

**CODE OF BY-LAWS OF THE  
HISTORIC MERIDIAN PARK NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I**

**Organization Name, Geographic Area and Purpose**

**Section 1.01. Name.** The name of this Corporation shall be the Historic Meridian Park Neighborhood Association, Inc.

**Section 1.02. Geographic Area.** The geographic area of the Corporation shall be the area described as follows: beginning at the point of origin, the northeast corner, at the intersection of East 34<sup>th</sup> Street and the alley east of Washington Boulevard, proceeding south to the intersection of that alley with East 30<sup>th</sup> Street, proceeding west to Talbott Street, proceeding north to the vacated alley south of the Esplanade Apartments, proceeding west to Pennsylvania Street, proceeding north to the alley north of the Commodore Apartments, proceeding west to the alley west of Pennsylvania, proceeding north to East 34<sup>th</sup> Street and proceeding east to the point of origin.

**Section 1.03. Purpose.** The purposes of the Corporation, as set forth in greater detail in the Articles of Incorporation of the Corporation, are exclusively charitable and educational and consist of any lawful activities, including those that support the proprietary, environmental and quality of life issues of the Corporation. The Corporation shall fulfill these purposes by providing an open forum for discussion and active participation at regularly scheduled meetings.

**ARTICLE II**

**Membership and Dues**

**Section 2.01. Qualification of Members.** The Corporation shall have one class of Members which includes all residents, property owners and business owners within the Geographic Area of the Corporation. In order to become a Member, one must be over eighteen (18) years of age and pay dues, as specified below. No person shall hold more than one Membership.

**Section 2.02. Rights of Membership.** Members have the right to vote, as set forth in these By-Laws, on the election of Directors, on the disposition of all or substantially all of the Corporation's assets and on any amendment to the Articles of Incorporation. Such rights shall cease on the termination of Membership. In addition, Members shall have all other rights afforded Members under the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act"), the Corporation's Articles, and these By-Laws.

**Section 2.03. Dues.** Annual Membership dues shall be collected and used to cover expenses of the Corporation. Annual Membership dues shall be reviewed and set for the ensuing year by the Board of Directors prior to the regular meeting in January.

### **ARTICLE III**

#### **Membership Meetings**

**Section 3.01. Annual Meeting.** The annual meeting of the Membership shall be held on the first Sunday in December or at any other time and place as the Board of Directors shall determine and as specified in the respective notices or waivers of notice thereof. At this meeting, Directors and Officers shall be elected or appointed, as the case may be, and any other proper business may be transacted.

**Section 3.02. Regular Meetings.** Regular meetings of the Membership may be held once a month on the third Monday of the month or at any other time as the Board of Directors may determine.

**Section 3.03. Special Meetings.** Special meetings of the Membership may be called by the President, a majority of the Board of Directors, or by a written petition requesting a special meeting signed by at least ten (10) percent of the membership.

**Section 3.04. Place of Meetings.** All meetings of the Membership shall be held either at the registered office of the Corporation in the State of Indiana, or at such other place within or without the State of Indiana as may be designated by the Board of Directors and specified in the respective notices of the meetings or waivers thereof.

**Section 3.05. Notice.** Notice of each meeting of the Membership stating the date, time and place of the meeting, and in the case of a special meeting, the purpose(s) for which the meeting is called, shall be delivered or mailed by the Secretary or by other designated person(s) to each Member of record of the Corporation not less than ten (10) days before the meeting is to be held. Attendance at any meeting shall constitute a waiver of the notice at that meeting.

**Section 3.06. Membership List.** The Secretary of the Corporation shall maintain a current list of the Members of the Corporation, including the address and number of votes each Member is entitled to vote at the meeting. The list shall serve as the basis for determining Members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, and for any other proper reasons. This list shall be kept open at the time and place of any and all Membership meetings for inspection by any Members during the course of such meeting.

**Section 3.07. Quorum.** At any properly called meeting of the Membership, the attendance of ten (10) Members, at least two of whom are Officers, shall constitute a quorum for the transaction of business of the Corporation.

**Section 3.08. Voting.** Each Member in attendance at a meeting shall have one (1) vote on each matter properly before the Membership. If a quorum is present, the affirmative vote of a majority of the Members present and voting shall be the act of the Members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these By-Laws.

**Section 3.09. Action Without Meeting.** Any action, including the election of Directors, that may be taken at any meeting of Members may be taken without a meeting and without prior notice by complying with the provisions of this Section 3.07 concerning written ballots. The Corporation shall distribute one written ballot to each Member entitled to vote on the matter. Each ballot so distributed shall:

- (a) set forth each proposed action;
- (b) provide the Members an opportunity to specify approval or disapproval of each proposal;
- (c) indicate the number of responses needed to meet the quorum requirements;
- (d) with respect to ballots other than for election of Directors, state the percentage of approvals necessary to pass the measure or measures; and
- (e) specify the time by which the ballot must be received in order to be counted.

Approval by written ballot shall be valid when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing the action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting. A written ballot may not be revoked. All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

**Section 3.10. Proxies.** At any meeting of the Membership, each Member entitled to vote shall have the right to do so either in person or by proxy signed by the Member or an attorney-in-fact. No proxy shall be valid after the expiration of eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

**Section 3.11. Election of Directors.** Each candidate for election of the Board of Directors shall possess such qualifications as the Board of Directors may establish. If there is a meeting of Membership to elect Directors, any Member present at the meeting in person or by proxy may place names in nomination. If after the close of nominations the number of people nominated is not more than the number of Directors to be elected, the Corporation may without further action declare those nominated and qualified to be elected.

## **ARTICLE IV**

### **Board of Directors**

**Section 4.01. Powers.** A Board of Directors shall manage the property, business and affairs of the Corporation and shall exercise all powers of the Corporation as are not prohibited by law, the Articles of Incorporation or these By-Laws.

**Section 4.02. Number of Directors.** Initially, there shall be nine (9) Directors of the Corporation, which shall include the President, Vice President, Secretary and Treasurer of the Corporation, if all such positions are filled. At least five (5) of the Directors shall be “at-large” Members, who are not current Officers of the Corporation. The number of Directors may be changed from time to time by the Board of Directors, provided, however, that there shall never be fewer than three (3) Directors.

**Section 4.03. Term of Office.** At the time of election of the Board of Directors, the Directors shall be classified into three groups for the purpose of providing for the election of a one-third of the Board of Directors in each subsequent year. The initial term of office of the first group of three (3) Directors shall commence with the first annual meeting of the Board of Directors and continue through the Corporation’s second annual meeting; the initial term of office of the second group of three (3) Directors shall commence with the first annual meeting of the Board of Directors and continue through the Corporation’s third annual meeting; the initial term of office of the third group of three (3) Directors shall commence with the first annual meeting of the Board of Directors and continue through the Corporation’s fourth annual meeting.

Except as provided above for the initial terms of Directors, the term of office of each elected Director of the Corporation shall be three (3) years and until his or her successor has been duly qualified and elected. A Director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms an elected Director may serve.

**Section 4.04. Committees.** The Board of Directors may, by resolution adopted by a majority of the Directors then in office, designate one or more committees, each of which shall consist of at least two Directors and may also include Members who are not on the Board of Directors to serve at the pleasure of the Board.

**Section 4.05. Vacancies.** Vacancies on the Board of Directors may be filled by a majority vote of the Membership.

**Section 4.06. Resignation.** Any Director may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later effective date. Acceptance of the resignation is not necessary to make it effective.

**Section 4.07. Suspension or Removal.** Any Director may be suspended or removed with or without cause by vote of two-thirds of the Directors then in office, provided such Member shall be given reasonable notice and an opportunity to be heard before such action is taken.

## **ARTICLE V**

### **Board of Directors Meetings**

**Section 5.01. Governance.** The President shall preside over the Board of Directors.

**Section 5.02. Meetings.** Meetings of the Board of Directors shall be held at such places and at such times as the Board shall determine. One regular meeting each year shall be designated by the Board as the annual meeting of the Board of Directors, for purposes of organization, election of Officers and consideration of any other business that may properly be brought before the meeting.

**Section 5.03. Special Meetings.** Special meetings of the Board of Directors may be called by the President, Vice President, or any three (3) Directors.

**Section 5.04. Notice.** Reasonable advance notice of all meetings of the Board of Directors shall be given at least forty-eight (48) hours in advance of a meeting, by mail, telephone or personal delivery.

**Section 5.05. Quorum.** At any Board of Directors meeting, a majority of the duly qualified Directors preset then occupying office, but in no case less than three (3) Directors, shall constitute a quorum.

**Section 5.06. Voting.** Each Director shall have one vote. The act of a majority of the Directors present at a meeting representing a quorum shall be the act of the Board of Directors unless otherwise provided by these By-Laws.

**Section 5.07. Action without Meeting.** Any action required or permitted to be taken by the Board of Directors may be taken without a meeting if a majority of the 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 Directors of such action. A record of all such consents shall be maintained in the records of the Corporation.

## **ARTICLE VI**

### **Officers**

**Section 6.01. Officers.** The Officers of the Corporation shall be the President, Vice President, Secretary and Treasurer, and at its option, the Board may elect an Assistant Secretary, Assistant Treasurer and/or such other Officers as the Board of Directors may designate. With the exception of the office of President, any two (2) offices may be held by the same person.

**Section 6.02. Election, Qualification and Term of Office.** The Officers shall be elected every year by the Membership at the annual meeting. Each Officer shall hold office for a term of one year or until the next annual meeting of the Membership or until his or her successor is qualified and elected.

**Section 6.03. President.** The President of the Corporation shall preside at all meetings of the Membership and of the Board of Directors. The President shall have such other powers and duties as the Board of Directors may assign from time to time.

**Section 6.04. Vice President.** The Vice President of the Corporation shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall have such other powers and duties as the President or the Board of Directors may assign from time to time.

**Section 6.05. Secretary.** The Secretary of the Corporation shall have the general powers and duties usually vested in the office of Secretary of a Corporation including the powers and duties to: 1) keep corporate records; 2) keep minutes of meetings of the Boards of Directors and the Membership; 3) provide proper notice in accordance with these By-Laws; 4) ensure that the proper lists of all Members are maintained in accordance with these By-Laws; 5) file annual reports with the Secretary of State; 6) perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

**Section 6.06. Treasurer.** The Treasurer shall have the general powers and duties usually vested in the office of the Treasurer of a Corporation including the powers and duties to: 1) serve as the custodian of all funds of the Corporation which shall be deposited in the name of the Corporation in such banks or other depositories as the Board of Directors may select; 2) have charge of the disbursement of the monies of the Corporation in accordance with the directions of the Board of Directors or the President; 3) enter or cause to be entered regularly in books a complete and correct account of all monies received and disbursed by the Corporation; 4) submit a financial report to the Members of the Corporation at the annual Membership meeting; 5) file annually any and all fiscal reports with fiscal agencies including the Indiana Department of Revenue and the Internal Revenue Service; and 7) perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

**Section 6.07. Assistant Officers; Delegation of Duties.** The Board of Directors may from time to time designate assistant Officers who shall exercise and perform such powers and duties as the Officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by the Code of the By-Laws, the Board of Directors or the President.

In case of the absence, disability, death, resignation or removal from office of any Officer, or for any other reason that the Board shall deem sufficient, the Board may delegate, for the time being, any or all of the powers or duties of such Officer to any other Officer or Director.

**Section 6.08. Resignation.** Any Officer may resign effective upon giving written notice to the President, Secretary, or the Board of Directors, unless the notice specifies a later effective date. Acceptance of the resignation is not necessary to make it effective.

**Section 6.09. Suspension or Removal; Vacancy.** Any Officer may be suspended or removed with or without cause by vote of two-thirds of the Directors then in office, provided such Member shall be given reasonable notice and an opportunity to be heard before such action is taken. Any vacancy among the Officers may be filled for the unexpired term by the Board.

## **ARTICLE VII**

### **Records and Reports**

**Section 7.01. Permanent Records.** The Corporation shall keep the following as permanent books and records of the Corporation: 1) minutes of meetings of the Membership and Board of Directors; 2) record of actions taken by the Members or Directors without a meeting; 3) record of actions taken by committees of the Board of Directors; 4) the Articles of Incorporation and any amendments thereto; 5) these By-Laws and any amendments hereto; 6) a list of the names of the addresses of the Corporation's current Directors and Officers; and 7) the most recent annual report of the Corporation filed with the Secretary of State of Indiana. These records shall be kept at the Corporation's principal office or at such place or places as the Board or President may from time to time determine.

## **ARTICLE VIII**

### **Indemnification of Directors and Officers**

**Section 8.01. Rights of Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its Directors, Officers and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such person, against all expenses (including attorney's fees), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a Director, Officer or agent of this Corporation.

**Section 8.02. Insurance.** The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its Officers, Directors and other agents, against any liability asserted against or incurred by such persons in or arising out of their capacity or status as such.

## **ARTICLE IX**

### **Execution of Documents; Checks and Drafts**

**Section 9.01. Execution of Contracts and Other Documents.** Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or Vice President, and if required, attested by the Secretary.

**Section 9.02. Checks, Drafts, Etc.** All checks, drafts, or other orders for the payments of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such Officer, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

## **ARTICLE X**

### **Fiscal Year**

**Section 10.01. Fiscal Year.** The fiscal year of the Corporation shall run from January 1 through December 31 of each year.

## **ARTICLE XI**

### **Amendments**

**Section 11.01. Amendments.** These By-Laws may be amended, altered, or repealed in whole or in part, and new By-Laws may be adopted at any meeting of the Board of Directors by the affirmative vote of a majority of the full Board of Directors.