

Friends & Neighbors Association By-Laws, Amended
(Amendments Adopted December 2012)

ARTICLE I – IDENTIFICATION

Sec. 1.01 – Name: In accordance with the Articles of Incorporation, the name of the Corporation is the Friends & Neighbors Association, hereinafter referred to as FNA.

Sec. 1.02 – Legal Status: The FNA is a nonprofit corporation organized under the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended (“the Act”).

Sec. 1.03 – Principal Office: The Corporation shall have and continuously maintain a registered office in the State of Indiana, known as the “principle office,” along with a registered agent. The Corporation may have offices at such other places within the State of Indiana as determined from time to time by its Board of Directors (herein referred to as the “Board”).

Sec. 1.04 – Neighborhood Boundaries: As used herein, the term “neighborhood” shall mean the area bounded within the city of Indianapolis, Indiana as shown:

North.....south side of 30th Street
South....north side of 25th Street
West.... .east side of College Avenue
East.....easternmost edge of the Monon Trail Corridor

ARTICLE II - PURPOSE

Sec. 2.01 – Original Purpose: Created in the 1970s, the FNA organized to stop decay and eliminate deterioration of the neighborhood through encouragement of commercial/residential growth, crime reduction efforts, and activities to support beautification (i.e. housing rehabilitation, infrastructure improvements, landscaping and greenery).

Sec. 2.02 – Updated Mandate: In recognition that neighborhood circumstances have changed, the purpose of the organization shall expand to also include a focus on:

- A. Preservation – Taking all necessary steps to ensure that the neighborhood remains primarily residential; that commercial endeavors do no impinge on or negatively affect the quality of residential-living; and that in-fill housing is of a character, quality and built standards such that it does not detract from the original housing stock or work to reduce housing values in the area.

- B. Community Building – Creating an environment in which people of all backgrounds and ages are welcomed, (whether as residents, business owners or employees), and can

gain a sense of belonging to a neighborhood community with shared values and vision for the future.

- C. Youth Development – Making connections with children and youth, and with available youth-serving resources, to establish needed activities, programs and services benefitting young people of all ages.

Sec. 2.03 – Activity Limitations: The FNA acts in accordance with all rules pertaining to its establishment as a charitable not-for-profit.

ARTICLE III – MEMBERSHIP TERMS, RIGHTS & RESPONSIBILITIES

Sec. 3.01 – Membership Class: There shall be two (2) classes of membership, *full* and *associate*.

Sec. 3.02 – Membership Qualifications:

- A. *Full members* are adults eighteen (18) and older who own property, reside or operate a profit or nonprofit business or establishment (e.g. churches and schools) within the FNA. The term “own property” means to hold fee simple title in and to real estate located within the FNA geographic boundaries. The term “reside” means maintaining a permanent, principal residence within those same legal boundaries.

- B. *Associate members* are youth ages twelve (12) to seventeen (17) who live within the FNA boundaries, and whose involvement as “junior partners” in neighborhood revitalization and in their own personal growth and development is welcomed. Additionally, any person, eighteen or older, who does not live or own property, nor operate a profit or nonprofit business or establishment within the FNA, may apply for *associate membership* status.

- C. A person who is qualified as an individual member may not hold more than one membership by virtue of property ownership, residence or otherwise. A membership may stand in the name of only one person, business, or establishment. The latter two may designate one employee to serve as member representative.

Sec. 3.03 – Class Restrictions: *Only full members are entitled to vote on FNA business matters. Associate members are not counted when determining quorum for any purpose. Associate members are not eligible to serve on the FNA Board, but may serve on working committees with the exception of those related to financial oversight or the Board nominations process.*

Sec. 3.04 – Membership Application: The Board may establish formal procedures governing application to become members or to renew membership in the FNA.

Sec. 3.05 – Dues: Any person, business or establishment eligible to become a member of the FNA can do so by paying required dues. Membership dues shall be established from time to time by the Board. Nothing shall preclude the establishment of a dues structure based on differences in or within membership classes. Dues are payable on a fiscal year basis (January thru December), and on a Board-determined schedule.

Sec. 3.06 – Member Rights: Members shall be entitled to receive notices and publications of the FNA, including a copy of the Bylaws, and to attend all meetings and social functions with the exceptions noted in Sec. 3.03 above and 5.04 below. Members may voice opinion, raise questions, and make suggestions to the Board or its Officers at any regular, special or annual meeting of the FNA. They may petition the Board on any matter, including removal of Directors or Officers with or without cause. Each individual *full* member in good standing is entitled to one (1) vote on matters specified in Articles VI (Voting Powers), VII (Election of Board and Officers) and IX (Amendment of Bylaws). Memberships shall not be transferable. The right of a member to vote (if any), and all member' rights, title and interest in or to the FNA shall cease upon the termination of membership.

Sec. 3.07 – Resignation: Any member may resign from the FNA at any time by providing oral or written notice of such resignation to the Board, President or Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

Sec. 3.08 – Expulsion: Pursuant to Sec. 5.04 below, members not in good standing with the association may be expelled. Any such member will be notified of the reasons for expulsion by the Board, who has final determination, and may be considered for reinstatement after a period of five (5) years. A simple majority of the Board is required for member expulsions and reinstatements.

Sec. 3.09 – Refund of Dues: A member who has resigned or been removed shall not be entitled to a refund of membership dues or assessments, or any part thereof, paid to-date. However, such members shall not be liable for membership dues or assessments accrued but unpaid. In the event such member reapplies for membership, payment of delinquency amounts shall be a condition for reinstatement.

ARTICLE IV – BOARD OF DIRECTORS' ROLE & RESPONSIBILITIES

Sec. 4.01 – Governance Authority: The Board shall conduct the business and affairs of the FNA.

Sec. 4.02 – Number and Composition: The Board shall be comprised of seven (7) Directors, including four (4) Officers and three (3) At-Large. The Officers are President, Vice-President, Secretary and Treasurer.

Sec. 4.03 – Eligibility: Only individuals who are *full* members of the FNA in good standing shall be eligible to serve as Directors.

Sec. 4.03 – Duties: All Directors shall perform the following tasks on behalf of the FNA.

Sec. 4.03a – Directors (Officers and At-Large)

- 1) Prepare annual spending goals and budget for member consideration/approval at the Annual Membership meeting.
- 2) Regularly attend and fully participate in scheduled business meetings.
- 3) Volunteer for committees as available, including serving as Board liaison to at least one standing or ad hoc committee per year.
- 4) Perform the Board fiduciary role to the best of ability, (i.e. ensure FNA complies with its Articles of Incorporation and with State of Indiana law pertaining to nonprofits, while adhering to reasonable standards for organizational governance).
- 5) Listen and be responsive to membership concerns.
- 6) Perform other duties as assigned by the Board or defined in these Bylaws.

Sec. 4.03b – President

- 1) Serve as principal executive officer and spokesperson.
- 2) Subject to Board approval, manage the organization's day-to-day business and affairs.
- 3) Serve, or assign a Board-authorized designee to serve, as official representative to organizations with which the FNA has approved affiliation.
- 4) Preside over all regular business, special and annual meetings.
- 5) Subject to Board approval, appoint the chair and members of all standing and ad hoc committees.
- 6) Serve as ex-officio member of all standing and ad hoc committees.
- 7) Sign, in conjunction with the Secretary or other Board-authorized Officer, certificates, deeds, mortgages, bonds, contracts or other instruments, provided such signings and execution thereof are not delegated by the Board or these Bylaws to some other officer or agent, or shall be required by law to be otherwise signed or executed.
- 8) Perform all duties incident to the office of President, including such other duties prescribed by the Board from time to time.

Sec. 4.03c – Vice-President

- 1) Preside over regular business, special or annual meetings at which the President is unable to attend due to health or scheduling conflicts.
- 2) Assume the role of President for the remaining term, and with the full backing of the Board and membership, in the event the President becomes incapacitated, for whatever reason, or demonstrates a refusal to act.
- 3) Coordinate committee activities; ensuring each is functioning effectively.
- 4) Recruit and recommend committee chairs/members to the President and Board.
- 5) Perform such other duties assigned by the President or prescribed by the Board from time to time.

Sec. 4.03d – Secretary

- 1) Record minutes at regular business, special and annual meetings.
- 2) Distribute or cause to be distributed, draft minutes to the Board and members *prior* to the next scheduled meeting; ensure that any amendments and additions are incorporated into final approved minutes.
- 3) Ensure that all meeting and other notices are duly given in accordance with the provisions of these Bylaws or as required by law.
- 4) Act as custodian of the corporate records, responsibly submitting all documents, reports and filings with the Secretary of State to maintain corporate existence.
- 5) Perform all duties incident to the office of the Secretary, including those in Sec. 5.05 and 5.06 (Meeting Notification), Sec. 6.01a (Absentee Ballots), Sec. 9.2 and 9.04 (Amending Bylaws) and Sec. 10.2 and 10.3 (Recordkeeping/Transference), and such other duties as from time to time may be assigned by the President or Board.

Sec. 4.03e – Treasurer

- 1) Have legal custody of and be responsible for all funds and securities of the FNA.
- 2) Receive and provide receipts for monies due and payable to the FNA, and deposit, in the name of FNA, such monies in a bank or other depository selected by the Board pursuant to Sec. 9.04 of these Bylaws.
- 3) Provide a signed, quarterly written report to the Board and membership summarizing **(a)** income monies received and from what source; **(b)** expenses paid out and for what purpose; **(c)** beginning and ending fund balance(s) for the period; **(d)** interest or dividend earnings for the period; and **(e)** anticipated income/expenses for the upcoming quarter.

- 4) Orally update the Board and membership at each regular business meeting, including the annual meeting, on the overall financial health of the FNNA, and have available for inspection its books and financial records.
- 5) Track attendance at regular business, special and annual meetings, and have at such meetings, a current membership roster including postal/electronic addresses and telephone numbers.
- 6) Perform all duties incident to the office of the Treasurer, including those in Sec. 6.01a (Absentee Ballots), Sec. 8.04 (Deposits), Sec. 8.05 (Annual Audit), Sec. 10.2 (Recordkeeping) and Sec.10.3 (Transference), along with such other duties as from time to time may be assigned by the President or Board.

Sec. 4.03f – Committee Establishment: The Board may establish, from time to time, standing (permanent) or special ad hoc committees consisting of Directors and members in good standing. Standing committees are Social, Safety, and Beautification. The Board President appoints committee chairs and serves as ex-officio member for each committee. At least one (1) Director is assigned per committee, and shall serve as Board liaison. The Treasurer, by virtue of his/her office, shall be the chair of any finance committee established by the Board. In addition, pursuant to Sec. 4.03c above, the Board Vice-President supervises the work of committees.

Sec. 4.04 – Vacancies: Any vacancy on the Board, including that of Vice-President, Secretary or Treasurer, whether due to resignation, removal, death, or otherwise, shall be filled by Presidential appointment subject to Board approval. Newly appointed Directors shall hold office for the remainder of the term of the Director whose absence caused the vacancy, and until a qualified successor shall be elected. In the event the vacancy occurs in the office of the President, the Vice-President shall automatically serve out the remaining term.

Sec. 4.05 – Resignations: Any Director or Officer may resign at any time by providing written notice of such resignation to the Board, President or Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

Sec. 4.06 – Removal: Any Director may be removed by the members, with or without cause, in accordance with the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended (the “Act”). Directors may also be removed for not being in good standing with the organization, pursuant to Sec. 6.04 below, and for not fulfilling their obligations as Directors.

Sec. 4.07 – Indemnification: To the extent consistent with the laws of the State of Indiana, every person, (and their heirs, estate, executors, administrators and representatives), who is or was a Director or Officer of the FNA shall be indemnified by the Corporation as provided in the Act.

ARTICLE V – ASSOCIATION MEETINGS

Sec. 5.01 – Annual Membership Meeting: An annual meeting of the full membership shall occur in October of each year, and shall be for the purposes of electing new members to the Board, including Officers, and for voting on the annual budget. Installation of new Directors and Officers, and the effective date of implementation for the annual budget occur in January.

Sec. 5.02 – Regular Business Meetings of the Board of Directors: In accordance with Sec. 4.01, the Board conducts business on behalf of the FNA. As such, the Board, in its capacity as elected representatives for the membership, acts as final arbiter of all decisions made by or on behalf of the FNA, with the exception of those stipulated in Sec. 5.01 above and changes in Bylaws. The Board shall meet no less than six (6) times per year, on a schedule of its own choosing, with meetings open to the membership and public.

Sec. 5.03 – Special Meetings: Special meetings may be called by the President, by a majority of the Board, or by written petition from twenty-five percent (25%) of the membership in good standing. Special meetings are open to the membership and public.

Sec. 5.04 – Committee Meetings: Pursuant to Sec. 4.03f above, committee's meet on a schedule of their own choosing. Meetings are generally open to the membership and public; limitations of space, location, or the sensitive nature of topics discussed may serve to restrict meeting access from time to time.

Sec. 5.05 – Annual Meeting Calendar: The Board shall establish its annual calendar of regular business meetings *prior* to its first meeting of the fiscal year held in January. Pursuant to Sec. 5.01 above, one such regular business meeting shall serve as the Annual Membership meeting in October.

Sec. 5.06 – Regular Business Meeting Notification: Written notice stating the day, time, place and purpose of any regularly scheduled business meeting, including the annual members' meeting, shall occur in a variety of ways to accommodate members' needs, (e.g., electronic postings, newsletter, and/or flyers). Such notification shall be given to members by or at the direction of the Secretary at the members' home or electronic address, as it appears in Corporation records, and shall be done so at least five (5) calendar days in advance of said meetings. In addition, pursuant to Sec. 5.05 above, and by or at the direction of the Secretary, the annual calendar of Board meetings will be posted and distributed to members no later than ten (10) calendar days in advance of the first regular business meeting in January.

Sec. 5.07 – Special Meeting Notification: Written notice of special meetings stating the day, time, place and purpose shall be delivered by or at the direction of the Secretary, or by or at the direction of the Officer(s) or members calling the meeting. Notification must be given to all members of the Association at least three (3) calendar days in advance, and may be done via electronic means, hand or postal delivery. Costs for postal delivery may be charged to the Association if the special meeting is called by the membership pursuant to Sec. 5.03 above, provided those members coordinated such petition/notification efforts through the Secretary.

Sec. 5.08 – Quorums: A majority of the full Board constitutes a quorum for conducting business at all regular and special meetings. A number equal to twenty percent (20%) of *full* members in good standing serves as quorum for the Annual Membership meeting, and at regular or special meetings at which voting on Bylaws changes occur.

Sec. 5.09 – Meeting Location: All meetings of the FNA, including regular business, special, annual and committee meetings, shall be held within the boundaries of the FNA.

ARTICLE VI – VOTING POWERS

Sec. 6.01 – Binding Voting Rights: Only *full* members in good standing shall be entitled to vote on FNA matters. Each member shall have one (1) written, binding vote for election of Board Directors and Officers, for the annual budget, and for Bylaws changes. Associate members as defined in Sec. 3.03, do not have voting rights.

Sec. 6.01a – Absentee Ballots: Members may also vote via absentee ballot by securing a ballot form from the Secretary in advance of the October annual meeting. For Bylaws changes, members must secure the ballot form from the Secretary prior to the regular or special meeting at which changes are being considered. Completed forms must be received by the Treasurer no later than the date/time of the annual meeting in October, and in the case of Bylaws changes, the date/time of the actual meeting.

Sec. 6.02 – Sense of the Members: Pursuant to Sec. 5.02 above, no other formal voting among members takes place relative to other Association business. However, members are entitled and encouraged to raise issues or voice concerns at any FNA meeting, and the Board is obligated to hear and respond to these as appropriate.

Section 6.03 – Board Voting: A simple majority (51%) of Board members in good standing shall be required to approve matters under consideration, provided a quorum exists. Each Board member shall have one (1) vote on all matters before the Board, and may vote in absentia as need and circumstance dictate (again, if proper quorum exists). All absentee votes shall be in writing, signed by the affected Board member, and delivered to the Board President or Secretary no later than the date/time of the meeting at which the formal vote occurs.

Sec. 6.04 – Good Standing: Association *full* members in good standing, including Board Directors, are expected to –

- (a) Attend meetings regularly, missing no more than one-third (33%) of scheduled business/ annual meetings, except with valid reasons as approved by the Board President;
- (b) Be current in dues;
- (c) Volunteer service to the FNA, based on individual capacity and interests; and
- (d) Conduct selves in a manner that will not negatively reflect on the FNA.

Associate members in good standing are current in dues and volunteer service to the FNA as possible.

ARTICLE VII –ELECTION OF BOARD & OFFICERS

Sec. 7.01 – Offices: Pursuant to Sec. 4.02 above, the Board consists of seven (7) Directors, including three (3) At-large and four (4) Officers. Current officers are President, Vice-President, Secretary and Treasurer.

Sec. 7.02 – Election Timing & Term of Office: The Board and Officers shall be elected at the annual meeting of the FNA as provided in Sec. 4.01. Each Director and Officer shall hold office for a term of two (2) years until her or his successor is duly elected and installed. The term of office for Directors and Officers begins on January 1 and ends on December 31. No Director or Officer may serve more than two consecutive terms.

Sec. 7.02a – Staggered Terms: The two-year terms will be staggered with four (4) Directors elected one year, and three (3) the following year. *To accommodate first use of staggered terms, all seven (7) Directors will be elected in October 2013, with three (3) serving a one-year term, and four (4) serving two-year terms.* Nothing in Sec. 7.02 and 7.02a shall preclude an Officer from being elected to a one-year term or from serving with varying Officers over the course of their term(s) in office.

Sec. 7.03 – Nominating Process: The Board shall timely appoint a Nominating Committee each year, consisting of two (2) current Directors, one (1) of whom is At-large, and one (1) person from among the general membership. The Directors chosen for the Nominating Committee should either be **(a)** not up for re-election (i.e. still serving a current term); **(b)** are ineligible due to term limits; or **(c)** disinterested in continued Board service.

Sec. 7.03a – Nominations Timing: The Nominating Committee shall be announced at the regular business meeting held in late spring (May or June), and it shall identify and nominate the person(s) to run for each open Director and/or Officer position in the fall election. The Nominating Committee may NOT nominate any of its members, and all nominees shall be *full* members of the FNA in good standing. The Nominating Committee shall accomplish its work in such manner that a vetted slate of candidates, who have agreed to serve if elected, can be put forth before the membership for voting at the annual meeting in October.

Sec. 7.03a – Non-Slated Candidates: In addition to candidates put before the membership pursuant to Sec. 7.03 and Sec. 7.03a above, nominations may be heard from the floor at the Annual Membership meeting, provided the consent of the nominee has been obtained and they are present for the vote.

Sec. 7.04 – Voting Majority: A simple majority of members in good standing will be required to elect Directors and Officers. Tie votes will be determined by the flip of a coin.

Sec. 7.05 – Elections Supervisor: The highest ranked Officer or most senior Director NOT running for re-election shall preside over the election process at the Annual Membership Meeting.

ARTICLE VIII – FINANCIAL MANAGEMENT

Sec. 8.01 – Contract Authority: The Board shall have the power to authorize any Officer(s) to enter into any contract, or to execute and deliver any instrument in the name of or on behalf of the FNA, with such authority confined to specific instances.

Sec. 8.02 – Loans: No Officer or Director shall cause the FNA to incur indebtedness, whether from borrowing of money or otherwise, and no evidence of indebtedness shall be issued in its name unless authorized by a written resolution of the Board. Such authority shall be confined to specific instances.

Sec. 8.03 – Checks/Payments/Fund Transfers: All checks, drafts or other orders for the payment of money, notes or authorized expenditures issued or incurred in the name of the FNA, shall be signed by such Officer(s) and in such manner as shall be determined from time to time by Board resolution. All checks, drafts or other orders for the payment of money in excess of three hundred dollars (\$300.00) shall require the signatures of two (2) Officers. All expenditures are to conform to the annual budget unless authorized in advance by the Board.

Sec. 8.04 – Deposits: All funds and monies of the FNA shall be deposited to the credit of the FNA in such banks or depositories as the Board may select from time to time.

Sec. 8.05 – Annual Audit: An ad hoc audit committee, comprised of three (3) members, shall be appointed by the Board each year, whose duty it is to review and audit the Treasurer's accounts at the close of the fiscal year (December). The committee shall submit a written report of findings to the membership no later than January 31 (the end of the first month of the new fiscal year).

ARTICLE IX – AMENDMENT OF BYLAWS

Sec. 9.01 – Statutory Authorization: In accordance with the FNA Articles of Incorporation and the Indiana Not-For-Profit Corporation Act of 1971, as amended (the "Act"), these Bylaws may be amended or repealed and replaced at any regular or special meeting of the FNA.

Sec. 9.02 – Revision Process: The President shall appoint an ad hoc committee to study and prepare necessary revisions. The committee shall submit proposed revisions in writing to the Secretary at a regular business meeting with quorum present. The Secretary shall disseminate the proposed revisions to the full membership not less than ten (10) calendar days prior to the next regular business meeting.

Sec. 9.03 – Legal Review: Within twenty (20) calendar days following its initial submission pursuant to Sec. 9.02 above, and prior to the next regular business meeting, counsel for the

FNA shall render and submit an opinion to the Board as to the legality and effect of proposed revisions or amendments.

Sec. 9.04 – Membership Review and Discussion: The Secretary or their designee shall orally review proposed changes at the *first* regular meeting following the meeting at which such changes were formally submitted. At this time, amendments shall be open to discussion and modification by the membership.

Sec. 9.05 – Approval Authorization: The final proposed revisions or amendments shall be voted upon by the membership at the *second* regular business following the meeting at which they were formally submitted, provided quorum is present in person and/or by cast absentee ballot. If quorum is not achieved, the vote shall take place at the next subsequent meeting at which quorum is present. A simple majority of *full* members in good standing, present or voting in abstentia, is required to approve Bylaws revisions.

ARTICLE X – MISCELLANEOUS

Sec. 10.01 – Fiscal Year: The fiscal year of the FNA shall begin on January 1 and end on December 31.

Sec. 10.2 – Recordkeeping: In accordance with their official duties with the FNA, the Secretary and Treasurer shall maintain the corporate records in good order. These include for the Secretary, all recorded minutes, the Bylaws and Articles of Incorporation, official correspondence and notifications, and other files/documents pertinent to the historical record for the Corporation. For the Treasurer, these include membership rosters, attendance records at all regular, special and annual meetings of the FNA, and financial records. Any Director, Officer or Member with assigned responsibilities, such as committee chairs, shall ensure that a copy of records (e.g., minutes) and official documents resulting from their work on behalf of the FNA, are provided to the Secretary on a timely basis. To the extent possible, corporate records shall be maintained using both hard copy and digitalized methods.

Sec. 10.3 – Records Transference: Pursuant to Sec. 10.2 above, any Director, Officer or Member with an assigned responsibility, shall, upon leaving office (or completing the assignment), turn over to their successor or Secretary, in good and proper order, all official records and documents within their control. Such transfers shall occur within five (5) business days of leaving office or relinquishing the assigned role.

Sec. 10.4 – Parliamentary Authority: In all matters to which they are applicable and not contrary with the Articles of Incorporation or the Bylaws, “Robert’s Rules of Order, Newly Revised”, shall govern business meetings of the FNA. All questions of procedure shall be referred to the presiding Officer, whose decision shall be binding.

Revisions submitted by Bylaws Committee on October 1, 2012

- Rachael Kissinger, Member
- Kevin Petsche, Member
- Marcus Saloane, Ex-Officio Member
- Dolores Wisdom, Chair

Approved by Association on December 10, 2012