Bylaws of the

WARFLEIGH NEIGHBORHOOD ASSOCIATION

ARTICLE 1. NAME AND LOCATION

Section 1.01 NAME

The name of the organization shall be the Warfleigh Neighborhood Association, hereafter referred to as “WNA” or “the Association”.

Section 1.02 GEOGRAPHIC BOUNDARIES

The geographic boundaries of the WNA are the boundaries of the neighborhood defined as White River to the north and west, the Central Canal and the north side of Kessler Boulevard to the south and the west side of College Avenue to the east (“Geographic Boundaries”).

ARTICLE 2. PURPOSE

Section 2.01 PURPOSE

The purpose of the Association shall be to support and encourage a spirit of community cooperation in matters relating to neighborhood infrastructure, development, beautification and crime prevention and control as well as communication with the City of Indianapolis and other groups, neighborhood associations or agencies whose actions have an impact upon or jurisdiction over the area geographically defined in Section 1.02.

ARTICLE 3. MEMBERSHIP

Section 3.01 ELIGIBILITY FOR MEMBERSHIP

The membership of the Association shall be residents within the Geographic Boundaries, a nonresident who owns property within the Geographic Boundaries, or a business with a physical location within the Geographic Boundaries. Membership shall not be denied on the basis of sex, race, ethnicity, national origin, sexual orientation, gender identity, religion, age, or disability; or based on any reason contrary to law.

Section 3.02 VOTING RIGHTS

Each resident within the Geographic Boundaries who is at least 18 years of age shall be a “Voting Member”. There shall be no limitation on the number of Voting Members residing in any resident household. A nonresident who owns property within the Geographic Boundaries or a business with a physical location within the Geographic Boundaries may elect to choose a person to be a single Voting Member for that property or business. However, no person may have or constitute more than a single Voting Member, no Voting Member shall hold more than one (1) Voting Member designation, and each Voting Member shall have only one vote.

Section 3.03 HONORARY MEMBERSHIP

The Board of Directors and/or Voting Members may vote to grant honorary membership to persons who subscribe to the purposes of the WNA but who do not meet the criteria contained in Section 3.01 in accordance with the procedures of Sections 3 and 4. Honorary members shall be non-voting members and shall not be permitted to serve as a member of the WNA Board of Directors or as the Chairperson of any WNA Committee.

Section 3.04 VOTING MEMBER MEETINGS

A. REGULAR MEETINGS

Regular Voting Member Meetings of the Association shall be held semi-annually, or as otherwise determined by the Association, at a time and place designated by the President.

B. ANNUAL VOTING MEMBER MEETING

An annual meeting of the members shall be held in the month of March of each year. At such Annual Voting Member Meeting, the members shall elect the Directors of the Association as defined in Article 4, receive reports on the affairs of the Association and transact any other business which is within the powers of the members. If an Annual Voting Member Meeting has not been called and held by May 1 of any given year, any member may call the Annual Voting Member Meeting so long as they provide notice (as set forth in Section 3.04(D) herein) at least thirty (30) calendar days prior to the meeting.

C. SPECIAL VOTING MEMBER MEETINGS

Special meetings of the Voting Members may be called by the President or by a majority of the Board of Directors.

D. NOTICE OF MEETINGS

Notice of any Voting Member Meeting, except for a Special Meeting, shall be provided at least thirty (30) calendar days prior to the meeting by (a) prominently displaying the meeting location, date, and time on WNA's web page and continuing such display until approximately the meeting's start or (b) via e-mail or a letter sent by United States mail to each residential and business address within the Geographic Boundaries that clearly indicates the meeting location, date, and time. Notice of a Special Meeting shall be provided by whatever reasonable means are available under the circumstances, including, *e.g.*, by prominently displaying the meeting location, date, and time on WNA's web page starting as far in advance of the Special Meeting as reasonably practical.

E. VOTING

All issues shall be decided by a majority vote of Voting Members present at any Voting Member Meeting. A Voting Member must be present to vote, and proxy voting is not permitted.

F. FEES, DUES, ASSESSMENTS

The amount of any membership dues, fees or assessments applicable to membership in the Association, if established, and the time and manner of payment thereof shall be determined by the Board of Directors.

ARTICLE 4. GOVERNING STRUCTURE

Section 4.01 BOARD OF DIRECTORS

The business affairs of the Association shall be the responsibility of the Board of Directors. Each member of the Board of the Directors must be a Voting Member and shall retain all rights of a Voting Member during his or her tenure. The Board of Directors shall be comprised of a President, Vice President, Secretary, Treasurer, and at least two (2) Directors-at-large. In addition, a President whose term has just expired shall also be a member of the Board of Directors for a single term; provided, however, (a) that such President was not removed from office as set forth in Section 4.06 below and (b) that at the end of such single term, such past President will be a member of the Board of Directors only if elected in the ordinary course.

Section 4.02 RESPONSIBILITIES

The Board of Directors shall have the following responsibilities :

A, Manage the daily affairs of the Association.

B. Make decisions and represent the interests of the Association on all matters which are impractical to present to the membership in advance, except upon the request of at least (2) Directors that such decisions be made by a vote of the general membership. All such actions shall be reported to the membership at the next regular meeting following their occurrence.

C. Establish committees in accordance with Article 5.

D. Establish a yearly work plan of priority issues and projects in order to encourage and maintain participation in the Association.

Section 4.03 SIZE

The Board of Directors shall consist of an odd number of members with no fewer than five (5) and no more than fifteen (15) Directors. The Board of Directors shall have the right to increase or decrease the size of the Board of Directors within these limits. If the number of Directors is fewer or greater than these limits by reason of vacancy or removal, or because of inadvertence or events outside the control of the Board of Directors, the Board of Directors may continue to act and conduct all lawful business of the WNA, provided that the discrepancy is corrected no later than the next Voting Member Meeting.

Section 4.04 NOMINATION AND ELECTION PROCESS

Recommendations for Director nominees may be submitted by any Voting Member no later than ten (10) days prior to the Annual Voting Member Meeting. Such recommendations shall be submitted via email or in writing to any of the Officers of the Board of Directors. The names of each Director nominee shall be circulated at the Annual Voting Member Meeting and each Director nominee shall have an opportunity to address the Voting Members at the Annual Voting Member Meeting prior to any election. Directors shall be elected by a majority vote of the Voting Members present at the Annual Voting Member Meeting.

Section 4.05 TERMS OF OFFICE

Directors' terms of office shall begin immediately upon their election to the Board and each director shall hold office until a successor is elected and qualified.

Directors shall be divided into Class A Directors and Class B Directors. Class A Directors shall serve two (2) year terms; Class B Directors shall serve a one (1) year term in their first year in office and two (2) year terms thereafter, such that after the first year Class A and Class B Directors shall be elected in alternating years. At the end of his or her term, a Director's term may be renewed by a majority vote of Voting Members at the Annual Voting Member Meeting.

Section 4.06 VACANCIES AND REMOVAL FROM OFFICE

Any Director may be removed by a majority vote of the Voting Members present at any meeting. Upon death, removal, resignation or incapacity to serve, a successor shall be elected as soon as reasonably practical by a majority of the Voting Members at the next meeting.

Section 4.07 OFFICERS

Officers shall serve, without compensation, in their respective capacities both with regard to WNA and its Voting Member Meetings and the Board of Directors and its meetings. Officers shall be:

A. PRESIDENT

The President shall preside at all meetings of the Voting Members and the Board of Directors and shall have the duties and powers normally appurtenant to the office of President in addition to those particularly specified in these bylaws and/or required by law. The President shall also perform such other duties and have such other authority and powers as the Board of Directors may from time to time prescribe.

B. VICE PRESIDENT

The Vice President shall perform the duties and exercise the powers of the President in the President's absence.

C. SECRETARY

The Secretary shall keep or cause to be kept a record of all proceedings of the WNA including membership and Board of Directors meetings and any other matters of which a record shall be ordered by the WNA. The Secretary shall also assist the President with correspondence, maintain a register of each Director's address, phone number, email and term and carry out such other duties as are prescribed in these bylaws.

D. TREASURER

The Treasurer shall have charge of all funds belonging to the WNA and shall collect and receive such funds in a bank or financial institution designated by the Board of Directors in the name of the WNA. The Treasurer shall also maintain a regular full and accurate accounting of all monies received and disbursed by the WNA. The books shall, at all times, be open to inspection by the Board of Directors and a report shall be given at every Board of Directors meeting on the WNA's financial condition or at other meetings as specified in these bylaws. A report shall also be made available to any Voting Member at any Voting Member Meeting.

Section 4.07 OFFICERS, continued

E. ELECTION AND TERMS

The Officers shall be elected by the Board of Directors at the first meeting of the Board of Directors following the Annual Meeting. Such meeting shall be held within thirty (30) days of the Annual Meeting. Each Officer shall serve a term of office of one (1) year but shall not hold more than one (1) office at any given time. At the end of his or her term, an Officer's term may be renewed by a majority vote of Board of Directors.

Section 4.08 MEETINGS OF THE DIRECTORS

A. MEETINGS

Meetings of the Board of Directors shall be held at a time and place designated by the President or by a majority of the Board of Directors.

B. NOTICE OF MEETINGS

The Board of Directors shall fix the date, time and location of all Regular and Special Meetings and notice of such meetings shall be provided on WNA's web page, if one exists, or via e-mail or phone call.

C. PARTICIPATION

Any or all Board members may participate in a meeting of the Board of Directors, or a committee of the Board of Directors, by means of conference telephone or by any means of communication by which all persons participating in the meeting are able to hear one another, and such participation shall constitute presence in person at the meeting. Persons participating in a meeting by telephone shall be counted for purposes of determining whether a quorum is present.

Section 4.09 QUORUM

A quorum of the Board of Directors at any Regular or Special meeting of the Board of Directors shall be five (5) Directors then occupying office. If the total number of Directors is less than five (5) for any reason, all of the Directors must be present to constitute a quorum. The act of a majority of the Directors present at a meeting where there is a quorum shall be an act of the Board of Directors.

Section 4.10 RESIGNATION AND VACANCIES

A. RESIGNATION

Any Director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or Secretary of the WNA. A resignation is effective upon delivery unless the notice specifies a later effective date.

B. VACANCIES

Any vacancies occurring on the Board of Directors or among the Officers during their term shall be filled until the next Annual Voting Member Meeting by a majority vote of all of the Board of Directors at a regular meeting following the creation of such vacancy or at a special Board Meeting called for that purpose. However, a vacancy in the office of President shall be filled automatically by the Vice President, provided that the resulting vacancy in the office of Vice President shall be filled by the Board of Directors in the manner described herein.

Section 4.11 REMOVAL

A. REMOVAL

Any member of the Board of Directors may be removed from office by a two-thirds (2/3) affirmative vote of the Voting Members present at a Voting Member Meeting.

B. CAUSES OF ACTION

Such action may only be undertaken upon a finding by the President or three (3) Directors of dereliction of duty, misappropriation of WNA funds or unexcused absences resulting from the combination of four (4) consecutive Board and membership meetings.

C. NOTIFICATION

In no case shall an action to remove a Director be undertaken unless the Director in question receives written notice at least fourteen (14) days prior to the vote on her/his removal and is afforded the opportunity to present a defense to the charge(s).

Section 4.12 COMPENSATION TO BOARD MEMBERS

No Director or Officer shall receive any compensation for any services performed in his or her capacity as a Director or Officer. Directors and Officers may be reimbursed by resolution of the Board of Directors for reasonable expenses that they incur in the performance of their duties and/or on behalf of the WNA. All Officers and Directors must comply with any conflict of interest policies adopted by the Board of Directors. Nothing in these Bylaws shall limit any Officer or Director from receiving compensation for any services performed for the Association in a capacity other than as an Officer or Director, provided that all policies and procedures regarding Officer and Director conflicts of interest and procurement standards are followed.

ARTICLE 5. COMMITTEES

Section 5.01 AUTHORIZATION TO ESTABLISH COMMITTEES

The Association may establish committees as deemed necessary to pursue its stated objectives. All WNA committees are subject to the Board of Directors and shall not undertake any action(s) unless specifically directed to do so by the Board of Directors.

Section 5.02 STANDING COMMITTEES

The number, names, and duties of any Standing Committees shall be determined by a majority of the Board of Directors.

A. TERM

Standing Committees may be continued from year to year or disbanded as determined by a resolution adopted by a majority of the Board of Directors.

B. CHAIRPERSON

The President shall appoint the Chairperson of each Standing Committee upon approval of a majority of the Board of Directors.

C. COMPOSITION

Each Standing Committee shall consist of not fewer than two (2) Voting Members of the general membership. Individuals, other than Directors, may be appointed if deemed appropriate.

Section 5.02 STANDING COMMITTEES, continued

D. MEETINGS

The Standing Committees shall meet as often as deemed necessary, and in any event, at least annually, and in such a place or places as the need may dictate. In addition, the President shall have the authority to call a meeting.

Section 5.03 SPECIAL OR AD HOC COMMITTEES

The President of the Board of Directors may establish Special or Ad Hoc committees to assist the Board in accomplishing special tasks as may be deemed necessary from time to time. These committees also may solicit the assistance of such persons from the community who possess the needed expertise to help accomplish the special tasks required.

A. TERM

Special or Ad Hoc Committees may be continued from year to year or disbanded as determined by a resolution adopted by a majority of the Board of Directors.

B. CHAIRPERSON

The President shall appoint the Chairperson of each Special or Ad Hoc Committee upon approval of a majority of the Board of Directors.

C. COMPOSITION

Each Special or Ad Hoc Committee shall consist of not fewer than two (2) Voting Members of the general membership. Individuals, other than Directors, may be appointed if deemed appropriate.

D. MEETINGS

The Special or Ad Hoc Committees shall meet as often as deemed necessary, and in any event, at least annually, and in such a place or places as the need may dictate. In addition, The President shall have the authority to call a Special or Ad Hoc Committee Meeting.

Section 5.04 PRESIDENT'S ROLE ON COMMITTEES

The President of the WNA shall be considered an ex-officio member of all Standing, Special and Ad Hoc Committees with voting rights.

ARTICLE 6. FINANCES

Section 6.01 FINANCIAL REPORTS

The Treasurer shall be responsible for keeping all finances on behalf of the WNA, subject to the decisions of the Directors and Voting Members. Annual financial reports shall be prepared by the Treasurer and presented to the general membership at the Annual Voting Member Meeting.

ARTICLE 7. PARLIAMENTARY AUTHORITY

Section 7.01 The rules in the current edition of Robert's Rules of Order shall govern the Association, the Board of Directors and all committees in all cases to which they apply and do not conflict with the specific provisions of these bylaws and any special rules that the Association may adopt.

ARTICLE 8. INDEMNIFICATION

Section 8.01 To the extent not inconsistent with the laws of the State of Indiana, every person (and their heirs and personal representatives of such person) who is or was a Director or Officer of the Association shall be indemnified by the Association.

ARTICLE 9. AMENDMENTS

Section 9.01 PROCEDURE

The Board of Directors may propose additions, deletions, amendments, or repeal of these Bylaws. Such modifications of these bylaws must be approved by a two-thirds (2/3) affirmative vote of those Voting Members present at any Voting Member meeting, provided that thirty (30) day notice has been given, either verbally at a Voting Member Meeting or by means specified in Section 3.04(D). The proposed amendments will be made available to the membership prior to such meeting.

ARTICLE 10. ACCEPTANCE OF BYLAWS

Section 10.01 VOTING

Acceptance of these bylaws shall be by a two-thirds (2/3) affirmative vote of those Voting Members present at any Voting Member Meeting, provided written copies of the bylaws and notice of such meeting as specified herein is given to all members at least thirty (30) days prior to the meeting by means specified in Section 3.04(D).