

# Neighborhood Association Bylaws

## BYLAWS OF LITTLE FLOWER NEIGHBORHOOD ASSOCIATION, INC.

### ARTICLE I NAME

- 1.1 The name of this not-for-profit corporation shall be Little Flower Neighborhood Association, Inc. This organization shall for the purposes of brevity hereinafter be referred to as “the corporation.”
- 1.2 The principal office or place of business shall be the residence of a member of the executive committee.
- 1.3 The fiscal year of the corporation shall be July 1 through June 30.

### ARTICLE II PURPOSES

- 2.1 The corporation will sponsor and conduct activities to support the growth and development of the Little Flower Neighborhood; an area in Indianapolis, Indiana bounded on the north by 16th Street; on the east by Emerson Avenue; on the south by 10<sup>th</sup> Street; and on the west by Sherman Drive.
- 2.2 The corporation will be organized and operated exclusively for charitable and educational purposes. No a substantial part of the corporation’s activities may consist of attempting to influence legislation. None of its activities may consist of participation in political campaigns. None of the corporation’s net earnings may insure to the benefit of its members or any individual.
- 2.3 Specifically, the corporation will work to maintain, develop and promote a racially integrated neighborhood where people of diverse socio-economic backgrounds can live and work safely and harmoniously.
- 2.4 The corporation will encourage social interaction among residents in order to generate pride in, and bring about the creation of a clean, attractive and safe neighborhood where people can raise families and conduct business.
- 2.5 In furtherance of these goals, the corporation will maintain the unique historical and architectural aspects of the community, with an awareness of the historic balance between residential and business development. The corporation will encourage new development that is compatible with the neighborhood’s historic identity. Additionally, the association will ensure environmental protection, land use, and other issues concerning neighbors.

### **ARTICLE III MEMBERSHIP**

3.1 The corporation shall be comprised of active members.

3.2 Active members of the corporation are those persons (18 years of age or older) or entities that have paid the current membership dues.

3.3 Membership categories and dues for each category of membership shall be determined from time to time by the board of the corporation and ratified by vote of the membership.

3.4 Each membership (one household, regardless of # of people in the household), regardless of category, is entitled to one vote at business meetings of the membership.

### **ARTICLE IV BOARD OF TRUSTEES**

4.1 The governing board of the corporation (hereinafter called “the board” or “the board of trustees”) shall have ultimate responsibility for the business and affairs of the corporation. The board will also consist of officers who make up the Executive Committee. The Executive Committee will consist of the President, Vice President, Secretary, and Treasurer. (See 5.1)

4.2 The board of trustees shall consist of a minimum of seven (7) and a maximum of eleven (11) individuals, including the officers and ex officio trustees. Each officer shall be a residential member or a business member. The immediate past president of the corporation can have the opportunity to serve as an ex officio member of the board regardless of the number of consecutive years they have completed on the board, and shall have full voting privileges. The corporation’s newsletter editor shall serve as an ex officio member without voting privileges, unless also elected to the board by the membership.

4.3 The trustees and officers shall be elected by the general membership at the annual business meeting of the corporation. At said meeting, the Nominating Committee shall propose a slate of trustees and officers, which shall be subject to additions from the floor. The election of trustees and officers shall be by majority vote of all members present.

4.4 Any candidate for the board must be an active member of the corporation prior to their election. Being a member includes neighbors who have purchased 1 annual membership at any level, and commits to remaining a member as a part of their board membership. No person shall be eligible for election to the office of president unless they have been a member of the board for the last two consecutive years.

4.5 Newly elected officers and trustees will assume their duties immediately after their election. Each officer and trustee shall serve a term of approximately one (1) year until the next annual election.

4.6 Trustees shall be elected to serve a term of one year, but may be reelected for a maximum of ten consecutive terms. Officers may succeed themselves in office, unless they have served a total of 5 consecutive years on the board.

4.7 Any vacancies that may occur on the board for reason of death, resignation or otherwise may be filled by a majority vote of the board of trustees. Any trustee so elected will hold office until the next annual meeting of the membership. If the replacement trustee is reelected at the annual meeting, the partial year just served shall not be counted when computing his or her term limit.

4.8 Any member of the board who shall be absent for 2 board meetings, and 2 neighborhood meetings/social events a year without presenting satisfactory excuse to the President, or who has failed to maintain membership in the corporation, or who has failed to perform their legal duties as a trustee, may be removed from the board by a majority vote of the trustees present. Such action shall not be taken until said trustee has been notified in writing and provided an opportunity to respond.

4.9 Board members shall serve without salary, but may be reimbursed for expenses incurred in the performance of their duties.

## **ARTICLE V OFFICERS' DUTIES AND RESPONSIBILITIES**

5.1 The officers, also known as the executive committee, of the corporation shall be President, Vice President, Secretary and Treasurer:

5.2 President: The President shall preside at all meetings of the general membership and of the board and shall be an ex officio member of all committees with full voting privileges and shall perform such other duties as usually pertain to the said office or as may be prescribed from time to time by the board of directors. The President shall appoint all committees, subject to approval by the board.

5.3 Vice President: The Vice President shall perform the duties of the President in the absence of the President for any cause. The Vice President shall perform such other duties as may be designated from time to time by the board of trustees and/or the President, to include general oversight of the board, board development, and event/activity planning.

5.4 Secretary: The Secretary shall prepare and keep written minutes of all official meetings of the members and of the board of trustees; shall keep all books and records, apart from financial records; shall attest to documents and shall prepare statutory annual reports. The Secretary shall serve as the corporation's Resident Agent for service of process. The duties of the Secretary may be divided, as directed by the board of directors, between a Corresponding Secretary and a Recording Secretary.

5.5 Treasurer: The Treasurer shall have custody of all corporation funds. The funds shall be deposited in a financial institution that has been approved by the board of trustees. All checks shall be signed by the Treasurer and by one (1) other officer, except that the Treasurer may individually sign checks up to the amount of one hundred and fifty dollars (\$150.00) in order to enable him/her to pay routine bills. The Treasurer shall present a verbal financial report at all regularly scheduled board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the board. The Treasurer shall file all necessary tax forms, including exemption forms if necessary and any other financial reports and returns as may be required from time to time to maintain the corporation in good standing under the law. The Treasurer shall maintain insurance on all real and personal assets of the corporation. The Treasurer shall assist the Secretary in preparing the annual report for filing with the Indiana Secretary of State by providing current and accurate financial statements. The Treasurer shall cause an annual audit of the books to be made. Emergency power is given to the executive committee as needed.

## **ARTICLE VI MEETINGS**

6.1 The annual meeting of the active members of the corporation shall be held during the month of July. The board shall determine the time and place of the annual meeting. Notice of the meeting will be provided to all members at least thirty days prior to the date of the annual meeting.

6.2 Regular business meetings of the board and/or the membership may be called by the President or, in his/her absence, by the Vice President, or at the request of three officers, or at the request of five members of the corporation. Such requests should be addressed to the board and delivered to both the President and Secretary of the corporation. Due notice shall be given in writing to all active corporation members at least 5 days prior to a special meeting.

6.3 Committee meetings shall be called by the chair of the committee. When deemed necessary, the President may call committee meetings.

6.4 A majority of the board of trustees, including at least one officer, shall constitute a quorum at meetings of the board.

6.5 At any meeting of the members, ten (10) percent of the qualified members entitled to vote, or, at least, ten (10) such members must be present in person at such meeting, whichever is greater, in order to constitute a proper quorum.

6.6 Only active members are entitled to vote at any annual, regular or special meetings of the corporation. Active members are members who have paid their dues for the current year at least thirty (30) days prior to the meeting.

6.7 Active members are also entitled to submit a vote electronically if they are unable to attend a meeting in person. However, the member must notify the President of their absence before the start of the meeting.

## **ARTICLE VII COMMITTEES**

7.1 Committees of the board may be standing or ad hoc. The President shall appoint all committees subject to approval by the board. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the board. At least one member of each standing committee shall be appointed from the general membership, i.e. shall not be a board member. The President may from time to time, with the approval of the board, appoint additional members of any standing committee.

7.2 The available committees and their proposed functions are:

Communications Committee — facilitates communication with the membership and the public by publishing an electronic newsletter (or periodic news notices), by a printed newsletter, and by maintaining the Corporation's online presence, including the website and social media.

Finance Committee — prepares a proposed budget for the board's approval at the last regular meeting of the board in each fiscal year and recommends budgetary adjustments during the course of each year as deemed necessary; proposes policies affecting the corporation's finances; plans and implements special and ongoing fundraising activities; monitors investments of the corporation's assets and advises the board of any

recommended changes in investments. The Treasurer of the corporation shall be an ex officio member of this committee with full voting privileges.

History & Archives Committee — organizes and maintains neighborhood records (including minutes, reports, publicity, etc.) and keeps files pertaining to the history of the neighborhood.

Land Use Committee — monitors and cares for all real properties owned by the corporation; advises the board regarding the acquisition or sale of properties; coordinates neighborhood clean-up and beautification efforts; monitors zoning issues impacting the neighborhood; and advises the board regarding long term property use in the neighborhood.

Membership Committee — develops programs for maintaining, engaging and expanding the corporation's membership.

A Nominating Committee of three (3) members shall be appointed by the President in April of each year to review performance of board members eligible for re-election; recruit and nominate potential board members; present a slate of proposed board members at the annual membership meeting; recommend candidates for vacancies on the board; and nominate corporation officers. The committee shall publish a complete list of board nominations at least thirty (30) days prior to the annual membership meeting. 7.3 From time to time, the President or the board may expand or diminish the charge of any committee.

7.4 Committees are not required to keep minutes, but each committee shall report regularly to the board its recommendations upon all areas of its responsibility.

7.5 At least sixty (60) days before the end of each fiscal year, each standing committee shall present to the budget committee its proposed budget for the following fiscal year.

## **ARTICLE VIII MISCELLANEOUS**

8.1 Meetings of the board and membership shall be conducted according to *Roberts' Rules of Order*.

## **ARTICLE IX EXECUTION OF INSTRUMENTS**

9.1 Unless otherwise ordered by the board, all written contracts and other documents entered into by the corporation shall be executed on behalf of the organization by the President. When it so desires, the board may authorize any officer or officers, agent or agents of the corporation to enter into any contracts or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

**ARTICLE X**  
**AMENDMENTS TO THE BYLAWS**

- 10.1 Amendments may be proposed by any five (5) qualified members and submitted, in writing, to the Secretary at any regular membership meeting. Adoption of such amendments shall require a 2/3 majority of the members present at the next regular or special membership meeting providing there is a quorum. The proposed change, or changes, in the bylaws must be stated, in full, in a notice for the meeting at which action is to be taken. Members shall be notified at least ten (10) days prior to such a meeting. Bylaws are to be reviewed and approved annually by the newly elected board. This is to be completed by the Aug Board Meeting of each year.
- 10.2 Upon the dissolution of the Association, no class of member shall have any right nor shall receive any assets of the Association. The assets of the Association are permanently dedicated to a tax-exempt propose. In the event of dissolution, the assets of the Association will be delivered to a succeeding tax-exempt neighborhood organization recognized by the City of Indianapolis, Indiana. Otherwise, the assets will be distributed to an organization that is tax-exempt under the provisions of Section 501(c)(3) of the Internal Revenue Code of the United States.