

CONSTITUTION and BY-LAWS
of the
HISTORIC HUFFMAN NEIGHBORHOOD ASSOCIATION
Dayton, Ohio

I. NAME & LOGO

A. The name of this organization shall be the Historic Huffman Neighborhood Association, Inc. (hereafter referred to as the “Association” or as “HHNA”).

B. The Association’s logo is as depicted in the picture herein:

1. The Association may take any action it deems necessary to protect such logo from misuse or misappropriation by any other person or organization.



II. LOCATION

A. The area designated as an area in the southeast portion of Dayton, Ohio, known as the Huffman Historic Area is bounded by:

1. The middle of East Third Street to the north – between the alley west of Terry Street and the alley east of Bell Street.
2. The east side of Bell Street to the east – between East Third Street and East Fourth Street.
3. The south side of East Fifth Street to the south = between Van Lear Street and the Conrail Railroad tracks.
4. The west side of Terry Street to the west – between East Third Street and the Conrail Railroad tracks.
5. The Conrail Railroad tracks establish the southwest.

III. OBJECTIVE

A. The objectives of the Historic Huffman Neighborhood Association shall be to unite those interested in the preservation, restoration and improvement of the Huffman Historic Area:

1. For the purpose of exerting more effectively their influence upon matters affecting the property 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 with others in promoting the civic development and economic growth of the Historic Huffman community and to aid in securing just and equitable laws for the protection of the Huffman Historic Area.

5. To adopt a constitution and code of regulations in conformity with the nonprofit corporation laws of Ohio and to do all other acts necessary, proper, and permissible under the laws of Ohio insofar as they inure to the direct benefit of the Huffman Historic Area.
- B. The objective of these By-Laws and associated parliamentary law is to facilitate the fair, equitable and orderly conduct of business, and to equitably balance the rights of persons or subgroups within the Association's total membership. The By-Laws and rules are based on a regard for the rights of the majority, the rights of the minority, (especially a strong minority – greater than one third of the individual members), of individual members, of absentees, and of all these together. (*Ref. Robert's Rules of Order*)

IV. MEMBERSHIP

- A. Membership shall be of three types: (1) Regular; (2) Lifetime; and (3) Honorary. Regular and lifetime members shall be considered equal in terms of rights and privileges.
 1. Regular membership shall be open to any and all interested persons but shall be limited such that not more than ten percent (10%) of the membership consists of individuals whose primary residence is outside the boundaries of the Historic Huffman Neighborhood Association (HHNA) Area. In the event the limit on non-HHNA residents is reached, additional non-resident applicants shall be placed on a waiting list. The waiting list shall be maintained in the order in which individuals applied (first in, first out).
 - a. Regular membership requires the payment of annual dues.
 - b. Dues shall be due annually on the first day of January, but will not be considered delinquent until January 31st.
 - c. The amount of the dues shall be fixed by the Board of Trustees and ratified by those members qualified to vote at the Annual Meeting.
 2. Lifetime membership to the Association is bestowed upon all persons who have resided within the boundaries of the Huffman Historic Area for at least thirty-five (35) years, or for at least ten (10) years and have attained the age of sixty (60). Lifetime membership does not require payment of dues. A lifetime member has the same voting privileges as a regular member.
 3. Honorary membership may be granted in recognition of service, action, or commitment to the Association or the Huffman Historic Area.
 - a. Any person or entity shall be eligible for honorary membership in the Association. Nominations shall be presented to the Membership Committee.
 - b. Honorary membership must be requested by at least three (3) voting members of the Association, and that request be presented to the Board of Trustees. If a majority of the Trustees agree that there is sufficient cause to warrant honorary membership, the request shall be put to a vote at the next general membership meeting, and if a majority of the members present vote in favor, honorary membership shall be awarded.
 - c. The term of the honorary membership may be for any time period, which shall be stipulated at the time of voting. It should reflect the nature of the service, action, or commitment to the neighborhood and shall be set by membership vote.

- d. An honorary member shall have all the rights and privileges of a regular member.
- B. The membership roster, consisting of names only, shall be made available to members in good standing, and to other authorized parties, in a timely manner per Internal Revenue Service (IRS) rules governing 501(c)(3) recognition and upon written or electronic request to any member of the Standing Membership Committee.

V. BOARD OF TRUSTEES

- A. The corporate powers, property and affairs of the Association shall be exercised, conducted and controlled by the Board of Trustees of the Historic Huffman Neighborhood Association.
- B. Trustee qualifications shall include the following:
 - 1. A prospective Trustee shall be a member in good standing of the Association and of voting status.
 - 2. Trustees must own a primary residence, which residence shall be within the boundaries of the Huffman Historic Area as defined in Article II, except as this provision may from time to time be waived by the Board of Trustees.
 - 3. Trustees shall be individuals of upstanding reputation and shall conduct themselves in a manner exemplary of the Association's objective to promote high standards of conduct among the members (Sect III.A.3.).
- C. The Board of Trustees shall be comprised of no less than seven (7) or no more than eleven (11) Trustees elected for a two-year term. Trustees for the Board shall serve the Association without compensation. The Trustees' terms shall begin at the close of the Annual Meeting. No more than one member of any household shall hold the office of Trustee at the same time. The size of the Board may be increased mid-term in accordance with the nomination and election provisions of these By-Laws.
- D. A quorum of Trustees shall be two-thirds (2/3) of the trustees then holding office.
- E. Business may be brought before the Board via motion by any Trustee who is recognized by the Chair and so obtains the floor. In addition, Association members may make informal or formal recommendations to the Board.
 - 1. Informal recommendations are so noted and the Board is obligated to discuss them and respond to the member by the next meeting of the Association membership.
 - 2. Formal recommendations are precisely stated in the manner of motions, and a vote of the membership is requested and granted. The recommendation shall be submitted to the Board of Trustees upon approval by a majority of the members then present. When a formal recommendation is submitted to the Board, the Secretary shall record the precise language of the recommendation, the number of votes in favor of the recommendation, the number of votes not in favor of the recommendation, and the number of abstentions. A formal recommendation shall be treated by the Trustees as a duly made and seconded motion, and dealt with in the manner of a main motion.
 - 3. The Board of Trustees may take any action with respect to a formal recommendation as may be taken with any main motion under *Robert's Rules*. For example, the Board may

adopt, amend and submit to the membership for reconsideration, amend and adopt, reject, or take other appropriate action.

- F. Business brought before the Board of Trustees shall be decided by a simple majority of a quorum of trustees except as may be otherwise noted in these By-Laws, or as the Trustees may, from time to time, stipulate.
- G. Any Trustee may be removed at any membership meeting by a two thirds (2/3rds) affirmative vote of a quorum of those members qualified to vote, provided written notice of the intention to remove the Trustee at a specified meeting is provided to all members not less than two (2) weeks prior to the meeting being held. Any vacancies on the Board of Trustees created in the course of enforcing these By-Laws shall be filled in accordance with the provisions for an interim or “mid-term” election (Sect V.C.)
 - 1. Not more than one-half (1/2) of the current acting Board members, minus one, can be replaced at any Annual Meeting.
 - 2. A Trustee failing to attend three consecutive meetings of the Board of Trustees, without cause and prior notification to the President or the Secretary, shall be automatically removed from the Board of Trustees at the conclusion of the third consecutive meeting for which the Trustee is in absentia without cause or notification.
 - 3. A Trustee failing to maintain current HHNA membership as evidenced by dues in arrears greater than thirty (30) days may be removed from the Board of Trustees by a two thirds (2/3rds) majority vote of a quorum of the remaining trustees. However, a trustee having dues in arrears of greater than ninety (90) days shall be automatically removed from the Board of Trustees.
 - 4. A trustee who is, or it is learned has been, convicted of, or pleads guilty or nolo contendere to, any felonious charge, or commits a fraudulent, dishonest, or unethical act with regard to the HHNA, its suppliers, vendors, sponsors, contributors, customers, employees, agents, or independent contractors, shall be automatically removed from the Board of Trustees at the time authoritative and verifiable information is disseminated to the Trustees
- H. Trustees may resign by giving written notice to the President or Secretary of the Association. Such resignation shall take effect at the time it is received by the Secretary and shall be reported promptly by verbal or electronic means to the remaining Trustees. A written notice of resignation shall be final and irrevocable.
- I. Any Trustee position declared vacant shall be filled by a special election to fulfill the unexpired term. The special election shall take place within sixty (60) days of declared vacancy according to the nomination and election procedures articulated in these By-Laws.

VI. OFFICERS

- A. The officers of the Association will be President, Vice-President, Secretary and Treasurer.
- B. The officers will be trustees elected by same at the trustees meeting following the Annual meeting. The term of office is one calendar year for all offices. Elected officers must be able to fulfill the requirements of the office.

- C. The person elected to the office of President must have served previously on the Board of Trustees for a minimum of one year. No person shall hold the office of President for more than two (2) consecutive terms. Partial terms of nine (9) or more months shall be considered a full term.
- D. Should an officer's position be vacated mid-term, The Board of Trustees shall fill the position at the next meeting of the Board of Trustees.

VII. DUTIES AND RESPONSIBILITIES OF OFFICERS

- A. It shall be the duty of the President to serve as the principal Executive Officer and head of the Corporation. The President shall 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 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 consent of the Board of Trustees, hiring and firing employees.
 - 3. With 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 the business of the corporation.
 - 5. Chairing the Board and presiding over all meetings of the membership and of the Board of Trustees, conducting all business in a fair and impartial manner in accordance with established HHNA parliamentary procedures (Sect XII.A.).
 - 6. With consent of the Board of Trustees, appointing a Parliamentarian who shall fulfill the function and perform the duties outlined in these By-Laws. The Parliamentarian shall be selected from among the Trustees, and may be one of the other Officers of the Association.
 - 7. Presiding over any and all election recounts in accordance with the Election provisions in Section VIII.D.11.
 - 8. Assuring that an Annual Face-to-Face Audit of the Association's finances is conducted by an Audit Subcommittee consisting of a minimum of three (3) Trustees in addition to the Treasurer, and that the results of the audit be reported at the HHNA December monthly meeting.
- B. It shall be the duty of the Vice-President to assist the President as necessary to carry out the business of the Corporation. The authorities and duties of the Vice President include but are 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.

- C. It shall be the duty of the Secretary to keep an accurate record of the acts and proceedings of the members and Trustees, give all notices required by law and by the members and Trustees, and keep proper books of accounts; on the expiration of his/her term of office, deliver all books, papers, and property of the Association to his/her successor or to the President; and in general to perform all the duties usually pertaining to the office. The authorities and duties of the Secretary include but are not limited to:
1. Keeping records of all business transacted at the meetings of the Membership and the Board of Trustees, representing the official Minutes of the Association. The Minutes shall adhere to the form described in *Robert's Rules* and shall avoid mention of discussion or debate unless directed by the Chair.
 2. With the advice and consent of the President, appointing from the Membership one or more Assistant Secretaries to carry out duties of the Secretary.
 3. Maintaining an official Attendance Record for meetings of the Board of Trustees noting for each meeting, the meeting date, attendees, absentees with cause and prior notification, and absentees without cause or prior notification.
 4. Handling all correspondence and filing and preserving all written records of the Corporation and other information of importance to the Corporation, excepting financial records.
 5. Countersigning all conveyances of real estate and all papers, contracts and documents which require the signature of the President, if no other Trustee has been specified by the Board.
 6. 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.
 7. Performing all other reasonable duties as required by the Membership and the Board of Trustees.
- D. It shall be the duty of the Treasurer to keep all funds and accounts and, in the form of checks, drafts of notes, pay corporate obligations as authorized by the Board of Trustees and 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 monthly, hard copy Balance statements accounting for all Income and Expenses for the month prior, an updated Year-to-Date Statement of Accounts, and any additional financial data as directed by the The Board of Trustees.
 4. Collecting dues and notifying the Secretary of changes in membership status.

5. Depositing all corporation funds in such banks or investment vehicles as directed by the Board of Trustees. All transactions shall be executed on the date and in the manner specified by the Board of Trustees.
 6. Paying obligations of the Corporation in accordance with the following authorizations:
 - a. Amounts up to \$100.00 per month at the Treasurer's discretion.
 - b. Amounts greater than \$100.00 each month upon the vote of the Board of Trustees.
 7. 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.
- E. It shall be the duty of the Parliamentarian to function as an informed reference with respect to HHNA parliamentary procedures. As such, the Parliamentarian shall:
1. Be thoroughly versed in those procedures (Sect XII.A.).
 2. Have in his or her possession an unabridged and current edition of the Robert, Evans, Honemann and Balch, *Robert's Rules of Order (RRO)* at every meeting of the Trustees and Membership. An edition of Robert's Rules of Order shall be considered current if it is the 10th edition or later and if it is no more than two editions removed from the most recently published edition. Upon request, the HHNA shall provide the Parliamentarian with a current edition of Robert's Rules of Order, which copy shall remain the property of the HHNA to be returned to the Association at the conclusion of the Parliamentarian's term.
 3. Be knowledgeable in using and applying *RRO* to virtually any situation that may arise in the conduct of HHNA business, and exercise reasonable judgment in the application of *RRO* to HHNA proceedings.
 4. "Interrupt as little as is consistent with the demands of justice." (*Robert's Rules of Order*)
The Parliamentarian shall therefore refrain from raising points of order or points of procedure and remain silent with respect to ruling or commenting on parliamentary procedure unless:
 - a. Called upon by the Chair to render an opinion or provide a relevant citation from *RRO*
 - b. Raising a Point of Order or Point of Procedure in response to a situation that reasonably requires it to satisfy the demands of justice or to effectively conduct HHNA business.

VIII. ELECTIONS

- A. The election of Trustees shall take place at the Annual Meeting. The Trustees are elected by the membership. To be elected, the nominees must receive the highest number of the votes cast out of the field of candidates.
 1. In the event of a tie for the highest number of votes, the people with the lowest number of tied votes shall have a run-off election among those present, to be conducted during the same meeting and immediately following the first election. The runoff election shall be conducted by secret ballot. Ballots shall be provided by the Election Committee, not more than one per person, and shall be on slips of paper or card stock that are of a distinct, non-white color and size, whose color and size vary with each annual election cycle. Marked

ballots that have been altered in size from the original shall be discarded and will not be counted in the vote tally.

- B. Nominations shall be accepted by the Board of Trustees during the two general membership meetings prior to the Annual Meeting. No nominations will be accepted at the Annual Meeting. To be eligible for election, a nominee must.
1. Comply with Sect V.B., Trustees and Qualifications, and be free of causes for removal (Para V.G.ff.).
 2. Accept the nomination in person, before the HHNA, and so declare themselves to be a candidate, by the close of the general membership meeting prior to the Annual Meeting.
 3. Nominees shall provide the Secretary with a brief written sketch of their qualifications not later than three weeks prior to the Annual Meeting. Written sketches provided by nominees may be published in whole or in part in any HHNA sanctioned publications and at the sole discretion of the HHNA Board of Trustees.
 4. Nominees should expect to be called upon to provide a brief, verbal overview of their qualifications and to be subject to questioning by the members of the Association at the Annual Meeting. The parliamentary procedures for this dialog shall be stipulated by the Board of Trustees at the outset of the Annual Meeting, or, if not stipulated, shall default to a two minute verbal overview provided by each nominee, followed with questions-and-answers that are (a) moderated by the Chair, and (b) time-limited to thirty second questions and one-minute responses by each of the nominees to whom the questions are directed. Two rounds of questions are permitted, and no member may ask a second question until all members desiring to ask a first question have done so.
- C. A nominee who accepts a nomination for HHNA Trusteeship in accordance with Section VIII of these By-Laws, and who subsequently withdraws that acceptance at any point prior to the impending election for which they were nominated, shall not be eligible for re-nomination during that election cycle.
- D. The election of trustees shall be conducted in accordance with the following procedures:
1. The standing Elections Committee (XI.A.3) shall oversee all elections and shall be responsible for enforcing the election process as outlined in these By-Laws.
 2. Voting shall occur in an orderly manner and shall be completed during the annual meeting and at other meetings as may from time to time be required due to vacancies.
 3. Voting shall be anonymous on a ballot provided by the Elections Committee.
 4. Ballots shall list the eligible candidates for the election and shall clearly specify the number of individuals for which a member may vote. (Example: There may be six candidates, and a member may vote for any four of the six.)
 5. Ballots in which the maximum number of candidates for whom a vote is recorded exceeds the allowed and stated maximum, shall be discarded.
 6. The Elections Committee shall prepare ballots for each election. Ballots shall be numbered consecutively beginning with an arbitrary number greater than 100 and duly noted by the Elections Committee. Numbers shall not be correlated with individual members.

7. The Elections Committee shall verify the eligibility of each voter requesting a ballot, and shall issue not more than one ballot per eligible member by entering their initials along side the member's name on a list of eligible members, indicating that the member has received a ballot. The member shall in turn sign the members list along side their name acknowledging receipt of a ballot. A combination of an Elections Committee member's initials and a signature along side a member's name in the election membership list shall be considered authoritative proof that a member has received a ballot.
8. No additional ballots shall be issued to that member except in the case a member returns a damaged or mistakenly marked ballot, the ballot may be returned to an Elections Committee member, immediately destroyed, and a new ballot is issued by way of replacement. In this latter event, the member shall enter their initials along side their signature indicating they have received a replacement ballot, and not less that two members of the Elections Committee shall witness and acknowledge the exchange and destruction of the damaged or mis-marked ballot by initialing the election membership list. A member may receive not more than one replacement ballot, and must provide an original ballot in exchange for the replacement. The Elections Committee is not authorized to issue ballots to members under any other circumstances or procedures.
9. The Elections Committee shall verify that the number of ballots submitted in the vote does not exceed the number of ballots that were distributed, and that the numeric range of the numbered ballots returned corresponds to the numeric range of the numbered ballots that were distributed.
10. All eligible votes shall be counted. The Elections Committee shall process absentee ballots in accordance with Para IX.C.
11. Ballots shall be destroyed (shredded) upon completion and verification of the vote totals and provided no member objects. If any member objects and desires the votes be counted again, the votes shall be again counted and the totals compared with the first count. If there are no discrepancies, the first count shall be valid without recourse. If the counts differ, the count shall be considered to be in question and the outcome of the election unknown. In the latter event, the ballots will be retained by the Secretary for thirty (30) days during which time the votes shall be recounted under supervision of the President and one or more Trustees whom the President may select, until there are no discrepancies in successive counts, and a Teller's Report of the recount presented at the next meeting of the members of the Association. Results of the recount shall be final. Ballots shall be destroyed after verification and declaration by the President of a valid recount.
12. The Elections Committee shall ensure that provisions are made to execute the procedures required for a run-off election in accordance with Para VIII.A.1.
13. The Elections Committee shall issue clear instructions, written on the ballots, and expressed verbally at the time of voting, and shall answer any questions of procedure members may have in correctly casting their vote.
14. The Election Committee shall prepare and deliver to the Secretary a Tellers' Report documenting the Number of Votes Cast, the Number of Votes received by each eligible candidate, the number of votes received by each inelligible candidate, the number of rejected ballots and reasons for rejection. In accordance with *Robert's Rules of Order* (Section 45): "The Tellers' Report is entered in full in the minutes, becoming a part of the official records of the organization. Under no circumstances should this be omitted in an election or in a vote on a critical motion out of a mistaken deference to the feelings of

unsuccessful candidates or member of the losing side.” Upon receiving the Tellers’ Report and being granted the floor, the Secretary shall announce the winners to the entire assembly, in a clear and distinct voice. Any member may review the Teller’s Report at any time.

IX. VOTING

- A. The right to vote shall be reserved to qualified members. To be qualified, a member must be of legal voting age, must have been a member for a minimum of thirty (30) consecutive days prior to the vote, and must comply with the conditions of membership per Para IV, Membership.
- B. 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 Association.
- C. Qualified members who cannot attend a meeting in which a membership vote is to be taken may vote absentee by giving their absentee vote in person or by an agent, sealed in an envelope with the time and date the vote is cast inscribed in ink on the ballot, and the time, date, member's name, address and signature inscribed in ink on the outside of the envelope, to any Trustee. In order to be valid, absentee ballots shall be provided to the Chairperson of the Election Committee not later than two days prior to the election. Voting eligibility must be verified prior to opening the envelope. The contents of the eligible, sealed envelopes shall be collected and counted with the regular votes. Votes must be dated and timed with the ballot signature, and are not eligible for individuals who are not declared and valid nominated candidates at the date and time the absentee vote is cast.
- D. Members may vote for anyone they wish. Votes for individuals who are not declared candidates in accordance with VIII.B. shall be discarded and noted as such in the Tellers’ Report.
- E. Trustees must submit the following issues to the membership for vote:
 - 1. Election or non-automatic dismissal of Trustees, the latter in accordance with applicable rules for Removal (Para V.E.)
 - 2. Amendments or Revisions to this Constitution and By-Laws in accordance with Section XV.
- F. The Board may request opinion from the floor on any issue before action is taken by the Trustees.
- G. A quorum of at least twenty (20) qualified voting members, inclusive of trustees, must be present for any matter submitted to a vote of the membership.

X. MEETINGS

- A. The Historic Huffman Neighborhood Association shall meet at least once each month. All monthly meetings are 'general meetings' except the January meeting which is called the 'Annual Meeting'. All general, annual, and board meetings shall be open to the public.
- B. The Annual Meeting shall be held to hear and to take action on:
 - 1. Reports from all Standing committees.
 - 2. Election of Trustees.

- C. The Board of Trustees shall meet once a month (other than the general membership meetings). They shall decide what day of the month they will meet.
- D. Special meeting of the membership may be called by:
 - 1. A majority vote of the Board of Trustees for any specific purpose which shall be stated.
 - 2. Twenty (20) percent of the membership through written request, stating the reason for the meeting, to the President or Vice-President.
- E. Standing Committee meetings shall occur at the convenience of the members of the respective committees. All committee meetings shall be open to the public; only members of each committee shall be entitled to vote at the meeting.
- F. At the second (2nd) general meeting following the Annual Meeting, all Standing Committees shall present:
 - 1. Goals and program proposals, including budget(s).
 - 2. Suggest direction and share concerns in a written form for the record and discuss verbally, as time permits.
- G. A special meeting of the Board of Trustees may be called for any purpose by the chairperson of the board, the president, any vice-president, or any two trustees. Any such call shall state the purpose or purposes of the proposed meeting.
 - 1. Special meetings of the Board of Trustees may be open or closed at the pleasure of the Trustees. Special meetings of the Board of Trustees shall be reserved for the purpose of devising recommendations, motions or proposals to be brought before the Board of Trustees in a subsequent regular open meeting.
 - 2. No decision shall be made, or action taken, at special meetings of the Board of Trustees, that shall not be brought before the regular and open meeting of the Board of Trustees where it shall require approval prior to its enactment.
- H. All Association meetings are public. The monthly general membership meetings shall meet at the first Monday of the month, unless that Monday is a holiday, then the meeting shall take place on the second Monday. This provision does not limit the Trustees from designating a different day for the monthly general membership meeting during the calendar year, provided membership is notified of the change in a neighborhood newsletter or flyer preceding the regularly scheduled meeting or the new meeting date, whichever is first.

XI. COMMITTEES

- A. Standing committees shall be:
 - 1. Membership Committee
 - 2. Ways and Means Committee
 - 3. Elections Committee

- B. Each Standing Committee membership shall include at least one trustee. The members of the Standing Committees shall be determined by the Board of Trustees after the Annual Meeting, and the term of each Standing Committee shall be one year, annually renewable. The standing committee chairpersons shall be appointed by the Board of Trustees. Committee chairpersons shall maintain a list of committee members and minutes (which shall be available to the membership for examination upon request). Each committee shall present recommendations for chairperson at the first Trustee meeting after the committee has been formed or as needed. Chairpersons may be removed by two-thirds (2/3rds) vote of all Trustees.

XII. RULES OF ORDER

- A. The rules of Parliamentary Procedure as laid down in ROBERT'S RULES OF ORDER shall govern all meetings with this Constitution taking precedence. The latest available edition of *Robert's Rules* shall be the authoritative version.

XIII. LIMITATIONS

- A. No part of the net earnings of the Association shall inure to the benefit of or be distributed to its members, Trustees, Officers, or any other private persons, except that the Association 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 III of this Constitution. No substantial part of the activities of the Association shall be carrying on of propaganda, or otherwise attempting to influence legislation, and the Association 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 the Articles, the Association shall not carry on any other activities not permitted to be carried on by:
 - 1. 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
 - 2. 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).
- B. Upon the dissolution of the Association, the Board of Trustees, shall, after paying or making provision for the payment of all the liabilities of the Association, dispose of all of the assets of the Association to the Montgomery County Historical Society or such other entity organized or operated exclusively for such purposes of restoration or preservation.

XIV. ACCOUNTING YEAR

- A. The accounting year of this Association shall correspond with the Calendar Year and shall end on December 31st of each year.

XV. AMENDMENTS and REVISIONS

- A. This Constitution and By-Laws may be amended or, in the event of a number of significant changes, revised, at any meeting of the membership of Historic Huffman Neighborhood Association upon report of the Board of Trustees and upon the approval by two-thirds (2/3rds) vote of the membership present and voting, providing that a quorum exists and that written notice

of such proposed amendment shall have been given the Association membership at least two weeks prior to the meeting.

XVI. INDEMNIFICATION

- A. Each party, the HHNA, and each Trustee, shall, at all times during the term of office and thereafter, indemnify, defend and hold harmless the other party and his or its directors, officers, executives, agents, representatives, successors and assigns, as applicable (collectively, the “Indemnified Parties”), from, against and in respect of any and all claims (made or alleged), fines, penalties, interest, costs, expenses, damages, demands, judgments, losses and liabilities, including attorneys’ fees and costs, that may at any time hereafter be incurred or suffered by one or more of the Indemnified Parties in connection with or arising out of (i) a breach of any provision of these By-Laws by the indemnifying party, or (ii) in the case of Trustee as the indemnifying party, any negligent acts or acts of willful misconduct by Trustee, whether in connection with the performance of services herein or otherwise

Adopted/Ratified at the general meeting, held (date) AUGUST 1, 2005

President (signature): _____

President (print): LEROY N. WATSON Date: _____

Secretary (signature): _____

Secretary (print): EMILY B. WEAVER Date: _____

Signatures on File