

AS OF 2 June 2008

**CONSTITUTION OF
PRESERVATION DAYTON, INC.**

ARTICLE 1.

The name of the Corporation will be Preservation Dayton, Inc.

ARTICLE 2.

The principal place of business will be in the City of Dayton County of Montgomery, State of Ohio.

ARTICLE 3.

The purposes of the Corporation are:

- A. to promote historic preservation and city living;
- B. to promote the restoration, renovation and rehabilitation of historic structures and settings as economically viable activities and enhancements to the public welfare;
- C. to participate in and advocate good urban planning as it affects historic areas, sites, buildings and structures;
- D. to facilitate the stabilization and growth of historic neighborhoods, downtown, and the urban core.
- E. to establish a cohesive network of neighborhood groups, preservation groups, community development organizations, and preservation leaders.

ARTICLE 4.

- A. The General Membership will be composed of four classes of members, whose dues are current;
 - 1. Neighborhood Association
 - 2. Individual
 - 3. Preservation Group
 - 4. Business
- B. General Membership is open to anyone committed to the goals and principals of the Corporation.
- C. There will be regular and special meetings for the General Membership as provided in the By-Laws.
- D. At all meetings of the General Membership, the lesser of ten members or ten percent of the total General Membership will constitute a quorum necessary to the transaction of

business. Each general member will have one vote, but the maximum number of votes per household is two.

ARTICLE 5.

- A. The Board of Trustees shall consist of one representative from each neighborhood association, preservation group and business selected by the Board of Trustees and three at-large representatives selected by the general membership in a manner set forth in the By-Laws.
- B. The Board of Trustees will elect from its own membership the seven officers of the corporation. Those officers will be President, 1st Vice President, 2nd Vice-President, Recording Secretary, Membership Secretary, Treasurer, and Communications Secretary. The President will also be the Chair of the Board.
- C. Each trustee must be a member in good standing of the Corporation at the time of nomination and election. Each officer must be a member of the Board of Trustees at the time of nomination and election.
- D. The trustees and officers will perform their duties as prescribed in the By-Laws.
- E. As provided for in the By-Laws, any individual trustee or officer may be removed from office by a 2/3 vote Trustees present at a Board Meeting.
- F. No trustee or officer will be paid or receive any salary, wages or compensation for services rendered to the Corporation, nor will any pecuniary or financial gain accrue to any person by reason of holding any office in the Corporation.
- G. A Board meeting chaired by the immediate past president will be held within two weeks following the annual election, at which officers will be elected. Officers will serve a term of one year. Individuals are limited to three consecutive terms of the same office.

ARTICLE 6.

- A. The Corporation will operate as a tax-exempt organization as prescribed by Section 501(c)(3) of the United States Internal Revenue Code, including distribution of assets upon dissolution to not-for-profit, tax-exempt organizations.
- B. The Corporation will function for charitable purposes and will not participate in activities contrary to Internal Revenue Service Guidelines.
- C. The Corporation will operate in accordance with Internal Revenue Code so as to qualify for federal tax-exempt status and so as to qualify contributions to the Corporation as federally tax-deductible, charitable contributions. To satisfy the qualifications of this Article, the Corporation will; distribute its income for each tax year in such a manner as

not to become subject to tax, not engage in any act of self-dealing, not retain any excess business holdings, not make any investments in such a manner as to subject it to tax, and not make any taxable expenditures.

ARTICLE 7.

- A. The Articles of Incorporation and this Constitution of the Corporation may be amended by two-thirds vote of the quorum of the voting members present at the regular or special meeting of the General Membership which has been duly called, provided that proper notice of the amendment has been given. Notification of the exact language of amendments will be provided to the entire General Membership no later than one month prior to the vote on the amendment.

- B. The By-Laws of the Corporation may be amended by a two-thirds vote of those present and voting at a duly called meeting of the Board of Trustees, if proper notice of the amendment has been given. Notification of the exact proposed language of the amendment(s) will be provided to each member of the Board of Trustees by email or regular mail at least ten days prior to the meeting at which the vote will take place. Upon adoption of any amendment a notice will be sent to the general membership within thirty days.

Adopted/Ratified at the meeting of the Corporation held

2 June 2008

_____ PRESIDENT

_____ SECRETARY

**BY-LAWS OF
PRESERVATION DAYTON, INC.**

ARTICLE 1: MEMBERSHIP

A. The four classes of members, whose dues are current, and as defined in the Constitution, are Individual, Business, Preservation Group, and Neighborhood Association as defined as follows:

1. Individual is defined as an individual or household.
2. Business is defined as a company, corporation, business association or large institution with a demonstrated interest in the goals and principles of Preservation Dayton.
3. Preservation Group is defined as a non-profit group, whether permanent or temporary, dedicated to the promotion of Dayton's history and/or the preservation of its' historic landmarks and unique urban neighborhoods.
4. Neighborhood Association is defined as a resident based neighborhood group in the city of Dayton organized for the purpose of preserving the quality of life of the neighborhood it serves.

B. Membership will become effective upon receipt of dues and will be renewable at the beginning of each fiscal year. Membership dues rates will be established by the Board of Trustees. Special or Discount dues rates for certain types of members, such as senior citizens and students, will be at the discretion of the Board of Trustees. Each organization with a seat on the Board of Trustees will pay a yearly joining fee to be set by the board. This fee will be in substitute for the dues that would otherwise be paid by the organization as a member.

C. Membership records will be maintained by the Corporation.

D. Meetings of the General Membership will be held as follows:

1. Annual meeting of the General Membership will be set by the Board of Trustees.
2. Special meetings may be called at any time by the President, or by a majority vote of the General Membership or the Board of Trustees.
3. Notice of time and place will be published in a newsletter, posted on the website, by e-mail or by special mailing at least one week prior to any

meeting.

ARTICLE 2: BOARD OF TRUSTEES

- A. The Board of Trustees shall consist of one representative from each neighborhood association, preservation group and business selected by the Board of Trustees and three at-large representatives selected by the general membership.
- B. The Board will elect from among its members the President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Membership Secretary, Treasurer and Communications Secretary. The President will also be the Chair of the Board.
- C. Each trustee on the Board of Trustees will serve without compensation. Each Trustee will actively serve on at least one committee.
- D. At all meetings of the Board of Trustees a majority of the duly elected trustees will constitute a quorum necessary for the transaction of business. Each trustee present will be entitled to one vote on each matter presented for vote. All matters will be decided by a majority vote of the trustees present.
- E. Meetings of the Board of Trustees will be open for attendance by any members, excepting that members who are not trustees will be excluded during discussions and votes regarding negotiations for purchase of property, or regarding the hiring, compensation or firing of employees.
- F. Members may, by a prior request to the Chair, be placed on the agenda and present proposals to any meeting of the Board of Trustees.
- G. The Board of Trustees will be bound by any duly passed motion of the General Membership.
- H. Authorities and duties of the Board of Trustees include but are not limited to:
 - 1. Advising, making decisions and reviewing activities of the Corporation and its governing bodies, regarding:
 - a. Preparation of the annual Plan, Budget and Report of the Corporation.
 - b. Audits of the Corporation.
 - c. Hiring and firing of employees.
 - 2. Approving the conveyance of real estate to and from the Corporation.
 - 3. Electing and removing officers.

4. Appointing officers to vacancies of unexpired terms.
5. Setting dues rates and special or discount dues rates.
6. Meeting at least once each month, and at other times at the call of the Chair, or two other trustees; specifying the day of the month and the time of the regularly scheduled meetings.
7. Representative trustees are also responsible for reporting to the officers and membership of the respective organizations represented on the board.
8. Establishing committees, reviewing the final reports of the committees and renewing or revoking the committees as required.

ARTICLE 3: OFFICERS OF THE CORPORATION

- A. The officers of the Corporation will be President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Membership Secretary, Treasurer and Communications Secretary and are elected to those positions as specified by the Corporation's constitution, Article 5.B.
- B. The President shall be the principal Executive Officer and head of the Corporation and will have management of business affairs, as directed by the Board of Trustees. The authorities and duties of the President include but are not limited to:
 1. By the direction of the Board of Trustees, establishing committees and subcommittees as necessary, appointing members to them, and granting to them the authority necessary to accomplish the purpose for which they were established.
 2. By the direction of the Board of Trustees, hiring and firing employees.
 3. By the direction of the Board of Trustees, executing conveyance of real estate.
 4. Executing all papers, contracts and documents which may be required or are necessary and proper to carry on business of the Corporation.
 5. Serving as Chair of the Board and presiding over all meetings of the General Membership and of the Board of Trustees.
 6. Countersigning all checks or drafts on corporate accounts.
 7. Performing all other reasonable duties as required by the Board of Trustees.
- C. The 1st Vice-President will assist the President as necessary to carry out the business of the Corporation. This includes but is not limited to:

1. Presiding over meetings of the Membership and the Board of Trustees in the absence or inability of the President.
 2. Performing all of the duties and assuming all of the authority of the President in the absence or inability of the President.
 3. The 1st Vice-President will be the nominal chair of any standing committees formed by the direction of the Board of Trustees.
 4. The 1st Vice-President will be responsible for invoking Roberts Rules of Order and monitoring conduct at all meetings of the Board of Trustees and the General Membership.
 5. Performing all other reasonable duties as required by the Board of Trustees.
- D. The 2nd Vice-President will assist the President and 1st Vice-President as necessary to carry out the business of the Corporation. This includes but is not limited to:
1. Presiding over meetings of the Membership and the Board of Trustees in the absence or inability of the President and/or the 1st Vice-President.
 2. Performing all of the duties and assuming all of the authority of the President in the absence or inability of the President and/or the 1st Vice-President.
 3. Recording the attendance of board members at each duly called meeting.
 4. Performing all other reasonable duties as required by the Board of Trustees.
- E. The Recording Secretary will be responsible for keeping records of all business transacted at meetings of the Membership and the Board of Trustees. The authorities and duties of the Secretary include but are not limited to:
1. Handling all correspondence and filing and preserving all written records of the Corporation and other information of importance to the Corporation, excepting financial records.
 2. Countersigning all conveyances of real estate and all papers, contracts and documents which require the signature of the President.
 3. Upon expiration of term of office, delivering to the successor all books, papers, records and other property of the Corporation in possession at that time.
 4. The Membership Secretary will be responsible for maintaining accurate records of membership, including names, addresses, phone numbers, email addresses and status of all members. When requested, this information will be made available to the persons responsible for preparing any communications to the membership.

5. Performing all other reasonable duties as required by the Board of Trustees.
- G. The Treasurer will keep, with the advice and consent of the Board of Trustees, all money and accounts and in the form of checks, drafts or notes duly countersigned by the President, pay Corporation obligations which are authorized in accordance with the By-Laws. The authorities and duties of the Treasurer include but are not limited to:
1. Supervising and controlling the keeping of the financial records and accounts of the Corporation, and making them available for inspection by the Board of Trustees as requested.
 2. Acting as a fiscal agent for another organization, the Treasurer will supervise and control the keeping of the financial records and accounts of the organization to the extent outlined in the fiscal agreement between PDI and the other organization for such purposes, and making them available for inspection by the officers of that organization as requested.
 3. Providing reports and financial data to the Membership and the Board of Trustees as necessary.
 4. Assist and advise the Board of Trustees in preparing the Corporation's Budget.
 5. Assist and advise the Board of Trustees and committees in preparing budgets for special events or projects.
 6. Collecting dues and notifying the Membership Secretary of new or changed membership information and status.
 7. Depositing all corporation funds in such bank or banks as may be designated by the Board of Trustees.
 8. Paying obligations of the Corporation in accordance with the following authorizations:
 - a. Amounts up to \$250.00 at the Treasurer's discretion.
 - b. Amounts from \$250.00 upon the vote of the Board of Trustees.
 - c. Amounts held in keeping under a fiscal agency agreement for another organization will be dispersed by direction of the officers of that organization.
 9. File with the Internal Revenue Service, Ohio Secretary of State or any government entity or financial institution such forms and documents required to keep current the legal, financial and non-profit status of the Corporation.

10. Upon expiration of term of office, delivering to the successor all books, papers, records, and other property of the Corporation in possession at that time. The outgoing Treasurer will assist in the transfer of signatures on all accounts held by the Corporation.
 11. Performing all other reasonable duties as required by the Board of Trustees.
- H. The duties of the Communications Secretary include responsibility for:
1. The communication needs of the Corporation by preparing and issuing mailings, newsletters, and press releases
 2. Acting as webmaster for the website
 3. With the advice, consent and approval of the Board of Trustees, appointing one or more assistants from the General Membership to carry out the duties of the Communications Secretary.
 4. Performing all other reasonable duties as required by the Board of Trustees.

ARTICLE 4: NAMING OF TRUSTEES AND OFFICERS

A. Interim Trustees

Trustees shall serve until their successors have been duly appointed notwithstanding any other interpretation of the Constitution or By-Laws.

B. Appointment of Trustees

The Board of Trustees may appoint the following members to the Board upon notification to the general membership at least ten days in advance by email, mail, or website.

1. Permanent Trustee

The Board may designate, by a majority vote, a qualified neighborhood association to a permanent seat on the Board upon the finding that the organization meets and continues to meet the following criteria:

- a. The association has affirmed the goals and principles of Preservation Dayton.
- b. The association serves a neighborhood within the City of Dayton and is the recognized neighborhood organization for a significant portion of the planning district.
- c. The membership of the association is open to all residents of the neighborhood

and holds at least four general membership meetings per year.

- d. The association has a written constitution or by-laws that governs the election of officers
- e. The association has elected a trustee and an alternate to the Board of Trustees of Preservation Dayton who are committed to attending all meetings and to keeping the neighborhood informed about the activities of Preservation Dayton.
- f. The association is current in its dues and has had representation at a majority of the meetings of Preservation Dayton in the past year.

2. Term Limited Trustee

The Board of Trustees may appoint, by a majority vote, a neighborhood association, preservation group or business which is a member in good standing of Preservation Dayton to a term to be determined by a majority of the Board but not to exceed two years.

C. Election of At-large Trustees

1. There shall be three At-Large Trustees elected by and from the General Membership who shall serve one year terms commencing January 1 of each year.

- a. In the month of October prior to an election of At-Large Trustees, the Board of Trustees will establish a Nominating Committee which, will present to the General Membership a slate of candidates for the vacant At-Large positions. The slate will be representative of the various constituencies of Preservation Dayton and may be any of the classes of members.
- b. Nominations for candidates for At-Large trustee may be made from the floor by members. To be included on the slate, the nominated individual must be a member in good standing, his or her dues account must be current, and he or she must accept the nomination, either verbally if present or in writing, before the taking of the vote.
- c. Each member present will have a number of votes equal to the number of seats being elected, and may distribute each vote to one of the candidates on the slate.
- d. The Nominating Committee will tabulate the ballots and announce the candidates with highest number of votes.
- e. In the event of a tie, a runoff election will be held immediately, during the

same general meeting. Each member present will have a number of votes equal to the number of seats remaining to be determined.

D. Removal of Trustees

1. Trustees or officers may resign by giving written notice to the President or Secretary. The resignation will take effect at the time that it is received unless otherwise specified within the notice.
2. Any officer may be removed by a 2/3 vote of the other Board members during any Board meeting, provided there has been 30 days prior written notice to all trustees of the intention to vote on the removal of an officer.
3. Any Trustee may be removed by a 2/3 vote of the members present during any Membership meeting, provided there has been 30 days prior written notice to all members of the intention to vote on the removal of a trustee.
4. If a trustee or its alternate is absent without a valid excuse and prior notification to the President or the Secretary for two meetings, then that trustee is automatically removed from the Board.
5. Upon a majority vote of the Board, trustees or officers may be appointed for the remainder of unexpired terms.

E. Elections

1. In the month of October prior to a election of At-Large Trustees, the Representative members of the Board of Trustees will establish a Nominating Committee which, in at the annual meeting, will present to the General Membership a slate of candidates for the At-Large positions which will be elected by the General Membership. The slate will be representative of the various constituencies, including Downtown Dayton and areas of the city which are not in the historic districts.
2. Nominations for candidates for At-Large trustee may be made from the floor by members. To be included on the slate, the nominated individual must be a member in good standing, his or her dues account must be current, and he or she must accept the nomination, either verbally if present or in writing, before the taking of the vote.
3. Each member present will have a number of votes equal to the number of seats being elected, and may distribute each vote to one of the candidates on the slate.
4. The Nominating Committee will tabulate the ballots and announce the candidates with highest number of votes.

5. In the event of a tie, a runoff election will be held immediately, during the same general meeting. Each member present will have a number of votes equal to the number of seats remaining to be determined.
- F. Trustees or officers may resign by giving written notice to the President or Secretary. The resignation will take effect at the time that it is received unless otherwise specified within the notice.
- G. Any officer may be removed by a 2/3 vote of the other Board members during any Board meeting, provided there has been 30 days prior written notice to all trustees of the intention to vote on the removal of an officer.
- H. Any Trustee may be removed by a 2/3 vote of the members present during any Membership meeting, provided there has been 30 days prior written notice to all members of the intention to vote on the removal of a trustee.
- I. If a trustee or alternate is absent for two or more meetings in a calendar year, then that trustee may be removed by a majority vote from the Board,
- J. Upon a majority vote of the Board, trustees or officers may be appointed for the remainder of unexpired terms.

ARTICLE 5: COMMITTEES

- A. Committees or Subcommittees may be established as necessary by the Board of Trustees. Each committee will have at least one trustee as a member. The President is an ex-officio member of all committees.
- B. Each committee will elect its own chair and secretary. Committee secretaries will take official meeting minutes and provide copies to the Recording Secretary.
- C. Each committee will consult with the Treasurer to develop a project or event budget. Committees will obtain approval from the Board before obligating any funds.
- D. Committees and Subcommittees will hold meetings as necessary, at their own discretion and as is proper to accomplish their goals.
- E. Each committee chair will submit an annual report to the Secretary at least three days prior to the general membership meeting. Committees will obtain approval from the Board before implementing any actions.
- F. A permanent committee shall be a Joint Strategic Planning Committee with Preservation Development Corporation, or its successor, to review and prioritize restoration projects and to coordinate community efforts for support and funding.

a. The committee shall consist of two appointments from the board of trustees and two appointments from Preservation Development Corporation or its successor.

b. The committee will present to the Board of Trustees by December 31 of each year an annual work plan including project priorities and partnership responsibilities for the coming year as well as a progress report for the year ending.

ARTICLE 6: VOTING AND PROCEDURES

- A. At all meetings of the General Membership and the Board of Trustees only members of the respective bodies may vote, and only if they are present or have submitted an absentee vote to the President or Secretary at least three days in advance of the applicable meeting.
- B. On all matters before the General Membership or the Board of Trustees each member of the respective body is entitled to one vote, with the following exceptions:
1. No household which paid dues based on household rates will be entitled to more than two votes.
 2. Voting to elect At-Large Trustees will be as specified in the Corporation's By-Laws, Article 4.A. 1 through 5.
- C. Association and Organization Members and Business Members may vote through their chief executive officer, owner, or designated representative.
- D. Roberts Rules of Order, Revised, will be the final authority as to procedure of meetings of the Membership and the Board of Trustees, insofar as they do not conflict with provisions of the Articles of Incorporation Constitution or By-Laws of the Corporation.

ARTICLE 7: FISCAL YEAR, AMENDMENTS

- A. The fiscal year of the Corporation will begin on the first day of July and end on the last day of June of each calendar year.
- B. The By-Laws of the Corporation may be amended by a two-thirds vote of those present and voting at a duly called meeting of the Board of Trustees, if proper notice of the amendment has been given. Notification of the exact proposed language of the amendment(s) will be provided to each member of the Board of Trustees by email or regular mail at least ten days prior to the meeting at which the vote will take place. Upon adoption of any amendment a notice will be sent to the general membership within thirty days.

Adopted/Ratified at the meeting of the Corporation, held

2 June 2008

_____ PRESIDENT

_____ SECRETARY