

ORDINANCE NO.: 47 -2008  
INTRODUCED BY: All of Council

**AN ORDINANCE AUTHORIZING THE FORMATION OF A NON-PROFIT CORPORATION TO BE KNOWN AS THE "GREENWOOD FARM HISTORICAL, CULTURAL & ARTS ASSOCIATION, INC." FOR THE PURPOSE OF OPERATING, MAINTAINING, RESTORING AND PROGRAMMING OF THE USE OF GREENWOOD FARM IN THE CITY OF RICHMOND HEIGHTS PURSUANT TO A LEASE AGREEMENT WITH THE CITY; AUTHORIZING THE INITIAL ARTICLES OF INCORPORATION AND BY-LAWS OF THE CORPORATION; CONFIRMING THE MAYOR'S APPOINTMENT OF TWO OF THE INITIAL DIRECTORS OF THE CORPORATION; AND DECLARING AN EMERGENCY.**

WHEREAS, the City of Richmond Heights owns certain lands known as Greenwood Farm at or about 264 and 266 Richmond Road in the City of Richmond Heights and which this Council desires to be used for historical, cultural, arts and educational purposes on behalf of the public; and

WHEREAS, this Council has determined to authorize the formation of a non-profit corporation in Ohio, organized under Ohio Revised Code Chapter 1702, to be known as the "Greenwood Farm & Historical, Cultural & Arts Association, Inc." for the purpose of operating, maintaining, restoring and programming of the use of the Greenwood Farm properties pursuant to articles of incorporation and under a lease agreement to be authorized by this Council; and

WHEREAS, the Mayor and this Council desire to appoint and/or confirm the original directors of the corporation pursuant to certain by-laws for the corporation as attached hereto and incorporated herein as Exhibit A, which, along with the articles of incorporation, shall serve as the initial governing document for the corporation; and

WHEREAS, to the extent the Mayor and/or the City Council make appointments to the board of directors of the corporation who are City of Richmond Heights officials or employees, such appointees shall represent the City of Richmond Heights and its interests in their positions as directors of the corporation.

NOW, THEREFORE, BE IT ORDAINED by the Council of the City of Richmond Heights, State of Ohio, that:

Section 1: The Director of Law is hereby authorized to file initial Articles of Incorporation with the Ohio Secretary of State for a non-profit corporation to be known as the Greenwood Farm Historical, Cultural & Arts Association, Inc. for the purpose of exercising all powers conferred upon not-for-profit corporations under Chapter 1702 of the Ohio Revised Code, to be operated exclusively for charitable and educational purposes as described in Section 501(c)(3) of the Internal Revenue Code, and to specifically operate,

maintain, restore and program the use of Greenwood Farm in the City of Richmond Heights pursuant to any lease agreement which may be entered into between the City of Richmond Heights and such non-profit corporation.

Section 2: This Council hereby authorizes the initial By-laws of the Greenwood Farm Historical, Cultural & Arts Association, Inc. in a form as attached hereto as Exhibit A, and to be signed and authorized by the three initial directors of the corporation set forth in the Articles of Incorporation, and requires that any and all City of Richmond Heights officials and employees who may be appointed to serve as directors of the non-profit corporation shall do so in their official capacities as City officials or employees and shall represent the City of Richmond Heights and its interests on the board of directors.

Section 3: The Council hereby confirms the appointments of City Council President David Roche and Councilperson Kathryn Gambatese as initial directors of Greenwood Farm Historical, Cultural & Arts Association, Inc. for purposes of the filing of the initial Articles of Incorporation with the Ohio Secretary of State, and to serve along with the Mayor, or his designee, as initial directors for a term of one-year commencing on July 1, 2008, and that such directors shall represent the City of Richmond Heights and its interests on the board of directors.

Section 4: It is found and determined that all formal actions of this Council concerning and relating to the adoption of this Ordinance were adopted in an open meeting of this Council, and that all deliberations of this Council, and of any of its committees, that resulted in such formal action were in meetings open to the public in compliance with all legal requirements.

Section 5: This Ordinance is hereby declared to be an emergency measure necessary for furtherance of the public health, safety and general welfare of the City of Richmond Heights and its citizens and properties in order to form an effective entity which will maintain and enhance the Greenwood Farm properties in the City at the earliest possible time; wherefore, if this Ordinance receives the affirmative vote of five members of Council, it shall take effect immediately upon its passage and execution by the Mayor; otherwise, it shall take effect and be in force from and after the earliest period allowed by law.

PASSED: \_\_\_\_\_

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Daniel J. Ursu, Mayor

APPROVED: \_\_\_\_\_

ATTEST: \_\_\_\_\_

Betsy Traben  
Clerk of Council

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David H. Roche  
President of Council