

## **ARTICLE I - NAME AND LOGO**

### **Section 1 - Name**

1. This organization shall be named the OREGON HISTORIC DISTRICT SOCIETY, INC. (hereafter referred to as the "Society").

### **Section 2 - Logo and Registration**

1. The Society may adopt a logo, seal, or other identifying mark in such form as may be approved by a majority vote of the membership; and may take any action it deems necessary to protect such logo from misuse or misappropriation by any other person or organization.
2. The logo of the Society was adopted by a majority vote of the general membership and duly registered with the State of Ohio, as recorded on Service Mark Application Forms B0978-0536, B0978-0537 and R097R-0538 and dated June 18, 1974.

## **ARTICLE II - PURPOSES FOR WHICH SOCIETY IS FORMED**

### **Section 1 - Purposes**

1. To create a sense of Community; to help make neighborhood life secure and comfortable; to establish an atmosphere in which to live, work and recreate ourselves. To reaffirm the nineteenth century qualities of self-reliance and independent action, coupled with interdependent cooperation for civic attainment, that the pioneer families displayed while establishing and perpetuating the Oregon neighborhood of Dayton, Ohio.
2. To represent and advocate before appropriate governing bodies, the interests of residents of the Oregon Historic District, as such area is defined in the Historic Zoning Ordinances of the City of Dayton, and/or recognized by placement on the National Register of Historic Places by the Interior Department of the Government of the United States of America; to act on behalf of such residents and other interested persons for the enhancement and preservation of the area; to encourage others to do likewise; and to promote interest in the restoration, rehabilitation and appreciation of the historic, aesthetic and human advantages of the area.

3. To act as the catalyst for the rekindling of civic pride; the strengthening of neighborhood ties; and the improvement of city services, by drawing public attention to the beauty and utility of the area's rich architectural heritage.
4. To cooperate with, and wherever possible, further the aims and goals of individuals and organizations with similar objectives.
5. To adopt a Constitution and Code of Regulations in conformity to the non-profit corporation laws of Ohio, and to do all other acts necessary, proper, and permissible under the laws of Ohio.

### **ARTICLE III - MEMBERSHIP**

#### **Section 1 - Eligibility**

1. Membership in the Society shall be upon application and certification by the Membership Committee in the categories specified below.
2. Membership applications submitted after February 15 of an accounting year shall be considered as pertaining to a membership to begin in the accounting year beginning the following April 1.

#### **Sub-Section A - Charter Member**

1. Any person recognized by the Society as a Charter Member, in good standing, and upon payment of dues, shall retain all privileges of an Active Member (as defined in Sub-Section B, below), regardless of the criteria of age, residency, ownership, that may now or later be established for eligibility in other categories of membership.
2. Failure to pay dues for any accounting year shall not affect a Charter Member's status, except to restrict such member's eligibility to vote and to hold elected or appointed office, until such dues for the current accounting year are paid and such privileges are reinstated by the Membership Committee.

#### **Sub-Section B - Active Member**

1. Any resident of the District or non-resident owner of a property within the District who is eighteen years of age or older, shall be eligible to become an Active Member upon application to the Membership Committee, and upon payment of dues. An Active Member shall be entitled to attend all meetings and

functions of the Society, to vote on all matters brought before the general membership, and (subject to the requirement that Trustees be residents of the Oregon Historic District (Article IV, Section )) to be elected or appointed to hold office in the Society.

2. Active Membership shall include the following categories for payment of Dues:
  - A. Individual Membership.
  - B. Family Membership. For purposes of this category, Family is defined as person sharing the same permanent residence. Family Membership entitles up to two (2) eligible persons to vote in all matters voted on by the General Membership of the Society.
  - C. Contributing Membership. For purposes of this category, Contributing Member may be any member(s) meeting the eligibility requirements for Active Individual or Family Membership.
    1. Those electing membership in this category shall receive written confirmation from the Treasurer of a donation equal to the difference between the dues for Contributing Membership and the dues for Individual or Family Membership.
  - D. Life Membership. Any member who paid a special, one-time Life Member fee on or prior to Saturday, April 17, 1999, shall retain Life Membership status and be considered an Active Member of the Society. Life Members will be requested to submit updated demographic information each year for purposes of maintaining a current list of Active Members in the Society's Directory. Effective April, 1999, this Membership category is no longer available to new applicants.

### **Sub-Section C - Group, Business, and Organization Members**

Upon application to the Membership Committee and payment of dues, a business, group, or organization shall be eligible for group membership. A Group Member shall be entitled to attend all Society meetings and functions and to serve on committees, other than as Chairperson; but shall not be eligible to vote or to hold elected or appointed office in the Society. Group members shall be listed in the Society's Directory by the name of the business, group, or organization represented.

### **Sub-Section D - Associate Member**

Any person under the age of eighteen shall be eligible as an Associate Member upon application to the Membership Committee and payment of dues. An Associate Member maintains privileges granted a Group Member.

### **Sub-Section E - Honorary Member**

1. Any person or entity shall be eligible for nomination as an Honorary Member of the Society. Nominations shall be presented to the Membership Committee.
2. The Membership Committee shall then review the nominations to determine whether the nominee meets the criteria for Honorary Membership. Upon such certification, the Membership Committee shall draft a formal nomination to be presented at a regular meeting for a ballot vote of those qualified to vote.
3. Criteria for Honorary Membership shall include but not be limited to the performance of some exceptional action, service or contribution to the Society or the Oregon District. An Honorary Member shall be entitled to attend all Society meetings and functions and serve on Committees other than chairperson, but shall not be eligible to vote or hold elected or appointed office.
4. Honorary Members shall not be asked to pay dues.

### **Section 2 - Membership Meetings**

1. The annual meeting of the Society shall be held during the month of April each year at such time and place within Montgomery County, Ohio, as shall be designated by written notification.
2. Special meetings of the membership may be called by the President at any time upon forty-eight hours written notice, and shall be held at such time and place within Montgomery County, Ohio, as designated in the written notice.
3. Special meetings of the membership shall be called by the President upon presentation of a petition, presented to the President and calling for such a meeting, signed by at least twenty five of those members qualified to vote.
4. All meetings at which election of Trustees or amendments to the Constitution shall be voted upon, shall require at least one month prior notification in order to provide for absentee voting privileges.

### **Section 3 - Voting**

1. Each member qualified to vote shall be entitled to one vote on each matter submitted to a vote of the membership, at all meetings of the Society.
2. Each member qualified to vote may vote in person at any meeting of the Society or may exercise absentee voting privileges on the election or removal of Trustees, and Constitutional amendments.
3. Absentee ballots may be obtained upon written or email application to the Membership Committee at least two weeks prior to the meeting. In order to be counted, absentee ballots must be returned to the Membership Committee at least the day prior to the meeting at which the vote will be taken.
4. Absentee ballots will remain sealed and be opened and counted during the meeting.

### **Section 4 - Dues**

1. Each member, as required by designation, will pay such annual dues as may be fixed by the Board of Trustees and ratified by those members qualified to vote, at the annual meeting.
2. Dues paid after February 15 of an accounting year will be applied to the accounting year beginning the following April 1.

### **Section 5 - Interest in Property or Funds of the Society**

1. Membership in the Society shall not entitle any member to interest in property or funds owned or acquired by the Society, and the title to such funds or property shall rest solely in the Society.

## **ARTICLE IV - BOARD OF TRUSTEES**

### **Section 1 - General Powers and Property**

1. The property, affairs and business of the Society shall be governed by a Board of Trustees, who shall be residents of the Oregon Historic District as identified by the City of Dayton Historic Zoning Ordinance.
2. All stated powers of the Board of Trustees shall be restricted to those defined under Article V of this Constitution, as they may now be stated or later amended by a majority vote of those members qualified to vote.
3. All implied powers of the Board of Trustees shall be subject to accountability by a majority vote of those members qualified to vote.

### **Section 2 - Compensation**

1. Members of the Board of Trustees shall serve the Society without compensation.

### **Section 3 - Number**

1. The number of Trustees shall be nine. Those Trustees serving under the previous Constitution shall continue to serve in accordance with the terms of the revised Constitution. Expiring Trustee positions shall be filled in accordance with Section 5 of this article.
2. No two members of the same household shall at any time be eligible to sit simultaneously upon the Board of Trustees.

### **Section 4 - Term**

1. The Trustees elected at the annual meeting shall hold office for three years and until qualified successors are elected. They shall serve until their successors have been certified and elected, or until their death, resignation, or removal.

### **Section 5 - Election**

1. The Board of Trustees shall be elected by a majority vote of those members qualified to vote during each annual meeting of the membership from a ballot

- offered by the Nominating Committee at the February meeting and published in March.
2. Nominations may also be made, by a member qualified to vote and duly seconded and accepted by the nominee, at the monthly meeting prior to the annual meeting.
  3. Nominations may also be made by a petition signed by at least fifteen members qualified to vote, provided that such petition is presented to the Chairperson of the Nominating Committee or Society Secretary during the monthly meeting in March.

### **Section 6 - Resignation, Removal, and Vacancies**

1. Trustees may resign by giving written notice to the President or Secretary of the Society. Such resignation shall take effect at the time it is received by the Secretary unless otherwise specified.
2. Any Trustee may be removed from office by a two-thirds affirmative vote at a general membership meeting provided that:
  - A. A petition requesting a vote to remove said Trustee signed by at least 25 voting members of the Society has been submitted to the President.
  - B. The active member status of those signing said petition has been verified and written notice of the proposal to remove said Trustee has been given to the general membership at least 30 days prior to the meeting at which the vote is taken. Such notice must include provision and procedures for voting by absentee ballot in the same manner as provided for the election of Trustees (cf Article III, Section 3, Number 3).
  - C. The vote is taken at the first general membership meeting held after the 30-day notification period has expired.
3. Any Trustee failing to attend three consecutive Board of Trustee meetings, without cause and prior notification to the President or Secretary, will automatically be removed from the Board.
4. Vacancies
  - A. Should a vacancy occur within an accounting year, the Board of Trustees shall fill the vacancy from the slate of nominees approved prior

to the last trustee election, beginning with that candidate still on the list who received the highest total of votes short of election. This appointment shall take effect immediately and shall be effective only until an election can be held to fill out the remainder term of the Trustee who left the Board.

- B. Should an appointment occur in the first part of the accounting year, a special election to fill the remainder term shall be scheduled in October, with procedures and publication requirements as outlined above for regular Trustee elections (committee nominations in August, floor nominations in September, publication in September, election in October). Should such an appointment occur too late in the accounting year to be filled at an October special election, the appointment shall extend to the next April Annual Meeting, and the remainder term shall then be filled through the election held at that meeting.
- C. Should the approved slate be exhausted, or candidates approved on that slate decline or no longer be eligible to serve as a Trustee, the Nominating Committee shall reconvene and present a slate to the Board of Trustees for approval prior to a vote of the general membership to fill the vacancy either in October or in April, whichever comes soonest.

## **Section 7 - Meetings**

1. Regular meetings of the Board shall be held monthly at a time, place and date to be specified by the Board and published to the membership or as scheduled.
2. Special meetings of the Board may be called at any time by the President or at least two other members of the Board. Minutes of all special meetings will be recorded and presented to the membership at the regular monthly meeting of the Board.
3. At all meetings, two-thirds of the duly elected or appointed Trustees shall constitute a quorum. At each meeting of the Board, each Trustee shall be entitled to vote with respect to any matter presented. At all meetings of the Board, except as otherwise required by law or in the Certificate of Incorporation or in this constitution, all matters shall be decided by a vote of the majority of the Trustees present.
4. All meetings of the Board shall be open to the general membership.



5. The Society monthly newsletter, published under the supervision of the President or other special communications will be considered the official method of member notification from the Society.

## **Section 8 - Committees**

1. The President may appoint such committees as specifically provided for in this Constitution, or as may be deemed advisable in the administration and conduct of the affairs of the Society.
2. The Board of Trustees may at its discretion create and fill one additional trustee position. The person filling this position need not be a resident of the Oregon Historic District as required by Section 1 of Article IV, but shall be appointed by the Oregon Association or the association currently representing the business owners. This trustee position shall be a one year term.

## **ARTICLE V - OFFICERS**

### **Section 1 - Officers**

1. The officers of this Society shall be a President, Vice-President, Secretary and Treasurer, and they shall all be Trustees. Said officers shall be chosen by the Board of Trustees by a majority vote at the first meeting following the annual meeting. Their term shall last until new officers are selected by the newly elected Board of Trustees.

### **Section 2 - Duties of Officers**

#### **Sub-Section A - President**

1. The President shall preside at all meetings and have general directive supervision of the other officers of the Society, subject to the control of the Board of Trustees. The President shall represent the Society at public affairs and meetings; shall sign and execute with the Secretary or the Treasurer, in the name of the Society, deeds, contracts, or other instruments authorized by the Trustees. The President shall be an ex-officio member of all committees except the Nominating Committee.
2. The President shall prepare and present a report at the annual meeting covering the activities of the Society during the preceding accounting year. This report will be recorded in the meeting minutes.

### **Sub-Section B - Vice-President**

1. The Vice-President shall perform all duties of the President in case of the President's absence or disability.

### **Sub-Section C - Secretary**

1. The Secretary shall keep the minutes of all regular and special meetings of the membership and the Board of Trustees in books provided for that purpose; shall see that all notices are duly given in accordance with this Constitution or as required by law; shall be custodian of all records of the Society; shall see that all the books, reports, statements, certificates and all other documents and records required by law are properly kept and filed; and in general shall perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Trustees or the-President.
2. The Board of Trustees acting at the annual meeting of the Board may divide the above duties and such other duties as from time to time may be assigned between two secretaries. If such be the case, one secretary shall be designated "Recording Secretary" and one "Corresponding Secretary", or they shall be given such other designation as shall accurately describe the duties assigned to each.

### **Sub-Section D - Treasurer**

1. The Treasurer shall cause to be deposited with such bank or banks as may be selected by the Board of Trustees, to the credit of the Society, all funds of the Society; shall safeguard all cash and securities belonging to the Society; shall supervise the keeping of the books and see that full and accurate accounts are kept of all monies and other properties belonging to the Society; shall exercise all orders to the depository for the disbursement of funds of the Society; shall render accurate and detailed reports whenever requested; shall render to the Trustees, at each annual meeting or whenever they may require it, a full detailed account of all financial transactions of the Society; and shall perform such other duties incident to this office as may from time to time be required.

## **ARTICLE VI - EXECUTIVE DIRECTOR**

1. The Board of Trustees may at its discretion, and subject to the approval of those members qualified to vote, select an Executive Director of the Society, who shall be responsible to the Board. The Executive Director will be paid a salary as determined by the Trustees and approved by a majority of those members qualified to vote. The Executive Director will have such duties as designated by the Board of Trustees and are consistent with the purposes of the Society.

## **ARTICLE VII - COMMITTEES**

### **Section 1 - Appointment**

1. The President shall appoint from among the membership, the Chairpersons, except as provided by Section 2 of this Article, for such committees as are required under the Constitution, or as the Trustees deem advisable. Members of the committees may be, but need not be, Trustees.
2. Appointed committees are dissolved each year at the time of the annual meeting.

### **Section 2 - Standing Committees**

1. There shall be the following standing committees of the Society:

#### **Sub-Section A - Nominating Committee**

1. Following each annual meeting, the President shall appoint a three member Nominating Committee which includes the past president to operate for the following year. The Chairperson of this committee shall be the immediate Past President of the Society. It will be the responsibility of this committee to present a slate of Trustees, as specified in the Constitution, to the membership and to advise the membership of any nomination for trustee made in accordance with Article IV, Section 5. The committee will also provide nominations for Trustees to fill vacancies that may occur.
2. In the event the immediate Past President cannot or will not serve as Chairperson, the President shall appoint a previous past Trustee to this committee as Chairperson. In the event none of the above can serve, the President will appoint a Chairperson from the current membership qualified to vote.

3. Member vacancies on this committee shall be filled by the President from the membership qualified to vote.

### **ARTICLE VIII - LIMITATIONS**

1. No part of the net earnings of the Society shall inure to the benefit of or be distributed to its members, Trustees, Officers, or any other private persons, except that the Society shall be authorized and empowered to pay reasonable compensation for service rendered and to make payments and distributions in furtherance of the purposes set forth in Article II of this Constitution. No substantial part of the activities of the Society shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Society shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaigning on behalf of a candidate for any public office. Notwithstanding any other provisions of these Articles, the Society shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c) C3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or (b) by a corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).
2. Upon the dissolution of the Society, the Board of Trustees shall, after paying or making provision for the payment of all of the liabilities of the Society, dispose of all of the assets of the Society exclusively for the purpose of the Society in such manner, or to the Montgomery County Historical Society or such other organization organized or operated exclusively for such purposes.

### **ARTICLE IX - ACCOUNTING YEAR**

1. The accounting year of this Society shall end on March 31 st of each year. The fiscal affairs of the Society for each accounting year shall be reviewed and summarized by a certified public accountant. The Fiscal Audit by a Certified Public Accountant must take place at the end of each accounting year.

### **ARTICLE X - AMENDMENTS**

1. This Constitution may be amended, supplemented, or repealed by a majority vote of those members qualified to vote at a meeting called for that purpose, or at any annual meeting of the membership.
2. Written notice of a meeting to vote on amending this constitution and a summary of the proposed amendments must be given to all voting members 30 days prior to such meeting, and must include provision and procedures for voting by absentee ballot. The full text of the proposed amendments is to be made available to the voting membership through the Society website and such other means as the Trustees shall provide.