

OLD SOUTHSIDE NEIGHBORHOOD ASSOCIATION
BYLAWS

ARTICLE I – NAME

The name of the Corporation is “Old Southside Neighborhood Association” The term “OSNA” will be used in these Bylaws.

ARTICLE II – PURPOSE

Section 2.1 Location and Boundaries:

An area in the City of Indianapolis known as historic Old Southside, being that area bounded on the north by South Street, on the south by the CSX Railroad/Bluff Road, on the east by Madison Avenue and on the west by White River.

Section 2.2 Mission Statement:

The Old Southside Neighborhood Association, Inc. is composed of citizens committed to promoting and supporting a diverse and positive quality of life for our neighborhoods and areas within our boundaries. We act as a voice for our citizens fostering a harmonious balance between residential quality of life and commercial interests, improving public safety, and bringing about desirable development and re-development. We strive to work with other neighborhood associations, government offices and agencies, and civic organizations to bring about the best mutually beneficial outcomes to achieve these goals.

Section 2.3 Purpose Limitation.

Notwithstanding any statement of purposes or powers aforesaid, the OSNA shall not engage in any activities or exercise any powers that are not in furtherance of its specific and primary purposes.

ARTICLE III – MEMBERSHIP

Section 3.1 Classes of Membership:

- a) Individual Membership: Defined as a person whose legal primary residence is within the boundaries of OSNA without regard to homeowner/rental/contract status. In the event, a resident owns multiple properties, only one vote shall be permitted.
- b) Business Membership: A profit or not-for-profit entity located within the boundaries of OSNA. One representative from each business shall have the same privilege as a resident. In the event an entity owns multiple properties, only one vote shall be permitted. The voting representative of any corporate or partnership business licensee or any nonprofit organization shall be designated in writing by letter to the OSNA secretary or on the Membership application form.
- c) Sustaining Membership (non-voting): Defined as Memberships for those who may still have ties to the neighborhood but no longer live or own in the

- neighborhood. Members of this class will not have a right to vote.
- d) Combination of Memberships: Not permitted.

Section 3.2 Qualifications for Membership:

Membership in OSNA shall be open to all residents eighteen years of age or older. Submit proof of primary residence shall consist of a current utility bill reflecting the applicant's name or proof of city's homestead credit reflecting that the person lives within the boundaries of the OSNA. Business Members must show documented proof of ownership within the boundaries of the OSNA. After payment of dues each approved applicant shall then be considered a "Current Member" or "Business Member" until an event of termination (as described in Section 3.6 below).

Section 3.3 Dues:

Ten Dollars (\$10.00) for Individual or Sustaining Membership and Fifty Dollars (\$50.00) for Business Membership dues will be charged annually and are due by March 1. Qualifying Members may join at any time. Dues will not be prorated.

Section 3.4 Participation:

All meetings are open to OSNA residents, businesses and guests. The Board of Directors meeting participation is described in Section 4.3.

Section 3.5 Termination of Membership:

Membership for Individual or Business Membership shall terminate when a person or entity is no longer located within the OSNA boundaries. Membership will also terminate for all classes one month (30 days) after the non-renewal of the annual Membership and/or the non-payment of dues for the current Membership year.

Section 3.6 Voting:

All current resident and business Members with paid dues shall have one (1) vote each to be cast during attendance at any regular or special meeting. Voting will be by written ballot or oral affirmation. A printed list of current Members will be available at each meeting where a vote is to take place. Only eligible voting Members conferring proxy onto another eligible voting member will be allowed. The written process for conferring proxy is as follows: Permission is given by handwritten note that gives the names of the involved parties and date proxy is given. A handwritten signature is necessary for a handwritten note. The note must be given to the Board Member in charge of voting any time before the vote is taken. A simple majority of those voting shall constitute an affirmative vote.

ARTICLE IV – MEETINGS

Section 4.1 Regular Meetings:

The regular meetings of OSNA Membership shall take place on the second Wednesday of every month at 6:30 PM and occur January through December of each calendar year, inclusive, unless otherwise directed by the President or Board.

Section 4.2 Special Membership Meetings:

Special meetings of the 'hip shall 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 OSNA.

Section 4.3 Board of Directors Meetings:

The Board shall meet in closed session not less than four (4) times annually. 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 will be required. Additionally, notice of each meeting shall be given to each Director in a manner most likely to reach such person (i.e., in-person, email, phone or text notifications are acceptable).

Section 4.4 Agenda:

The President or Secretary shall prepare the agenda for regular or special meeting. The President prepares the agenda for Board of Director meetings.

Section 4.5 Quorum:

For any regular and special meeting, a quorum shall consist of the following: at least fifteen (15) current voting-eligible Members of which at least five (5) are Members of the Board. OSNA Board of Director meetings quorum will consist of at least five (5) board Members.

Section 4.6 Participation:

Any regular meetings or special Membership meeting is open to all residents and businesses, unless a member specifically calls a closed meeting. Board of Director meetings shall be closed. Voting is limited as set forth in Section 3.7. All actions or recommendations of the regular or special meetings shall be communicated to all affected parties.

Section 4.7 Procedure:

“Roberts Rules of Order (Revised)” 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 OSNA may adopt.

Section 4.8 Non-discrimination:

OSNA 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 4.9 Public Notice:

Public notice is defined as notification by email, text, phone and/or electronic media, including all forms of social media.

ARTICLE V – BOARD OF DIRECTORS

Section 5.1 Authority:

The affairs of OSNA shall be conducted by the Board of Directors (the “Board”).

Section 5.2 Board Officers:

- a) President: The President shall prepare the agenda and shall preside at meetings of the Board and the Membership.
- 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.
- c) Secretary: The Secretary shall keep minutes and written records of attendance at meetings, actions taken at meetings; shall be responsible for all correspondence of the Old Southside Neighborhood Association, and shall make records of the Old Southside Neighborhood Association available for inspection for any proper purpose at any reasonable time to Directors, Officers, Members and other persons authorized by law.
- d) Treasurer: The Treasurer shall be accountable for all funds and shall give an accounting at each regular meeting, propose an investment policy annually for the review and adoption of the board and shall receive, safe keep and disburse the OSNA funds. However, any disbursement in excess of \$100 shall be subject to Section 9.4.

Section 5.3 Numbers and Eligibility:

The Board shall consist of a minimum of five (5) and a maximum of nine (9) eligible voting Members (see Section 3.2) (each a "Director"). Subject to the provisions of Section 3.6, each shall serve for a term of one two (2) year term or until his or her successor has been duly elected and qualified. No officer may serve more than two (2) consecutive terms without a one (1) year absence from the Board. All officers and the immediate past President of OSNA shall be Directors. No two or more Directors shall be of the same household or employed by the same business.

Section 5.4 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 OSNA. 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 Old Southside Neighborhood Association 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, his or her 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 5.5 Past Board Members.

The immediate past President shall be considered a Director for one (1) additional

year. One (1) additional past officer shall be eligible to serve for one (1) year as a Director and may be appointed by the President for approval by the Board at any time as long as the individual meets Membership requirements as outlined in Article III.

Section 5.6 Removal:

Any holder of an elected position may be removed by a two-thirds (2/3) vote of the current voting eligible Membership present at a regular or special meeting. If removal is to be at a special meeting there must be at least a twenty (20) day notice of the removal proposal given to the OSNA current voting Membership.

Section 5.7 Replacement:

A replacement for an Officer can be nominated by any current Member in good standing at that time and if approved shall be appointed to the position by the Board at the next regular meeting.

Section 5.8 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 (a) resignation or (b) 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 his/her successor is duly elected or appointed and qualifies, unless removed.

ARTICLE VI - ELECTIONS:

Section 6.1 Nominations:

A Nominating Committee consisting of three OSNA Members in good standing, of which at least one must be an OSNA Director, shall be formed no less than sixty (60) days prior to the January meeting. No less than thirty (30) days prior to the January meeting, the Nominating Committee shall present to the Board a slate of candidates for the Board of Directors positions. At the January meeting, the Board shall present the slate to the current Membership for approval.

Section 6.2 Election of Officers:

Elections for the Board of Directors will be held biennially in January of odd numbered years. The newly elected Directors will determine which Members of the Board will serve as President, Vice President, Secretary and Treasurer. A rotation of Director's election years will be determined to provide continuity.

Section 6.3 Eligibility:

Only residents eligible for the Old Southside Neighborhood Association Membership shall be qualified to hold an elected or appointed position.

ARTICLE VII - COMMITTEES:

Section 7.1 Creation of Committees:

The Board may appoint committees, which will consists of at least two (2) OSNA Members in good standing and having the powers designated by the Board. Committee Members must be current OSNA Members in good standing and each Committee shall have at least one (1) Director serving. The Board may appoint special committees consisting of at least two (2) Members in good standing and having the powers designated by the Board. At a minimum, the Special Committees are:

- a) Beautification Committee
- b) Development and Land Use
- c) Membership and Social
- d) Communications and Marketing

Section 7.2 Committee Conduct:

Any committee of OSNA shall conduct its business according to the rules as defined in these bylaws.

Section 7.3 Executive Committee:

Pursuant to Section 7.1, an Executive Committee shall consist of the President, Vice President, Treasurer, Secretary of the Board and any other Director(s) named by the Board. The Executive Committee, unless limited in a resolution of the Board, may exercise all of the authority of the Board in the management of the business and affairs of OSNA between meetings of the Board. The Secretary shall send to each Director a summary report of the business conducted at any meeting of the Executive Committee within seven (7) days of such meeting.

Section 7.4 Reporting and Appeal:

- a) Reporting: Any committee of OSNA shall report all its decisions to the Board.
- b) Appeal: Any interested person or entity whose rights have been affected by a decision may appeal a decision to the OSNA Board for rehearing.

ARTICLE VIII - REPRESENTATIVES:

Section 8.1 Designation of Representatives:

The Board may, by resolution, adopted by a majority of the Directors then in office, designate one 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. The Executive Committee or President shall review any written representation prior to being delivered.

Section 8.3 Special Representatives:

The President shall appoint special representatives from time to time as deemed necessary.

Section 8.4 Reporting:

The representatives shall report at regular meetings.

ARTICLE IX - FINANCE:

Section 9.1 Authority:

The Board may authorize any Officer or Officers to enter any contract or execute and deliver any instrument in the name of or on behalf of OSNA, and such authority may be of current or specific instances.

Section 9.2 Donations:

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

Section 9.4 Disbursement of Funds:

Two signatures are required on any check totaling above \$100. One signature must be that of the Treasurer and the other must be another Officer.

Section 9.5 Use of Funds:

All OSNA funds not otherwise employed shall be deposited in credit of OSNA in such banks or other depositories as the Treasurer may select upon approval of the Board. No member of OSNA shall receive any earnings from OSNA.

Section 9.6 Oversight:

The President, whose duty it shall be to supervise the Treasurer's accounts during the year and at the close of the fiscal year and to report at the January meeting, may appoint a finance committee of at least three (3) Members.

ARTICLE X - INDEMINICATION:

OSNA 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 his or her capacity as a Director, officer, or employee (except in cases involving willful misconduct). The Corporation will have the power to purchase or procure insurance for such purposes.

ARTICLE XI - AMENDMENTS:

The Board of Directors can amend these bylaws, provided that the amendment(s) has been submitted in writing at the previous regular meeting of the current residential or business Members.

ARTICLE XII - 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.

The Old Southside Neighborhood Association Board of Directors on this duly adopted the foregoing Bylaws the 23 day of July, 2018.

Signatures:

X _____
Judith Essex, President

X _____
David M. Buchanan, Vice President

X _____
Shannon Dugan, Secretary

X _____
Patricia Shepardson, Treasurer