

THE OLD NORTHSIDE, INC. BYLAWS

(Revision Adopted April 8, 2003)

ARTICLE I – NAME:

The name of the corporation is The Old Northside, Inc., hereinafter referred to as “ONS”.

ARTICLE II – PURPOSE:

The ONS is a not-for-profit corporation organized under the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended, being Indiana Code Section 23-7-1.1.

The purposes for which the corporation is formed are:

- A. Preservation, restoration, renovation and revitalization of the inner city neighborhood of the City of Indianapolis known as the historic Old Northside, being that area shown on a map of The Historic Old Northside included on page 99 of the Old Northside Historic Area Preservation Plan dated November, 1979, and
- B. Such other purposes as are contained in the Articles of Incorporation of the ONS.

ARTICLE III - MEMBERSHIP:

Section 1. Membership Class

Membership shall be comprised of individual members, each of whom is qualified pursuant to Section 2 of this Article III.

Section 2. Membership Qualifications

- A. Individual Members must be eighteen (18) years of age or older.
- B. To qualify as an individual member, a person must own property, reside, or operate a profit or non-profit business in the Old Northside. As used herein, the term “own property” means to hold fee simple title in and to real estate located within the geographic area of The Historic Old Northside. As used herein, the term “reside” means maintain a permanent principal residence in the Old Northside. Notwithstanding the foregoing, a person who is an individual member may not hold more than one membership by virtue of property ownership, residence, or otherwise.

Section 3. Membership Applications

- A. Applications for initial membership or for renewal of membership shall be submitted to the Treasurer on application forms to be provided to applicants by the Secretary and shall be accompanied by such check or funds for membership dues as adopted by the Board of Directors of the Corporation from time to time.
- B. Upon the Treasurer’s verification of the information submitted in the application, the Treasurer shall provide a Certificate of Membership to the applicant. Certificates of Membership shall not be transferable.
- C. If, upon the review of an application for initial membership or for renewal of membership, the Treasurer determines that the applicant does not meet the criteria set forth in Section 2 of this Article III, then the Treasurer shall, within 30 days of such determination, return the application and the check or funds for membership dues to the applicant, together with a written notice identifying the reasons the applicant did not meet the qualifications for membership.

Section 4. Membership Dues

Dues for membership in the ONS shall be established from time to time by the Board of Directors of the ONS. In order for a member to be in good standing, current year’s dues must be paid in full.

Section 5. Signs

Each individual member shall be entitled to one ONS sign and one copy of the ONS Bylaws.

Section 6. Member Rights

All individual members shall be entitled to attend the meetings and social functions and receive notices and publications of the ONS. Members of the ONS may direct the Board of Directors to a specific purpose or action by a majority vote at any regular, special or annual meeting of the ONS. Each individual member shall have one vote in elections held pursuant to Article VII hereof, and one vote on any amendments to these Bylaws pursuant to Article XI hereof.

Section 7. Voting & Proxies

Only members in good standing of the ONS shall be entitled to vote. Each member in good standing shall have one vote on any matter brought before any regular, special or annual meeting of the ONS. A member may vote by proxy executed in a format to be prescribed by the Secretary. Such proxy shall be filed with the Secretary before or at the time of the meeting. Proxies shall be included in any count to determine whether a quorum is present. An individual member may hold no more than one proxy. Only members in good standing may grant proxies. No proxies may be cast in elections of the Board of Directors or its officers.

ARTICLE IV – MEMBERSHIP MEETINGS

Section 1. Annual Meeting

The Annual Meeting of the ONS shall be held each year as specified in Article VII, Section 1 of these Bylaws. Each annual meeting shall take place within the Old Northside at a time and location determined by the Board of Directors. The Annual Meeting shall be open to the public and individual members. For purposes of Article XI of these Bylaws, the Annual Meeting shall also be considered a regular meeting.

Section 2. Regular Membership Meetings

Regular meetings of the ONS shall be held each month from January to November, inclusive on the first Monday unless otherwise ordered by the Board of Directors. Regular meetings shall be open to the public and individual members. Time will be set aside at the beginning of each regular meeting for reports from the Board of Directors and any standing or special committees.

Section 3. Special Membership Meetings

Special meetings of the ONS may be called by the President or by the Board of Directors by providing written or telephonic notice to the President and the Board of Directors so the membership may discuss and act upon concerns and issues raised by individual members or the Board of Directors. The purpose of the special meeting shall be stated in the notice. The President and the Board of Directors shall each use their best efforts to provide three (3) days’ notice prior to any special meeting. Special meetings shall be scheduled by the President when a written request for such a meeting is received from either five (5) members of the Board of Directors or ten

percent (10%) of the individual members in good standing stating the purpose of the special meeting. Special meetings of the ONS shall be open to the public and individual members.

Section 4. Quorum

A number equal to fifteen percent (15%) of all members in good standing shall constitute a quorum at any regular or special meeting of the ONS. Except, as otherwise provided in these Bylaws, a majority of the members present (in person or by proxy) shall be necessary to pass any motion.

ARTICLE V - BOARD OF DIRECTORS

Section 1. Membership

The Board of Directors, hereinafter referred to as "Board", shall be comprised of eleven members, including four officers: the President, Vice President, Secretary, and Treasurer of the ONS. The Board shall manage the business and affairs of the ONS. Each Officer and Director shall be a member in good standing at the time of election and must remain in good standing for the duration of his or her term.

Section 2. Election & Term

The Board shall be elected at the Annual Meeting of the ONS, as provided in Article VII of these Bylaws. Each Director shall hold office for a term of two (2) years until his or her successor is duly elected and qualified. The term of office of each Director shall begin on January 1 and be for a period of 2 years ending on December 31. The two-year terms will be staggered with four (4) Directors elected one year and three (3) Directors elected the next. Officers shall be elected to one-year terms. No Officer or Director may serve more than two (2) consecutive terms.

Section 3. Vacancies

Any vacancy on the Board, including that of Vice President, Secretary or Treasurer, whether as a result of resignation, removal or otherwise, shall be filled by Presidential appointment, subject to approval by a simple majority of the Board. The newly appointed Director or Officer shall serve for the remainder of the term of the board member whose vacancy he or she has been appointed to fill. In the event of a vacancy in the office of President, the Vice President shall automatically become President for the remainder of the term.

Section 4. Absences

Any Director who is absent from three regular meetings of the Board may be removed from the Board by a majority vote of the Board. For a Board member to be considered absent from a meeting, the absence must be recorded in the Secretary's minutes of such meeting.

Section 5. Regular Board Meetings

Regular meetings of the Board shall be held each month from January to December inclusive. The location, date and time of each regular meeting for the calendar year shall be set at the January regular meeting; provided, however, the President or Board may change or cancel a regular meeting not less than three (3) days before the date that such meeting is to be held. The President or the Board shall communicate the schedule of the regular meetings, together with any changes in the date, time, or place of such meeting(s), to the individual members by whatever means they deem appropriate. Regular meetings of the Board shall be open to the public and

individual members.

Section 6. Special Board Meetings

Special meetings of the Board may be called by the President or by Four (4) members of the Board by providing written or verbal notice to the President and the Board. The purpose of the meeting shall be stated in the notice. The President or the directors shall use their best efforts to provide three (3) days' notice prior to any special meeting. Special meetings of the Board shall be open to the public and all individual members.

Section 7. Quorum

Seven (7) members of the Board shall constitute a quorum for the transaction of business at any meeting of the Board. Actions approved by no fewer than five (5) members of the Board shall be the act of the Board.

Section 8. Duties

The Board shall serve as the membership of the Old Northside Foundation.

ARTICLE VI - OFFICERS

The officers of the ONS shall be a President, Vice President, Secretary and Treasurer. Each Officer shall be an individual member of the ONS in good standing, and shall also be a member of the Board.

Section 1. Term

The term of office of each Officer shall begin on January 1 and be for a period of one year, ending on December 31. Each Officer shall hold office until his or her successor is duly elected or appointed and qualified. No Officer shall serve more than two (2) consecutive terms in the same office.

Section 2. Removal

Any Officer or agent elected or appointed by the Board may be removed by the Board whenever he or she misses three consecutive Regular Meetings, and his or her absences are recorded by the Secretary in accordance with Article V of these Bylaws.

Section 3. President

The President shall be the principal executive officer and spokesperson of the ONS and, subject to approval of the Board, shall manage the day-to-day business and affairs of the ONS. The President or his or her designee, who shall be subject to approval by the Board, shall serve as the official representative of the ONS to organizations with which the ONS has approved affiliation. The President shall preside at all meetings of the ONS and of the Board. The President also may sign, with the Secretary or other officer authorized by the Board, certificates, deeds, mortgages, bonds, contracts or other instruments unless the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the ONS or shall be required by law to be otherwise signed or executed. The President also shall perform all duties incident to the office of President and such other duties as from time to time may be prescribed by the Board.

Section 4. Vice President

In the absence of the President, or in the event of his or her 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 or her by the President or by the Board. The Vice President shall coordinate committee activities, and shall recruit and recommend members and committee chairs to the President and Board.

Section 5. Secretary

The Secretary shall:

- A. Keep the minutes of the ONS and the Board meetings;
- B. See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law;
- C. Be custodian of the corporate records and responsible for submitting all documents and reports to maintain the corporate existence of the ONS with the Indiana Secretary of State;
- D. Perform all duties incident to the office of the Secretary and such other duties as from time to time may be assigned to him or her by the President or by the Board.
- E. Perform the duties defined in Article III, Article V, Article VI and Article VII of these Bylaws.

Section 6. Treasurer

The Treasurer shall:

- A. Have custody of and be responsible for all funds and securities of the ONS;
- B. Maintain and have available at all ONS meetings a current roster of individual members, including mailing addresses and telephone numbers;
- C. Receive and give receipts for monies due and payable to the ONS and deposit such monies in the name of the ONS in such bank or other depository as shall be selected in accordance with the provisions of Article IX of these Bylaws required by the Board;
- D. Give bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board shall determine;
- E. Perform all of the duties as from time to time may be assigned to him or her by the President or the Board;
- F. Perform the duties defined in Article III and Article VII of these Bylaws;
- G. Maintain the deposit and other accounts of the ONS with the financial institution selected from time to time by the Board, and report and make available for inspection at each meeting of the Board the books and records of the ONS.

ARTICLE VII - ELECTIONS

Section 1. Date

The date of elections shall be held no later than December 10th at the Annual Meeting of the ONS. The date of each Annual Meeting shall be determined by the Board at its regular meeting in August of each year and announced to the members at the general membership meeting in September.

Section 2. Nominations

- A. The Board shall appoint a Nominating Committee. The Nominating Committee shall consist of five (5) members, including two (2) members of the Board and three (3) individual members. Each year, the Nominating Committee shall identify and nominate the persons to run for each officer position of the ONS. At the same time, the Nominating Committee shall also identify and nominate persons to run for

each open Board of Director position. The Nominating Committee may not nominate any member of the Nominating Committee. The Nomination Committee shall be selected and announced at the September ONS meeting.

- B. The Nominating Committee shall present a list of the candidates nominated by it at the October regular meeting of the ONS.
- C. Nominations shall also be accepted from the general membership at the September and October and November regular meetings of the ONS.
- D. Each nominee must declare his or her consent to candidacy at the meeting he or she is nominated.
- E. In the event there exists an insufficient number of candidates for open positions on the Board by the end of the November regular meeting of the ONS, then additional nominations for such positions may be accepted from the general membership at the Annual Meeting; however, voting for candidates so nominated shall take place to fill positions left open only after completion of the election procedures stated in Section 5 of this Article. Candidates so nominated shall be elected in accordance with the procedures stated in Section 5 of this Article.

Section 3. Qualifications

- A. No individual member shall hold more than one office concurrently.
- B. Different members of the same household may not hold elected office concurrently.
- C. No individual member shall serve more than two (2) consecutive terms in the same office.
- D. Candidates for office must meet all criteria for membership in the ONS and must be current in the payment of their membership dues at the time of their nomination and during the duration of their term in office.

Section 4. Voting

- A. Only individual members who are current in the payment of their dues shall be eligible to vote in elections of the officers and Board during the Annual Meeting in December.
- B. An individual member shall be entitled to cast one ballot in the elections, including by absentee ballot.
- C. After the close of the November ONS meeting, an absentee ballot may be secured from the Secretary by written request of the ONS member in good standing, and must be received by the Treasurer no later than the date and time of the annual meeting.
- D. After the close of the November ONS meeting, a roster of candidates which includes the names of all certified and qualified candidates, shall be distributed to all individual ONS members by the Secretary.

Section 5. Election Procedures

- A. The highest ranking officer or senior-most Director not running for re-election shall preside over the elections at the Annual Meeting.
- B. The candidates receiving the highest number of votes shall win election. In the event of a tie, the individual members shall vote between or among the candidates receiving the highest number of votes until one candidate receives a clear plurality of votes and a winner is declared.
- C. Following election of the Officers, the membership

shall vote to elect the open Director positions to the Board. Unsuccessful candidates for Officer positions may have their names added to the ballot for the Board. The candidates receiving the highest number of votes shall win election. In the event of a tie, additional voting shall take place between or among the tied candidates who tie for the last position(s). Balloting shall continue between or among the remaining candidates until each position is filled by a candidate receiving a clear plurality of votes and a winner is declared.

ARTICLE VIII - COMMITTEES

Standing or special committees shall be appointed by the President as the membership, or the Board, shall from time to time deem necessary to carry on the work of the ONS. The President shall be, ex officio, a voting member of all committees.

ARTICLE IX – FINANCE

Section 1. Contract Authority

The Board shall have the power to authorize any officer or officers to enter into any contract or execute and deliver any instrument in the name or and on behalf of the ONS, and such authority shall be confined to specific instances.

Section 2. Loans

No officer or director shall cause the ONS to incur indebtedness, whether from borrowing of money or otherwise, and no evidence of indebtedness shall be issued in its name unless authorized by a resolution of the Board. Such authority shall be confined to specific instances.

Section 3. Checks, Payments & Transfer of Funds

All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the ONS, shall be signed by such officer or officers and in such a manner as shall from time to time be determined by resolution of the Board. All checks, drafts or other orders for the payment of money in excess of five hundred dollars (\$500.00) shall require the signatures of two officers. The Board must establish an operating budget to be approved by Board no later than its February regular meeting for the current year, and updated by the Board at its July regular meeting. All expenditures are to conform to the budget unless authorized in advance by the Board.

Section 4. Deposits

All funds and monies of the ONS shall be deposited to the credit of the ONS in such banks or other depositories as the Board may select from time to time.

Section 5. Annual Audit

An auditing committee of three (3) members shall be appointed by the Board, whose duty it shall be to audit the Treasurer's accounts at the close of each fiscal year and submit a report to the individual members not later than January 31st of the following year.

ARTICLE X- PARLIAMENTARY AUTHORITY

The rules contained in the current edition of Robert's Rules of Order Newly Revised shall govern meetings of the ONS in all cases to which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the ONS may adopt from time to time. All

questions of procedure shall be referred to the presiding officer who, after consultation with the parliamentarian, shall decide the question. The President, subject to approval by the Board, is hereby empowered to appoint a parliamentarian.

ARTICLE XI - AMENDMENT OF BYLAWS

These Bylaws may be amended at any regular meeting of the ONS by a vote equal to or greater than thirty-four percent (34%) of all individual members in good standing, provided:

- A. The proposed revision or amendment is first submitted to the Secretary in writing at a general membership meeting at which a quorum is present. The Secretary shall communicate the proposed revision or amendment to the entire membership not less than ten (10) days prior to the next regular general membership meeting.
- B. Within twenty (20) days following its submission in accordance with Section A of this Article and prior to the next regular general membership meeting, counsel to the ONS shall render and submit to the Board an opinion as to the legality and effect of the proposed revision or amendment.
- C. The proposed revision or amendment shall be read by the Secretary at the first regular general membership meeting following the meeting at which it was submitted, at which time it shall be open to discussion and amendment by the membership.
- D. The proposed revision or amendment shall be voted upon by the membership at the second regular general membership meeting following the meeting at which it was submitted, provided a quorum of the membership is present, in person or by proxy. If no quorum is present at such meeting, the proposed revision or amendment shall be voted upon at the first subsequent regular membership meeting at which a quorum of the membership is present, in person or by proxy.

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