

# Wright-Dunbar Village Neighborhood Association Constitution & Bylaws

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*Adopted December 15, 2025*

*Effective January 1, 2026*

## **Adoption & Governance History**

- Initially adopted January 11, 2011
- Amendments and updates adopted May 13, 2014
- Comprehensive revision adopted December 15, 2025
- Effective January 1, 2026

This Constitution and Bylaws were duly adopted by a vote of the Membership of the Wright-Dunbar Village Neighborhood Association on December 15, 2025, and shall take effect on January 1, 2026. Upon the effective date, this document supersedes all prior versions of the Constitution, Bylaws, and related governing documents.

## Constitution

### Article 1 – Name, Purpose, and Nonprofit Status

The name of this organization shall be the Wright-Dunbar Village Neighborhood Association (WDVNA). The WDVNA is a nonprofit, non-commercial, and non-partisan organization recognized by the City of Dayton as the official representative of the Wright-Dunbar neighborhood.

The purposes of the WDVNA are to serve as an organizational hub for residents, property owners, and businesses within the neighborhood boundaries defined in Article 8; to enhance quality of life; and to represent the collective interests of the neighborhood.

The WDVNA operates in compliance with Section 501(c)(3) of the Internal Revenue Code. No part of its net earnings shall inure to the benefit of, or be distributed to, its members, officers, or private individuals. No substantial part of the activities of the Association shall consist of carrying on propaganda or attempting to influence legislation, and the Association shall not participate in or intervene in any political campaign on behalf of or in opposition to any candidate for public office.

Upon dissolution, assets of the Association shall be distributed to one or more organizations exempt under Section 501(c)(3) of the Internal Revenue Code, preferably serving the Dayton community.

### Article 2 – Policy

The WDVNA may engage in fundraising and grant applications to support its mission and programs. All such activities shall align with the Association's exempt purposes under Section 501(c)(3) of the Internal Revenue Code and the Ohio Nonprofit Corporation Act.

Letters of recommendation or non-recommendation may be issued upon approval by a majority vote of the Membership, in accordance with policies and procedures adopted by the Association.

### Article 3 – Membership

Membership is open to any resident, residential property owner, or business property owner within the defined neighborhood boundaries who is 18 years of age or older.

The Association may assess membership dues to support its operations and programs. Dues categories and amounts shall be established by the Membership or the Executive Committee in accordance with the Association's By-Laws and policies.

Members must remain in good standing—defined as being current on dues, unless waived, and compliant with the Association's Code of Conduct—to retain voting privileges.

Each residential dwelling unit or business entity in good standing shall be entitled to one vote on matters brought before the Membership, except where otherwise specified in this Constitution.

The Executive Committee may recommend honorary memberships in recognition of exceptional service to the neighborhood or the Association. Honorary members shall not have voting privileges unless otherwise specified by the Membership.

#### **Article 4 – Officers and Executive Committee**

The Officers of the Wright-Dunbar Village Neighborhood Association shall be President, Vice President, Secretary, Treasurer, and Parliamentarian. These Officers shall constitute the Executive Committee.

Officers shall serve two-year terms and may serve no more than two consecutive terms in the same office. Officers must maintain an active Membership in good standing throughout their term.

##### **Duties of Officers**

- The **President** shall serve as the chief administrative officer of the Association, preside over meetings of the Membership and Executive Committee, and represent the Association to external entities.
- The **Vice President** shall perform the duties of the President in the President's absence or inability to serve.
- The **Secretary** shall maintain accurate records of meetings, official correspondence, and Association documents.
- The **Treasurer** shall be responsible for the custody and reporting of Association funds and financial records.
- The **Parliamentarian** shall advise on parliamentary procedure and interpretation of the Constitution and By-Laws.

The Executive Committee shall be responsible for the day-to-day management of the Association and for carrying out policies adopted by the Membership.

Vacancies occurring mid-term shall be filled by appointment of the Executive Committee until the next regular election.

Officers shall serve without compensation; however, reasonable reimbursement for approved expenses incurred on behalf of the Association is permitted.

An Officer may resign by written notice to the Executive Committee. An Officer may be removed prior to the end of their term by a two-thirds vote of the Membership, provided notice of the proposed removal has been distributed to the Membership at least ten days in advance.

Any Officer who is absent from three consecutive meetings without notice may be subject to removal in accordance with this Article.

## **Article 5 – Meetings**

Regular meetings of the Membership shall be held on the first Monday of each month unless otherwise determined by a majority vote of the Membership or the Executive Committee.

Special meetings of the Membership may be called by the President or the Executive Committee. Notice of regular and special meetings shall be provided to all Members at least seven (7) days in advance through electronic means, including email, BAND, or the WDVNA website.

Meetings may be conducted in person, virtually, or in a hybrid format, as determined by the Executive Committee.

Voting at meetings may be conducted in person or by secure electronic means as permitted by the Executive Committee and consistent with this Constitution and applicable law.

Official records, notices, and minutes of the Association may be maintained electronically in a secure, cloud-based archive accessible to the Executive Committee.

## **Article 6 – Elections**

Elections shall be held biennially for the purpose of electing Officers of the Association. Officers elected shall assume their duties at the beginning of the next calendar year unless otherwise specified by the Membership.

Nominations for Officer positions shall be accepted at meetings held prior to the election and in accordance with procedures established by the Executive Committee.

Voting may be conducted in person, by absentee ballot, or through a secure electronic voting process approved by the Executive Committee.

The Executive Committee shall ensure that elections are administered in a fair and transparent manner and may appoint one or more neutral members to oversee vote tabulation and certification of results.

In the event of a tie vote, the Executive Committee shall determine the outcome in accordance with procedures established by the Association.

## **Article 7 – Committees**

Standing and ad hoc committees may be established as necessary to carry out the work of the Wright-Dunbar Village Neighborhood Association.

Committees shall report their activities and recommendations to the Executive Committee and the Membership at regular meetings.

Committees may not take independent action, expend Association funds, or represent the Association publicly without authorization from the Executive Committee or the Membership.

## **Article 8 – Geographic Area**

The geographic boundaries of the Wright-Dunbar Village Neighborhood Association shall be West Third Street on the north, Edwin C. Moses Boulevard on the east, West Fifth Street on the south, and South Broadway Street on the west.

These boundaries may be amended by a vote of the Membership in accordance with this Constitution.

For purposes of business membership, outreach, and engagement, properties immediately adjacent to West Third Street may be included, consistent with City of Dayton neighborhood and business district designations, provided such inclusion does not alter the Association's defined geographic boundaries for governance or voting purposes.

## **Article 9 – Parliamentary Authority**

The rules contained in the most recent edition of The Standard Code of Parliamentary Procedure shall govern meetings of the Wright-Dunbar Village Neighborhood Association, except where they conflict with this Constitution or the Bylaws.

## **Article 10 – Amendments**

This Constitution and the Bylaws may be amended by a two-thirds vote of the Membership present at a duly noticed regular or special meeting, provided that written notice of the proposed amendment has been distributed to the Membership at least ten (10) days prior to the vote.

## **Article 11 – Logo and Branding**

The official name, logo, and branding of the Wright-Dunbar Village Neighborhood Association are the property of the Association. Use or alteration of the Association's logo or branding must be authorized by the Executive Committee in accordance with policies adopted by the Association.

## **Article 12 – Non-Discrimination and Inclusion**

The Wright-Dunbar Village Neighborhood Association does not discriminate on the basis of race, color, religion, gender, sexual orientation, national origin, disability, or political affiliation in its programs, activities, or governance. The Association is committed to fostering a safe, inclusive, and respectful environment for all participants.

## Bylaws

### Article 1 – Membership and Dues

The Association shall maintain the following membership categories:

#### Residential Membership:

- Assessed at fifty dollars (\$50) per year per residential dwelling unit, with one voting representative per residential address.

#### Business Membership:

- Assessed at fifty dollars (\$50) per year per business entity, with one designated voting representative. Business Members shall disclose potential conflicts of interest and shall recuse themselves from votes that directly and materially impact their business interests.

The Executive Committee may grant temporary hardship waivers of membership dues based on demonstrated financial need. Requests for hardship waivers may be submitted confidentially to any Officer and shall be reviewed and decided by the Executive Committee.

### Article 2 – Meetings and Voting

Meetings of the Membership shall be conducted in accordance with the procedures set forth in the Constitution.

Voting may occur in person, by absentee ballot, or through secure electronic platforms approved by the Executive Committee.

A quorum shall consist of at least five (5) Members in good standing or twenty-five percent (25%) of the current Membership, whichever is greater. Members participating remotely shall be counted toward quorum.

Notice of regular and special meetings shall be provided to all Members at least seven (7) days in advance through electronic means, including email, BAND, or the Association's website.

### Article 3 – Officers and Duties

The duties of Officers shall include, but are not limited to, the following:

- **President:** Presides over meetings, represents the Association, and ensures that policies and directives of the Membership and Executive Committee are implemented.
- **Vice President:** Assists the President and assumes the duties of the President in the President's absence or inability to serve.
- **Secretary:** Maintains accurate meeting minutes, official correspondence, and Association records.

- **Treasurer:** Manages Association funds, maintains financial records, and presents monthly and annual financial reports to the Membership.
- **Parliamentarian:** Advises on parliamentary procedure and assists in ensuring meetings comply with the adopted parliamentary authority.

Outgoing Officers shall deliver all Association records, accounts, and property to their successors within thirty (30) days of leaving office.

An Officer who fails to attend three (3) consecutive meetings without notice may be subject to removal in accordance with the procedures set forth in the Constitution.

#### **Article 4 – Committees**

Standing committees of the Association shall include, at a minimum:

- Community Engagement Committee
- Safety and Beautification Committee

Additional standing or ad hoc committees may be established by the Executive Committee as necessary to support the work of the Association.

Committee Chairs shall provide written or verbal reports at regular Membership meetings and shall operate in accordance with authority delegated by the Executive Committee or Membership.

#### **Article 5 – Financial Oversight and Administration**

The Treasurer shall maintain accurate and complete financial records and shall present a financial report at each regular Membership meeting.

In coordination with the Executive Committee, the Treasurer shall ensure the Association remains in good standing with the Internal Revenue Service and the State of Ohio, including the timely filing of IRS Form 990 and any required Ohio nonprofit corporate filings.

The Association may apply for and maintain applicable federal, state, and local tax exemptions as permitted by law.

An annual operating budget shall be prepared by the Executive Committee and presented to the Membership for approval no later than the March Membership meeting.

Expenditures exceeding five hundred dollars (\$500) require approval of the Executive Committee.

Unbudgeted expenditures of up to two hundred fifty dollars (\$250) may be approved jointly by the President and Treasurer.

All reimbursements shall require itemized receipts.

An annual financial review report shall be presented to the Membership and retained in the Association's records.

All financial records, budgets, and reports may be maintained electronically in a secure, cloud-based archive accessible to the Executive Committee.

### **Article 6 – Code of Conduct and Mediation**

Members and Officers shall conduct themselves in a respectful manner and uphold the integrity and mission of the Association.

Disruptive or disrespectful conduct at meetings may result in removal from the meeting by a majority vote of the Members present.

Officers shall disclose any conflicts of interest and recuse themselves from discussion or voting on matters in which a conflict exists.

A Member subject to disciplinary action may appeal such action to the Executive Committee at the next regular meeting.

The Executive Committee may appoint a three-member Mediation Panel of disinterested Members to assist in resolving disputes or grievances arising under this Code of Conduct.

### **Article 7 – Conflict of Interest and Whistleblower Policy**

The Association shall maintain procedures for reporting concerns related to misuse of funds, ethical violations, or misconduct.

Concerns may be reported confidentially to any Officer or member of the Executive Committee. No Member shall be subject to retaliation for reporting concerns in good faith, consistent with applicable Ohio law.

### **Article 8 – Indemnification**

To the fullest extent permitted by law, the Association shall indemnify its Officers, Members, and volunteers who act in good faith and within the scope of their duties against liabilities incurred as a result of their service to the Association.

### **Article 9 – Amendments**

These Bylaws may be amended by a majority vote of the Members present at any regular meeting of the Membership, provided that written notice of the proposed amendment has been distributed to the Membership at least ten (10) days prior to the vote.

## **Appendix A – Amendment History**

This appendix is intended to record future amendments to the Constitution and Bylaws.

| <b>Date Adopted</b> | <b>Effective Date</b> | <b>Description of Amendment</b> | <b>Reference</b> |
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