

**CONSTITUTION AND BY-LAWS
OF THE
HISTORIC SOUTH PARK INC.
DAYTON, OHIO
As of November 25, 2008**

ARTICLE I - NAME & LOGO

The name of this organization shall be the Historic South Park Inc. (hereafter referred to as HSPI). The logo of HSPI will be the "cameo lady" as found on architectural forms within the South Park neighborhood. *Constitution Change - 28 February 1995.*

ARTICLE II - PURPOSE AND LOCATION *Constitution Change - 28 February 1995.*

The objectives of HSPI shall be to unite those interested in the preservation, restoration and improvement of an area in the southeast portion of Dayton, Ohio, known as the South Park neighborhood. The area designated as the HSPI neighborhood is defined as that area bounded by the East side of Wayne Avenue, South by Wyoming Street, West by South Main Street and North by US 35.

1. For the purpose of exerting more effectively their influence upon matters affecting the properties located within this area.
2. To adopt rules and regulations to facilitate the transaction of their business and to create public respect.
3. To promote high standards of conduct among its members in their dealings with one another and with the public.
4. To promote and join others including other organizations operating within the Historic South Park neighborhood, promoting the civic development and economic growth of this community and aiding in securing just and equitable laws for the protection of the HSPI neighborhood.
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 - NON-PROFIT, NON-SECTARIAN, NON-PARTISAN

SECTION 1. The organization Historic South Park Incorporated is a nonpartisan, nonsectarian, and non-profit organization. The Council will operate within such rules and regulations of the United States Internal Revenue Service, as applied to non-profit organizations.

ARTICLE IV - MEMBERSHIP

SECTION 1. Membership shall consist of any interested person living, owning property, or operating a business within the South Park area.

SECTION 2. Honorary membership in this organization may be conferred upon those friends and benefactors of South Park whose service this organization may desire to recognize. Such membership may be awarded by the Executive Board.

SECTION 3. Annual dues shall be determined by the By-Laws of this organization.

ARTICLE V - OFFICERS

SECTION 1. The elected officers of the Council shall be:

- A. President
- B. First Vice President
- C. Second Vice President
- D. Recording Secretary
- E. Treasurer
- F. Membership Secretary

SECTION 2. DUTIES OF OFFICERS: The duties of these officers shall be as implied by their respective titles and as determined by the By-Laws of this organization.

SECTION 3. APPOINTED OFFICERS: The President, upon consultation with the Executive Board, may appoint a Historian, Corresponding Secretary and Sergeant-at-Arms.

ARTICLE VI - EXECUTIVE BOARD

SECTION 1. The Executive Board shall consist of the elected and appointed officers of the Council, immediate past president, and chairpersons of standing committees.

SECTION 2. The Executive Board shall, during the intervals between the meetings of the Council, exercise all the prerogatives of the Council. However, the Executive Board shall not elect officers of the Council except to fill vacancies, due to resignation or death. Subject to the rights of third persons, any action of the Executive Board shall be subject to revision or alteration by the Council. The Executive Board may prescribe its own rules for calling and holding meetings and its method of procedure, subject, however, to any rules prescribed by the Council, and the Board shall keep minutes of its meetings. A quorum for any meeting of the Executive Board shall consist of not less than a majority of its members, and at each meeting of such Board at which a quorum is present, all questions and business shall be determined by an affirmative vote of not less than a majority of the Executive Board members present. The Executive Board shall report to the Council at each meeting of the Council its actions taken since the last preceding meeting of the Council.

SECTION 3. The Executive Board shall have authority to cause this organization to be incorporated under the laws of the State of Ohio as a corporation not-for-profit.

ARTICLE VII - ELECTIONS

SECTION 1. Officers of this Organization shall be elected for a term of one year. Voting shall be by ballot. Elections are to be held in November and installation of the officers will take place immediately following the election. Term of office is from November until November of the following year or until their successors have been elected and qualified. *Constitutional Change -- 22 September 1998.*

SECTION 2. The President shall appoint a Nominating Committee after consulting with the Executive Board. This Nominating Committee shall then select a slate of officers to be presented to the members at least two months prior to elections. (*Constitutional Change 22 September 1998*) The Nominating Committee shall attempt to submit at least two nominees for each office. (*Constitutional Change 27 October 1998*) Additional nominations may be made from the floor. [All nominees shall be given the opportunity to address the Council and to answer questions from the floor at the regular Council meeting in October, i.e., the meeting preceding the November General Election. While all nominees in a particular General Election shall be allowed the same amount of time for this purpose, the format and time limit may vary from year to year and shall be determined by the Executive Board. Eligibility to vote in a regular General Election shall be limited to those individuals who are Council members in good standing as of the close of the October meeting preceding the General Election.] *Constitutional Change -- 22 September 1998.*

SECTION 3. Any vacancy occurring in an office before the time of regular elections shall be filled by the Executive Board for the duration of the unexpired terms.

SECTION 4. Priority Board Representative. The person running for this office will meet Priority Board regulations and be elected in accordance with Priority Board regulations at the November meeting with term of office to run from January to January. *Constitutional Change -- 22 September 1998.*

ARTICLE VIII - MEETINGS

SECTION 1. Meetings of the Council shall be held as determined by the By-Laws of this organization. The rules of parliamentary procedure as laid down in Robert's Rules of Order shall govern the Council meetings.

ARTICLE IX - COMMITTEES

SECTION 1. Committee Chairpersons shall be appointed by the President upon consultation with the Executive Board.

SECTION 2. Standing Committees shall be set up by the Executive Board and as determined by the By-Laws of this organization.

SECTION 3. Special Committees to accomplish community goals may be set up at any time.

ARTICLE X - AMENDMENTS

SECTION 1. Amendment to this Constitution shall be submitted to a regular meeting of Historic South Park Incorporated. One month shall elapse before voting so that it can be presented in writing to each member for

consideration. A two-thirds vote of members present at the meeting will then be necessary to make the amendment a part of this Constitution.

ARTICLE XI - EFFECTIVE DATE

SECTION 1. This Constitution is to be in effect as soon as adopted by the members of the organization. *Constitution Change - 9 March 1982.*

ARTICLE XII - LIMITATIONS *Constitution Change - 28 February 1995*

No part of the net earnings of HSPI shall inure to the benefit of or be distributed to its members, trustees, officers, or any other private persons, except that HSPI shall be authorized and empowered to pay reasonable compensation for service rendered and make payments and distributions in furtherance of the purposes set forth in ARTICLE II of this constitution. No substantial part of the activities of HSPI shall be carrying on propaganda, or otherwise attempting to influence legislation, and HSPI shall not participate in, or intervene in campaigning on behalf of a candidate for any public office. Notwithstanding any other provisions of the 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)(3) of the Internal Revenue Code of 1954 (or corresponding provision of any future United States Internal Revenue Law), or (B) by a corporation, corporations 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).

Upon the dissolution of HSPI, the Executive Board shall, after paying or making provision for the payment of all the liabilities of the HSPI, dispose of all of the assets of the HSPI exclusively for the purpose of the HSPI in such manner, or to the Montgomery County Historical Society or such other organization organized or operated exclusively for such purposes.

BY-LAWS

I ANNUAL DUES *Constitution Change --*

- A. Dues, as of January 1, 2005, shall be as follows:
 - 1. \$10.00 per year per membership.
 - 2. \$20.00 per year per household membership*
 - 3. \$15.00 per year for business membership.
 - 4. Free to citizens over the age of 70, upon request.

* A household is defined as up to two adults and their dependant children.

- B. Line-item Budget *Constitution Change as of November 25, 2008*

Any event proposed to the membership, for which HSPI is to be the primary sponsor, must be accompanied by a line-item budget showing anticipated expenses and income before the membership can vote on its funding. The membership may vote to donate funds to an event for which HSPI is not the primary sponsor without seeing such a budget.

II DUTIES OF OFFICERS

- A. Duties of President
 - 1. Shall preside over all regular and special meetings of both the Council and Executive Board
- B. Duties of First Vice President
 - 1. Shall preside over meetings in the absence of the President.
 - 2. First Vice President shall become President if the President leaves office during the elected term of office.
 - 3. Performs duties assigned by the President.
- C. Duties of Second Vice President
 - 1. Assumes duties of First Vice President if he/she leaves office.
 - 2. Performs duties assigned by President.

- D. Duties of Recording Secretary
 - 1. Shall record the minutes of the Executive Board and Council meetings.
 - 2. Shall maintain a file of all past minutes.
- E. Duties of Treasurer
 - 1. Shall be responsible for all Council funds and financial affairs.
 - 2. Shall give a financial report at each meeting.
- F. Duties of Membership Secretary
 - 1. Shall record the names of members attending each meeting.
 - 2. Shall keep a complete list of all current membership with address and telephone numbers. This list shall be made available to all members.
 - 3. Shall mail monthly meeting notices.
- G. Duties of Historian
 - 1. Shall be chairperson of the Historic Committee
 - 2. Shall collect and keep a history of South Park.
- H. Duties of Corresponding Secretary
 - I. Shall be responsible for all outgoing correspondence.
- J. Duties of Sergeant-at-Arms
 - 1. Shall keep order at meetings.

III. MEETING

Regular council meetings shall be held at a time to be determined by the members.

IV. STANDING COMMITTEES

- 1. HOUSING
- 2. WAYS AND MEANS
- 3. HISTORIC
- 4. HOSPITALITY

Constitution as of 25 November 2008