

Board approved March 2005

BYLAWS OF THE WEST CENTRAL NEIGHBORHOOD ASSOCIATION, INC.

ARTICLE I NAME

The name of this Corporation is West Central Neighborhood Association, Inc., hereinafter referred to as the "Corporation."

ARTICLE II BOUNDARIES

The boundaries of the Corporation are the area bounded by South Calhoun Street on the east, the St. Mary's River on the north and the west, Taylor Street east to the Norfolk and Western Railroad, then east to South Calhoun Street.

ARTICLE III PRINCIPAL OFFICE

The principal office of the Corporation shall be located in the City of Fort Wayne in the County of Allen in the State of Indiana.

ARTICLE IV PURPOSES

The purposes for which the Corporation is formed are to operate exclusively for charitable and educational purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, 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 and, more specifically included but not limited to:

Section 1. To encourage and implement the preservation and rehabilitation of historic properties located within the boundaries of the West Central Neighborhood Association.

Section 2. To foster the improvement of the West Central neighborhood through a comprehensive process of revitalization that seeks to protect, enhance and promote urban living and the architectural and community heritage of the neighborhood.

Section 3. To promote the commercial and residential growth and development of the West Central neighborhood.

Section 4. To facilitate community problem solving and encourage informed input on issues affecting the day-to-day functions of the West Central neighborhood.

Section 5. To research, procure, purchase, rehabilitate, resell, release, or otherwise dispose of such buildings, sites, structures or other elements within the West Central neighborhood that are of historic or architectural value.

Section 6. To educate the public about the history of the West Central neighborhood and the significance of its architecture.

Section 7. To assist in locating and designating buildings, sites, districts, objects and structures within the West Central neighborhood which are of historic or architectural value.

Section 8. To hold meetings and other activities for the instruction, education and the provision of information to the public.

Section 9. To cooperate with and assist individuals, groups, governmental bodies, officials and employees of governments to carry out the purposes of the Corporation and to cooperate with other historical, educational, cultural, civic and philanthropic organizations or individuals who are interested in the history and architectural heritage of the West Central neighborhood.

Section 10. To solicit and accept endowments, grants, contributions, and donations of money, real property or other property for the above purposes.

Section 11. To educate all residents, businesses and organizations within the Corporation's boundaries in matters of zoning, infrastructure, and compliance with city, county and state ordinance.

ARTICLE V MEMBERSHIP

Section 1. Membership. Membership shall be open to all individuals eighteen (18) years of age or older, businesses or organizations that are interested in the purposes of the Corporation. Any person, business or organization shall become a member by expressing an intention to become a member and by payment to the Corporation of the amount of annual dues. Honorary membership may be conferred by members of the Corporation, on recommendation by the Board of Directors, upon persons who have contributed outstanding service to the Corporation.

Section 2. Membership List. The Corporation shall keep a membership list containing the name and address of each dues paying member and honorary member. Such list shall be kept at the Corporation's principal office.

Section 3. Fiscal Year/Dues. The Corporation fiscal year shall be from January 1 up to and including December 31 of each calendar year. Membership dues are per fiscal year and are tiered as follows:

- a. \$10 (individual)
- b. \$50 (business/organization)
- c. \$100 (patron)
- d. \$500 (benefactor)
- e. \$1000 (lifetime)
- f. \$0.00 (honorary)

Section 4. Nonliability of Members. A member of the Corporation is not, as such, personally liable for the debts, liabilities, or obligations of the Corporation.

Section 5. Nontransferability of Memberships. No member may transfer a membership or any right arising therefrom. All rights of membership cease upon the member's death

ARTICLE VI MEETING OF MEMBERS

Section 1. Place of Meetings. The President of the Corporation may designate any place as the location of any meeting. (Currently the designated meeting place is 1316 Broadway, Fort Wayne, Indiana.)

Section 2. Annual Meeting. The annual meeting of the members of the Corporation shall be held on the third Monday of January of each calendar year at 7:00 PM.

Section 3. Regular Meetings. Regular meetings of the members of the Corporation shall be held on the third Monday of each month at 7:00 PM.

Section 4. Special Meetings. Special meetings of the members of the Corporation may be called by the President of the Corporation, by a majority of the Board of Directors of the Corporation, or by written petition presented to the president and signed by no less than one-tenth of all members authorized to vote by the bylaws of the Corporation.

Section 5. Notice of Meetings. Unless otherwise provided by the Articles of Incorporation, these bylaws, or provisions of law, the following provisions shall govern the giving of notice of meetings of the general membership:

- (a) Annual Meeting. No notice need be given of the annual meeting.
- (b) Regular Meetings. No notice need be given of any regular meeting.
- (c) Special Meetings. An oral, written or printed notice stating the place, time and purpose of any special meeting shall be delivered to each member in person, by telephone, first class mail or electronic mail by the Secretary of the Corporation or by the officer or person calling said meeting at least ten (10) days prior to the date of the special meeting.

- (d) Waiver of Notice. Whenever any notice of a meeting is required to be given such notice may be waived by a statement signed by all members of the Board of Directors.

Section 6. Informal Action by Members. Any action required to be taken at a meeting of the members of the Corporation, or any action which may be taken at a meeting of the members, may be taken without a meeting if, prior to such action, consent in writing setting forth the action to be taken is signed by a two-thirds majority of the members entitled to vote on the subject matter. This written consent is to be filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members.

Section 7. Quorum. The number of members of the Corporation constituting a quorum at any regular monthly meeting, annual meeting or any properly called special meeting (see Article VI, Section 4) shall be 10% of the voting members (see Article VI, Section 8). Ballots in absentia shall be included in any count to determine if a quorum is present. The following actions shall require a two-thirds majority of the voting members at a special meeting: (a) a transaction affecting the structure of the Corporation, (i.e. merger, consolidation, reorganization, amendments to the Articles of Incorporation, or voluntary dissolution of the Corporation) and (b) the dissolution of the Corporation.

Section 8. Voting Rights. Voting members shall be limited to persons eighteen (18) years of age or older who are residents of the West Central neighborhood, own property in the West Central neighborhood, or have a business or organization located within the boundaries of the Corporation, regardless of its composition; i.e Corporation, Partnership, Sole Proprietor, etc. Each business or organization shall designate a person in whom its vote shall be vested, said designee to remain the same person unless the Secretary of the Corporation is notified in writing of a change made by the business or organization to the contrary.

(a) Each voting member or designee shall be entitled to one (1) vote on each matter submitted for a vote of the members.

(b) To be considered a voting member or designee, an individual member, business or organization shall have paid dues for the current fiscal year; or, in the case of a January meeting, have paid dues for the prior fiscal year and have attended at least three (3) of the immediately preceding twelve (12) regular membership meetings or neighborhood-sponsored events. Any combination of meetings and/or events shall serve to qualify a member for voting status.

(c) All voting members at any meeting shall be presumed to be in good standing unless a challenge is made to verify the status of all persons voting on a particular issue. (See Article VI, Section 10.)

Section 9. Voting in Absentia. A voting member may vote in absentia on any matter brought before any regular, special or annual meeting of the Corporation by presenting their vote in writing to the Secretary of the Corporation before or at the time of the

meeting. Knowledge of the matter being voted upon is the responsibility of the member voting in absentia.

Section 10. Voting List. The Membership chairperson and/or Secretary of the Corporation shall keep at all times a complete and accurate record of voting members and their standing at the principal office of the Corporation. These lists are primarily for determining those members who are in good standing and may be examined by any member of the Corporation for any purpose at any reasonable time.

Section 11. Conduct of Meetings. Meetings of members shall be presided over by the President of the Corporation or, in his or her absence, by the Vice-President of the Corporation or, in his or her absence, by an Executive Committee member chosen by a majority of the voting members present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of members, provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting.

Meetings shall be governed by *Robert's Rules of Order Revised* as such rules may be revised from time to time, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

ARTICLE VII OFFICERS

Section 1. Number. There shall be a minimum of five (5) officers of the Corporation consisting of: President, Vice-President, Secretary, Treasurer, Membership Chairperson and any other officers as may be selected in accordance with further provisions of this Article. Two or more offices may not be held by the same person.

Section 2. Qualifications. Each officer shall be a voting member of the Corporation at the time of his/her nomination and election.

Section 3. Election of Officers. The Nominating Committee shall present a list of candidates at the regular October meeting of the members of the Corporation. An open call for nominations shall be held at the regular November meeting and the election shall be held at that meeting after nominations have been closed. No person may be nominated who has not agreed to serve in that office prior to nomination.

Section 4. Term of Office. Each officer shall serve for the fiscal year after their election. No officer may hold the same office for more than two (2) consecutive years except partial terms served shall not be considered in figuring the two (2) consecutive years an officer may serve. Each officer shall hold their office until their successor shall have been qualified and duly elected. The transition shall take place January 1.

Section 5. Removal of Officers. An officer of the Corporation may be removed by a majority vote of the Executive Committee of the Corporation present at any meeting of the Board at which a quorum of the Board is present.

Section 6. Vacancies. A vacancy in any office because of death, resignation, removal or disqualification may be filled by the Board of Directors of the Corporation for the unexpired portion of that term (Article VII, Section 3).

Section 7. Duties of President. The President shall be the principal executive officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. He or she shall preside at all meetings of the members of the Corporation. He or she may sign, with the Secretary or any other designee of the Corporation, any deeds, bonds, mortgages, contracts or any other instruments which the Board of Directors has authorized to be executed, except where the signing and execution thereof shall be expressly delegated by these bylaws or by statute to some other officer or agent of the Board. In general, the President shall perform all duties incident to the office of the President and such other duties as may be prescribed by the Board from time to time.

Section 8. Duties of Vice-President. In the absence of the President of the Corporation or in the event of the President's 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 perform such other duties as from time to time may be assigned to him/her by the President or by the Board of Directors.

Section 9. Duties of Treasurer. If required by the Board of Directors, the Treasurer of the Corporation shall give a bond for the faithful discharge of all duties in such sum and surety or sureties as the Board of Directors determine, and shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation from any source whatsoever and deposit all such monies in the name of the Corporation in such banks, trust companies and other depositories as shall be selected in accordance with the provisions of Article VIII of these bylaws and, in general, perform all the duties incident to the Treasurer and such other duties as from time to time may be assigned by the President or the Board of Directors. The Treasurer shall prepare and have available for the members of the Corporation at each monthly membership meeting, an itemized list of all monthly income and expenditures.

Section 10. Duties of Secretary. The Secretary of the Corporation shall keep the minutes of the meetings of the members and of the Board of Directors in one or more books provided for that purpose and further see that all notices are duly given in accordance with the provisions of these bylaws or as required by law, and further, be custodian of the Corporate records, receive and file votes in absentia and perform such other duties as from time to time may be assigned by the President or by the Board of Directors.

Section 11. Duties of Membership Chairperson. The Membership Chairperson of the Corporation shall keep at all times, at the principal offices of the Corporation, a complete and accurate list of all members and all members entitled to vote as outlined in these

bylaws. These lists may be inspected by any member for any purpose at any reasonable time.

Section 12. Compensation. The officers of the Corporation shall serve without compensation.

ARTICLE VIII BOARD OF DIRECTORS

Section 1. Number. The Board of Directors of the Corporation shall consist of a minimum of five (5) directors who shall be the five (5) officers defined in Article VII, Section 1. The immediate past President of the Corporation shall be a non-voting member of the board. Additional non-voting Directors may be chosen by the officers from the community at-large to serve as advisors to the Corporation.

Section 2. Voting. The five officers of the corporation shall constitute the voting members of the Board of Directors.

Section 3. Powers. Subject to the provisions of the laws of Indiana and any limitations in the Articles of Incorporation and these bylaws relating to action required or permitted to be taken or approved by the members, if any, of this Corporation, the activities and affairs of this Corporation shall be conducted and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 4. Duties. It shall be the duty of the Board of Directors to:

- (a) Perform any and all duties imposed on them collectively or individually by law, by the Articles of Incorporation, or by these bylaws;
- (b) Appoint and remove, employ and discharge, and, except as otherwise provided in these bylaws, prescribe the duties and fix the compensation, if any, of agents and employees of the Corporation;
- (c) Supervise all officers, agents and employees of the Corporation to assure that their duties are performed properly;
- (d) Meet at such times and places as required by these bylaws;
- (e) Register their addresses with the Secretary of the Corporation, and notices of meetings mailed or telegraphed to them at such addresses shall be valid notices thereof.

Section 5. Compensation. The Board of Directors of the Corporation shall serve without compensation.

Section 6. New Offices. New offices may be created and filled at any meeting of the Board of Directors of the Corporation and must be announced at the following regular membership meeting to the members in attendance. Further, if any such new office is created, the Board shall immediately make notice of said addition by altering these bylaws with that inclusion.

Section 7. Quorum. A majority of the Board of Directors of the Corporation being present shall constitute a quorum.

Section 8. Regular Meetings. Regular meetings of the Board of Directors of the Corporation shall be held on the second Monday of March, June, September and December, unless such day falls on a legal holiday, in which event the regular meeting shall be held at the same hours and place on the next business day.

Section 9. Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the President of the Corporation or, in his or her absence, by the Vice-President of the Corporation or, in his or her absence, by an Executive Committee member chosen by a majority Board present at the meeting. The Secretary of the Corporation shall act as Secretary of all meetings of the Board provided that, in his or her absence, the presiding officer shall appoint another person to act as Secretary of the meeting. Meetings shall be governed by *Robert's Rules of Order Revised*, insofar as such rules are not inconsistent with or in conflict with the Articles of Incorporation, these bylaws, or with provisions of law.

Section 10. Limited Spending. The Board of Directors of the Corporation and the actions of the members of the Corporation at any duly constituted meeting shall be limited in authorizing the outgo of any monies by the following: (a) amounts of up to one-hundred dollars (\$100.00) may be authorized at the discretion of the President of the Corporation; (b) amounts between one-hundred dollars and one cent (\$100.01) and five-hundred dollars (\$500.00) may be authorized by a majority of the Board of Directors of the Corporation or by a majority vote of the members of the Corporation "in good standing" present at a duly constituted meeting; (c) an amount exceeding five-hundred dollars (\$500.00) shall require both the authorization of the Board as above and a majority vote of the members in good standing at any duly constituted meeting. The following exceptions apply: recurring expenses such as payroll, newsletter, taxes or anything considered to be an emergency expenditure. Further, any check, draft, order, etc. which exceeds five-hundred dollars (\$500.00) shall require the signatures of the Treasurer and one other director of the Board of Directors of the Corporation as appointed by the Board and duly recorded in the minutes of the proceedings of the Board.

Section 11. Nonliability of Directors. The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 12. Conflict of Interest. No board member may vote upon a matter coming before that body in which he or she has direct financial interest. Immediately upon becoming aware that such a conflict may exist, a board member must disclose the existence of the potential conflict to the remaining board members, withdraw from further deliberation on the issue, and refrain from voting on the matter. Any such disclosure and withdrawal shall be fully documented in the organization minutes.

ARTICLE IX COMMITTEES

Section 1. Appointment of Committees. The Corporation shall have committees as may, from time-to-time, be designated by resolution of the Board of Directors. These committees may consist of persons who are not members of the board and shall act in an advisory capacity to the board.

Section 2. Standing Committees. In addition to the committees established pursuant to Article IX, Section 1, there shall be the following standing committees: Executive, Neighborhood Plan, Nominating, Finance/Auditing, Fundraising, Historic Preservation and Newsletter. The standing committees shall have the following functions:

- a. Executive Committee – The committee shall include the five officers of the Corporation and shall oversee the day-to-day business of the Corporation and appoint all other committees.
- b. Neighborhood Plan – The committee shall oversee the action steps as outlined by the West Central Neighborhood Plan and review any proposals for additions or changes to the Plan.
- c. Nominating – The committee shall be selected and announced at the September general meeting of the Corporation members. The committee shall identify and nominate the persons to run for each officer position of the Corporation. The committee shall present a list of the candidates nominated by it at the October regular meeting of the Corporation.
- d. Fundraising – The committee shall be selected and announced at the January meeting and shall develop, coordinate and facilitate, financially and through the organization of volunteer support groups, all activities, the proceeds from which are beneficial to the Corporation. This includes, but is not limited to, the annual West Central Neighborhood House and Garden Tour. The committee shall assist all other committees in the raising of funds from activities sponsored by those committees. The fund-raising committee shall be chaired by the Vice-President.
- e. Historic Preservation – The committee shall be responsible for encouraging, facilitating and supporting the preservation of the architectural, historical and cultural character of the neighborhood.
- f. Finance/Auditing – The committee shall oversee the development of the budget, insure accurate tracking and accountability for funds and ensure adequate financial controls. The committee shall audit the Treasurer’s accounts at the close of each fiscal year and submit a report to the individual members no later than January 31st of the following year.
- g. Newsletter – The committee shall oversee the production and distribution of the quarterly newsletter of the Corporation.

Section 3. Meetings and Action of Committees. The Board of Directors may adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these bylaws. All

actions taken by any committee shall be reported at the next regular meeting of the Corporation.

ARTICLE X CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 1. Contracts. The Board of Directors of the Corporation may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such delegated authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts or orders for the payment of money, notes or other evidence of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation as defined on these bylaws under separate Articles.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 4. Gifts. The Corporation may accept contributions, gifts, bequests or devise for the general purposes or for the special purpose of the Corporation. No gift shall be accepted which may create a conflict of interest or the appearance thereof between the Corporation, the United States Government and/or the donor.

ARTICLE XI BOOKS AND RECORDS

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its members, the Board of Directors (and committees) and shall keep a record of the names and addresses of the members, whether they be in good standing or not. All these shall be kept at the principal office of the Corporation. All books and records of the Corporation may be inspected by any member or their agent or attorney for any purpose at any reasonable time.

ARTICLE XII INDEMNITY

The Corporation shall indemnify any member, officer or agent of the Corporation who undertakes any non-ultra vires act on the behalf of the Corporation.

ARTICLE XIII IRS 501(C)(3) TAX EXEMPTION PROVISIONS

Section 1. Limitations of Activities. No substantial part of the activities of this Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation (except as otherwise provided by in Section 501(h) of the Internal Revenue Code), and this Corporation shall not participate in, or intervene in (including the publishing or distribution of statements), any political campaign on behalf of, or in opposition to, any candidate for public office.

Notwithstanding any other provisions of these bylaws, this Corporation shall not carry on any activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code.

Section 2. Prohibition Against Private Inurement. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to, any of its members, directors, trustees, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes of this Corporation.

Section 3. Distribution of Assets. Upon the dissolution or final liquidation of the Corporation, after paying or adequately providing for the debts and obligations of the Corporation, the remaining assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV AMENDMENT AND REPEAL OF BYLAWS

These bylaws may be amended or repealed by a majority vote of the Board of Directors of the Corporation at a meeting at which there is a quorum of Directors (Article VII, Section 9) and will be adopted as of the date of said meeting. The newly adopted bylaws shall be presented, either by reading or display for viewing, to the members present at the next regular membership meeting. A copy of these bylaws shall be made available by the Corporation to any member desiring one.

ARTICLE XV CONSTRUCTION AND TERMS

If there is any conflict between the provisions of these bylaws and the Articles of Incorporation of this Corporation, the provisions of the Article of Incorporation shall govern.

Should any of the provisions or portions of these bylaws be held unenforceable or invalid for any reason, the remaining provisions and portions of these bylaws shall be unaffected by such holding.

All references in these bylaws to the Articles of Incorporation shall be to the Articles of Incorporation, Articles of Organization, Certificate of Incorporation, Organizational Charter, or other founding document of this Corporation filed with an office of this state and used to establish the legal existence of this corporation.

All references in the bylaws to a section or sections of the Internal Revenue Code shall be to such sections of the Internal Revenue Code of 1986 as amended from time to time, or to corresponding provisions of any future federal tax code.
