of Finance

C-58-12
Exhibit "A"

Reimbursement Agreement Between
The Grove City Town Center Inc. and the City of Grove City

This Agreement is made this ____ day of _____, 2012, by and between the City of Grove City, Ohio ("City") and the Grove City Town Center Inc. ("GCTC"). The purpose of this agreement is to financially aid with the continuation of the Grove City Town Center Inc, a 501(c)6 nonprofit organization registered as such with the Ohio Secretary of State.

Scope of Services: To lead and stimulate economic development and marketing the town center to internal and external audiences in accordance with the purpose set forth in the bylaws of GCTC, last adopted January 19th, 2012, attached hereto as Exhibit "A".

Term: The term of this Agreement will be three (3) years.

Reimbursement and Method of Payment: Subject to the terms of this Agreement, the City agrees to reimburse GCTC up to the following during the term of this Agreement:

<u>Year</u>	<u>Reimbursement Maximum</u>
2013	\$75,000
2014	\$75,000
2015	\$50,000

The annual maximum amounts are only to be used for expenditures incurred during that year and may not be "rolled" over to subsequent years.

Payments shall be made to GCTC upon a written reimbursement request for eligible expenditures. An eligible expenditure shall be limited to budget items included in the proposed budget submitted as part of this Agreement. Any reimbursement request shall include receipts and reports to the City detailing all expenditures for which reimbursement is requested. The City shall review the request for conformance with the proposed budget and issue payment to the GCTC within 10 days of receipt. Expenditures for alcohol, entertainment, clothing, gifts, or payments for debt or expenditures incurred before the execution of this Agreement shall not be eligible for reimbursement.

Notwithstanding the foregoing, in 2012 the GCTC may request a one-time advance payment (to be deducted from the 2013 funds) in the amount of \$10,000 to pay for debt or expenditures incurred before the execution of this Agreement. The GCTC shall provide the City with documentation for expenditures made with the advanced funds.

Reporting: Annually, GCTC shall provide a written update on the progress of the GCTC to the City. This report shall include a statement of goals and objectives and the evaluation criteria by which such goals and objectives are measured. Financial statements and tax filings, including IRS Form 990, shall be provided, by June 15th each year, listing receipts and expenditures identified by each program activity.

Other Requirements:

- The GCTC will continue to be a member in good standing with Heritage Ohio.
- Prior to execution of this agreement, GCTC shall:
 - Provide the City with a proposed budget; and
 - Provide the City with a GCTC board resolution indicating acceptance of the grant and naming an individual responsible for the grant administration; and
 - Provide the City with the minutes of the meeting in which the aforementioned resolution was adopted; and
 - Update City Council on the progress under the prior agreement and goals going forward under this Agreement.
- The funds made available by the City, on a reimbursement basis, are intended to supplement the fundraising efforts of GCTC. During the term of this Agreement, GCTC will continue to pursue additional revenue sources.
- This Agreement is intended to supersede and replace any prior agreements between the Parties, including, but not limited to, the Agreement approved as part of Ordinance C-05-10 and any extensions thereof (Attached hereto as Exhibit A).
- This Agreement is subject to approval of City of Grove City Council.

IN WITNESS WHEREOF the parties have executed this Agreement as of the ____ day of _____, 2012.

City of Grove City

Grove City Town Center Inc.

BY: _____
Charles W. Boso, Jr.
City Administrator

BY: _____
Warren Gard, President

Town Center, Inc.
Agreement
Exhibit A

BYLAWS

of the

Grove City Town Center, Inc.

3378 Park Street, Suite C, Grove City, OH 43123

Revised Jan. 27, 2011

Revised January 19th, 2012

ARTICLE I Name and Principal Office of Corporation

- 1) **The name of this business organization** shall be Grove City Town Center, Inc., hereinafter the Organization.
- 2) **The principal offices** shall be located at 3378 Park St., Suite C, Grove City, OH 43123, or at a location so determined from time to time by the Board of Trustees.

ARTICLE II Primary Responsibilities

- 3) **The purposes of this Organization** is to:
 - i) Stimulate downtown economic development;
 - ii) Develop leadership in the business community;
 - iii) Promote the Town Center as an exciting place to live, shop and invest;
 - iv) Encourage improvements and new development in the Town Center;
 - v) Utilize funding resources to effectively market the Town Center.
 - vi) Strengthen the overall community by building relationships throughout the city.

ARTICLE III Membership

- 4) **Any business, organization or individual interested in supporting** the Town Center can become a member of the Organization by completing an application in such form as the Board of Trustees shall prescribe and pay all appropriate dues in force at the time.
 - ~~i) Each membership shall be entitled to one vote in the election of a Trustees or other business brought before members by the Board of Trustees.~~
(Changed 1-19-2012) to read: Each membership shall be entitled to one vote in the election of a Trustees or other business brought before members by the Board of Trustees, if the member has been in good standing and current in their dues 60 days prior to the vote.
- 5) **The Board of Trustees shall establish dues** as it deems appropriate and the method of payment considered acceptable.
- 6) **Any member who resigns for any reason** shall not be entitled to any refund of dues previously paid.

ARTICLE IV Annual Membership Meeting

- 7) **The Annual Membership Meeting** shall be held in January each year, weather permitting, or at a time and place to be determined by the Board of Trustees.

- 8) **Notice of the annual meeting** of the Membership, stating the place, date and hour of the meeting, will be made using the delivery services of the U.S. Postal Service or by electronic message to an E-mail address of record.
 - i) Meeting notices must be provided not less than 15 days prior to the meeting.
 - ii) A notice shall be considered delivered by regular or electronic mail when sent to an addressed of record provided by the member.
- 9) **Officers shall issue a report** to the Membership on all activities of the previous year and announce plans for the upcoming New Year, including:
 - i) The budget;
 - ii) A detailed report will be included with the minutes of that meeting;
 - iii) A written summary will be provided the Membership at that meeting.
 - iv) Copies of the detailed report shall be provided any member of the Organization upon request.
- 10) **The Board of Trustees shall preside over the annual meeting** and the current president of the Organization will serve as chairperson.
- 11) **A proxy vote is allowed** by the general Membership when any of the following occur:
 - i) If a member is unable to attend, a vote by proxy can be requested. Documentation for a proxy shall be provided by the Organization or, in lieu of a formal proxy, it will be considered acceptable for a member to make their vote known by signing a handwriting statement.
 - ii) The proxy or written statement must be delivered to the Organization's office of record at least one weekday (Monday through Friday except for holidays) prior to the scheduled annual meeting.
 - iii) The proxy or statement will be authenticated by the Board of Trustees.
- 12) **A proxy vote will be entered into record** by the Secretary who will cast all proxy votes.
- 13) **Purpose of the annual meeting** is to:
 - i) Elect Trustees whose terms have expired;
 - ii) Fill an existing vacancy on the Board of Trustees;
 - iii) Vote on a trustee position where an individual has been appointed during the previous year to fill an unexpired term.
 - iv) Make a full financial accounting of the Organization.
 - v) Consider other items of business introduced by the general Membership.
 - vi) Present business to the general Membership from the Board of Trustees.
- 14) **Interested parties not directly affiliated with the Organization** may be given notice of the annual meeting by either a member or the Board of Trustees.
- 15) **A quorum is required for the annual meeting.**
 - i) Ten percent of the general Membership, present in person or represented by proxy, shall constitute a quorum for the transaction of business at the annual meetings. Should 10 percent not be present, the annual meeting can continue as long as all Trustees and officers are present and vote by unanimous petition to waive the 10 percent quorum and continue with the scheduled meeting.
 - (a) Members and Trustees shall have one vote.
 - ii) A majority vote shall decide any question brought before the Membership.
 - iii) If the 10 percent Membership quorum is not present or all Trustees and Officers cannot agree to approve waiver of the quorum, the president of the Organization shall adjourn the meeting until a later date and time not later than 30 days from the scheduled Membership meeting.
- 16) **Roberts Rule of Order** shall govern the parliamentary procedures of the Organization.

ARTICLE V Membership Meetings

- 17) **A general Membership meeting** other than the Annual Meeting is not required during the year but can be called at any time by:
- i) The President;
 - ii) A majority of the members of the Board of Trustees; or by
 - iii) A written petition signed by at least 10 members in good standing.
- 18) **A general Membership meeting shall be:**
- i) Presided over by the Board of Trustees with the president acting as chair.
 - ii) Held on a date and time determined by the Board of Trustees and after all members have been notified by U. S. Postal Service or by electronic communication at least 15 days prior to the meeting.
 - (a) A quorum is not required but if the meeting is called by written petition, all persons who signed the petition must be in attendance in person or by proxy, otherwise the meeting will be adjourned by the president without action.

ARTICLE VI Board of Trustees

- 19) **The Organization shall be governed** by a Board of Trustees elected by the members.
- i) The Board of Trustees shall consist of at least seven (7) members but not more than nine (9) members.
 - ii) The number of Trustees elected to the board shall always represent an odd number.
- 20) **Trustees shall serve without pay or other compensation** other than for actual expense reimbursement directly related the Organizational tasks or mission.
- i) Receipts stating the detailed reason/purpose of the expense must be submitted to the treasurer and approved by the Board of Trustees.
- 21) **All the authority of this Organization shall be exercised by the Board of Trustees.**
- i) A Trustee shall perform the duties in good faith;
 - ii) In a manner reasonably believed to be in the best interests of the Organization; and
 - iii) With the care that an ordinarily prudent person in a like position would use under similar circumstances.
- 22) **In performing duties**, a Trustee is entitled to rely on information, opinions, reports or statements, including financial statements or other financial data prepared or presented by:
- i) One or more Trustees, Officers or employees of the Organization whom the Trustee reasonably believes are reliable and competent in the matters prepared or presented;
 - ii) Counsel, public accountants or other persons as to matters that the Trustee reasonably believes are within the person's professional or expert competency;
 - iii) A committee of Trustees upon which he does not serve.
- 23) **A quorum requires at least five Trustees** to be present for a regular meeting.
- 24) **The term of office for each Trustee shall be three consecutive years;** a trustee shall be eligible to serve three terms or nine consecutive years before being required to leave the Board for at least one full year before gaining eligibility to serve a fourth and final three year term.
- i) Trustees whose three year term has expired can seek re-election at the annual meeting as long as the trustee is qualified.
 - ii) Nominations to the Board shall be made by a Nominating Committee appointed by the President.
 - iii) Nominations for trustee can also be made at the annual meeting from the floor by any member present providing the individual nominated has provided a signed and written statement expressing a willingness to serve; or has personally notified at least two Trustees of the desire to be considered as a Trustee.

- iv) Each Trustee is expected to serve the term for which elected and until a successor has been appointed or elected.
- v) At all elections for Trustee, candidates receiving the greatest number of votes shall be elected.
 - (a) A secret ballot will be provided by the Secretary anytime two or more people are seeking a single open seat as trustee.
- 25) **A vacancy occurring in the Board of Trustees**, other than a vacancy resulting from the normal expiration of a term of office, shall be filled by a majority vote of the current members of the Board of Trustees.
 - i) A Trustee elected to fill a vacancy shall serve the full unexpired term.
- 26) **A member of the Board of Trustees who is absent** from three consecutive regular meetings without being excused by a vote of the Trustees can be removed as a member of the Board of Trustees.
 - i) **To be removed from office**, an affirmative vote of two-thirds of the Trustees in office.
- 27) **The Organization may hold regular and special meetings.**
 - i) Regular meetings shall be held not less than eight (8) times each year on the same day and time each month as approved by the Board of Trustees.
 - ii) Special meetings of the Board may be called by the President, or by three or more Trustees.
 - iii) An agenda for a regular or special meeting shall be provided each Trustee by U.S. Mail service or E-mail at least five (5) days prior to a scheduled meeting.
 - iv) A member of the Board of Trustees shall be entitled to one vote on all matters presented to the Board of Trustees.
 - v) At any meeting the Board of Trustees at which a quorum is present, all questions coming before the Board of Trustees for decision shall be decided by a vote of majority of the Board of Trustees present at the meeting.

ARTICLE VII **Officers**

~~28) An officer must be an elected trustee, not appointed to the Board of Trustees.~~

An officer must be a current society member and can be an elected or a Board appointed trustee (Changed 1-19-2012)

The offices and duties include:

- i) **President.** The President shall preside at all meetings and shall perform such duties as are usually incumbent upon that office.
 - (a) The president shall also have the authority to appoint special committees as required to fulfill the mission and responsibilities of the Organization.
 - (b) Service on a committee is not restricted to the Board of Trustees; any Member in good standing can serve on a committee.
 - 1. At least one Trustee must serve on the committee.
 - 2. Only a Trustee can serve as committee chair scheduling meeting dates, preparing an agenda and presenting findings or recommendations of the committee to the Board of Trustees.
 - 3. Each Committee shall select a secretary.
- ii) **Vice-President.** The Vice-President shall have duties and responsibilities as the President or the Board of Trustees may from time to time prescribe.
 - (a) The Vice-President shall preside over any meeting in which the President is unable to attend.
- iii) **Secretary.** The Secretary shall document transactions of each annual meeting and each regular or special meeting of the Board of Trustees.

- (a) Minutes shall be prepared in an electronic format and forwarded to Trustees upon completion within 14 days of a meeting.
 - (b) Minutes of the annual meeting shall be made available on request of Trustees or any member within 14 days of the meeting.
 - (c) A single copy of the minutes of the previous meetings of the Board of Trustees shall be available for review at each meeting of the Trustees.
 - (d) The Secretary may have other duties assigned by President or Board of Trustees.
- iv) **Treasurer.** The Treasurer shall maintain an accurate account of all financial transactions of the Organization including all stipulations in Article VII.
- (a) All deposits must be made in a timely manner.
 - (b) A financial report of the Organization will be presented to the Board of Trustees at the close of the books for the fiscal year then released to the Membership at the annual meeting.
 - (c) That report shall include:
 - 1. Profit-loss statement;
 - 2. Balance sheet containing a summary of the assets and liabilities,
 - 3. Capital and surplus.
 - (d) The Treasurer shall also have such other duties as may be assigned by the Board of Trustees.
 - (e) The Treasurer shall surrender all financial records at the end of a term of office.
 - (f) A certified public accountant should review the books of the treasurer on an annual basis; and an audit can be called at any time by the President or any Trustee.
- 29) **Should an officer become unable to serve** the Organization, the Board of Trustees will replace the individual in a special election. That person elected shall serve until the end of the unexpired term.

ARTICLE VIII Executive Director, Other Employee

- 30) ~~An executive director~~ **Executive Director/ Coordinator (1-19-2012)** position is authorized and can be filled by the Board of Trustees as need and funding is available. The individual hired can be:
- i) Full or part-time;
 - ii) Paid a competitive wage;
 - iii) Hired after a job description has been created and approved;
 - iv) As long as qualifications match the needs of the Organization;
- 31) ~~The executive director~~ **Executive Director/ Coordinator (1-19-2012)** cannot serve as a Trustee or officer of the Organization.
- 32) **Other full-time or part-time employees** can be hired by the Board of Trustees as the need arises at a competitive wage appropriate for the position.

ARTICLE IX Finance, Banking, Budget

- 33) **All checks, drafts, and other instruments for the payment** of money and all instruments of transfer of securities shall be signed in the name and on behalf of the Organization by any two of the following elected Officers and the ~~executive director~~ **Executive Director/ Coordinator (8/4/2011)**.
- i) President
 - ii) Treasurer.
 - iii) Vice President

- 34) **All funds of the Organization** shall be deposited from on a timely manner to the credit of the Organization in such banks, trust companies or other depositories as the Board of Trustees may select.
- 35) **The Board of Trustees may accept on behalf of the Organization any contributions, gifts, bequests, or devices** for the general use of the Organization.
- 36) **The board shall prepare and approve an Organization budget** for the upcoming calendar year no later than Dec. 30. The budget shall be presented to the annual meeting of the Membership for informational purposes. The approved budget may be reviewed and revised periodically throughout the year as deemed necessary by the Board.
- 37) **After the close of each fiscal year**, the Treasurer shall prepare:
 - i) A balance sheet showing in reasonable detail the financial condition of the Organization at the close of the fiscal year.
 - ii) A statement of the source and application of funds showing the results of the operation of the Organization during the fiscal year.
- 38) **The board can authorize a credit or debit card** for purchases up to \$200 daily without action by the Board.
 - i) Any charge or debit to the checking account of the Organization in excess of \$200 requires approval of the president or treasurer.
 - ii) The treasurer shall hold the card and be responsible for its use.

ARTICLE X General Provisions

- 39) **The fiscal year of the Organization** shall begin Jan. 1 and end on Dec. 31 each year.
- 40) **The Board of Trustees may authorize any mortgage or pledge** of all or any of the property of this Organization of any description, or any interest therein, for the purpose of securing the payment or performance of any obligation or authorization from a court pursuant to Section 1715.30, Ohio Revised Code, is necessary for such action.
- 41) **All property acquired by the Organization** by purchase, gift, bequest or otherwise shall be the absolute property of the Organization, unless otherwise specified in writing at the time it was acquired.
- 42) **The Board of Trustees of the Organization** may authorize the lease, sale, exchange, transfer of other disposition of any of the assets of this Organization with the necessity of procuring authorization from the court pursuant to Section 1715.39, Ohio Revised Code and any such lease, sale, exchange, transfer or other disposition shall be made in whole or in part for money or other property, including shares or other securities or promissory notes of any corporation for profit.
- 43) **An annual report shall be prepared by the President** and Trustees as a permanent record not later than the last day of January of the New Year. A copy of that report shall be retained by the Organization, provided to members of Grove City Council, Council Clerk, the Mayor, City Administrator and Finance Director. Information to be included shall include:
 - i) Report on activities during the year where funds from the City of Grove City were utilized.
 - ii) Report on all activities of the Organization as stated in Article II.
 - iii) Minutes of the annual meeting, Membership meetings, Board of Trustee regular and special meetings held during the previous year.
 - iv) Budget for the New Year.

ARTICLE XI Leave of Absence

- 44) **Any Trustee can request a three (3) month leave of absence** from the board for any reason without resigning as a member of the Board of Trustees. A letter requesting the same must be submitted to the President prior to the start of the absence.
- i) If a longer duration is required, the Trustee must submit a letter of resignation to the President of the Organization.
 - ii) During the three months, the individual on leave with have no voting authority and cannot participate in any meeting of the Board of Trustees.
 - iii) Only one (1) trustee can take a leave of absence at any time.

ARTICLE XI Dissolution

- 45) **Upon dissolution of the Organization**, all residual assets shall be distributed to a non-profit organization as recognized by the Internal Revenue Service or the City of Grove City, Ohio.
- i) All debts, loans and other financial obligations must be satisfied before transfer of any assets to another non-profit Organization.
 - ii) Such action is taken at the discretion of the Board of Trustees;
 - iii) Selection of a non-profit must be designated prior to dissolution;

ARTICLE XII Amendments, Changes to Bylaws

- 46) **The President can appoint a Committee to review the Bylaws** of this Organization at any time. Necessary alterations, amendments, or complete repeal and adoption of new Bylaws can be prepared and presented to the Membership at the annual meeting. A majority vote will determine the outcome.
- 47) **If any part or provision of these Bylaws is found** by any Court to be a violation of law; or if a suit or any other attempt is made to invalidate any portion; all remaining sections and provisions shall stand as written and approved and shall not be affected.

ARTICLE XIII Indemnification

- 48) **Each Trustee, officer, agent, employee or volunteer** of the Organization, and any Trustee, officer, director, agent, employee or volunteer of any other corporation serving as such at the request of the Organization shall be indemnified by this Organization under the standards set by and to the fullest extent allowable under Section 1702.12 (E), Ohio Revised Code, as the same shall be amended from time to time.
- 49) **The foregoing right of indemnification** shall be in addition to any other rights to which any person seeking indemnification may be or become entitled by law, vote of Board of Trustees or disinterested Trustees of this Organization or otherwise.

APPROVED THIS 19th DAY OF JAUNUARY, 2012.

Warren Gard
President

Rebecca Sommer
Vice President

Karen Dover
Secretary

Rachael Carl
Treasurer

Sandy Nekoloff

Wil Roberts

Bev Babbert

Melba Hompertz

Dennise Tonn