

BYLAWS

FLETCHER PLACE NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I - NAME

The name of the Corporation is "The Fletcher Place Neighborhood Association, Inc."

ARTICLE II - PURPOSE

The purposes for which the Corporation is formed are:

Preservation, restoration, renovation, revitalization and the promotion of the neighborhood as a community of the City of Indianapolis known as historic Fletcher Place, being that area bounded on the north by Louisiana Street right-of-way, on the south by the Interstate, on the east by the Interstate and on the west by East Street, with the goal of creating a total urban community while maintaining a respect for the past.

ARTICLE III- MEMBERSHIP

Section 1. Classes of membership shall be as follows:

- a) Full Membership
 - i. Individual membership
 - ii. Corporate membership
- b) Sustaining membership (non-voting)

Section 2. Qualification for individual membership:

- a) The individual must be sixteen (16) years of age or older
- b) The individual must be a property owner in the area herein before designated as Fletcher Place or a resident in the area herein before designated as Fletcher Place.

As used herein, the term "property owner" means: (1) an individual who holds a fee simple interest in property, either individually or as a tenant in common, a joint tenant or a tenant by the entireties, except that a contract seller of property is specifically excluded from this definition. (2) a contract purchaser of property.

As used herein, the term "resident" includes any individual who maintains his/her permanent place of residence in the area herein before designated as Fletcher Place.

Section 3. Dues for individual membership shall be \$5.00 per year.

Section 4. Qualifications for corporate membership: the corporation must own property in the area herein before designated as Fletcher Place and/or have a vested interest in the neighborhood.

Section 5. Dues for corporate membership shall be \$50.00 per year.

Section 6. Sustaining memberships are open to interested individuals or organizations. Dues for sustaining memberships shall be \$25.00 per year.

Section 7. All members of the corporation shall be entitled to attend the meetings and social functions of the Corporation, and receive notices and publications.

Section 8. Applications for membership:

- a) Applications for initial membership shall be submitted to the membership committee and shall be accompanied by a payment for the amount of dues for the entire year; applications received on or after July 1 of the year shall be accompanied by a payment for one-half of the amount of the annual dues.
- b) To ensure eligibility to vote at the monthly meetings of the Corporation, membership must be received by the membership committee on or before the preceding monthly meeting.
- c) Disapproval shall be limited to those cases where the applicant fails to meet qualifications set out in the Article. Appeals may be brought before the Board of Directors, whose decision is final.

Section 9. It shall be the duty of the membership committee to prepare a current listing of the membership of the Corporation prior to each annual meeting, and to keep such listing updated throughout the year.

- Section 10. Who may vote: Only full members of the Corporation shall be entitled to vote. Each full member shall have one (1) vote. In the case of a Corporate Membership, such entity shall designate a representative to cast its vote (said representative shall be registered with the secretary at the time of application for membership). No one other than such duly registered representative may cast the vote of the corporate member unless duly executed by proxy.
- Section 11. A member may vote by proxy executed in writing by the member or by his/her attorney in a format to be prescribed by the Board of Directors. Such proxy shall be filed with the secretary before, or at the time of, the meeting. Such proxy shall be included in any count to determine whether a quorum is present at the meeting.

ARTICLE IV - MEETINGS

- Section 1. The annual meeting of the Corporation shall be held at 7:00 p.m. on the second Tuesday in January of each year, unless otherwise ordered by the president or Board of Directors.
- Section 2. The regular meetings of the Corporation shall be held at 7:00 p.m. on the second Tuesday of each month from February to December, inclusive, unless ordered by the president or Board of Directors.
- Section 3. Special meetings may be called by the president or by any two of the Board of Directors. The purpose of the meeting shall be stated in the call.
- Section 4. Twenty-four (24) hours notice shall be given prior to any special meeting, except in the case of an emergency.
- Section 5. For the purpose of the annual meeting of the Corporation, a plurality shall consist of ten (10) members. Except as otherwise provided in these Bylaws, a plurality of the members present in person or by proxy shall be necessary to pass any motion.
- Section 6. The annual and regular meetings of the Corporation shall be open to the public.
- Section 7. Action by the Board of Directors may be taken without a meeting if two-thirds (2/3) of all directors then in office consent to the action either in writing or in the course of a telephone conversation, provided that a reasonable effort has been made to notify all members of the Board of such action. A record of all such consent shall be maintained by the Corporation and a copy shall be provided to all directors within a reasonable time after any such consent is obtained.

ARTICLE V – BOARD OF DIRECTORS

- Section 1. The business and affairs of the Corporation shall be managed by its Board of Directors subject to a quorum of the full membership.
- Section 2. The Board of Directors shall consist of a president, vice president, secretary, treasurer and five (5) at-large directors each of whom shall be elected by the membership. The election of the directors by the membership shall take place at the Annual Meeting. The term of office of each director shall begin at the close of the Annual Meeting at which he/she was elected. Elected directors will be asked to commit to a three (3) year term with the option of serving a second 3-year term. After a director has served two consecutive 3-year terms, he/she is ineligible to serve again for one year.
- Section 3. The officers of the Corporation shall be a president, vice president, secretary and treasurer, each of whom shall be elected by the membership. Each officer shall be a full member of the Corporation in good standing. The election of the officers by the membership shall take place at the Annual Meeting. The term of office of each officer shall begin at the close of the Annual Meeting at which he/she was elected. Each officer shall hold office until his/her successor shall have been elected and qualified.
- Section 4. The at-large directors shall serve on the standing committees or act as a representative of the Corporation as appointed by the membership at the Annual Meeting. In the event that the standing committees or standing representatives do not exist at the time of elections the at-large directors shall serve in a capacity as directed by the president or the majority of the Board.
- Section 5. Any officer or agent elected or appointed by the membership may be removed by a two-thirds (2/3) majority of membership whenever in its judgment the best interest of the Corporation would be served thereby.

- Section 6. Any vacancy on the Board of Directors caused by death, resignation or otherwise shall be filled until the next Annual Meeting through a vote of the remaining members of the Board. Provided that the new member so elected must meet the same qualifications as the member whose position was vacated.
- Section 7. A regular meeting of the Board of Directors shall be held, without other notice than this bylaw, immediately after, and at the same place as the Annual Meeting. The Board of Directors may provide, by resolution, the time and place for the holding of additional regular meetings without other notice than such resolution.
- Section 8. Special meetings of the Board of Directors may be called by, or at the request of the president or any two (2) directors. The person or persons so authorized to call special meetings of the Board of Directors may fix the time and place for holding any special meeting of the Board of Directors called by them.
- Section 9. A majority of the members of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors. The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board.
- Section 10. Any Director who fails to attend three (3) consecutive regular Board meetings as defined in Article IV Sec (2) may be asked by a 2/3 vote of the current directors to relinquish his/her seat on the Board and said seat shall be filled in accordance with Section 6.
- Section 11. The president shall be the principal executive officer of the Corporation and shall, in general, supervise all the business and affairs of the Corporation. He/She shall, when present, preside at all meetings of the members. He/She may sign, with the secretary or any other proper officer of the Corporation thereunto authorized by the Board of Directors, certificates, any deeds, mortgages, bonds, contracts or other instruments which the Board of Directors has authorized to be executed, subject to the approval of the full membership, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed. The president, in general, shall perform all duties as from time to time may be prescribed by the Board of Directors.
- Section 12. In the absence of the president, or in the event of his/her death, inability or refusal to act, the vice president shall perform the duties of the president, and when so acting, shall have all the powers of, and be subject to all the restrictions upon the president. The vice president shall act as the Parliamentarian as referred to in Article X. The vice president shall perform such other duties as from time to time may be assigned to him/her by the president, subject to approval of the Board of Directors.
- Section 13. The secretary shall keep the minutes of all meetings and make them available to the membership; see that all notices are duly given in accordance with the provisions of the Bylaws, or as required by law, be custodian of the Corporate records; in general, perform all duties incident to the office of secretary and such other duties as from time to time may be assigned to him/her by the president, subject to the approval of the Board of Directors or assigned by the Board of Directors.
- Section 14. If required by the Board of Directors, the treasurer shall give bond for the faithful discharge of his/her duties in such sum and with such surety or sureties as the Board of Directors shall determine. He/She shall have charge and custody of, and be responsible for, all funds and securities of the Corporation; receive and give receipts for moneys due and payable to the Corporation from any source whatever and deposit all such moneys in the name of the Corporation in such bank or other depository as shall be selected in accordance with the provision of Article IX of these Bylaws. He/She shall provide a schedule of cash receipts and disbursements on a monthly basis. The schedule shall be based on a calendar year and reported at the regular monthly meetings. The treasurer shall in general, perform all the duties as from time to time may be assigned to him/her by the president of the Board of Directors.

ARTICLE VI- ELECTIONS

Section 1. Elections shall be held at the Annual Meeting of the Corporation.

Section 2. At the 2012 Annual Meeting and thereafter, the election shall proceed as follows:

At the regular meeting in November, a nominating committee of five (5) members shall be appointed by the president. It shall be the duty of this committee to nominate candidates for the office(s) to be filled at the Annual Meeting in January. The nominating committee shall report and present a list of candidates at the regular meeting in December. Additional nominations from the floor shall be permitted at the December meeting. At the conclusion of the December meeting, nominations will be closed.

Section 3. No member shall hold more than one office at the same time. No members shall be eligible to serve for more than four (4) consecutive terms in the same office.

ARTICLE VII - COMMITTEES

Section 1. The Board of Directors may, by resolution adopted by majority of the directors then in office, designate one or more committees, each of which shall consist of at least one director and may also include members who are not on the Board of Directors to serve at the pleasure of the Board. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. A committee whose voting members consist only of directors, to the extent of the powers specifically delegated in a written resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- a) Approve any action that, under the Indiana Nonprofit Corporations Act of 1991, the Corporation's Articles of Incorporation or these Bylaws also requires approval of the membership;
- b) Appoint, or remove directors or fill vacancies on the Board of Directors;
- c) Adopt, amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- d) Approve or recommend to membership a plan of dissolution, merger, sale, pledge, or transfer of all or substantially all of the Corporation's assets;
- e) Approve any self-dealing transaction.

Section 2. Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provision of Article IV of the set Bylaws. A quorum shall not consist of less than two committee members and the time for regular meetings of the committee may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meeting of committee may also be called by resolution of the Board of Directors. Committees are required to report any decisions or actions at the following monthly association meeting. The Board of Directors may not adopt rules inconsistent with the provision of these Bylaws for the governance of any committee.

Section 3. Pursuant to Article 7 Section 1, the Board of Directors may appoint from among its members an Executive Committee consisting of the president, vice president, treasurer, secretary of the Board and any other director(s) named by the Board. The Executive Committee, unless limited in a resolution of the Board, shall have any may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board. The secretary of the Corporation shall send to each director a summary report of the business conducted at any meeting of the Executive Committee within seven (7) days of such meeting.

Section 4. The following standing committees shall include the designated members of the Board of Directors and they shall be responsible for those committees throughout their term. Standing committees will be, but are not limited to the following.

- a) The membership committee shall consist of the membership staff and be chaired by the designated director. The membership director shall keep a register of the post office address of each member and voting status.
- b) The Fletcher Place and Holy Rosary-Danish Church land use committees shall be chaired by the designated directors. The land use committees shall address issues and requests referred by IHPC or the Metropolitan Development Commission and offer an opinion to the Board of Directors at the association meeting where a vote will be taken and results relayed back to IHPC.

Section 5. Special committees shall be appointed by the president as he/she, or the membership, shall, from time to time, deem necessary to carry on the work of the Corporation.

Section 6. All chairpersons shall report at the regular meetings any discussion or recommendations conducted since the last meeting.

ARTICLE VIII- REPRESENTATIVES

Section 1. The Board of Directors may, by resolution, adopted by a majority of the directors then in office, designate one or more members to serve as representatives to other boards or organizations.

Section 2. Representatives shall have the power to represent the opinion of the majority of the directors to the bodies they serve.

Section 3. Any written representation of the Corporation shall be reviewed by the executive committee or

president prior to being delivered.

- Section 4. Standing representatives shall include a member(s) of the Board of Directors or a member of the association and that person shall be responsible for serving as a representative of those bodies. Standing representatives shall be, but are not limited to the following.
- a) The HUNI representative shall attend the regular meetings of HUNI
 - b) The IHPC representative shall attend the regular meetings of IHPC
- Section 5. Special representatives shall be appointed by the president as he/she or the membership shall from time to time, deem necessary.
- Section 6. The representatives shall report at the regular meetings.

ARTICLE IX - FINANCE

- Section 1. The Board of Directors may authorize any officer or officers to enter any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.
- Section 2. No loans shall be contracted on behalf of the Corporation, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors and ratified by the membership. Such authority may be general or confined to specific instances.
- Section 3. All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by any two directors consisting of the president, vice president, treasurer, and secretary.
- Section 4. All funds of the Corporation not otherwise employed shall be deposited in the credit of the Corporation in such banks or other depositories as the Treasurer may select upon approval of the Board.
- Section 5. No member of the Corporation shall receive any earnings from the Corporation, except a member who is an employee of the Corporation, in which case he/she may receive fair and reasonable compensation for his/her services as an employee, pursuant to a resolution authorizing such compensation and setting its amount adopted by the Board of Directors and ratified by the membership provided that in no event shall such compensation be authorized retroactively.
- Section 6. A finance committee of three (3) members shall be appointed by the president, whose duty in shall be to supervise the treasurer's accounts during the year and at the close of the fiscal year and to report at the Annual Meeting.

ARTICLE X - PARLIAMENTARY AUTHORITY

The rules contained in the current edition of *THE MODERN EDITION OF ROBERT'S RULES OF ORDER* shall govern due meeting of the Corporation in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt. All questions of procedure shall be referred to the presiding officer, who, after consultation with the parliamentarian, shall decide the questions, and from which decision there shall be no equal.

ARTICLE XI – AMENDMENT OF BYLAWS

These Bylaws can be amended at any regular meeting of the Corporation by a majority vote of the eligible voting members of the Corporation, provided that the amendment(s) has been submitted in writing at the previous regular meeting and that the counsel to the Corporation has had an opportunity to render an opinion as to the legality and effect of the proposed amendment(s).

Adopted this 11 day of October 2011

By the Board of Directors and membership, Fletcher Place Neighborhood Association, Inc.