

**BYLAWS OF COTTAGE HOME NEIGHBORHOOD ASSOCIATION, Inc.**  
(Bylaws amended and approved by the Association on 4/6/16)

**ARTICLE I**

**NAME**

1.1 The name of this not-for-profit corporation shall be Cottage Home Neighborhood Association, Inc. This organization shall for the purposes of brevity hereinafter be referred to as “the corporation.”

1.2 The principal office or place of business shall be 714 N. Highland Ave., Indianapolis, IN 46202.

1.3 The fiscal year of the corporation shall be January 1 through December 31.

**ARTICLE II**

**PURPOSES**

2.1 The corporation will sponsor and conduct activities to support the growth and development of the Cottage Home Neighborhood; an area in Indianapolis, Indiana, bounded on the north by 10th Street; on the east by Oriental Street; on the south by Michigan Street; and on the west by the CC&I railroad tracks.

2.2 The corporation will be organized and operated exclusively for charitable and educational purposes as defined by section (c) (3) of the Internal Revenue Code of 1954. No substantial part of the corporation’s activities may consist of attempting to influence legislation. None of its activities may consist of participation in political campaigns. None of the corporation’s net earnings may inure to the benefit of its members or any individual.

2.3 The corporation will endeavor to promote and maintain a welcoming and pluralistic community where residents of diverse socio-economic and cultural backgrounds can live and work together for the benefit of the neighborhood.

2.4 The corporation will encourage solidarity and community among residents in order to create and preserve a dynamic and healthy neighborhood where people can gather, raise families, pursue livelihoods, and conduct business.

2.5 The corporation will work to establish and maintain strong connections to the broader city community through regular communication or more formal partnerships with other neighborhood associations, community organizations, local institutions, and businesses.

2.6 In furtherance of these goals, the corporation will maintain the unique historical and architectural aspects of the community, with an awareness of the

historic balance between residential and business development. The corporation will encourage new development that is compatible with the neighborhood's historic identity. The corporation will strive to maintain its green spaces through responsible stewardship of the land, promoting native flora and fauna while also supporting social activities.

## **ARTICLE III**

### **MEMBERSHIP**

3.1 The corporation shall be comprised of active members

3.2 Active members of the corporation are those persons (16 years of age or older) or entities that have paid the current membership dues.

3.3 Membership categories and dues for each category of membership shall be determined from time to time by the board of the corporation and ratified by vote of the membership.

3.4 Each membership, regardless of category, is entitled to one vote at business meetings of the membership.

## **ARTICLE IV**

### **BOARD OF TRUSTEES**

4.1 The governing board of the corporation (hereinafter called "The board" or "the board of trustees") shall have ultimate responsibility for the business and affairs of the corporation.

4.2 The board of trustees shall consist of three classes of approximately equal size, each class serving 3-year terms. There shall be a minimum of nine (9) and a maximum of eleven (11) individuals, including the officers but not ex officio trustees in that count. The immediate past President of the corporation shall serve for one year as an ex officio member of the board regardless of the number of consecutive years he/she has completed on the board, and shall have full voting privileges. One ex officio trustee may be appointed by the board to a term specified by the board in time of need. This ex officio position can be deemed to have or not have voting privileges per the board.

4.3 The trustees shall be elected by the general membership at the annual business meeting of the corporation. At said meeting, the Nominating Committee shall propose a slate of trustees, which shall be subject to additions from the floor. The election of trustees shall be by majority vote of all members present.

4.4 Any candidate for the board must be an active member of the corporation 30 days prior to his/her election.

4.5 No person shall be eligible for election to the office of president unless he/she has been a member of the board within the last five years.

4.6 Newly elected trustees will assume their duties at the beginning of the fiscal year. Each trustee shall serve a term of approximately three (3) years.

4.7 Trustees shall be elected to serve a term of three (3) years, but may be reelected for a maximum of two (2) consecutive terms or six (6) years in total.

4.8 Any vacancies that may occur on the board for reason of death, resignation or otherwise may be filled by a majority vote of the board of trustees. Any trustee so elected will hold office until the end of the vacant term. If the replacement trustee is reelected, the partial term just served shall not be counted when computing his or her term limit.

4.9 Any member of the board who shall be absent for three meetings a year without presenting satisfactory excuse to the President, or who has failed to maintain membership in the corporation, or who has failed to perform their legal duties as a trustee, may be removed from the board by a majority vote of the trustees present. Such action shall not be taken until said trustee has been notified in writing and provided an opportunity to respond.

4.10 Board members shall serve without salary, but may be reimbursed for expenses incurred in the performance of their duties.

4.11 Board of trustees shall appoint a Resident Agent for service of process, as required by law, at the January board meeting.

## **ARTICLE V**

### **OFFICERS' DUTIES AND RESPONSIBILITIES**

5.1 The officers of the corporation shall be President, Vice President, Secretary and Treasurer. Officers shall serve a term of one year and may succeed themselves.

5.2 Officers are elected to office by the board at the January board meeting

5.3 Mid-term vacancies occurring in any of the offices, due to death, resignation, or otherwise shall be filled by a majority vote of the board.

5.4 **President:** The President shall preside at all meetings of the general membership and of the board and shall be an ex officio member of all committees with full voting privileges and shall perform such other duties as usually pertain to the said office or as may be prescribed from time to time by the board of directors. The President shall appoint all committees, subject to approval by the board.

5.5 Vice President: The Vice President shall perform the duties of the President in the absence of the President for any cause. The Vice President shall perform such other duties as may be designated from time to time by the board of trustees and/or the President.

5.6 Secretary: The Secretary shall prepare and keep written minutes of all official meetings of the members and of the board of trustees; shall keep all books and records, apart from financial records; shall attest to documents and shall prepare statutory annual reports. The duties of the Secretary may be divided, as directed by the board of directors, between a Corresponding Secretary and a Recording Secretary.

5.7 Treasurer: The Treasurer shall have custody of all corporation funds. The funds shall be deposited in a financial institution that has been approved by the board of trustees. The Treasurer must sign all checks. The Treasurer must sign checks only for budgeted or board approved expenditures. The President may sign checks in the Treasurer's temporary absence or inability to perform his/her duties. The Treasurer shall present a written financial report at all regularly scheduled board meetings and at the annual meeting of the membership. The Treasurer shall make all financial books and records available for inspection at reasonable times to any member of the board. The Treasurer shall file all necessary tax forms, including exemption forms if necessary and any other financial reports and returns as may be required from time to time to maintain the corporation in good standing under the law. The Treasurer shall maintain insurance on all real and personal assets of the corporation. The Treasurer shall assist the Secretary in preparing the annual report for filing with Indiana Secretary of State by providing current and accurate financial statements. The Treasurer shall cause an annual audit of the books to be made.

## **ARTICLE VI**

### **MEETINGS**

6.1 The annual meeting of the active members of the corporation shall be held during the month of December. The board shall determine the time and place of the annual meeting. Notice of the meeting will be provided to all members at least thirty days prior to the date of the annual meeting.

6.2 Regular business meetings of the board and/or the membership may be called by the President or, in his/her absence, by the Vice President, or at the request of three officers, or at the request of five members of the corporation. Such requests should be addressed to the board and delivered to both the President and Secretary of the corporation. Due notice shall be given in writing to all active corporation members at least 3 days prior to specially called meetings.

6.3 Standing committee meetings shall be called by the chair of the committee. Committees shall strive to hold regularly scheduled meetings, no less than bi-monthly. When deemed necessary, the President may call committee meetings.

6.4 A majority of the board of trustees, including at least one officer, shall constitute a quorum at meetings of the board.

6.5 At any meeting of the members, ten (10) percent of the qualified members entitled to vote, or, at least, ten (10) such members must be present in person at such meeting, whichever is greater, in order to constitute a proper quorum.

6.6 Only qualified members are entitled to vote at any annual, regular or special meetings of the corporation. Qualified members are members who have paid their dues for the current year at least thirty (30) days prior to the meeting.

## **ARTICLE VII**

### **COMMITTEES**

7.1 Committees of the board may be standing or ad hoc. The President shall appoint all committee chair persons, subject to approval by the board. Committee chair persons must select all committee members, subject to approval by the board. Only approved committee members have voting privileges. Standing committees shall consist of a minimum of three (3) individuals and shall be chaired by a member of the board. At least one member of each standing committee shall be appointed from the general membership, i.e. shall not be a board member. The President may from time to time, with the approval of the board, appoint additional members to any standing committee.

7.2 All committee members must be active members of the association.

7.3 The standing committees and their assigned functions are:

Budget Committee – prepares a proposed budget for the board’s approval at the first regular meeting of the board in each fiscal year and recommends budgetary adjustments during the course of each year as deemed necessary; proposes policies affecting the corporation’s finances; monitors investments of the corporation’s assets and advises the board of any recommended changes in investments. The Treasurer of the corporation shall be an ex officio member of this committee with full voting privileges.

Communications Committee – facilitates communication with the membership and the public, including alerts involving health and safety situations.

Conservation Committee – monitors and cares for all real properties owned by the corporation; advises the board regarding the acquisition or sale of properties; monitors zoning issues affecting the neighborhood; educates people about the

Cottage Home Conservation Area Plan and monitors their implementation; advises the board regarding long-term property use in the neighborhood.

Fundraising Committee – plans and implements special and ongoing fundraising activities. The Treasurer of the corporation shall be an ex officio member of this committee with full voting privileges.

Green-space Committee - coordinates neighborhood clean-up and beautification efforts; maintains all CHNA properties; advises the board regarding long-term property use in the neighborhood; manages scheduling and rental of CHNA properties.

History & Archives Committee – organizes and maintains neighborhood records (including minutes, reports, publicity, etc.) and keeps files pertaining to the history of the neighborhood.

Membership and Hospitality Committee – develops programs for maintaining and expanding the corporation’s membership; maintains a database of all active members. The Secretary, or Corresponding Secretary, shall serve as an ex officio member of this committee with full voting privileges.

Nominating Committee – educates the board on the purpose and functions of the corporation; reviews performance of board members eligible for re-election; recruits and nominates potential board members; presents a slate of proposed board members at the annual membership meeting; recommends candidates for vacancies on the board; and nominates corporation officers. The committee shall publish a complete list of board nominations at least thirty (30) days prior to the annual membership meeting.

7.4 From time to time, the President or the board may expand the charge of any committee.

7.5 Committees are not required to keep minutes, but each committee shall report regularly to the board its recommendations upon all areas of its responsibility.

7.6 At least sixty (60) days before the end of each fiscal year, each standing committee shall present to the budget committee its proposed budget request for the following fiscal year.

## **ARTICLE VIII**

### **MISCELLANEOUS**

8.1 Meetings of the board and membership shall be conducted according to *Roberts’ Rules of Order*.

## **ARTICLE IX**

### **EXECUTION OF INSTRUMENTS**

9.1 Unless otherwise ordered by the board, all written contracts and other documents entered into by the corporation shall be executed on behalf of the organization by the President. When it so desires, the board may authorize any officer or officers, agent or agents of the corporation to enter into any contracts or to execute and deliver any instrument in the name of and on behalf of the corporation. Such authority may be general or confined to specific instances.

## **ARTICLE X**

### **AMENDMENTS TO THE BYLAWS**

10.1 Amendments may be proposed by any five (5) qualified members and submitted, in writing, to the Secretary at any regular membership meeting. Adoption of such amendments shall require a 2/3 majority of the members present at the next regular or special membership meeting providing there is a quorum. The proposed change, or changes, in the bylaws must be stated, in full, in a notice for the meeting at which action is to be taken. Members shall be notified at least ten (10) days prior to such a meeting.

As required by the Bylaws, these amendments were approved for submission to the membership by the board of directors at its meeting on February 9, 2016 and approved at the meeting of the membership held on April 4, 2016.