

**DOWNTOWN NEWARK ASSOCIATION BYLAWS  
AS AMENDED APRIL 2016**

**ARTICLE I: NAME & PURPOSE**

SECTION 1. The Name of this Organization shall be Downtown Newark Association, hereinafter referred to as "DNA."

SECTION 2. The purpose of the DNA shall be to develop programs that promote and enhance Downtown Newark as a great place to live, do business and visit..

SECTION 3. Downtown Newark is defined as the area bounded by and including:  
East = Easy St, West = 6th St, North = State Route 16, South = Railroad Tracks.

**ARTICLE II: FISCAL YEAR**

SECTION 1. The DNA shall operate under a Fiscal Year commencing on the first day of April and ending the last day of March.

**ARTICLE III: MEMBERSHIP**

SECTION 1. General Membership in the DNA shall be open to Businesses/Individuals engaged in Business, Located and/or doing Business in the City of Newark, and Residents of Downtown Newark as defined in Article I, Section 3. Members shall be entitled to vote for all offices and on all issues presented, serve as a member of the Executive Committee, Chair and/or serve on Committees, attend all functions and meetings of the association.

SECTION 2. Associate Membership shall be a category open to Individuals otherwise not qualifying as members . They shall have full rights of the General Membership, with the exception of voting rights for Officers and bylaw amendments.

SECTION 3. All members shall be required to pay dues and assessments as set forth by the Membership of the Organization. Membership dues shall be payable in full by April 1st. The amount of the dues shall be set resolution of the Membership and shall include a service commitment of not less than 12 hours per year.

**ARTICLE IV: ELECTIONS, OFFICERS AND COMMITTEE CHAIRS**

SECTION 1. Committee Chairs will be elected by the Committee and the approved by the President and the Membership. If the Committee cannot so fill that position then the President, with approval of the Membership, may appoint a Chair to that Committee.

SECTION 2. A nominating Committee shall be appointed by the President in November to submit a slate of candidates for the officers defined in Article VII. The Committee shall use its best efforts to have two (2) Candidates for each office. The slate shall be presented to the Membership at the December General Meeting. The floor shall be open for Nominations.

- SECTION 3. The Committee shall prepare and distribute a ballot to the membership the first week of January. Only those ballots received by the specified deadline of January 21 will be counted.
- SECTION 4. Certification of the election shall be by the Executive Committee of the DNA who shall, together tabulate the results. In the event of a tie vote the existing Executive Committee will vote to break the tie.
- SECTION 5. Certification of this Election must be completed by the March General Membership meeting. The new Officers and Committee members will be installed at the annual meeting held in April and assume office following the meeting.
- SECTION 6. If an Officer or Committee chair resigns from his/her elected position, the President, with the approval of the Executive Committee, shall appoint a successor for the remaining term. If the President resigns, the Vice-President will assume the duties of the President. The new President will then, with the approval of the Executive Committee, name a successor to his or her vacated post of Vice-President.

#### **ARTICLE V: EXECUTIVE COMMITTEE**

- SECTION 1. The Executive Committee shall consist of the elected officers and the Committee chairs of the standing Committees.
- SECTION 2. The past Presidents shall serve Ex-Officio as a members of the Executive Committee after his/her term as President is over, provided that otherwise they maintain their membership in the association. The absence or presence of past Presidents as Ex-Officio member shall not affect the numbers needed for a quorum. A past President who accepts a position that otherwise qualifies them to be on the Committee will be a full member, reverting to Ex-Officio status after leaving that position.

#### **ARTICLE VI: DUTIES AND RESPONSIBILITIES OF THE EXECUTIVE COMMITTEE**

- SECTION 1. Every Committee member is expected to attend all meetings of the Executive Committee. In the event that he or she cannot attend a meeting, it is the responsibility of the member to notify the Secretary. If a member has frequent unexcused absences, action will be taken by the Executive Committee to consider the member's removal from the executive Committee.
- SECTION 2. **THE EXECUTIVE COMMITTEE SHALL:**
- a) Be responsible for the operations of the DNA and transact such business as authorized by the membership.
  - b) Consider all matters referred to it by the General Membership, and act on their behalf, when it is impractical to convene the membership, but only within the purview of established policies, programs or precedents.
- SECTION 3. The Executive Committee is hereby authorized to hire and/or discharge any employee or contractor necessary for the operations of the DNA. Creation of any paid position must be approved by the membership.

## **ARTICLE VII: QUALIFICATIONS AND DUTIES OF OFFICERS**

SECTION 1. All Officers of the DNA shall have a minimum of one (1) year of membership before assuming office, starting with the election of fiscal year 2008.

SECTION 2. **PRESIDENT-ELECT.** The President-Elect for the forthcoming fiscal year, as elected under Article IV Section 4 and Article VII Section 1, shall, prior to assuming office in April. Insure that the Finance Committee has the minimum number of members and then direct the Finance Committee to draw up the budget for the forthcoming fiscal year and shall convene a meeting of the Executive Committee for the forthcoming fiscal year to approve said budget so that it may be placed before the Membership at the April Membership meeting. The President-Elect shall be empowered to further convene the Executive Committee, as defined in Article IV Section 4, as necessary, to consider any items that effect the forthcoming fiscal year.

### **SECTION 3. PRESIDENT.**

- a) The President shall be the Executive Officer of the association, and shall be a member with right to vote on all Committees.
- b) The President shall have the authority to appoint all Special Committees, with the consent of the Executive Committee .
- c) The President shall communicate to the association and the Executive Committee at such times as he/she deems proper, and make suggestions as may, in his/her opinion, tend to promote the welfare and increase the usefulness of the association. The President shall perform such other duties that may be assigned ,to him/her from time to time by the membership.
- d) The President shall keep records of any employee and or contractor engaged by the DNA, their salaries or fees, terms of employment or contract, assign their duties, and take charge of and supervise the performance of same.
- e) The President shall have charge of all matters relating to insurance.
- f) The President shall sign all contracts and reports
- g) The President shall approve all disbursements of funds, except as provided for approval by Committee Chairman in Article X, Section 4; he/she shall have discretion up to the amount of One Hundred (\$100.00) dollars, amounts exceeding this shall be approved by the Executive Committee pursuant to the budget.
- h) The President shall be the Official representative of the association in all circumstances, internally and externally.
- l) The President shall perform all duties incident to, the office or delegate them, as necessary.

### **SECTION 4. VICE-PRESIDENT**

- a) The Vice-President shall assist the President in promoting the general interest of the DNA and shall be a member with right to vote of all Committees.
- b) The Vice-President shall assist the President in carrying out all of the duties assigned to the office of President.
- c) The Vice-President shall perform, as defined in Article VII Section 3, all duties

of, and have the same authority as, the President in his/her absence or during' his/her inability to act, and shall have such other duties and authority, as may be assigned from time to time, by the Executive Committee or President.

#### **SECTION 5. SECRETARY.**

- a) It is the duty of the secretary to disseminate all correspondence and to carry into execution all orders, votes, and resolutions not otherwise committed.
- b) Record and transcribe minutes of meetings and produce a written copy of same at the next meeting. Copies of all minutes shall be given to each member of the Executive Committee at their next meeting . Copies shall be provided by electronic means to any member requesting to be so notified prior to the next Membership Meeting.
- c) Notify members of meetings. To advise the association members of any proposed changes in the general operations of the association or bylaws by distributing a copy of any proposed changes to each association member, prior to and with notification of the date set for a vote on such change. Such notification may be made using postal, email or fax addresses provided for that purpose by the member.
- d) The secretary shall perform these designated duties or delegate them as approved by the Executive Committee

#### **SECTION 6. TREASURER.**

- a) The Treasurer shall be the custodian of all funds of the association and shall do with same as directed by the Executive Committee; and shall be the authorized signatory of the accounts of the association.
- b) Collect all moneys of the association, directly or through a Chairman.
- c) Keep an accurate and updated roster of the members of the association, their classification, and their dues amount and paid status; and to produce a copy of said roster for each member.
- d) Invoice and collect all annual dues.
- e) Keep a current and accurate ledger of the projects, programs, and all financial matters.
- f) Submit a written financial report to the Executive Committee, and to the membership, at each regularly scheduled meeting. Said report shall contain a cash flow statement, an asset and liability statement, and a current budget comparison statement.
- g) Be responsible for preparing, filing and submitting all federal, state, and city taxes and reports.
- h) Perform such other duties as may, from time to time, be assigned by the Executive Committee or President.
- i) The Treasurer shall perform these designated duties or delegate them as approved by the Board of Directors.
- j) Liability of the Treasurer:
  - 1. The Treasurer shall not be personally liable for any decrease of the capital, surplus, income, balance or reserve of any fund or account resulting from any acts

performed in good faith in conducting the usual business of the office.

2. Upon receipt of the annual audit as specified in Article VIII, Section 1, showing the accounts of the association are in good order, the retiring Treasurer shall be released from all liability thereto.

## **ARTICLE VIII: AUDIT**

SECTION 1: The books of the Treasurer shall be audited annually, with each audit taking place during the first month of the fiscal year. the President shall appoint 2 or more members or non-members to conduct the audit.

## **ARTICLE IX: MEETINGS OF THE DNA**

SECTION 1. The Executive Committee shall meet once a Month. The time and place to be decided by the Executive Committee.

SECTION 2. The regular meetings of the General Membership shall be held monthly. The time and place to be decided by the Executive Committee.

SECTION 3. Special meetings may be called by members of the DNA, as deemed necessary with notification made by the secretary.

## **ARTICLE X: COMMITTEES**

SECTION 1. The standing Committees of the DNA shall be as follows: (a) Finance Committee, (b) Membership Committee., (c) Advertising Committee, (d) Events Committee,(e) Information Committee, and (f) Economic Committee.

SECTION 2. The Economic Committee shall be responsible for all activities designed to promote economic development of the downtown area. Which includes interacting with other organizations (i.e. City, Chamber of Commerce, Development Groups and Civic Groups) on behalf of the DNA. Work with Local Business to gain sponsorships for DNA activities and events. Work on Member to Member Business Development.

SECTION 3. The Finance Committee shall consist of 6 members that shall be appointed, meet and function as defined in Article VII Section 2 and Article X. In addition, shall review all Treasurer reports and bank statements. It shall further assist the Treasurer as needed.

SECTION 4. The Membership Committee shall tally volunteer hours, recruit members, and assist the Secretary and Treasurer as needed. It will also be in charge of member get-togethersand networking activities. The Committee Chair is also responsible for Website Membership Directory.

SECTION 5. The Advertising Committee shall coordinate group Advertising and Marketing for the Members (i.e. Print, Radio, Social Media, Website and Banners). They will also coordinate the DNA Experience App and provide tracking of results with Members.

SECTION 6. The Events Committee shall coordinate all major events with general public. (i.e. planning, participation, and execution). It shall also run fundraising events as well as oversee promotional items for sale. Work with other organizations that hold events in our service area to help them interact with DNA Business for our mutual benefit.

SECTION 7 The Information Committee will handle the promotion of the Association's activities with the General Public (i.e. Website, emails, Press Releases). This Committee will work with all other Committees to obtain and distribute information to the Membership.

SECTION 8. Committees shall have discretion to use the funds allocated to programs under the approved fiscal budget. Expenditures that will exceed the budget must be first submitted to the Finance Committee as a budget adjustment; upon review by the Finance Committee it shall then pass to the Executive Committee for review. Final approval must be granted by the membership. The same procedure shall be used for programs not in the original budget. If, however the standing Committee or the Executive Committee has discretionary funding in its budget then the decision to use that fund rests with the Committee to support any approved program.

#### **SECTION 9 NEW STANDING COMMITTEES:**

a) From time to time the Membership may create, by resolution at a regular business meeting, new standing Committees that shall have the same powers as the Committees created in this article. Such resolution may reassign duties given to the Economic, Advertising, Information, and Events Committees without amending the bylaws, with those reassigned duties returning to the Committee designated should the Committees created by resolution be dissolved in the same way.

b) Should five members of the association, three of which are not serving on any other Committee, feel the need to form a Committee to address an ongoing issue, they may, by submitting a written request to the Secretary that lists the goals and purposes of the Committee, signed by the prospective members. The petition will be presented to the next meeting of both the Executive and Membership Meeting. The Membership may chose to immediately create the Committee as provided for in Section 9 a) above. If not, the Committee becomes an ad hoc Committee, and, if after 1 year is still a viable Committee with 5 active members, it automatically becomes a standing Committee. Such a Committee may not preempt any of the duties or responsibilities of any other standing Committee, but will have a voting seat on the Executive Committee.

c) Ad hoc Committees may be created by the Executive Committee, the Membership or as details in Section 9 b) above. The Committee Chair of an Ad hoc Committee shall report to the Executive Committee and the Membership and have the right to be heard in debate at the Executive Committee. Unless expressly detailed in the resolution creating it, it shall have no vote at the Executive Committee, does not count for or against a quorum, and, unless reauthorized, shall dissolve one year after creation.

#### **ARTICLE XI: QUORUM OF THE EXECUTIVE COMMITTEE**

SECTION 1. A simple majority of the membership of the Executive Committee shall constitute a quorum.

SECTION 2. Except as otherwise regulated by these bylaws, approval of action by the Executive Committee shall require a simple majority of the quorum.

#### **ARTICLE XII: ORDER OF BUSINESS AT MEETINGS**

SECTION 1. Roberts rules of order as revised shall govern the organization in all matters of procedure not specifically covered in the bylaws.

### **ARTICLE XIII: METHOD OF AMENDING BYLAWS**

SECTION 1. An amendment to the foregoing articles must be submitted in writing, and shall require a seventy-five percent (75%) vote of the seated Executive Committee of the DNA.

SECTION 2: After approval by the Executive Committee, a copy of the proposed amendment(s) to these articles shall be distributed to each member in good standing thirty (30) days prior to the scheduled vote for approval by the General Membership, with notification of such scheduled voting date.

SECTION 3; Approval of the amendment by the Executive Committee must then be ratified by a two-thirds (2/3) vote of the Members present at the scheduled voting meeting of the DNA.

SECTION 4. Should the Executive Committee fail to pass such amendment, then by a sixty (60%) percent vote of the Non Committee Members present at the next Membership meeting, the amendment may be placed on the agenda for the next meeting.

### **ARTICLE XIV: INDEMNIFICATION**

SECTION 1. The association; shall indemnify to the fullest extent authorized or permitted by the Ohio Nonprofit Corporation Law any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding (whether civil, criminal, administrative or investigative) because such person is or was a Director, Officer, Member, Employee or Agent of the association or serves or served any other enterprise in such a capacity at the request of the association.