

BATES-HENDRICKS NEIGHBORHOOD DEVELOPMENT BYLAWS

ARTICLE 1 - NAME

The legal name of the organization is "Bates-Hendricks Neighborhood Development" doing business as "Bates-Hendricks Neighborhood Association" or "BHNA". The organization will be referred to herein as "BHND".

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 Development is a community organization that strives to improve the quality of life of those living in the neighborhood through four main activities: advocating for the needs of the community through an organized and unified voice, neighborhood beautification, community-building, and economic development.

Section 2.3 Excluded Activities

BHND cannot engage in certain activities per the requirements of the law. These activities include supporting or opposing political campaigns in any way, lobbying for legislation outside of the benefit of the community as a whole (without the support of the community), or engaging in joint financial ventures with other organizations.

ARTICLE 3 - MEMBERSHIP

Section 3.1 Classes of Membership

- a) *Household Membership:* a person whose legal residence is within the boundaries of BHND without regard to homeowner/rental/contract status. In the event a person owns multiple properties, that person shall only have one vote. In the event multiple qualified members live in a single household, eligible individuals are each a Member in the Bates-Hendricks Neighborhood Association.
- b) *Business Membership:* a for-profit or not-for-profit entity located within the boundaries of, or actively involved in, BHND. One representative from each business may participate in the Bates-Hendricks Neighborhood Association. In the event a person or entity owns multiple properties, that person may only cast one vote.

Section 3.2 Qualification for Membership

Membership in BHND shall be open to all persons eighteen years of age or older who pay annual dues and meet the requirements outlined in Section 3.1. Each individual shall then be considered a "Member" until an event of termination (as described in Section 3.5 below).

Section 3.3 Dues

Dues of Ten Dollars (\$10.00) for Household Membership and Twenty-Five Dollars (\$25.00) for Business Membership 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 Termination of Membership

Membership for a Household or Business shall terminate when a person or entity 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 thirty (30) days after the non-renewal of the annual Membership and/or the non-payment of dues for the current year.

Section 3.6 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 BHND Membership shall be held at the direction of the Board of Directors. The BHND President or Board may alter the regular 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 BHND.

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 BHND.

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 Committee Meetings

Committees will meet once per month or on a regular schedule as determined by the Members of that committee. The Chair of the committee will announce meeting times within a minimum of 24 hours in advance. Minutes will be made available on the neighborhood website or by written request.

Section 4.6 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, or at the discretion of the President or Secretary when less than (3) days' notice has been given. 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 4.7 Quorum

For any regular and special meeting, a quorum shall consist of the following: the greater of 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 4.8 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 3.6. All actions or recommendations of the regular or special meetings shall be communicated to all affected parties.

Section 4.9 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 BHND may adopt.

Section 4.10 Non-discrimination

BHND 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 4.11 Public Notice

Public notice is defined as notification by printed publication, email, information published on the neighborhood website, updates on public online calendars, and/or posts on social media sites.

ARTICLE 5 - BOARD OF DIRECTORS

Section 5.1 Authority

The affairs of BHND shall be conducted by the Board of Directors, herein known as the Board. The Board shall determine Officers through majority vote from the current Board of Directors. The President shall also require an affirmative vote from the General Membership.

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, and shall serve as the outward-facing representative of BHND and maintain relationships with community partners. The President shall provide oversight of the onboarding and offboarding of Directors and Officers.
- 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. The Vice President shall also provide oversight of the strategic plans developed by Committees and with the onboarding and offboarding of Committee Chairs.
- c) *Secretary:* the Secretary shall keep minutes and written records of attendance at meetings and actions taken at meetings, and shall make records of BHND available for inspection for any proper purpose at any reasonable time to Directors, Officers, Members, and other persons authorized by law. The Secretary shall also maintain the Membership list and sign-in sheets.
- d) *Treasurer:* the Treasurer shall be accountable for all BHND funds and shall give an accounting at each Board Meeting and Annual Meeting, and shall receive, keep safe, and disburse BHND funds in accordance with the provisions of Article 9. The Treasurer will also be responsible for maintaining a budget and completing and filing all necessary tax documentation yearly as required by State and Federal regulations.

Section 5.3 Director Responsibilities

Each Director who is not also an Officer will be responsible for fulfilling at least one task required of the Board to fulfill its duties. Such tasks may include, but not be limited to, chairing a committee, managing public greenspaces, event photography, newsletter responsibilities, technology management, and grant writing.

Section 5.4 Number of Directors

The Board shall consist of a minimum of five (5) and a maximum of nine (9) eligible voting Members (see Sections 3.2 and 6.2), each a Director. All Officers and the immediate past President of BHND shall be Directors.

Section 5.5 Terms

Subject to the provisions of Section 3.5, lengths of terms are as follows:

- a) *President:* shall serve for a term of three (3) years or until their successor has been qualified and duly elected by the Board and General Membership. After their 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 their successor has been elected and qualified.

Section 5.6 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 BHND. 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 BHND 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, their 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 5.7 Removal

Any holder of an elected position may be removed by a two-thirds (2/3) vote of the General Membership present at a regular or special meeting, but in no case shall the Board be reduced to fewer than the minimum number established in Section 5.4

Section 5.8 Replacement

A replacement for a Director can be nominated by any Member in good standing at that time. The vacant Director position shall be filled by vote of the General Membership and shall be appointed to the position by the Board by the next regular meeting.

Section 5.9 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 their successor is duly elected or appointed and qualifies, unless removed.

ARTICLE 6 - ELECTIONS

Section 6.1 Election of Directors & President

Elections shall be held at the Annual Meeting as described under Section 4.1 and determined by a majority vote of Members. Neighbors intending to run for a Director or President position must notify the Board at least two (2) weeks in advance of the election. Run-off votes for the top two candidates shall be used to determine a majority winner for each position.

Section 6.2 Eligibility

To be eligible for a Director or President position, an individual must be a Member of BHND (see Section 3.2) for a minimum of six (6) months and actively participate in achieving the BHND mission statement which may include, but not be limited to, participating in a committee, volunteering at events, and/or fulfilling other Board-assigned duties.

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. At least one (1) Committee Member must be a Board Member, but the remaining Committee Members need not be Members of the Board.

Section 7.2 Committee Conduct

- a) *Chair Selection:* each committee shall select a committee chair to be approved by the Board.
- b) *Chair Resignation:* a committee chair may resign at any time by delivery of written notice to the committee and Vice President. Resignation will be effective on any date specified within such notice, with a requested thirty (30) days' notice to allow for offboarding and transition. Once delivered, a notice of resignation is irrevocable.
- c) *Committee Operations:* any committee of BHND shall conduct its business according to the rules for committees as defined in these Bylaws. Each committee chair shall attend an annual planning meeting with a Board Officer at the request of the Board and submit committee goals and budget for approval by the Board. Each committee shall meet no fewer than four (4) times annually and provide meeting minutes to the Board within a reasonable

timeframe. A representative of each committee shall present the committee's work to the General Membership upon request of the Board and provide periodic articles for inclusion in the neighborhood newsletter and/or for social media updates.

Section 7.3 Reporting and Appeal

- a) *Reporting:* any committee of BHND shall report regularly to the Board before the next Board meeting.
- b) *Appeal:* any decision of any committee of BHND may be appealed to the Board for rehearing by any interested person or entity whose rights have been affected by a decision.

Section 7.4 Committee Budgeting

Any committee of BHND with typical or expected annual expenses may elect to submit an annual budget to the Board, which shall vote to approve or not approve the budget. If the annual budget is approved, the Committee Chair may operate within that budget under the conditions of their proposal without additional Board authorization per Section 9.4(a). If the annual budget is not approved, the Committee Chair shall continue to require authorization for purchases per Section 9.4(a) and may elect to re-submit their budget based on Board feedback.

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 BHND, and such authority may be of general or specific instances.

Section 9.2 Donations

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

Section 9.4 Disbursement of Funds

- a) *Transaction Authorization:* Two (2) authorizations by Board Officers, one of whom must be the Treasurer, are required on any transaction totaling less than two hundred and fifty dollars (\$250). Any transaction totaling two hundred and fifty dollars (\$250) or more, or any wired transaction, requires a full Board vote, either in person or in writing. All spending requests require a reimbursement form provided by the Treasurer. Forms must be signed by both the President and Treasurer before reimbursement.
- b) *Annual Budget Authorization:* The Board may vote to approve or not approve annual budgets submitted by

Committee Chairs per Section 7.4.

Section 9.5 Use of Funds

All BHND funds not otherwise employed shall be deposited in credit of BHND in such banks or other depositories as the Treasurer may select upon approval of the Board. No Board Director, Committee Chair, or other such volunteer position shall collect any earnings from BHND for serving in that position. However, BHND may elect to disburse funds to any Member in exchange for an unrelated specific service BHND (e.g. public greenspace mowing).

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

BHND 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 their 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 AND REVIEW

These Bylaws can be amended by the Board of Directors by a 2/3 majority vote. The Bylaws will be reviewed by the Board each year before the annual meeting.

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.

ARTICLE 13 – DISSOLUTION

Upon the dissolution of this organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or 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.

The foregoing Bylaws were duly adopted by the undersigned Board of Directors on this the 29th day of January, 2024.

Signatures

James Bulow, President

Hannah Kramer, Director

Gina Christofaro, Vice President

Brandon Mott, Director

Erik Mudrak, Secretary

Erin Chatten Nunley, Director

Taylor Cagle, Treasurer

Nick Zimmerman, Director