

**THE OLD NORTHSIDE, INC.**  
**An Indiana Non-Profit Corporation**

**BYLAWS**

(Amended and Restated September 21, 2021, as further amended  
on November 16, 2021)

**ARTICLE I**  
**IDENTIFICATION, MEMBERSHIP, DEFINITIONS**

**SECTION 1.1 Identification of the Corporation.** This Corporation is named The Old Northside, Inc., an Indiana non-profit corporation organized under the Indiana Not-For-Profit Corporation Act of 1971, as amended (the “1971 Act”), and existing under the Indiana Nonprofit Corporation Act of 1991 (the successor to the 1971 Act), as the same may be amended from time to time (the “Act”). The principal office of the Corporation shall be located at the address of the Corporation’s President, as the same may change from time to time. Meetings of the Board of Directors of the Corporation may be held at such places and times as may be designated from time to time by the Board of Directors.

**SECTION 1.2 Purposes of the Corporation.** The purposes of the Corporation are the preservation, restoration, renovation and revitalization of the Old Northside (as hereinafter defined) and such other purposes stated in the Articles of Incorporation of the Corporation, as amended.

**SECTION 1.3 Membership in the Corporation.** Each person (“Person”) who meets the following criteria shall be a Member of the Corporation:

- a. The Person must be eighteen (18) years of age or older unless such Person is a profit or non-profit business (an “Organization”) located in the geographic area of the Old Northside (as hereinafter defined) in which case there shall be no age requirement;
- b. The Person must own property, reside, or operate a profit or non-profit business located in the geographic area of the Old Northside (as hereinafter defined);
- c. The Person shall be current in the payment of the full dues for membership as the same shall be established by the Board of Directors from time to time; and
- d. No Person may have more than one Membership in the Corporation. If such Person is an Organization, it may designate any one, and only one, employee to act on behalf of such Organization (a “Designee”).

Members and Designees shall be entitled to attend all meetings of the Members and any social functions of the Corporation, and shall be entitled to receive all notices and publications of the Corporation related to Membership. Each Member shall be entitled to one vote at any Annual or Special Meeting of the Members.

**SECTION 1.4 Definitions.** The following definitions apply throughout these Bylaws:

- a. "Board of Directors" or "Board" means the governing body of the Corporation as elected by the Members from time to time, but no less frequently than annually, or as otherwise provided in these Bylaws.
- b. "Common Expense" or "Common Expenses" means expenses for administration of the Corporation, if any, and expenses for social events held by the Corporation such expenses to be paid from sums lawfully collected from the Members of the Corporation. In addition, Common Expenses are also expenditures for the benefit of the Corporation that the Board of Directors may approve, including but not limited to, expenses that could also fall within the jurisdiction of the Old Northside Foundation, but are not within its budget.
- c. "Corporation" or "ONS" means The Old Northside, Inc., its successors and assigns. The terms "Corporation," "Old Northside" and "ONS" may be used interchangeably to refer to The Old Northside, Inc.
- d. "Member" or "Members" means any Person or Persons who meet the criteria set forth in Section 1.3 of these Bylaws.
- e. "The Historic Old Northside" and the "Old Northside" may be used interchangeably in these Bylaws and means an inner city neighborhood of the City of Indianapolis shown on a map of The Historic Old Northside included on page 99 of the The Old Northside Historic Area Preservation Plan dated November, 1979.
- f. "Officer" means any Member or Designee who has been elected by the Board of Directors to an office specified in these Bylaws under Article IV, provided, however that, the President and any Vice President shall also be Directors.

## **ARTICLE II MEMBERS' MEETINGS**

**SECTION 2.1 Annual Meeting.** There shall be an annual meeting of the Members to be held at such date and time as determined by the Board of Directors, for the purpose of electing Directors and for the transaction of such other business as may properly come before the meeting. If the meeting cannot be conducted or concluded on this day, the annual meeting shall be held as soon thereafter as the meeting may practically be held.

**SECTION 2.2 Special Meetings.** Special meetings of the Members may be called for any lawful purpose by the President or by a majority of the Board of Directors, or at the request

of at least twenty-five percent (25%) of the Members. Business transacted at all special meetings shall be limited to the subjects stated in the notice of such meetings and matters germane thereto.

**SECTION 2.3 Place of Meeting.** The Board of Directors shall designate the place of any in-person meeting of the Members which shall be located in the geographic area of the Old Northside, provided, however that, provision shall be made for electronic or equivalent access to any such meeting by the Members in a circumstance where all Members attending electronically or its equivalent can hear and be heard by all other Members.

**SECTION 2.4 Notice of Meeting.** Written notice, stating the place, day and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered to each Member not less than thirty (30), nor more than sixty (60) days before the date of the meeting, and may be delivered personally, by mail, email, or any other method demonstrated to be capable of delivering such notice to the Members, by or at the direction of the President. Unless a Member provides the Secretary of the Corporation with written instructions to the contrary, notice may be sent or delivered to the mail address or email address provided in the membership information of the Corporation. Notice contained in a newsletter or other general correspondence shall meet the notice requirement of this section, if it is sent or delivered to each Member as provided herein.

**SECTION 2.5 Quorum.** Ten percent (10%) of the Members represented in person or by proxy shall constitute a quorum at a meeting of Members. In the event that a quorum is not present, the meeting may be adjourned to another date and time, as determined by the Board.

However, no issue which has not been specifically described in the notice of meeting may be decided at any meeting of the Members unless at least fifty percent (50%) of the Members are represented, in person or by proxy, at the meeting. The Board may establish a greater quorum requirement for certain special matters but must state the quorum requirement in the Notice provided the Members.

**SECTION 2.6 Proxies.** At all meetings of Members, a Member may vote in person or by written proxy, executed by the Member or by a duly authorized attorney-in-fact. Such proxy shall be filed with the Secretary of the Corporation before or at the time of the meeting in written or electronic form. Every proxy shall be specific for an Annual or Special Meeting of Members, or its adjourned date, unless otherwise provided in the proxy. No proxy will be valid for more than 11 months unless it is a proxy coupled with an interest.

**SECTION 2.7 Cumulative Voting.** Cumulative voting shall not be permitted. Each Member may only cast one vote for any candidate for Director even though multiple positions may be open.

**SECTION 2.8 Voting by Mail-In Ballot.** The Board of Directors in its sole discretion may determine that one or more issues shall be voted upon by mail-in ballot, either in conjunction with an Annual or Special Meeting or as a substitute for the holding of a Meeting. In the event that the Board elects to permit mail-in ballots, ballots shall be mailed, emailed or delivered to each Member at least thirty (30), but not more than sixty (60) days prior to the deadline for

voting. For a resolution to be adopted or an action approved by the Members, ballots must be received physically or electronically from at least fifty percent (50%) (or such higher percentage established in the Notice) of all eligible Members a majority of whom must have voted in favor of such resolution or action.

### **ARTICLE III BOARD OF DIRECTORS**

**SECTION 3.1 General Powers.** The business and affairs of the Corporation shall be managed by its Board of Directors.

**SECTION 3.2 Number, Tenure and Qualifications.** The number of Directors of the corporation shall be eleven (11). The Corporation may have not less than three directors and may have up to fifteen directors. Each Director shall hold office until his or her successor shall have been elected and qualified. Any increase or decrease in the number of Directors shall be approved by the Members.

**SECTION 3.3 Qualification to Be Directors.** Where more than one Member or Designee represents a single residence or Organization, only one of the Members or Designees representing such residence or Organization shall be eligible to serve on the Board of Directors. No person shall be eligible to serve as a member of the Board of Directors unless he or she is a Member or Designee as defined herein. No more than three (3) Members or Designees representing an Organization or Organizations shall be eligible to serve on the Board of Directors at the same time.

**SECTION 3.4 Regular Meetings.** The Board of Directors may provide, by resolution, the time and place for the holding of its regular meetings to be held without notice, so long as the first such meeting is with notice, and the notice informs all Directors, Members and Designees of the resolution. The Board of Directors shall hold no fewer than four (4) regular meetings during each calendar year.

**SECTION 3.5 Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or a written request that is submitted and signed by a majority of the Directors. In either event, the President shall fix the time for holding such meeting of the Board of Directors, which shall be no later than twenty (20) days after a request for a special meeting has been made pursuant to the terms of this Section 3.5. Unless consented to by all Directors, this special meeting shall be held within the geographic area of the Old Northside, provided, however that, provision shall be made for electronic or equivalent access to any such meeting by the Directors in a circumstance where all Directors attending electronically or its equivalent can hear, and be heard by, all other Directors.

**SECTION 3.6 Notice.** Notice of any special meeting shall be given at least three (3) days in advance by written notice delivered personally or by e-mail, or at least seven (7) days in advance if notice is mailed. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of

objecting to the transaction of any business because the meeting was not lawfully called or convened.

**SECTION 3.7 Quorum.** At least fifty percent (50%) of the number of Directors eligible to attend and vote shall constitute a quorum for the transaction of business at any meeting of the Board of Directors.

**SECTION 3.8 Manner of Acting.** The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

**SECTION 3.9 Action Without a Meeting.** Any action that may be taken by the Board of Directors at a meeting may be taken without a meeting if a consent, in writing, setting forth the action to be taken, is signed by no fewer than two-thirds (2/3rd) of the Directors, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken is effective when the last Director signs the written consent unless the consent specifies a prior or subsequent effective date.

**SECTION 3.10 Term of Office and Vacancy.** Each member of the Board of Directors shall be elected for a term of two (2) years, which terms shall be staggered so that the terms of approximately one-half (1/2) of the members of the Board of Directors shall expire annually. Each Director shall hold office throughout the term of his or her election and until his or her successor is elected and qualified. Unless a Director is removed by the Members under Section 3.11, any vacancy occurring in the Board of Directors shall be filled by a vote of a majority of the remaining members of the Board of Directors. The Director filling a vacancy shall serve until the next annual meeting of the Members and until his or her successor is elected and qualified, at which time a special election shall be held to elect a Director to serve the remainder of the term, if any, of the vacancy. No Member shall serve more than two consecutive terms as a Director. Different Members or Designees from the same household or Organization may not hold elected offices, including directorships, concurrently.

**SECTION 3.11 Removal of Directors.** A Director may be removed with or without cause by a majority vote of a quorum of the Members, at a meeting duly called for such purpose. In such case, his or her successor shall be elected at the same meeting by the Members to serve until the next annual meeting.

**SECTION 3.12 Duties of the Board of Directors.** The Board of Directors shall be the governing body of the Corporation representing all of the Members and being responsible for the functions and duties of the Corporation, including, but not limited to, the management of the Corporation, approving an annual budget and the collection and disbursement of the Common Expenses, if any.

**SECTION 3.13 Powers of the Board of Directors.** The Board of Directors shall have such powers as are reasonable and necessary to accomplish their duties. These powers include, but are not limited to:

- a. The power to lease or purchase for the benefit of the Members such property, equipment, materials, labor and services as may be necessary in the judgment of the Board of Directors for the conduct of the lawful business of the Corporation;
- b. The power to exercise the powers and perform the duties of the Corporation granted, imposed, authorized or permitted by law, the exercise of which is not reserved or committed to the Members by the Articles or Bylaws, including without limitation, political lobbying, supporting or opposing zoning changes, contracting for directors' and officers' liability insurance; and
- c. The power to establish and collect membership dues.

**SECTION 3.14 Limitation on Board Action.** The authority of the Board of Directors to enter into contracts that have not been budgeted shall be limited to contracts involving a total expenditure of less than \$1,000.00 without obtaining the prior approval of a majority of a quorum of the Board of Directors, except that in the following case such approval shall not be necessary, expenditures necessary to deal with emergency conditions where the Board of Directors reasonably believes there is insufficient time to call a meeting of the Board of Directors.

**SECTION 3.15 Duties.** It shall be the duty of the Board of Directors to:

- a. Cause to be kept a complete record of all its corporate affairs including meeting minutes, making such records available for inspection by any Member or authorized agent, and to present an annual financial report to the Members;
- b. Supervise all officers, agents and employees of the Corporation and see that their duties are properly performed;
- c. Annually elect the directors of the Old Northside Foundation, Inc., in accordance with the Foundation's current bylaws;
- d. Designate depositories for the funds of the Corporation, designate those officers, agents and/or employees who shall have authority to withdraw funds from such accounts on behalf of the Corporation, and cause such persons, if any, to be bonded, as it may deem appropriate;
- e. Appoint such committees as are prescribed by these Bylaws; and
- f. Exercise their powers, duties and discretion in good faith, in the best interests of the Corporation and to this end adopt appropriate guidelines for action on matters where a potential conflict of interest may exist.

**SECTION 3.16 Compensation.** No Director shall receive any compensation for his or her service as a Director, provided, however that, if a Director is engaged by the Corporation to provide services and such engagement is approved by a majority of the Directors in a meeting in which such Director being engaged does not participate or vote, then such Director may receive

reasonable compensation for services rendered.

**SECTION 3.17 Removal.** Any Director who misses three (3) or more Regular Meetings of the Board of Directors, as recorded in the minutes of the Corporation, may be removed from the Board of Directors provided, however that, such removal is approved by a majority of the Directors in a meeting in which such Director being removed does not participate or vote.

**SECTION 3.18 Members' Observation Rights.** Any Member or Designee shall be entitled to attend any meeting of the Board of Directors or of the Executive Committee, if any, but not to participate in such meeting unless invited by the President or presiding officer to participate.

**SECTION 3.19 Non-Liability of Directors.** The Directors shall not be liable to the Members or any other persons for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or reckless disregard. The Corporation shall indemnify, hold harmless and defend each of the Directors against any and all liability to any person, firm or corporation arising out of actions or contracts by the Board of Directors on behalf of the Corporation, unless any such action or contract shall have been made in bad faith, or as the result of willful misconduct or reckless disregard.

**SECTION 3.20 Additional Indemnity of Directors.** The Corporation shall indemnify, hold harmless and defend any Person, his or her heirs, assigns and legal representatives, made a party to any action, suit or proceeding by reason of the fact that he or she is or was a Director of the Corporation, against the reasonable expenses, including attorney's fees, actually and necessarily incurred by him or her in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except as to matters in which it shall be adjudged in such action, suit or proceeding that such Director is liable for bad faith, willful misconduct or reckless disregard in the performance of his or her duties. The Corporation shall also reimburse any such Director the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, if it shall be found by a majority vote of a quorum of the Members that such Director was not guilty of bad faith, willful misconduct or reckless disregard. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director, no Director shall be considered or deemed to be guilty of or liable for bad faith, willful misconduct or reckless disregard in the performance of his or her duties where, acting in good faith, such Director relied on the books and records of the Corporation or statements or advice made by or prepared by any officer or employee thereof, or any accountant, attorney or other person, firm or corporation employed by the Corporation to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall a Director be deemed guilty of or liable for bad faith, willful misconduct or reckless disregard by virtue of the fact that he or she failed or neglected to attend a meeting or meetings of the Board of Directors. The Corporation shall have the authority to purchase directors and officers liability insurance for the protection of the Directors [and Officers] to cover the Corporation's obligations hereunder.

**SECTION 3.21 Non-Liability of Officers and Committee Members.** The provisions of Sections 3.19 and 3.20 shall also apply to officers of the Corporation and members of any

Committee in each case when acting in his or her capacity of such.

**ARTICLE IV**  
**OFFICERS AND STANDING COMMITTEES**

**SECTION 4.1 Officers and Agents.** The officers of the Corporation shall be a President, a Vice President, a Secretary and a Treasurer, each of whom shall be elected by the Board of Directors. The President and Vice President shall come from the ranks of the Directors. The Corporation may also have more than one Vice President. Any two or more offices may be held by the same person, except that the duties of the President and the Secretary shall not be performed by the same person. Such other officers and assistant officers, including the Secretary and the Treasurer, need not be Directors and may be elected or appointed by the Board of Directors.

**SECTION 4.2 Election and Term of Office.** The officers of the Corporation shall be elected annually by the Board of Directors, at the first meeting of such Board held after each annual meeting of the Members. If the election of officers is not held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each officer shall hold office until the next annual meeting or until his or her successor is chosen and qualified. A Director who is elected President or Vice President may serve no longer than two consecutive two-year terms. Any such person may, after not serving for a one-year period either as a Director or President or Vice President, again be elected as a Director and President or Vice President. There shall be no limitation on the number of terms a Secretary or Treasurer may serve.

**SECTION 4.3 Reassignment.** Any officer or agent may be reassigned by the Board of Directors whenever, in its judgment, the best interests of the Corporation will be served thereby. A Director may also request reassignment at any time.

**SECTION 4.4 President.** The President shall be the principal executive officer of the Corporation and, subject to the control of the Board of Directors, shall supervise and direct all of the business and affairs of the Corporation. The President shall, when present, preside at all meetings of the Members and of the Board of Directors. The President shall, in general, perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

**SECTION 4.5 Vice President.** The Vice President or Vice Presidents of the Corporation shall fulfill such duties as the Board of Directors or the President shall direct. A Vice President shall not serve in the capacity of the President, unless the President so directs.

**SECTION 4.6 Secretary.** The Secretary shall: (a) keep the minutes of the proceedings of the Members and of the Board of Directors; (b) see that all notices are duly given in accordance with the provisions herein or as required by law; (c) be custodian of the corporate records; (d) keep a register of the post office address of each Member, as furnished by the Member and, to the extent provided, the email address of each Member; and (e) in general, perform all duties incident to the office of Secretary and such other duties as may be assigned by the President or by the Board of Directors.

**SECTION 4.7 Treasurer.** The Treasurer or the President, or any other member of the Board of Directors in the discretion of the Board on behalf of the Treasurer, shall: (a) have charge and custody of, and be responsible for, all funds of the Corporation; (b) receive and give receipts for monies due and payable to the Corporation and deposit all such monies in the name of the Corporation in such banks, trust companies or other depositories as shall be selected by the Board of Directors; (c) have responsibility for overseeing the filing of all tax returns; and (d) in general, perform all of the duties incident to the office of Treasurer and such other duties as are assigned by the President or by the Board of Directors.

**SECTION 4.8 Committees.** The Board of Directors may establish such committees, on either an ad-hoc or a standing basis, as it deems necessary or useful for the Corporation. The President shall be an ex-officio member of each committee. Committee members may, but need not be, Directors.

**SECTION 4.9 Standing Committee: Land Use Committee.** The Corporation shall have a Land Use Committee (“LUC”) comprising up to five (5) Members appointed by the President or the Board of Directors. The LUC shall review on behalf of the Corporation any proposed changes to any property in the Old Northside that must be approved by the Indianapolis Historic Preservation Commission (“IHPC”) and make a recommendation to the President regarding the position the Corporation should take in any proceedings before the IHPC and to represent the Corporation in any such proceedings. The charter of the LUC shall be as adopted by the Board of Directors from time to time.

**SECTION 4.10 Standing Committee: Financial Review Committee.** The Corporation shall have a Financial Review Committee (“FRC”) comprising up to five Members appointed by the President or the Board of Directors. The Chair of the FRC shall be a Director. In addition to the Members of the FRC, the Treasurer shall be an ex officio Member and shall report to it from time to time as requested by the FRC. The FRC shall review the financial records of the Corporation no less often than annually and shall report to the Board of Directors on its findings. The FRC, in its discretion, shall have the power to engage such accountants as it may need in the fulfillment of its duties, provided, however that, before it may contract for an audit, review or compilation of the financial statements, it must (a) provide an estimate of the cost to the Corporation of such contract to, and (b) consult with, the Board of Directors.

**SECTION 4.11 Standing Committee: Executive Committee.** The Corporation shall have an Executive Committee (“EC”) comprising the President, any Vice President and one or more other Directors. The EC shall be empowered to act on behalf of the Corporation, with all of the powers of the Board of Directors, if, but only if, action is required by the Corporation between regular meetings of the Board of Directors. Any such action shall be reported to the Board of Directors at its next regular meeting.

## **ARTICLE V CONTRACTS, LOANS, CHECKS AND DEPOSITS**

**SECTION 5.1 Contracts.** The Board of Directors may authorize, by resolution, any

officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

**SECTION 5.2 Loans.** No loans shall be contracted on behalf of the Corporation and no indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

**SECTION 5.3 Checks and Drafts.** All checks, drafts or other orders for the payment of money, including, but not limited to, bill pay, automated clearing house and wire transfers, notes, or other evidences of indebtedness issued in the name of the Corporation shall be authorized by such officer or officers, 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.

**SECTION 5.4 Deposits.** All funds of the Corporation not otherwise employed shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

**SECTION 5.5 Investments.** The Corporation shall have the right to retain all or any part of and securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Board of Directors.

**SECTION 5.6 Review.** The books and accounts of the Corporation shall at the close of each fiscal year be prepared in accordance with the requirements of Ind. Code Sections 23-17-27-1 and -6, and if approved by a majority of a quorum of the Board of Directors in accordance with Section 4.10 of these Bylaws, the financial statements shall be audited, reviewed or compiled by an accountant whose report shall be prepared in accordance with generally accepted accounting principles for the level of review chosen at the direction of the FRC. A copy of such report shall be distributed to each Member who requests a copy thereof.

## **ARTICLE VI TAXES AND OTHER ASSESSMENTS**

**SECTION 6.1 Real Estate Taxes or Assessments.** Real estate taxes or other assessments, if any, which are chargeable against the Corporation shall be paid by the Corporation and treated as a Common Expense.

## **ARTICLE VII AMENDMENT OF BYLAWS**

**SECTION 7.1 General Amendments.** The Board of Directors may amend the Bylaws in a meeting for which notice has been given not less than ten (10) nor more than thirty (30) days before the meeting stating that it is for the purpose is to consider a proposed amendment to the Bylaws accompanied by a copy of the proposed amendment, or a summary of the amendment or a statement of the general nature of the amendment. Any amendment to the Bylaws must be

adopted by a majority of the quorum of the Board of Directors at such meeting.

**ARTICLE VIII  
MISCELLANEOUS PROVISIONS**

**SECTION 8.1 Fiscal Year.** The fiscal year of the Corporation shall be the calendar year.

**SECTION 8.2 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, Board of Directors and Committees. All books and records of the Corporation may be inspected by any Member, his or her agent or attorney for any proper purpose at any reasonable time.

**SECTION 8.3 Effective Date.** These Bylaws were approved at a duly convened meeting of the Members of The Old Northside, Inc. on September 21, 2021, and they are effective as of said date.

/s/ James A. Strain  
Secretary of the Corporation

APPROVED:

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President of the Corporation