

- B. Membership is open to anyone interested in the goals and principals of the Corporation.
- C. There will be regular and special meetings for the Membership as provided in the By-Laws.
- D. At all meetings of the Membership ten percent of the total Membership will constitute a quorum necessary for the transaction of business. Each member will have one vote, but the maximum number of votes per household is two.

ARTICLE 5. BOARD COMPOSITION

- A. The Board of Trustees of the Corporation will consist of one Representative Trustee designated by each of the recognized historic neighborhood organizations in the City of Dayton, and a number of At-Large Trustees totaling one less than the aggregate number of Representative Trustees.
- B. The Board of Trustees will elect from its own membership the four officers of the corporation. Those officers will be President, Vice President, Secretary and Treasurer. The President will also be the Chair of the Board.
- C. **Each At-Large Trustee and Representative Trustee must be a member 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 Trustee may be removed from office by a 2/3 vote either of the members present at a Membership meeting. Any officers may be removed from office by a 2/3 vote of 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. At-Large Trustees will be elected by the Membership in January and shall serve staggered two-year terms. Approximately one-half of the At-Large Trustees will be elected each year as determined by the Board of Trustees,

consistent with this Constitution and Bylaws.

- H. At-Large Trustees will be seated on the Board immediately upon their election and will serve two-year terms or until their successors are qualified for office and elected. In the event of a vacancy, the Board of Trustees may appoint a person to fill the unexpired term.
- I. A Board meeting chaired by the immediate past president will be held within three weeks following the annual election, at which officers will be elected. Officers will serve a term of one year. Individuals are limited to five consecutive terms of the same office.

ARTICLE 6. TAX-EXEMPT ORGANIZATION REQUIREMENTS

- A. The Corporation will operate as a tax-exempt organization as prescribed by Section 501 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 partisan politics pursuant 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. AMENDMENTS TO THE ARTICLES OF THE CORPORATION

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 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 Membership no later than a regular meeting of the Membership which is scheduled to take place **at least one month prior to the vote on the amendment. Notification will be provided again seven to ten days prior to the meeting at which the vote will take place.**

However, amendments determined by the Board of Trustees to be administrative in nature may be presented to the Membership without advance notice.

AS OF FEBURARY 16, 2023

BY-LAWS OF PRESERVATION DAYTON, INC.

ARTICLE 1: MEMBERSHIP

- A. The three classes of Membership: Individual, Family, Non-Profit Organization or Business, are as defined in the Constitution. Membership will become effective upon receipt of dues and will be renewable one year after the date of receipt.
- B. Membership records will be maintained by the Corporation.
- C. Membership dues rates will be established by the Board of Trustees. Discount dues rates for certain types of members, such as senior citizens and students will be at the discretion of the Board of Trustees.
- D. Meetings of the Membership will be held as follows:
 - 1. **Regular meetings of the Membership will be held at least every year.**
 - 2. Special meetings may be called at any time by the President, or by a majority vote of the Membership of the Board of Trustees.
 - 3. **The regular meeting will be held in January of each year.**
 - 4. Notice of time and place will be published in a newsletter or by special mailing at least one week prior to any meeting.

ARTICLE 2: BOARD COMPOSITION AND DUTIES

- A. The Board of Trustees will be composed of:
 - 1. Nine At-Large Trustees elected by the Membership.
 - 2. Ten Representative Trustees, being one designated by election or appointment by each of the following historic district organizations in the City of Dayton:
 - Dayton View Historic Association
 - Grafton Hill Association
 - Historic South Park Inc
 - Huffman Historic Society
 - McPherson Town Historic Society
 - Paul Laurence Dunbar Historic District, represented by the Wolf Creek Neighborhood Association

Oregon Historic District Society
St. Anne's Hill Historic Society
Wright/Dunbar Neighborhood Association
Kenilworth Historic District, Rockwood-Wroe, Squirrel-Forrest, represented by the Five Oaks
Neighborhood Improvement Association

3. Additional trustees which are designated at the creation of a new historic district, being one Representative Trustee designated by the district and one At-Large Trustee appointed by the Board for a term to expire with the next election.
 4. Non-voting advisory members appointed at the discretion of the Board as needed.
- B. The Board will elect from among its members the President, Vice-President, Secretary and Treasurer. 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 or appointed 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 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 or trustees to vacancies of unexpired terms.
5. Setting dues rates and discount dues rates.
6. Meeting at least once each month—a quarter, 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 membership of the respective districts.
8. Establishing committees, reviewing the final reports of the committees each January and renewing or revoking the committees each March.

ARTICLE 3: OFFICERS OF THE CORPORATION

- A. The officers of the Corporation will be President, Vice President, Secretary, and Treasurer.
- B. **The President** shall be the principal Executive Officer and head of the Corporation and will have control of the management of business affairs, subject to approval by the Board of Trustees. The authorities and duties of the President include but are not limited to:
 1. With the consent 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. With the consent of the Board of Trustees, hiring and firing employees.
 3. With the consent 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 Membership and of the Board of Trustees.
 6. Countersigning all checks or drafts on corporate accounts.
- C. **The 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.
- D. **The 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. With the advice and consent of the President, appointing from the Membership one or more Assistant Secretaries to carry out duties of the Secretary.
 2. Handling all correspondence and filing and preserving all written records of the Corporation and other information of importance to the Corporation, excepting financial records.
 3. Countersigning all conveyances of real estate and all papers, contracts and documents which require the signature of the President.
 4. 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.
 5. Performing all other reasonable duties as required by the Membership and the Board of Trustees.
- E. **The Treasurer** will keep 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. With the advice and consent of the President, appointing from the Membership one or more Assistant Treasurers to carry out the duties of the Treasurer.
 2. Supervising and controlling the keeping of the financial records and accounts of the Corporation, and making them available for inspection by the president or Board of Trustees as requested.

3. Providing reports and financial data to the Membership and the Board of Trustees as necessary.
4. Maintaining accurate records of membership, including names, addresses, phone numbers and status of all members.
5. Collecting dues and notifying the Secretary of changes in membership status.
6. Depositing all corporation funds in such bank or banks as may be designated by the Board of Trustees.
7. Paying obligations of the Corporation in accordance with the following authorizations:
 - a. Amounts up to \$100.00—\$500.00 per month at the Treasurer's discretion.
 - b. Amounts greater than \$500.00 upon the vote of the Board of Trustees
8. 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.

ARTICLE 4: NAMING OF TRUSTEES AND OFFICERS

A. Elections

1. **In the month of October prior to a January election of At-Large Trustees, the outgoing Board of Trustees will establish a Nominating Committee which, in January at the annual meeting, will present to the Membership a slate of candidates for the At-Large positions which will be elected by the 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 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 the highest number of votes.
 5. In the event of a tie, a runoff election will be held. Each member present will have a number of votes equal to the number of seats remaining to be determined.
- B. 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.
- C. 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.
- D. 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.
- E. **If a trustee is absent without a valid excuse and prior notification to the President or the Secretary for three consecutive meetings, then that trustee is automatically removed from the Board.**
- F. 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 appointed 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.**

- C. Committees and Subcommittees will hold meetings as necessary, at their own discretion and as is proper to accomplish their goals.
- D. **Each committee chair will submit a monthly—quarterly report to the Secretary and President at least three days prior to the quarterly meeting of the Board of Trustees. Committees will obtain approval from the Board before implementing any action.**
- E. **Each committee chair will submit an annual final report by December 31 of each calendar year to the Board of Trustees.**
- F. Each committee chair will attend the November meeting of the Board of Trustees, during which all committees will be reviewed and revoked or reinstated.

ARTICLE 6: VOTING AND PROCEDURES

- A. At all meetings of the 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 in advance of the applicable meeting. The Board of Trustees may meet and vote by telephonic or video meeting or by written consent via email. The President will provide a minimum of three days advance notice of the motion prior to the voting deadline. For all meeting and voting methods, the President will count and the Secretary will record the results of the vote in the official minutes of the Board.
- B. On all matters before the 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 in elections of At-Large Trustees will be as specified in Article 4, Section 3.
- C. Non-Profit 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 January and end on the 31st day of December of each calendar year.
- B. The By-Laws of the Corporation may be amended by a two-thirds vote of the quorum of the voting members present at the regular or special meeting of the Membership which has been duly called, provided that proper notice of the amendment has been given. Notification of the exact language of the amendment(s) will be provided to the entire Membership seven to ten days prior to the meeting at which the vote will take place. However, amendments determined by the Board of Trustees to be administrative in nature may be presented to the Membership without advance notice.
- C. The Constitution and By-Laws will be amended promptly to reflect changes on the Board of Trustees should a new historic district be created with a neighborhood or business association that is officially recognized by the city of Dayton.

Adopted/Ratified at the meeting of the Corporation, held

February 16, 2023

Monica Snow
President

Evan Lavoie
Secretary