

Bylaws of
Kennedy Park Neighborhood Association, Inc.

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**ARTICLE I
NAME**

Section 1.01 The name of the corporation is Kennedy Park Neighborhood Association, Inc., hereinafter referred to as the “Association.”

**ARTICLE II
PURPOSE AND POWERS**

Section 2.01 Purpose. The Association is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Section 2.02 Association Boundaries. The Association serves residents in the Kennedy Park Neighborhood, hereinafter referred to as “Neighborhood.” The Neighborhood is bounded on the north by Lincolnway West, on the east by Walnut Street, on the south by Hine and the east-west alley aligned with Hine Street and Orange Street, and on the west by West Washington Street, Benedix Drive, and Eclipse Place.

Section 2.03 Powers. The Association shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes, for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes.

**ARTICLE III
MEMBERSHIP**

Section 3.01 Membership Qualifications. Association members must subscribe to the purpose of the Association and register their name, address, and telephone number with the Association. Membership in the Association shall be open to:

- (a) Residents of the Kennedy Park Neighborhood (as defined in Section 2.02);
- (b) Owners of businesses within the Kennedy Park Neighborhood (as defined in Section 2.02); and
- (c) Representatives of social service providers or religious institutions operating within the Kennedy Park Neighborhood (as defined in Section 2.02).

Section 3.02 Membership Rights and Duties. Members in good standing who show an active interest in participating in the activities of the Association are eligible to elect Director candidates at the Annual Membership Meeting and to be elected to serve as Directors and Officers of the Association.

Section 3.03 Classes of Membership. The Board of Directors may establish a non-voting membership class through the Amendment process described in Section 12.01 of these Bylaws.

ARTICLE IV MEMBERSHIP MEETINGS

Section 4.01 Annual Membership Meeting. The annual meeting of the membership (“Annual Membership Meeting”) shall be held each year on the third Thursday of January. The business of the Annual Membership Meeting shall include, at a minimum, the election of members of the Board of Directors, the election of Officers, the presentation of a financial report by the Treasurer, the presentation of a report by the President on the general state of affairs of the Association, and any other business as may be deemed necessary.

Section 4.02 Other Membership Meetings. There shall be such other meetings of the membership as are deemed necessary by a majority of the Board of Directors.

Section 4.03 Emergency Meetings. An emergency meeting is any meeting that is time sensitive and requires the attention of the Board or the general membership that was not foreseeable. Such a meeting may be allowed and the notice requirement of Section 4.04 may be waived when unforeseeable circumstances require swift action by the Association.

Section 4.04 Notice. Notice must be sent to voting members no later than seven (7) days and no sooner than thirty (30) days before the Annual Membership Meeting and other membership meetings. Notices must state the date, time, meeting site, and purpose of the meeting.

Section 4.05 Quorum. For any membership meeting, a quorum shall consist of at least ten percent (10%) of voting members.

Section 4.06 Voting. Each member in attendance shall have one vote. Members must be present at the meeting to vote. No voting may take place outside of a meeting. Membership decisions shall be made by vote of a majority of those members present and voting, so long as a quorum of members participates in the vote.

Section 4.07 Record Date. In order to determine the membership entitled to receive meeting notices, to vote, or to exercise other rights as a member, the Board may, in advance, set a record date. That record date acts as a date of membership determination.

- (a) For notice of a meeting, the record date shall be the business day prior to the day upon which notice is given.
- (b) For voting at a meeting, the record date shall be the day on which the meeting is held.
- (c) For any other action, the record date shall be the date on which the board adopts the resolution relating to that action.

**ARTICLE V
BOARD OF DIRECTORS**

Section 5.01 Composition. The management of the Association is vested in a Board of Directors (“Board of Directors” or “Board”). The Board of Directors shall be composed of at least seven (7) but no more than fifteen (15) Directors. Within the specified limits, the numbers of Directors can be increased or decreased from time to time, by resolution of the Board, but such action by the Board shall require a vote of a majority of the Board and no decrease shall shorten the term of any Director then in office.

Section 5.02 Formation. The initial Directors shall be elected by Association members at the first organizational meeting. The initial Directors shall be classified into two groups for the purposes of staggering terms. Each group shall consist of approximately half of the Directors then serving. The first group shall be elected by Association members at the organizational meeting and serve until the following Annual Membership Meeting (“First Annual Membership Meeting”). The second group shall be elected by Association members at the organizational meeting and serve until the Annual Membership Meeting that follows the First Annual Membership Meeting.

Section 5.03 Terms. The following terms apply to all Directors except the initial Directors whose terms are described in Section 5.02.

- (a) Directors shall serve for a term of two (2) years or until their successors are elected.
- (b) Directors’ terms shall be staggered so that approximately half of the Directors then serving shall end their terms in any given year.
- (c) Directors may serve terms in succession and there shall be no term limits.

Section 5.04 Powers. All corporate powers shall be exercised by or under the authority of the Board of Directors. The Board shall manage the property and affairs of the Association and shall exercise all powers of the Association that are not prohibited by law or these bylaws.

Section 5.05 Vacancies. Any vacancy occurring in the Board of Directors may be filled, until the next Annual Membership Meeting, by a majority vote of the remaining members of the Board.

Section 5.06 Resignation. A Director may resign from the Board of Directors at any time by giving written notice to the President or Secretary of the Association, or by presenting such resignation in writing at any meeting of the Association or its Board of Directors.

Section 5.07 Removal. Any Director may be suspended or removed for cause by a vote of two thirds of the Directors then in office. The Director must be given reasonable notice and an opportunity to be heard at a hearing of the Board of Directors before such action is taken.

If a Director is absent from three regular meetings during the course of a year then he or she shall be contacted in writing to obtain an explanation of the reason for the absences and to be put on notice for excessive absences. Upon the fourth absence, the Board of Directors may remove the Director and fill the vacancy in the manner provided for by these Bylaws.

Section 5.08 Election of Directors.

- (a) The Board of Directors shall appoint a nominating committee and begin receiving nominations for open Board seats beginning with the Regular Board Meeting in November. The nominations process shall end on the last day of December (the "Closing Date"). The nominating committee must provide to the Secretary a list of nominees and the seats for which they are up for election or reelection in time for inclusion in the notice of the Annual Membership Meeting.
- (b) In nominating candidates, the nominating committee shall seek to achieve the following goals regarding the nominees: diversity of backgrounds and skills relevant to the needs of the Association, and other goals as the Board of Directors may establish.
- (c) Residents of the Kennedy Park Neighborhood may nominate candidates with a petition signed by at least ten area residents. The petition process must occur in the same time frame noted in Section 5.08(a) above. Completed petitions must be turned into the Secretary in time for inclusion in the notice of the Annual Membership Meeting.
- (d) Upon receipt of names for nomination by the Closing Date, the Secretary shall place the names of all nominees for open seats upon the ballot for election at the Annual Membership Meeting. Nominees must be notified in writing of their candidacy.
- (e) If, after the Closing Date, the number of people nominated for open seats is not more than the number of Directors to be elected, the Board of Directors may at the Annual Membership Meeting, without further action, declare that those nominated and qualified to be elected have been elected.
- (f) Elections of Directors shall be held at the Annual Membership Meeting by written ballot prepared in advance by the Secretary. Members must be present to vote. The Secretary shall tally votes and announce the holders of the seats up for election at the Annual Membership Meeting.
- (g) The Board shall create procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the

reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for members to choose among the nominees.

ARTICLE VI BOARD MEETINGS

- Section 6.01 Annual Board Meeting.** The annual meeting of the Board of Directors ("Annual Board Meeting") shall be held in the month of January each year, or at such time as soon as practical thereafter as determined by the Board.
- Section 6.02 Regular Board Meetings.** The Board of Directors shall meet on the third Thursday of each month, at the Martin Luther King, Jr. Recreation Center or at a site chosen in advance. Normal business shall be conducted at the regular monthly meetings ("Regular Board Meetings"), including any reports on the Association facility and its activities. The Treasurer shall provide a report on the financial status of the Association and report the monthly balance of the Association. Standing committees shall provide reports and updates on their activities.
- Section 6.03 Special Board Meetings.** Special meetings of the Board ("Special Board Meetings") shall be held at any time and at any place when called by the President or by at least three Directors. Business transacted at special meetings shall be confined to the purposes of the meeting stated in the notice of the meeting.
- Section 6.04 Notice.** Notice of Regular Board Meetings, including the Annual Board Meeting, shall be provided to each Director, either in writing or orally, at the prior Regular Board Meeting or at least seven (7) days before the day of the meeting. Notices of Special Board Meetings shall state that it is a special meeting and may be given orally or in writing at least forty-eight (48) hours prior to the meeting time. Notice of Special Board Meetings shall also include the reason(s) for calling the meeting.
- Section 6.05 Quorum.** The Board of Directors may take action by a majority vote, provided that a quorum of Directors is present. A quorum shall consist of greater than fifty (50) percent of the Board of Directors.
- Section 6.06 Voting.** Each Director in attendance shall have one vote. Directors must be present at the meeting to vote. No voting may take place outside of a meeting. Board decisions shall be made by vote of a majority of those Directors present and voting, so long as a quorum of Directors participates in the vote.

**ARTICLE VII
OFFICERS**

Section 7.01 **Officers.** The Officers of the Association (“Officers”) shall consist of a President, Vice-President, Secretary, Treasurer, and such additional Officers as the Board may from time to time appoint.

Section 7.02 **Election and Term.** Officers shall be elected every year at the Annual Membership Meeting. An Officer may not serve more than two consecutive terms in the same Office. The Board of Directors shall fill any vacancy occurring in any Office, for whatever reason, and any Director so elected shall fulfill the term of his or her predecessor.

Section 7.03 **Vacancies.** Any vacancy occurring among the Officers may be filled, until the next Annual Membership Meeting, by a majority vote of the remaining members of the Board.

Section 7.04 **Resignation.** An Officer may resign by submitting a written resignation to the President or Secretary, or to the other Directors if the resigning Officer is the President.

Section 7.05 **Removal.** An Officer may be removed, with or without cause, as determined by a two-thirds vote of the Board present at any meeting at which there is a quorum.

Section 7.06 **Authority and Duties.** The duties of Officers shall, at a minimum, consist of the following:

(a) **President.** The President shall have general charge of the affairs and property of the Association. The President shall preside at all meetings of the Board of Directors. The President shall sign all contracts and agreements in the name of the Association after the Board has approved them, serve as the representative of the Association in meetings and discussions with other organizations and agencies, and have such other duties and responsibilities and may exercise such other powers as are usually incident to the office or as from time to time may be assigned by these bylaws or the Board of Directors.

(b) **Vice-President.** At the request of the President, or in the President’s absence or disability, the Vice President shall perform all the duties of the President. When so acting, the Vice President shall have all of the powers of and be subject to all the restrictions upon the President. The Vice President shall have such other duties and responsibilities and may exercise such other powers as from time to time may be assigned by the President or the Board of Directors or as may be provided in these bylaws.

(c) **Secretary.** The Secretary shall have the following duties:

- (i) Record minutes of the Board of Directors and the Association.
 - (ii) Maintain and protect a file of all official and legal documents of the Association.
 - (iii) Maintain a current listing, with phone numbers and addresses, of all Board members and Officers of the Association.
 - (iv) Cause to be delivered all meeting notices as required by these bylaws.
 - (v) Undertake written correspondence as required by these bylaws.
 - (vi) File reports with other entities when contractually obligated to do so.
 - (vii) Perform such other and further duties as may be required by law or as may from time to time be assigned by the Board of Directors or these bylaws.
- (d) Treasurer.** The Treasurer shall have the following duties:
- (i) Care for and deposit Association funds into the proper accounts of the Association.
 - (ii) Have charge of disbursement of funds of the Association as directed by the Board and in accordance with contracts held with third parties.
 - (iii) Keep full and accurate accounts of all receipts and disbursements of the Association, an inventory of assets, and a record of the liabilities of the Association.
 - (iv) Prepare financial reports on the accounts of the Association for each Board meeting.
 - (v) Prepare and file all end of the year financial reports including, among others, federal and state tax reports.
 - (vi) Monitor and approve spending on behalf of the Association. The Treasurer is required to approve spending by the Association between the amounts of \$250.00 up to \$500.00. For amounts above \$500.00 and below \$2,000.00, the Treasurer and the President must both approve the spending. For amounts above \$2,000.00, the Board of Directors must approve the spending.
 - (vii) Perform such other duties and exercise such other powers as are usually incident to the office or as from time to time may be assigned by the Board of Directors or these bylaws.

ARTICLE VIII COMMITTEES

Section 8.01 **Committees.** The Board of Directors may create committees, and specify their duration, composition, and operating rules. Committee members shall be appointed as needed by the Board with a simple majority vote. Committee rosters must be reviewed and confirmed by the Board at the Annual Board Meeting.

Section 8.02 **Nominating Committee.** The rules and procedures of the Nominating Committee can be found in Section 5.08 of these Bylaws. The Committee shall have a minimum of three members.

- Section 8.03 Planning Committee.** The Planning Committee shall oversee program planning and development for the Association. The Committee shall have a minimum of three members.
- Section 8.04 Environmental Committee.** The Environmental Committee shall lead efforts to improve neighborhood appearance. The Committee shall have a minimum of three members.
- Section 8.05 Membership.** Committees shall be composed of members of the Board or Association members, provided that non-Board members do not directly or indirectly assume powers and privileges reserved for the Board.
- Section 8.06 Powers.** Committees are advisory groups and shall not exercise powers reserved for the Board. Committees must seek Board approval before authorizing any expenditures.
- Section 8.07 Meetings.** Committees may meet as needed at the time and place of their choosing. No announcement or notification is required in advance of Committee meetings unless the Committee deems it necessary.

ARTICLE IX CONFLICT OF INTEREST

- Section 9.01 Purpose.** The purpose of this conflict of interest policy is to protect the Association's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of a Director, Officer, or member of the Association or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.
- Section 9.02 Conflict of Interest.** Any Director, Officer, or other Association member having an interest in a contract or other transaction or determination presented to the Board of Directors for recommendation, authorization, approval, or ratification shall give prompt, full, and frank disclosure of his or her interest to the Board of Directors or committee prior to its acting on such contract or transaction.

The Board of Directors shall thereupon determine, by majority vote, whether the disclosure shows that a conflict of interest exists or can reasonably be construed to exist. If a conflict is found to exist, such person shall not vote on, nor use his or her personal influence on, nor participate in discussion of (other than to present factual information or to respond to questions in the discussions or deliberations with respect to such contract, transaction, or determination) the issue. Such person may not be counted in determining the existence of a quorum at any meeting (neither in the number taking part in the meeting nor in the number then serving) where the contract, transaction, or determination is under discussion or is being voted upon.

The minutes of the meeting shall reflect the disclosure made, the vote thereon, and, where applicable, the abstention from voting and participation and whether a quorum was present.

**ARTICLE X
INDEMNIFICATION**

Section 10.01 The Association may indemnify the Board of Directors or any members acting within the scope of the Association's exempt purpose to the fullest extent required or permitted by the laws of State of Indiana.

**ARTICLE XI
FISCAL YEAR**

Section 11.01 The fiscal year the Association runs from January 1 through December 31.

**ARTICLE XII
AMENDMENT OF THE BYLAWS**

Section 12.01 Proposals to amend these bylaws may be made by any member of the Board of Directors. Such proposal must be submitted to other Directors in writing, at least seven (7) days prior to the meeting of the Board. A proposal shall be approved by a simple majority vote of the Board of Directors.

**ARTICLE XIII
NONDISCRIMINATION**

Section 13.01 The organizations, Officers, Directors, contractors, and employees, as well as the persons and organizations served by the Corporation, shall be selected in a non-discriminatory manner with respect to age, sex, race, skin color, national origin, sexual orientation, and religious opinion or affiliation.

Adopted by the Board of Directors this 22 day of March 2018

I, the undersigned, being the Secretary of the Corporation, hereby certify that the above is a true, complete, and accurate copy of the bylaws adopted by the Board of Directors.

Marilyn Gachaw

March 22, 2018

Secretary

Dated