

THE
CONSTITUTION
OF
DAYTON INTERNATIONAL FESTIVAL, INC.
DAYTON, OHIO

November 5, 1978

Amendments To The Constitution:

February 8, 1987

Article VII Sections 10 and 11

February 3, 1991

Article IV Section 4

As of February 21, 1995

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PLEDGE OF ALLEGIANCE TO THE FLAG OF THE UNITED STATES:

“I Pledge allegiance to the flag of the United State of America, and to the republic for which it stands, one nation, under God, indivisible, with liberty and justice for all.”

ORDER OF BUSINESS

DAYTON INTERNATIONAL FESTIVAL, INC.

1. Call to order by President.
2. Pledge of Allegiance to the Flag of the United States of America.
3. Roll call of officers.
4. Roll call of members.
5. Reading of Minutes of previous meetings.
6. Report of Officers.
7. Report of Committee.
8. Unfinished business.
9. New business.
10. Good and Welfare.
11. Adjournment

ARTICLE I

NAME, LOCATION, INCORPORATION, DURATION

Section 1. Name and Location

The Corporation shall be known as “Dayton International Festival, Inc.” The principal office of the Corporation shall be located in the City of Dayton, Montgomery County, Ohio.

Section 2. Incorporation

This Corporation was incorporated on February 6, 1978, as a non-profit corporation under Sections 1702.01 et. seq., Revised Code of Ohio. The Corporation's Articles of Incorporation are recorded on Roll E 379 at Frame 1621 of the Records of Incorporation and Miscellaneous Filings, Certificate No. 511111, Secretary of State of Ohio, Columbus, Ohio.

Section 3. Duration

The death, removal or resignation of any member of this Corporation shall not result in the dissolution of this Corporation.

ARTICLE II

PURPOSES

Section 1. The purposes of this Corporation are:

- (a) To promote and preserve the cultures and heritage of the ethnic groups, religious groups and war veterans groups, to sponsor and participate in activities highlighting the development of bonds of friendship through cultural exchange and joint endeavors by the ethnic groups, religious groups, and war veterans groups, and to participate with other civic groups in promoting the culture, heritage and religious aspects of our way of life.
- (b) To promote social and friendly relationship among the members and their guests.
- (c) To engage in recreational, pleasure, educational, ethnic-centered religious and other non-profitable purposes of the Corporation and its members.

(d) To engage in any lawful acts of activity for which non-profit corporations may be formed under Sections 1702.01 et seq., Non- Profit Corporation Law, Ohio Revised Code.

Section 2. Non-profit Corporation

This organization is not organized for the pecuniary profit of, nor shall any part of its net earnings or any part hereof, be distributed to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 1 above. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, this Corporation shall not, except to an insubstantial degree, engage in any activities or exercise any powers that are not in furtherance of the purposes of this Corporation.

Provided, however, that the payment of reasonable compensation for services rendered and the distribution of assets on dissolution as permitted by Section 1702.49 of the Revised Code (winding up: powers and duties of trustees) shall not be deemed pecuniary gain or profit or distribution of earnings.

However, distribution may be made to members who are non-profit Corporations as established in Section 1702.01 (C) of the Ohio Revised Code, and distribution may be made to members who are religious organizations as defined under Section 501 of the Internal Revenue Code, and distributions may be made to members who are social clubs as defined under Section 501 of the Internal Revenue Code, and distribution may be made to members who are an organization exempt from income tax under Subchapter F - Exempt Organizations (501 et. seq., or an organization exempt under a Subsection of Code 501) Internal Revenue Code, as amended.

Any such distribution aforesaid, shall be provided for by the membership and/or Board of Trustees.

ARTICLE III

ALL-POWERS CLAUSE

This Corporation shall have the power to do any lawful acts or things reasonably necessary or desirable for carrying out interests of its members in connection therewith.

ARTICLE IV

MEMBERSHIP

Section 1. Qualifications for Membership

(a) The membership of this Corporation shall be open to the following: to ethnic groups; to religious organizations, to war veterans' organizations, to social clubs; to charitable, religious, education, scientific and literary organizations residing within the Dayton, Ohio, metropolitan area.

(b) Each applicant shall meet at least one of the following conditions: Be a Non-profit corporation organized under Section 1702, Ohio Revised Code; or a religious organization as defined under Section 501 of the Internal Revenue Code; or a war veterans' organization as defined under Section 501 of the Internal Revenue Code; or an organization exempt from income tax Revenue Code, as amended.

(c) Each applicant must have racial, national and/or geographic characteristics in common.

(d) Only one (1) applicant for each ethnic entity shall be permitted.

Section 2. Application for Membership

Application for membership shall be written and signed by the applicant on the membership application form of the Corporation.

Section 3. Disposition of Applications

(a) All applications for membership shall be submitted at the next following regular membership meeting for acceptance or rejection as members of the Corporation.

(b) The affirmative vote of the majority of the members present at a meeting at which a quorum is present shall be necessary for the acceptance of an applicant as a member of the Corporation. In the event a member abstains from voting, such abstaining member shall not be counted as part of the total votes cast.

Section 4. Dues

(a) Dues of each member shall be \$10.00 per fiscal year, payable immediately upon acceptance in the Corporation and payable on October 1st of each year. Any member who has not paid its dues on or by January 1st of each year shall automatically be dropped as a member of the Corporation.

(b) No dues may be accepted from any member organization while said organization has any monies due and owing to the Corporation. For purposes of this section, "monies" are defined as, but not limited to, Festival fees, costs and fines and any other expense the Corporation may assign itself as individual organizations.

(c) Thereafter, if such ex-member desires to become a new member of the Corporation, it shall be considered as a new applicant and submit a new application membership form.

Section 5. Membership Meeting, Place, Notice

The regular monthly membership meeting of the Corporation shall be held on the first Sunday of each month, unless otherwise provided by the membership, the time and place to be designated by the President and/or by the membership. Written notice of the time and place of each meeting of the members shall be given to each member either by personal delivery or by mail, telegram, or cablegram at least seven days before the meeting, which notice need not specify the purpose of the meeting.

Section 6. Adjournment

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 7. Quorum

- (a) A quorum shall consist of 55% of the membership.
- (b) The affirmative vote of a majority of the members present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the members. In the event a member abstains from voting, such abstaining member shall not be counted as part of the total votes cast.
- (c) A majority of the members present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Section 8. Voting Rights

Each member shall be entitled to one vote on each matter properly submitted to the members for vote, consent, waiver, release or other action. No member shall vote by mail and no member shall vote or act by proxy.

Section 9. Method of Voting; Representation

- (a) Voting at any membership meeting may be by voice, show of hands, by standing, or by secret balloting. The Chair shall establish the method of voting, unless the membership so instructs the Chair on the method of voting.
- (b) Representation - A member shall act through its duly authorized representative. The member shall submit in writing the name, address, and telephone number of its representative or alternate, if any, to the Corporation (preferably on the written Representation Notice form as prepared by the Corporation). All notices to a member required by the Constitution and any and all other notices to a member, shall be to the representative of the member as aforesaid submitted.

Section 10. Vote of Members Required for Rescission

The authorization or taking of any action by vote, consent, waiver, or release of the members may be rescinded or revoked by the same vote, consent, waiver, or release

as to authorize or take such action in the first instance, subject to the contract rights of other persons.

Section 11. Special Meetings

(a) Should any business require special action, a special meeting may be called by the President, the Board of Trustees, or at least ten (10) members who submit the request in writing to the President or the Board of Trustees. Said written request shall state the purpose of the special meeting.

(b) Written notice of all special meetings shall be given at least three (3) days before said meeting convenes. The written notice shall state clearly the purpose of the special meeting and no other business shall be transacted.

Section 12. Resignation

Any member may resign at any time, but such resignation shall not be effective until all indebtedness to the club is discharged.

ARTICLE V

BOARD OF TRUSTEES

Section 1. Composition; Tenure of Officers

The Board of Trustees of this Corporation shall be all the members only of the Corporation, and upon termination of any member, as a member of the Corporation, such position as a trustee shall simultaneously terminate. Each trustee shall hold office as a trustee for the same length of time as they are members of this Corporation as established in Article IV above.

Section 2. Trustee Meeting, Place, Notice

Meetings of the trustees may be called by the chairman of the board/president or any ten (10) members, the time and place to be designated by the chairman of the board/president. Written notice of the time and place of each meeting of the trustees shall be given to each trustee either by personal delivery or by mail, telegram, or cablegram at least seven days before the meeting, which notice need not specify the purposes of the meeting.

Section 3. Adjournment

Notice of adjournment of a meeting need not be given if the time and place to which it is adjourned are fixed and announced at such meeting.

Section 4. Quorum

(a) A quorum shall consist of 55% of the total number of trustees.

(b) The affirmative vote of a majority of the trustees present at a meeting at which a quorum is present shall be necessary for the authorization or taking of any action voted upon by the trustees. In the event a trustee abstains from voting, such abstaining trustee shall not be counted as part of the total votes cast.

(c) A majority of the trustees present at a meeting, whether or not a quorum is present, may adjourn such meeting from time to time.

Section 5. Voting Rights

Each trustee shall be entitled to one vote on each matter properly submitted to the trustees for their vote, consent, waiver, release or other action. No trustee shall vote by mail and no trustee shall vote or act by proxy.

Section 6. Method of Voting; Representation

(a) Voting at any trustee meeting may be by voice, show of hands, by standing, or by secret balloting. The Chair shall establish the method of voting, unless the trustees so instruct the Chair on the method of voting.

(b) Representation - A trustee shall act through its duly authorized representative, as set forth in Article IV, Section 9 (b).

Section 7. Vote of Trustees Required for Rescission

The authorization or taking of any action by vote, consent, waiver, or release of the trustees may be rescinded or revoked by the same vote, consent, waiver, or release as at the time of rescission or revocation would be required to authorize or take such action in the first instance, subject to the contract rights of other persons.

Section 8. Annual Meeting

At least one (1) annual meeting of the Board of Trustees shall be held no later than the month of September and a report of such meeting shall be made and read to the membership at the next following regular membership meeting.

Section 9. Special Meetings

(a) Should any business require special action, a special meeting may be called by the President, or at least ten (10) members who submit the request in writing to the President. Said writ-ten request shall state the purpose of the special meeting.

(b) Written notice of all special meetings shall be given at least three (3) days before said meeting convenes. The written notice shall state clearly the purpose of the special meeting and no other business shall be transacted.

Section 10. Resignation

Any trustee may resign at any time, but such resignation shall not be effective until all indebtedness to the Club is discharged.

ARTICLE VI

COMBINED MEETING OF MEMBERSHIP & TRUSTEES

A combined meeting of the membership and trustees is permissible.

ARTICLE VII

OFFICERS

Section 1. Composition

The officers of this Corporation shall consist of President, First Vice-president, Second Vice-president, Treasurer, Secretary, and Sergeant at Arms.

Section 2. Term of Office

Each officer shall hold office for a period of one (1) year. Each officer shall hold office for no more than two (2) consecutive terms. An officer who serves more than 183 days shall be considered to have served a full term in that office.

Section 3. Compensation

All officers shall serve without compensation unless otherwise provided.

Section 4. President

- (a) Shall be president and chairman of the Board of Trustees (one and the same person).
- (b) Shall enforce all provisions of the Constitution and By-Laws.
- (c) Shall be ex-officio member of all committees of the Corporation.
- (d) Shall preside at all Corporation meetings, including membership meetings, board of trustee meetings, officer meetings, and shall generally perform the duties pertaining to the office of president and chairman of the board of trustees.
- (e) Shall have the authority to sign the checks, bills, and notes of the Corporation with the Treasurer.
- (f) May appoint all committees and chairpersons, not otherwise provided.
- (g) Shall act to the best of his ability in furthering the interest of the Corporation.

Section 5. First Vice-president

(a) In the event of death, resignation or disability of the president, the first vice-president shall assume all the duties and responsibilities and powers of the president until a successor shall qualify.

(b) In the event of the absence of the president from any membership meeting, board of trustees meeting or officer meeting, the first vice-president shall act as the president and shall have all the duties, responsibilities and powers as the president while so acting as president.

(c) Shall provide for meeting rooms and facilities for meetings of the Corporation, membership meetings, trustee meetings, and officer meetings.

Section 6. Second Vice-president

(a) In the event of death, resignation or disability of the president and/or the first vice-president, the second vice-president shall assume all the duties and responsibilities and powers of the president until a successor shall qualify.

(b) In the event of the absence of the president and the first vice-president from any membership meeting, board of trustees meeting or officer meeting, the second vice-president shall act as the president and shall have all the duties, responsibilities and powers as the president while acting as president.

(c) Shall provide for meeting rooms and facilities for meetings of the Corporation, membership meetings, trustee meetings, and officer meetings.

Section 7. Secretary

(a) Shall issue all notices and summons for all meetings as provided for in the Constitution.

(b) Shall keep a correct account of each member with its full name and address, shall preserve the application forms of members and shall prepare an annual membership list of all members.

(c) Shall answer all correspondence of the Corporation.

(d) Shall read all documents and correspondence at the proper meetings and preserve all documents and records of the Corporation.

(e) Shall keep minutes and records of all membership meetings, officers meetings, and Board of Trustee meetings, and shall ad and be the Secretary of the Board of Trustees.

(f) Shall accept the certificate of election returns from the Nomination- Election Committee and enter same upon minutes of the meeting.

Section 8. Treasurer

- (a) Shall have full charge of the collection of all dues, fees, and other revenues of the Corporation.
- (b) Shall receive all monies paid into the Corporation and give a receipt for same. Shall keep a record of all monies paid out by the Corporation.
- (c) Shall keep a record of all monies paid out by the Corporation.
- (d) Shall deposit all Corporation monies in a bank or banks and other depository as approved by the Board of Trustees and/or by the membership and in the name of the Corporation.
- (e) Shall inform each member in writing when membership dues are payable and amount.
- (f) Shall require proper evidence of any debt or bill of the Corporation prior to issuing payment for same.
- (g) Shall sign the checks, bills, and notes of the Corporation with the signature of the President.
- (h) Shall render an itemized report of all income and expenditures at each membership meeting.

Section 9. Sergeant at Arms

Shall preserve order at all meetings of the Corporation, including membership meeting, trustee meeting, and officer meeting, by taking appropriate action only at specific instructions of the presiding officer at the meeting.

Section 10. Nomination and Election of Officers

- (a) In order to be eligible to be nominated as an officer, the following qualifications must exist: (1) be the representative of the member at the time of the nomination; or (2) a present officer.
- (b) No eligible member shall be nominated for officer unless the said member (1) is present at the meeting when nominations are held, and signifies willingness to accept such nomination, or, if not present at such meeting, a nominee may be nominated as an officer provided the said member has signified in writing or (2) the Nomination-Election Committee submits a member in writing, regardless if such nominee is present at the meeting when nominations are held.
- (c) Nominations and elections for officers shall take place at the membership meeting in the month of June. A nominee can withdraw candidacy at any time prior to the election by notifying the Nomination-Election Committee in writing of such withdrawal.
- (d) Election shall be conducted by secret ballot. The names of candidates shall be

listed in alphabetical order on the election ballot for each office. The candidates receiving the greatest number of marked valid ballots cast shall be elected. In the event of a tie, a runoff election shall be immediately held.

(e) Each candidate may appoint one person who is not a candidate for any office, to observe and be present when the Nomination-Election Committee counts the ballots.

Section 11. Installation of Officers

The newly elected officers shall be installed at the membership meeting in the month of September and shall assume their duties.

Section 12. Vacancy of Officers

(a) Any officer failing to attend three (3) consecutive meetings without valid excuse, such position as an officer may be declared vacant by the Board of Trustees. Said three (3) consecutive meetings shall include any membership meeting and/or and Board of Trustees meeting, including the combinations of any such three (3) consecutive meetings. The Board of Trustees shall rule on valid excuse. Such meetings shall include regular or special meeting.

(b) Upon the vacancy, resignation or removal of any officer or vacancy occurring from whatever reason, the Board of Trustees shall appoint a member to fill the entire unexpired term of such vacancy, and no election is necessary.

Section 13. Officer meeting

(a) The President may call an officer meeting at any time, place and each officer shall attend such meeting.

(b) Notice of all meetings of the officers shall be given to each officer by the President at least two (2) days prior to the meeting. Such notice may be by telephone, personal contact, in writing, by mail or by telegram. However, any such notice may be waived in writing before or after the holding of the meeting, which shall be filed with or entered upon the records of any such meeting. All defects in such notice are waived when the officer attends such meeting.

Section 14. Delivery of property to successor

Each officer, at the expiration of the term of office, shall deliver to the successor, all monies, books, papers and other property in the possession belonging to the Corporation and shall not be relieved from such obligation until said deliverance has been completed.

ARTICLE VIII

NOMINATION - ELECTION COMMITTEE

Section 1. Appointment

The Nomination-Election Committee shall consist of three (3) members appointed by the President, who are not candidates for any elected office. The President shall appoint one of the three (3) members as Chairperson.

Section 2. Duties

The Nomination-Election Committee shall perform the following duties:

- (a) To present nominees for candidacy for officer when nominations are held.
- (b) To prepare, conduct and supervise the election of officers.
- (c) To verify the eligibility of each candidate with the Secretary.
- (d) To prepare, conduct and supervise the election of officers.
- (e) To distribute the ballots to qualified members entitled to vote; to conduct a secret election; to count the ballots only after balloting has been completed, and count only properly marked valid ballots.
- (f) To announce and post the results of the election immediately after the votes are tabulated; to announce the number of valid ballots cast for each candidate; and to make a full report of the election to the membership prior to the adjournment of the meeting.
- (g) Each member of the Nomination-Election Committee shall sign a statement verifying the results of the election, which certificate shall be given to the secretary to be entered upon the minutes of said meeting.
- (h) The ballots may be disposed of after the adjournment of the meeting and it is not mandatory that the ballots be preserved.

Section 3. Finality

All matters pertaining to any election as set forth in the Constitution, shall be the responsibility of the Nomination-Election Committee and its decision on all such matters are final unless otherwise overruled by the membership at such meeting.

Section 4. In charge of Installation

The Nomination-Election Committee shall be in charge of the installation of officers and may provide an appropriate ceremony for such installation.

ARTICLE IX

COMMITTEES

All Standing and/or Special Committees and Chairpersons necessary to promote the purposes and conduct the business of this Corporation may be appointed by the Board of Trustees and/or the membership. Such aforesaid committees shall have such authority as may be conferred upon such committee by the creating authority.

ARTICLE X

RULES; PROCEDURE

Section 1. Parliamentary Procedure

The current edition of Robert's Rules of Order shall guide the Corporation in parliamentary procedure when applicable, provided, however, that the same is not inconsistent with Chapter 1702: Non-profit Corporation Law; and Ohio Law; and this Constitution, which shall prevail over Robert's Rules of Order.

Section 2. Adjournment, Reopen Meeting

When any membership meeting and/or trustee meeting has been adjourned, it shall not be reopened on the same day, except by unanimous consent of the members and/or trustees has left the meeting place after adjournment, it shall not be reopened.

ARTICLE XI

RECORDS

All records of the Corporation shall be kept for a minimum of five (5) years. Such records include, but are not limited to dues, revenues, documents, reports, membership lists, correspondences, etc. The membership application form and representative notice form shall be permanently preserved.

ARTICLE XII

DISSOLUTION

Upon the dissolution of the Corporation, the trustees shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501* (3) of the Internal Revenue Code of 1954 (or the corresponding provisions of any future United States Internal Revenue Law), as the trustees shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations as such Court shall determine which are organized and operated

exclusively for such purposes.

ARTICLE XIII

DISCRIMINATION

There shall be no discrimination against any member or person on account of race, color, natural origin, age, religion, sex or handicap.

ARTICLE XIV

AMENDING CONSTITUTION

This Constitution shall not be amended or added to, except by presentation of said amendment or addition in writing and bearing the signatures of at least ten (10) members, at a regular or special membership meeting, and read at two (2) consecutive regular or special membership meeting, and passed on at said second regular or special membership meeting by two-thirds (2/3) vote of valid marked votes cast. Voting shall be by written secret balloting. In counting the ballots, only the ballots cast shall be counted. In the event a member abstains from balloting, such abstaining member shall not be counted as a vote.

ARTICLE XV

ADOPTION OF CONSTITUTION

This Constitution shall be in force and effect on and after being passed on, including any amendments, changes and/or additions.

ADOPTED BY MEMBERSHIP ON
November 5, 1978