

Board approved October 2020

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 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

AFFORDABLE HOUSING POLICY

Affordable Housing, Cultural, and Socio-Economic Outreach

Policy: The Corporation believes all residents in the West Central neighborhood have the right to home ownership opportunities regardless of ethnicity, cultural and socio-economic factors and physical abilities. The Corporation will support home ownership opportunities by engaging and educating all people regardless of physical abilities, ethnicity and income levels in the planning and processing of neighborhood operations, development and change. This includes low- and moderate-income beneficiaries, special needs people and all cultural backgrounds.

Section 1. **Outreach Methods.** Current members, officers, and board members will engage, encourage and educate all residents and other people interested in West Central, by the following methods:

- word of mouth
- e-newsletter
- Social Media

- monthly and specially called meetings regarding the benefits of joining the association. Attendance and participation at meetings, voting in the elections and on decisions, and holding office in the association will be encouraged. Voting guidelines will be provided at monthly meetings.

Section 2. **Events.** The Corporation will inform residents of events, both business and social, sponsored by the neighborhood by the same methods listed in #1.

Section 3. **CHDO Projects.** With regards to affordable housing (rehabilitation and new build) especially our CHDO projects, the Corporation Board of Directors, Corporation officers, and the CHDO board will educate and inform, as many residents as possible, and members via the methods listed in #1. Other educational and informational devices may be implemented as the need arises. The Corporation will solicit input from all members, especially those of low- and moderate-income levels, and special needs (physically challenged) people, who might benefit the most and be eligible for the Corporation's affordable housing projects.

ARTICLE VI 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. The Membership categories are as follows:

- | | |
|-----------------|-----------------|
| a. Senior | Persons over 60 |
| b. Individual | |
| c. Business | |
| d. Organization | |
| e. Patron | |
| f. Benefactor | |
| g. Lifetime | |
| h. Honorary | |
| i. Household | |

New memberships after October 14th will be for the following fiscal year.

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 VII

MEETING OF MEMBERS

Section 1. **Place of Meetings.** The Board of Directors of the Corporation may designate any place as the location of any meeting.

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.

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 and have attended at least three (3) of the immediately preceding twelve (12) regular membership meetings or neighborhood-sponsored events where a attendance was taken and recorded. Any combination of meetings and/or events shall serve to qualify a member for voting status. During times of a declared emergency, the attendance requirement may be waived with a majority vote of the board of directors.

(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.)

(d) A household membership will consist of no more than 2 votes. A business membership will consist of a single vote.

Section 9. **Voting in Absentia.** A voting member may vote by proxy on any matter brought before any regular, special or annual meeting of the Corporation by signing in the presence of a notary public an appointment form and filing the appointment form with the secretary. The appointment form shall state the term of the appointment which shall not exceed eleven (11) months.

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. 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 VIII 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. The past president of the Corporation shall preside over the annual election assuming they are not seeking office. Should the past president be seeking office, another officer or past officer who is not seeking election shall preside over the election of officers.

Section 4. **Term of Office.** Each officer shall serve for the fiscal year after their election. 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 Directors 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 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 IX BOARD OF DIRECTORS

Section 1. **Number.** The Board of Directors of the Corporation shall consist of a minimum of seven to nine (7-9) directors who shall be the five (5) officers defined in Article VII, Section 1, and 2-4 additional Board Members. The immediate past President of the Corporation shall be a non-voting member of the board casting a vote only in the case of a tie vote of the directors. Additional Directors shall be chosen by the President from the community at-large to serve the Corporation. These additional directors will be nominated by the President and must be voted on the board annually by a unanimous vote of the elected officers. Additional directors will be nominated and voted on at the June Board of Directors meeting. They will serve a term from July of the current year until June of the following year. The President may nominate additional Directors to fill an open seat at any time of his/her term, with the Director's term ending on the last day of June. Additional nominees, or those not receiving a unanimous confirmation from the officers of the board, may serve as an advisory nonvoting board member.

Section 2. **Voting.** The five officers of the corporation, and any additional directors as selected in Section 1, 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 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, with full voting rights afforded to any officer, 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 simple 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 monthly on the second Monday, 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. **Nonliability of Directors.** The directors shall not be personally liable for the debts, liabilities, or other obligations of the corporation.

Section 11. **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 X PROCUREMENT POLICY

All procurements made by the Corporation will be made in accordance with the following policy and its procedures.

POLICY

The Corporation's Procurement Policy is to reinforce consistency and efficiency in expenses involved in its operation as a nonprofit and to maximize the resources of the Corporation. Procurement transactions, regardless of method of acquisition or dollar amount involved, will maximize open and free competition consistent with standards applicable to nonprofit status.

PROCEDURES AND METHODS FOR PROCUREMENT

Procurements shall be made using one of the following methods: (a) limited spending procedures, (b) competitive sealed bids, (c) invitation for bids, (d) non-competitive negotiation (and shall be made in accordance with procedures set forth at 24 CFR § 84.44 (a)(1) through (a)(3) at a minimum).

Section 1. **Limited Spending.** The Board of Directors of the Corporation, as set forth in the Bylaws 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 five-hundred dollars (\$500.00) may be authorized at the discretion of the President of the Corporation.

(b) amounts between five-hundred dollars and one cent (\$500.01) and two thousand, five hundred dollars (\$2500.00) may be authorized by a majority of the Board of Directors of the Corporation.

(c) an amount exceeding two thousand, five hundred dollars (\$2500.01) shall require the authorization of the Board as above or a majority vote of the members in good standing at any duly constituted meeting.

The following exceptions apply; recurring expenses such as payroll, newsletter, Home and Garden Tour, taxes or anything considered to be an emergency expenditure. Further, any check, draft, order, etc. which exceeds two thousand, five hundred dollars (\$2500.00) shall require the documented approval (such as approval by email) of the Treasurer and one other director of the Board of Directors of the Corporation as appointed by the Board.

Section 2. **Competitive Sealed Bids**. Bidding will be employed when detailed specifications for the goods or services to be procured can be prepared and the primary basis for award is cost. When the cost of a contract, lease or other agreement for materials, supplies, equipment or contractual services, other than those personal or professional, exceeds two thousand, five hundred dollars (\$2500.00) but is less than twenty five thousand dollars (\$25,000), specifications shall be prepared and a minimum of three quotes shall be solicited from qualified vendors. Upon receipt of the three solicited quotes, the Board shall open the bids and review the bids for compliance with the established specifications. The Board members will select the bid that meets both the established specifications and the best monetary value for the project.

Section 3. **Invitation for Bids (IFB)**. Purchases of twenty five thousand dollars (\$25,000) and higher shall require an advertisement for bids with notice to be published at least once in the official newspaper of the largest, general circulation in Northeast Indiana. This newspaper notice will appear not less than seven (7) days and not more than twenty-one (21) days before the due date for bid proposals. The Corporation may also solicit sealed bids from responsible perspective suppliers by sending them a copy of such notice.

The IFB will include a complete, accurate and realistic specification and description of the goods or services to be procured, the bid deposit, payment bond and bond performance required (if applicable), the location where bid forms and specifications may be secured, the time and place for opening bids, and whether the bid award will be made on the basis of the lowest price or the lowest evaluated price. If the lowest evaluated price is used, the measurable criteria to be used must be stated in the IFB. The newspaper notice must also contain language which calls to the attention of bidders all applicable requirements of the law, both federal and state.

Sealed bids will be opened in public at the time and place stated in the IFBs. The bids will be tabulated by the Board members at the time of bid opening. The results of the tabulation and the bid procurements will be examined for accuracy and completeness by the Board members who will make recommendations to the Corporation. In addition, the members shall determine that all firms are responsive and responsible. The Corporation will make the decision as to whom the contract shall be awarded. After the bid award is made by the Corporation, a contract will be prepared for execution by the successful bidder. After the contract is signed, all bid deposits will be returned to all unsuccessful bidders.

The Corporation may cancel an Invitation for Bid or reject all bids if it is determined that such is in the best interests of the Corporation. Bidders will be notified in writing of such cancellation or rejection. The Corporation may allow a vendor to withdraw a bid if requested at any time prior to the bid opening. Bids received after the time set for bid opening shall be returned to the vendor unopened.

Section 4. **Noncompetitive Negotiations.** Noncompetitive negotiations may be used for procurements in excess of one-thousand dollars (\$1000.00) when bidding or competitive negotiations are not feasible. The Corporation may purchase goods and services through non- competitive negotiations when it is determined in writing by the Board members that competitive negotiation or bidding is not feasible and that:

1. An emergency exists which will cause public harm as a result of the delay caused by following competitive purchasing procedures, or
2. The product or service can be obtained only from one source, or
3. The contract is for the purchase of perishable items purchased on a weekly or more frequent basis, or
4. Only one satisfactory proposal is received through the Invitation for Bids

Section 5. **Acceptance of Bids.** Bids will be accepted only from those contractors who have a proven record of ability to successfully complete the scope of work being bid. References will be requested along with the contractor's bid proposal. Any contractors submitting a bid must produce (along with his/her bid documents) written proof of liability insurance and worker's compensation coverage. Consideration will be given to such matters as contractor integrity, compliance with public policy, record of past performance and financial and technical resources in awarding contracts.

Upon submission of a bid, the contractor will present a bid guarantee equivalent to 5 percent of the amount of the contractor's submitted bid. Unsuccessful bidders will have their bid guarantee returned to them with the notice which advises them they are an unsuccessful bidder. The successful bidder will post (at the signing of the contract and notice to proceed) a performance bond equal to 100 percent of the contract amount, along with a payment bond equivalent to 100 percent of the contract amount.

Section 6. **Evidence of Procurement(s).** Generally, procurements regardless of a dollar amount will be memorialized and supported by a written contract or an acceptable invoice. Contracts will contain language which allows the Corporation the opportunity to cancel any contract for cause. Said cause shall include (but not be limited to) demonstrated lack of ability to perform the work specified, unwillingness to complete the work in a timely fashion, cancellation of liability insurance or worker's compensation, failure to pay suppliers or workers, unsafe working conditions caused by the contractor, failure to comply with wage laws (where applicable), failure to keep accurate and timely records of the job, or failure to make those records available to the Corporation (on request) or any other documented matter which could cause a hardship for the Corporation if a claim should arise or the work not be completed on schedule at the specified cost.

Section 7. **Source Documents.** Source documents supporting any given transaction (receipts, purchase orders, invoices, IFB data and bid materials) will be retained and filed in an appropriate manner. Where feasible, the source documents pertinent to each individual procurement shall be separately filed and maintained. Where it is not feasible to maintain individual procurement files, source documents will be filed and maintained in a reasonable manner (examples include chronologically, by vendor, by type of procurement, etc.). Whatever form of documentation and filing is employed, the purpose of this section is to ensure that a clear and consistent audit trail is established. At a minimum, source document data must be sufficient to establish the basis for selection, basis for cost, (including the issue of reasonableness of cost), rationale for method of procurement and selection of contract type, and basis for payment.

Section 8. **Locally owned, Minority-owned, Female-owned. and Small Businesses.** Affirmative steps will be taken and documented to solicit participation of locally owned, minority-owned, female-owned and small

businesses. The Corporation will solicit proposals from minority- or women-owned businesses that provide the goods or services that are being sought. Where possible and feasible, delivery schedules will be established, and work will be subdivided to maximize participation by small businesses or minority- or women-owned businesses. Subdivided components will be bid as a separate contract. Where feasible, evaluation criteria will include a factor with an appropriate weight for these firms. A list of locally owned, minority-owned, female-owned and small businesses and minority businesses located within the trade region shall be maintained and used when issuing IFBs. This list shall also be consulted when making small purchases. The Corporation will use the services and assistance of the Small Business Administration and the Minority Business Development Agency of the Department of Commerce. The successful bidder will be required to use this same criteria in selection of suppliers and subcontractors whenever possible.

Section 9. **Code of Conduct**

a. Conflict of Interest

No Corporation member, employee, consultant, elected official, appointed official or designated agent of the Corporation will take part in the awarding of any procurement transaction if a conflict of interest, real or apparent, exists. A conflict of interest occurs when the official, employee or designated agent of Corporation, partners of such individuals, immediate family members, or an organization which employs or intends to employ any of the above has a financial or other interest in any of the competing firms.

b. Acceptance of Gratuities

No Corporation member, employee or designated agent of Corporation shall solicit or accept gratuities, favors or anything of monetary value from contractors, potential contractors, subcontractors or potential subcontractors.

c. Penalties

Any Corporation member, employee or designated agent of Corporation who knowingly and deliberately violates the provisions of this code will be open to civil suit by the Corporation without the legal protection of the Corporation. Furthermore, such a violation of these procurement standards is grounds for dismissal by the Corporation (if an employee) or such sanctions as available under the law (if an elected official). Any contractor or potential contractor who knowingly and deliberately violates the provisions of these procurement standards may be barred from future transactions with the Corporation.

ARTICLE XI 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 chaired by the past president of the Corporation who will fill out the committee assuming the past president is not seeking office. Should the past president be seeking office, another current or past officer shall chair the committee. 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.
- 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. Marketing – The committee shall oversee all aspects of the Corporations interaction with the public, including logo, social media, newsletters, and signage.

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 XII 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 XIII 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 XIV 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 XV 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 XVI 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 IX, Section 7) 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 XVII 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.

Resolved and Adopted by the Corporation this 12th day of October 2020. Ben Wahli, President

Revision History

Year	Month	Day	Changes	By
2008	11	11	Removed membership level costs, added Senior level added rate drop after July	MSW
2010	11	15	Added Affordable Housing Policy as Article V, added Procurement Policy as Article X, removed Limited Spending from Article IX, renumbered Articles and sections to reflect changes	CAW
2020	10	12	Removed past technology outreach methods, added Household membership, removed mention of advertisement for membership levels, Altered location of meeting, cleared up member voting rights, replaced voting in absentia with Indiana standard, removed term limits, established additional voting directors, redefined standing committees, added membership sign up by date	MBA