

WALNUT HILLS ASSOCIATION
CONSTITUTION AND BYLAWS
Adopted October 11, 2004 and passed December 13, 2004
CONSTITUTION

ARTICLE I- Name

The name of this organization shall be the Walnut Hills Association.

ARTICLE II- Location and Purpose

Section 1. The operating area of this association shall be the Walnut Hills area of southeast Dayton, Ohio, and is bounded as follows;

In the North by the center of Wyoming Ave, in the East by the center of Pursell Ave, in the South and West by Wayne Ave. including the area on the west side of Wayne Ave to the eastern boundary of the Woodland Cemetery as well as Nellie, Medford, Beckman, Mello and Jessie Avenues.

Section 2. Should an area desire to merge with this association, the boundaries noted in Section 1 above may be adjusted accordingly by a majority vote of the General membership.

Section 3. The Walnut Hills Association is organized exclusively for charitable, religious, educational and scientific purposes including but not limited to making life secure, safe and peaceful to residents of the Walnut Hills neighborhood. To improve the quality of life through educational and recreational activities. To enhance and preserve the area and its structures, promote interest in restoration and rehabilitation and educate residents in home ownership and renovation. To represent and advocate the interests of residents of the Walnut Hills area before appropriate governing bodies and to act on behalf of those residents for the enhancement and preservation of the area. 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.

The Corporation may receive and administer funds for charitable, religious, educational and scientific purposes, within the meaning of Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal code and to that end, the Corporation is empowered to hold any property or any undivided interest therein, without limitation as to the amount or value; to dispose of any such property and to invest, reinvest, or deal with the principal or the income in such manner as, in the judgement of the directors, shall best promote the purpose of the Corporation, without limitation, except such limitation, if any, as may be contained in the instrument under which such property is received; these Articles of Incorporation and the Constitution and Bylaws of the Corporation, or any applicable laws; to do any other act or thing incidental to or connected with the foregoing purposes or in advancement thereof, but not for the pecuniary benefit or financial gain of its directors or officers except as permitted under the Not-for-Profit Corporation Law of the State of Ohio. No part of the net earnings of the Corporation will inure to the benefit of any member, director or officer of the Corporation, or any private individual, except that reasonable compensation may be paid for services rendered to or for the Corporation effecting one or more of its purposes, and no member, director, officer of the Corporation or any private individual will be entitled to share in the distribution of the corporate assets on dissolution of the Corporation. No substantial part of the activities of the Corporation will be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation will not participate in or intervene in, any political campaign on behalf of any candidate for public office.

Upon dissolution of the Corporation or the winding up of its affairs, the assets of the Corporation will be distributed exclusively to one or more charitable, religious, educational and scientific organizations which would then qualify under the provisions of section 501(c)(3) of the Internal Revenue Code and its Regulations as they now exist or as they may be hereinafter amended, or to the federal government,

or to a state or local government, for public purpose. Any such assets not so disposed of will be disposed by the Court of Common Pleas in the County in which the principle office of the Corporation is located, exclusively for such purposes or to such organization or organizations as the Court determines, which are organized and operated exclusively for such purposes.

ARTICLE III - Members

Membership shall be open to any interested person living, owning property or operating a business in the above-defined area.

- Section 1. Family membership shall be composed of any family residential unit residing at the same address. Each family shall be entitled to two votes.
- Section 2. Any firm, corporation or trade style doing business (business defined as holding a vendor's license) in the defined area maybe be a member and shall be entitled to one vote.
- Section 3. Any organization, club or fraternal group in the defined area may affiliate but is entitled to NO vote.

ARTICLE IV - Officers

The officer(s), who must be active members, and shall have been an active member for at least (1) one year, prior to running for any office, and shall serve without compensation and consist of:

- Section 1. PRESIDENT shall serve as chairperson at meetings of the Executive Board and of the General Association as a whole and shall preside at all such regular meetings and special meetings of both the General Membership and Executive Board.
- Section 2. VICE- PRESIDENT shall perform the duties of the office of the president in the absence of the president and become president if the president leaves office during the elected term of office. Performs duties assigned by the president.
- Section 3. SECRETARY shall record and have available to members the proceedings of all Board and General meetings. In the absence of the president and vice-president, the secretary shall preside at Board and the General Meeting.
- Section 4. TREASURER shall cause to be deposited with such bank or banks as may be selected by the Executive Board, to the credit of the Association, all funds of the association; shall safeguard all cash and securities belonging to the association; 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 Association; shall exercise all orders to the depository for the disbursement of funds of the Association; shall render accurate and detailed reports whenever requested; shall render to the Executive board, at each annual meeting or whenever they may require it, a full detailed account of all financial transactions of the Association; and shall perform such other duties incident to this office as may from time to time be required.
- Section 5. SOUTHEAST PRIORITY BOARD REPRESENTATIVE FOR WALNUT HILLS ASSOCIATION

The priority board representative shall be nominated and elected by a simple majority present during the December meeting immediately prior to the beginning of their term of office. The representative shall serve for a term of three years. The representative shall comply with the rules of the Southeast Priority Board in order to be seated on the Board. The Association member selected must represent the interests of the membership of the W.H.A. The representative shall report at each General Meeting of the W.H.A. and shall attend all S.E.P.B. meetings (unless excused). The representative must be reappointed each December to maintain their seat.

Section 6. QUALIFICATIONS OF AN OFFICER:

- a. Active paid-in full member with at least a one-year active membership immediately prior to an election.
- b. No two members from the same household may serve as an elected officer, within the same year.
- c. Any elected officer, excluding the President, may also serve as Southeast Priority Board Representative for the Walnut Hills Association

Section 7 EXECUTIVE DIRECTOR

The Executive Board may, at its discretion, and subject to the approval of those members qualified to vote, select an Executive Director of the Association, who shall be responsible to the board. The Executive Director will be paid a salary as determined by the Executive Board and approved by a majority of those members qualified to vote. The Executive Director will have such duties as designated by the Executive Board and are consistent with the purposes of the Association. The Executive Director shall serve at the pleasure of the Association, and may removed from office by the Executive Board, subject to the approval of the membership, in accordance with the terms and conditions for employment as agreed to by the Executive Director and the Association.

ARTICLE V. - Election of Officers

Section 1. A slate of not less than one candidate per office shall be prepared by the Nominations Committee in the month of May. The nomination committee must consist of at least one past Executive Board member appointed by the President and have (2) additional general members to serve on this committee. If the Association does not agree upon the slate, nominations for each office shall be held individually. Nominations from the floor and those prepared by the Nominations Committee shall be voted upon in June at a General Meeting. New officers are to take office at the end of the June meeting.

Section 2. The term of office shall be for one year

Section 3. The term of all officers shall commence on the 2nd Monday of each June of each Year, in which they were elected.

Section 4. The W.H.A. S.E.P.B. Priority Board Representative and Executive Director is exempt from the procedure of article V. (See Article IV. sec.5 and 7.)

ARTICLE VI. – Executive Board.

The Executive Board shall include all of the officers above together with the Association's Priority Board member and the committee chairpersons. The Executive Board shall have general supervision of the affairs of the W.H.A. between meetings of the general membership, make recommendations to the General Membership, and perform such other duties as specified in the Constitution and Bylaws. The Executive Board shall be subject to the direction of the General Membership, and none of its actions shall conflict with action taken by the W.H.A as a whole.

ARTICLE VII – Filling of Vacancies.

Vacancies of officers or committee chairperson(s) on the Executive Board shall be filled by a majority vote of the general membership attending at such meeting.

ARTICLE VIII - Removal of Officers.

A motion to remove an elected officer for cause may be entertained by two-thirds vote of the Executive Board. The Executive Board, after due discussion and determination that the basis for removal is valid, shall notify the membership two weeks prior to the next general meeting at which time members shall vote on the motion by secret ballot. If this office is declared vacant by a majority vote of those present, the members shall proceed to elect a new officer to the vacated position.

ARTICLE IX - Membership Dues.

Section 1. Annual dues shall be determined by the by-laws of this organization.

Section 2. Membership shall begin on September 1 of each year, and will end on August 31 of the following year. (Also see Article III, Sections 1,2, 3 and, 4).

ARTICLE X - Meetings

Section I. General meetings shall be held on the second (2nd) Monday of each month and/or upon call of the president, except in July and August.

Section 2. Meetings of the Executive Board shall be called on the first Tuesday of September, first Tuesday of December, and the first Tuesday of March. The mandatory Annual Meeting of the Executive Board shall be called on the first Tuesday of June. These may be changed by the executive board as needed at least 72 hours advance notice, either by telephone contact or written correspondence.

Section 3. Meetings of the general membership shall be held after a notice has been sent or delivered to each active member three to five days prior to the meeting date. At such meetings of the General Membership, a Treasurer's report shall be given as well as a report of action or actions taken by the Executive Board on behalf of the association.

Section 4. The general membership present shall constitute a quorum for meetings of the general membership with a majority of the executive committee present.

Section 5. All meetings at which election of officers, amendments to the constitution or business deemed significantly important shall be voted upon require at least one month prior notification in order to provide for absentee voting privileges.

ARTICLE XI - Committees

The president with the approval of the Executive Board shall appoint all committee(s).

ARTICLE XII – Amendment of the Constitution and Bylaws.

Amendments to the Constitution and Bylaws shall only be made at a meeting of the general membership, in which the membership has been notified of the planned amendment action at least one month in advance of the meeting. A two-thirds majority of the members present is required to pass an amendment.

ARTICLE XIII – Ratification of the Constitution and Bylaws.

The Association once every five years shall consider ratification of the Constitution by the General Membership. For the constitution to be ratified, a simple majority voting of members present at the meeting voting in favor of ratification is required.

ARTICLE XIV – Voting Privileges.

Only paid-in-full members may vote on any issues concerning the W.H.A.

ARTICLE XV - Parliamentary Authority

Robert's Rules of Order shall prevail for both meetings of the General Membership and meetings of the Executive Board.

BYLAWS
Of the
Walnut Hills Association

1. Executive Board Meetings shall be called at the discretion of the President or at least three members of the Executive Board, as needed. The June meeting of Executive Board is mandatory, and shall be called one week prior to the General meeting.
2. Any Executive Board member that is unable to attend any meeting shall notify the President, Vice-President, or Secretary prior to the meeting. The President, if unable to attend, shall notify the Vice-President prior to the meeting. Notification may be made by the Executive Board member in question or by their spouse or domestic partner, as applicable.
3. The spouse, or substitute member appointed by the appropriate Board member may attend the Board meeting in the absence of a committee Board member when the need arises, but does not have a vote, but may give the board a sealed proxy statement.
4. Each committee chairperson(s) shall keep a record of committee activities and present it to the President at each General meeting.
5. The Treasurer shall issue a receipt for all money received and shall be given a receipt by any Board member receiving money from the Treasurer.
6. All Board members shall keep an accurate record of any and all expenses incurred that are billed to the W.H.A.
7. The W.H.A. shall send the President and/or an alternate to any meetings and/or functions that are of interest and/or the betterment of the W.H.A.
8. Both the W.H.A. meeting and, the Executive Board Meeting shall be a formal meeting held according to Robert's Rules of Order as well as Parliamentary Procedure. At all times this article shall prevail.
9. Dues shall be as follows:

\$ 2.00 per year -for single-address, residential unit membership, business membership, non-profit organizations, clubs and fraternal groups

THE
MISSION STATEMENT
OF THE
WALNUT HILLS ASSOCIATION

Is to dedicate our neighborhood efforts to
Ensure safety, security, knowledge and peace, for all our residents!

Conflict of Interest Policy

Article I

Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Article II

Definitions

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Organization has a transaction or arrangement,
- b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement, or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization is negotiating a transaction or arrangement.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A financial interest is not necessarily a conflict of interest. Under Article III, Section 2, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or committee decides that a conflict of interest exists.

Article III

Procedures

1. Duty to Disclose

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the directors and members of committees with governing board delegated powers considering the proposed transaction or arrangement.

2. Determining Whether a Conflict of Interest Exists

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining board or committee members shall decide if a conflict of interest exists.

3. Procedures for Addressing the Conflict of Interest

- a. An interested person may make a presentation at the governing board or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.
- c. After exercising due diligence, the governing board or committee shall determine whether the Organization can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination it shall make its decision as to whether to enter into the transaction or arrangement.

4. Violations of the Conflicts of Interest Policy

- a. If the governing board or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.
- b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Article IV

Records of Proceedings

The minutes of the governing board and all committees with board delegated powers shall contain:

- a. The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.
- b. The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Article V

Compensation

- a. A voting member of the governing board who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- b. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization for services is precluded from voting on matters pertaining to that member's compensation.
- c. No voting member of the governing board or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Organization, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Article VI

Annual Statements

Each director, principal officer and member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

- a. Has received a copy of the conflicts of interest policy,
- b. Has read and understands the policy,
- c. Has agreed to comply with the policy, and
- d. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Article VII

Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

- a. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.
- b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

Article VIII

Use of Outside Experts

When conducting the periodic reviews as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.