

# **BATES-HENDRICKS NEIGHBORHOOD ASSOCIATION BYLAWS**

## **ARTICLE 1 – NAME**

The name of the organization is “Bates-Hendricks Neighborhood Association” herein known as “BHNA.”

## **ARTICLE 2 – PURPOSE**

### **Section 2.1 Location and Boundaries**

An area in the City of Indianapolis known as historic Bates-Hendricks Neighborhood, being that area bounded on the north by I-70, on the east by I-65, on the south by the railroad tracks immediately to the south of Beecher Street, and on the west by Madison Avenue.

### **Section 2.2 Mission Statement**

Bates-Hendricks Neighborhood Association strives to improve the quality of life of those living in the neighborhood through efforts to assure safety, to maintain or improve the living environment, and to enhance the spirit of cooperation and neighborliness among all residents.

## **ARTICLE 3 – MEMBERSHIP**

### **Section 3.1 Classes of Membership**

- a) *Individual Membership:* a person whose legal residence is within the boundaries of BHNA without regard to homeowner/rental/contract status. In the event a person owns multiple properties, only one vote shall be permitted.
- b) *Household Membership:* a person whose legal residence is within the boundaries of BHNA without regard to homeowner/rental/contract status and members of his or her household. In the event a person owns multiple properties, only one vote shall be permitted.
- c) *Business Membership:* a profit or not-for-profit entity located within the boundaries of, or actively involved in, BHNA. One representative from each business shall have the same privilege as the individual property owners and residents mentioned above. In the event a person or entity owns multiple properties, only one vote shall be permitted.

### **Section 3.2 Qualification for Membership**

Membership in BHNA shall be open to all persons eighteen years of age or older who meet the requirements of outlines Section 3.1. Each individual shall then be considered a “Member” until an event of termination (as described in Section 3.6 below).

### **Section 3.3 Dues**

Three Dollars (\$3.00) for Individual Membership, Five Dollars (\$5.00) for Household Membership, and Twenty-Five Dollars (\$25.00) for Business Membership dues will be charged annually and are due by the annual meeting. Dues paid through the year are applied to the current calendar year.

### **Section 3.4 Participation**

All meetings are open to any and all persons who wish to be heard, except for the Board of Directors meetings as described in Section 4.4. Only members are entitled to vote.

### **Section 3.5 Application for Business Membership**

Any person or entity desiring a business membership in BHNA shall make such application in writing. The application shall be reviewed and accepted within thirty (30) days if the person or entity meets the eligibility requirements specified in Section 3.1 and Section 3.2 and applies for the business class of membership. Dues are to be paid at the time of application. If the applicant fails to meet the eligibility requirements or applies for an inappropriate class of

membership, the application shall be marked “rejected–applicant not eligible” and returned to the applicant along with the payment. If an application is accepted, the applicant shall be so notified.

### **Section 3.6 Termination of Membership**

Membership for Individual, Household, or Business Memberships shall terminate when a person or entity is no longer meets the qualification of membership as outlined in sections 3.1 and 3.2. Membership will also terminate for all classes of members one month (30 days) after the non-renewal of the annual membership and/or the non-payment of dues for the current membership year.

### **Section 3.7 Voting**

All voting classes members shall have one (1) vote each to be cast during attendance at any regular or special meeting. Voting will be by written ballot, oral affirmation, or show of hands. A simple majority of those voting shall constitute an affirmative vote.

## **ARTICLE 4 - MEETINGS**

### **Section 4.1 Annual Meeting**

There shall be one (1) annual membership meeting annually. The annual meeting shall be on the first Monday of April, unless otherwise directed by the President or Board.

### **Section 4.2 Regular Meetings**

The regular meetings of BHNA membership shall take place on the first Monday of every month at 6:30 PM and occur January through December of each calendar year, unless the first Monday falls on a holiday, in which case the meeting shall take place on the second Monday of that month. The BHNA President or Board may alter the date and time on an as-needed basis for special circumstances. Notification for all regular meetings shall require seven (7) days' advance public notice to the members of BHNA.

### **Section 4.3 Special Membership Meetings**

Special meetings of the membership may be called by the President or two members of the Board as deemed necessary. Notification and purpose(s) of the special meeting shall require seven (7) days' advance public notice to the members of BHNA.

### **Section 4.4 Board of Directors Meetings**

The Board shall meet in closed session not less than four (4) times annually at times set on seven (7) days' prior notice to the Board by the President or upon the request of at least one-half (1/2) of the members of the Board. Notice of each meeting shall be given to each Director in-person, by email, by phone, or by another common communication method.

### **Section 4.5 Agenda**

The President or Secretary shall prepare the agenda for regular and special meetings of the membership and for Board meetings. Any member may add an item to the agenda not less than three (3) days in advance of the regular meeting. Any member of the Board may make a motion to add an item to the Board, regular, or special agendas at those respective meetings. Adoption of the motion requires a majority vote of the members present.

### **Section 4.6 Quorum**

For any regular and special meeting, a quorum shall consist of the following: at least fifteen (15) voting-eligible members or 10% of the total eligible membership, of which at least two (2) are members of the Board. Board meetings quorum will consist of at least fifty percent (50%) of the members.

### **Section 4.7 Participation**

Any regular meeting or special membership meeting is open to any person, unless a closed meeting is specifically called by a member. Board meetings shall be closed. Voting is limited as set forth in Section 3.7. All actions or recommendations of the regular or special meetings shall be communicated to all affected parties.

### **Section 4.8 Procedure**

Roberts Rules of Order shall be the authority for the conduct of any meeting in all cases to which they are applicable and in which they are not inconsistent with the Bylaws and any special rules BHNA may adopt.

#### **Section 4.9 Non-discrimination**

BHNA will not discriminate against individuals or groups on the basis of race, religion, color, sex, sexual orientation, gender identity, age, disability, national origin, legal citizenship, income, or political affiliation in any of its policies, recommendations, or actions.

#### **Section 4.10 Public Notice**

Public notice is defined as notification by email or posts on social media sites, such as Nextdoor and Facebook.

### **ARTICLE 5 – BOARD OF DIRECTORS**

#### **Section 5.1 Authority**

The affairs of BHNA shall be conducted by the Board of Directors herein known as the Board.

#### **Section 5.2 Board Officers**

- a) *President:* the President shall prepare the agenda and shall preside as Chairperson at meetings of the Board and the membership; shall be responsible for correspondence of BHNA.
- b) *Vice President:* the Vice President shall assist the President and in the President's absence or disability shall carry out the functions of the President.
- c) *Secretary:* the Secretary shall keep minutes and written records of attendance at meetings and actions taken at meetings; shall be responsible for all correspondence of Bates-Hendricks Neighborhood Association; may assist the president in correspondence; and shall make records of Bates-Hendricks Neighborhood Association available for inspection for any proper purpose at any reasonable time to directors, officers, members, and other persons authorized by law.
- d) *Treasurer:* the Treasurer shall be accountable for all funds and shall give an accounting at each Board Meeting and at the Annual Meeting and shall receive, keep safe, and disburse BHNA funds. However, any disbursement in excess of \$100 shall be subject to Section 9.4. Bank statements will be reviewed at quarterly board meetings.

#### **Section 5.3 Numbers and Eligibility**

The Board shall consist of a minimum of four (4) and a maximum of nine (9) eligible voting members (see Section 3.2), each a Director. All officers and the immediate past President of BHNA shall be Directors.

#### **Section 5.4 Terms**

Subject to the provisions of Section 3.6, lengths of terms are as follows:

- a) *President:* shall serve for a term of three (3) years or until his or her successor has been duly elected and qualified. After his or term as President has been completed, the President shall serve one (1) additional year as a Director. The president is limited to two consecutive terms.
- b) *Other Board Officers & Directors:* shall serve for a term of two (2) years or until his or her successor has been duly elected and qualified.

#### **Section 5.5 Qualifications and Conflicts of Interest**

- a) *Qualified Directors:* the members of the Board shall be considered Qualified Directors in that they shall not receive compensation for personal services related to BHNA. However, they may receive reimbursement for actual expenses incurred while performing a Director's duty as established by the Board.
- b) *Conflicts of Interest:* Any Director who has, or believes he or she may have, a conflict or possible conflict of interest shall disclose to the other Directors and make a matter of record such conflict or potential conflict of interest between the interests of the Bates-Hendricks Neighborhood Association and the direct or indirect interests of such Director, and such Director shall not vote on the matter which is the subject of the conflict or potential conflict of interest. If such Director nevertheless votes on that matter, his or her vote shall be disregarded. The minutes of the meeting shall reflect such disclosure by the interested Director, the vote of the Board on the matter, and the interested Director's abstention from voting.

### **Section 5.6 Removal**

Any holder of an elected position may be removed and replaced by a two-thirds (2/3) vote of the general membership present at a regular or special meeting.

### **Section 5.7 Replacement**

A replacement for a Director and/or Officer can be nominated by any Member in good standing at that time and shall be appointed to the position by the Board by the next regular meeting.

### **Section 5.8 Resignations and Vacancies**

- a) *Resignations:* a Director may resign at any time by delivery of written notice to the Board, the President, or the Secretary. Resignation will be effective upon receipt by any of the above individuals or any date specified within such notice. Once delivered, a notice of resignation is irrevocable.
- b) *Vacancies:* the Board may fill any vacancy on the Board by a majority vote of the Directors. A vacancy occurs through resignation or absence of a Board member from three (3) consecutive Board meetings without excuse. A member appointed to fill a vacancy shall serve the remainder of the unexpired term and until his or her successor is duly elected or appointed and qualifies, unless removed.

## **ARTICLE 6 – ELECTIONS**

### **Section 6.1 Election of Directors & Officers**

Elections for the Board of Directors and Officers: elections shall be held at the Annual Meeting as described under Section 4.1 and determined by a majority vote of Members. Run-off votes for the top two candidates shall be used to determine a majority winner for each position.

### **Section 6.2 Eligibility**

Only persons eligible for the Bates-Hendricks Neighborhood Association membership shall be qualified to hold an elected or appointed position.

## **ARTICLE 7 – COMMITTEES**

### **Section 7.1 Creation of Committees**

The Board may appoint committees, including an executive committee or other committees, consisting of at least two (2) members in good standing and having the powers designated by the Board. Committee members need not be members of the Board, but must be Members of BHNA. The Board may appoint special committees consisting of at least two (2) members in good standing and having the powers designated by the Board.

### **Section 7.2 Committee Conduct**

Any committee of BHNA shall conduct its business according to the rules for committees as defined in these Bylaws.

### **Section 7.3 Reporting and Appeal**

- a) *Reporting:* any committee of BHNA shall report all its decisions to the Board.
- b) *Appeal:* any decision of any committee of BHNA may be appealed to the Board for rehearing by any interested person or entity whose rights have been affected by a decision.

## **ARTICLE 8 – REPRESENTATIVES**

### **Section 8.1 Designation of Representatives**

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

### **Section 8.2 Authority of Representatives**

Representatives shall have the power to represent the majority of the Directors to the bodies they serve. Any written representation shall be reviewed by the Board or President prior to being delivered.

### **Section 8.3 Special Representatives**

Special representatives shall be appointed by the President or the Directors from time to time as deemed necessary.

### **Section 8.4 Reporting**

The representatives shall report at regular meetings.

## **ARTICLE 9 – FINANCE**

### **Section 9.1 Authority**

The Board may authorize any Member to enter any contract or execute and deliver any instrument in the name of or on behalf of BHNA, and such authority may be of general or specific instances.

### **Section 9.2 Donations**

BHNA will be free to ask for voluntary donations to help defray costs of the organization. Activities to raise funds may be held if appropriate.

### **Section 9.3 Loans and Debt**

- a) *Loans*: BHNA is not permitted to make loans.
- b) *Debt*: BHNA is not permitted to go into debt.

### **Section 9.4 Disbursement of Funds**

Two (2) authorizations by Board Officers, one of whom must be the Treasurer, are required on any check totaling more than \$100.

### **Section 9.5 Use of Funds**

All BHNA funds not otherwise employed shall be deposited in credit of BHNA in such banks or other depositories as the Treasurer may select upon approval of the Board. No member of BHNA shall receive any earnings from BHNA.

### **Section 9.6 Oversight**

The President shall supervise the Treasurer's accounts during the year and at the close of the fiscal year at the Annual Meeting.

## **ARTICLE 10 INDEMNIFICATION:**

BHNA will have the power to indemnify and hold harmless any Director, Officer, or employee from any suit, damage, claim, judgment, or liability arising out of, or asserted to arise out of, conduct of such person in his or her capacity as a Director, Officer, or employee, except in cases involving willful misconduct. The Organization will have the power to purchase or procure insurance for such purposes.

## **ARTICLE 11 – AMENDMENTS**

These Bylaws can be amended by the Board of Directors by a 2/3 majority vote.

## **ARTICLE 12 – SEVERABILITY**

Any determination that any provision of these Bylaws is for any reason inapplicable, invalid, illegal, or otherwise ineffective shall not affect or invalidate any other provision of these Bylaws.

The foregoing Bylaws were duly adopted by the Board of Directors on this the 1st day of April, 2015.

Current Board: John Winter, President; Lance Boehmer, Vice President; Lydia Brasher, Secretary; Kate Reinhardt, Treasurer; Kathleen Blackham, Director; Allen Janke, Director; Rob Uppencamp, Director; Nick Zimmerman, Director.