

CUYAHOGA  
LAND  
BANK



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Executive Assistant  
Getting Organized

The Corporate Book and Board Meetings

# Why this topic?

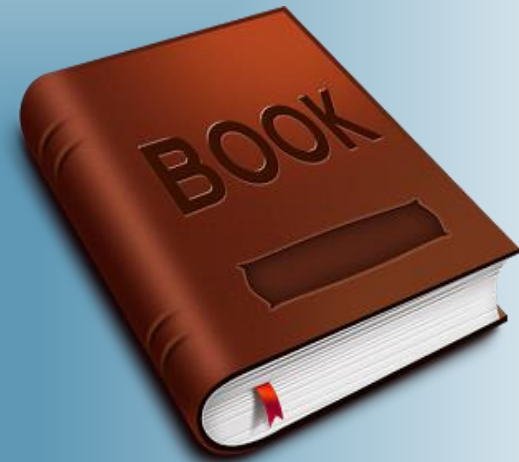


# Importance of Good Policy

- 1) The right records management policy:
  - a) Can keep you organized
  - b) Assists in handling your corporate affairs efficiently.
- 2) Let's you know what you can and cannot do;
  - a) How to act corporately
- 3) Helps during audit time
- 4) OPEN FOR PUBLIC INSPECTION!!!
- 5) Part of records management is the keeping of the corporate book.



# The Corporate Book



## WHY KEEP IT?



- Provides history of who you are and why you do what you do!
- A clear and concise record of all Board actions all IN ONE PLACE!
- Operational instructions
- Assists in transparency
- YOU ARE REQUIRED TO!



# And one more reason -

## AUDITORS

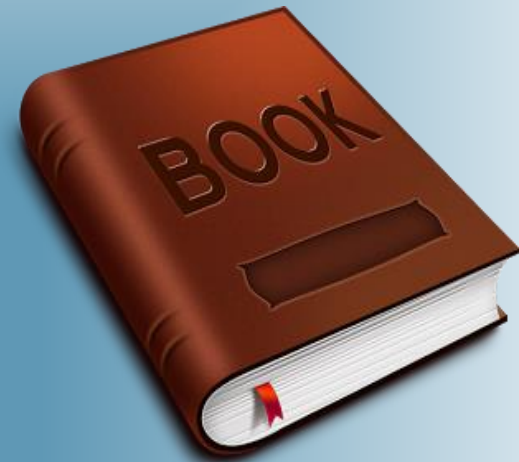
- Yearly
- Request the corporate book



- What Do They Look For?
  - Current list of Directors
  - Schedule of meetings
  - Agendas
  - Approved meeting minutes
  - Board Resolutions
  - Appointment of chair/vice chair
  - Appointment of members
  - Website matching Corporate Book



# The Corporate Book



## WHAT'S IN IT?





# What's in the Book?

- Articles of Incorporation
- Code of Regulations
- Comprehensive Ethics Policy
- Employer I.D.
- Officer Appointment
- Signing Authority
- Public Records Policy
- Board of Directors and schedule of terms



# What's else is in the Book?

- Meeting Notices
- Agenda
- Minutes
- Resolutions
- Budget



# Board Meetings



# How Do I Do This?

- Meeting requirements established in the Code of Regulations

## CUYAHOGA COUNTY LAND REUTILIZATION CORPORATION AMENDED AND RESTATED CODE OF REGULATIONS

### ARTICLE I

#### CORPORATION

Section 1.1. Corporate Name. The name of the Corporation shall be “Cuyahoga County Land Reutilization Corporation” (hereinafter referred to as the “Corporation”).

Section 1.2. Principal Office. The place in the State of Ohio (the “State”) where the principal office of the Corporation is located is the city of Cleveland, Cuyahoga County, Ohio.

Section 1.3. Nonprofit Corporation. The Corporation has been organized as a county land reutilization corporation under Ohio Revised Code (“R.C.”) Chapter 1724 (the “Community Improvement Corporation Law”) and R.C. Chapter 1702 (the “Nonprofit Corporation Law”). The Corporation shall carry on only such activities as are consonant with the purposes set forth in Section 1.4 of this Code of Regulations and in its Articles of Incorporation and in the laws of the State applicable to the Corporation. It is intended that the Corporation shall have the status of an organization which derives its income from the exercise of essential governmental functions and the income of which, if not used by the Corporation for the continuance of its purposes, accrues to the County of Cuyahoga, Ohio (the “County”) and is not included in gross income for federal income tax purposes under Section 115(1) of the Internal Revenue Code of 1986, and all regulations issued thereunder (the “Code”). All authority and activities of the Corporation shall be limited accordingly. Notwithstanding any other provision of the Corporation’s Articles of Incorporation or this Code of Regulations, the Corporation shall not directly or indirectly carry on any activity which would prevent it from claiming or maintaining exemption from federal income taxation. The Corporation is not organized for profit and shall not have any authority to issue capital stock. The Corporation shall have perpetual existence. [Amended on 10/28/2011 by motion]



# Meetings

- Designate your secretary
- Adopt Roberts Rules of Order
- Setting of Meetings
- Create your Agenda
- Notification to Board and Public
- REMINDER - Open to the public – see R.C. 1724.11(B)(1)



[www.cuyahogalandbank.org](http://www.cuyahogalandbank.org)



# Records on the Web

- Organization Documents
  - Articles
  - Code of Regulations
  - Board Meetings Notices, Agendas, Approved Minutes, Resolutions, Approved Budget
- Reports
  - Report to Ohio General Assembly
  - State of Ohio Audits from 2009 to present
- Policies
  - Ethics Policy
  - Public Records Policy



# Open on the Web

- All of our properties in inventory
  - Listed by municipality
  - Properties to be demolished
  - Properties for sale
  - Vacant lots
- All applications for property purchase
- Promotes good public policy







# Take-Aways

- Get your corporate book together
- Know how to conduct yourself according to your Code of Regulations
- Get your organizational documents up on your website.
- Your corporate book and your board meetings are open to the public!