

**CODE OF BY-LAWS**  
**OF**  
**THE CHATHAM ARCH NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE 1**

**Name**

The name of this corporation is Chatham Arch Neighborhood Association Inc. (the "Corporation").

**ARTICLE 2**

**Boundaries**

The area of the Corporation's interest and jurisdiction shall include, but not be limited to, the area commonly known as the Chatham Arch Neighborhood (as defined by the attached map) and other contiguous areas as may be added at the discretion of the Board of Directors of the Corporation.

**ARTICLE 3**

**Members**

**Section 3.01. Qualifications.** Any (i) person eighteen (18) years or older who resides in, or is a property owner in the Chatham Arch neighborhood (as defined by the attached map), or (ii) business, agency or church that is located in the Chatham Arch neighborhood is eligible to become a member of the Corporation.

**Section 3.02. Membership Term and Rights.** Any eligible person or business may become a member of the Corporation by paying the required dues. A membership may stand in the name of only one person or business. The right of a member to vote and all member's right, title and interest in or to the Corporation shall cease upon the termination of membership. The term of membership of all members shall be the period from the date dues is paid through December 31 of each year. It shall be acceptable for a member to pay in advance for the upcoming year, in which case the term of membership shall be January 1 through December 31 of the year being paid for. Rules of membership include the following:

- a) Any eligible person, business, agency or church may become a member of the Corporation by submitting a membership application and paying the required dues to the Corporation.
- b) All members of the Corporation are entitled to receive all Corporation communications and to attend all Corporation meetings and functions.
- c) Memberships shall not be transferable.
- d) No member shall be entitled to share in the distribution of the assets of the Corporation upon any dissolution of the Corporation.
- e) Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation. No refund of membership dues will be made.

**Section 3.03. Associate Members.** A person who does not live or own property in the Chatham Arch neighborhood or a business which is not located in the Chatham Arch neighborhood may become an Associate Member under the same term and rights as defined in Section 3.02, with the exception of the right to vote on matters before the Chatham Arch Neighborhood Association. Associate Members are not counted when determining a quorum under Section 5.06. Associate Members are not eligible to serve on the Board of Directors, but may serve on working committees.

**ARTICLE 4**

**Dues**

Any eligible person, business, agency or church as described above who desires to become a member of the Corporation may become and remain a member by the payment of annual dues for each calendar year. Annual dues for members shall be no fewer than five dollars (\$5) and no more than one hundred dollars (\$100), or as otherwise designated by the Board of Directors in accordance with the Code of Bylaws. The Board of Directors shall set the schedule for dues for the next calendar year prior to the Annual Meeting, to be approved by the general membership at the Annual Meeting. Failure to pay dues shall result in forfeiture of membership in the Corporation.

## **ARTICLE 5**

### **Meetings of Members**

**Section 5.01. Place of Meetings.** All meetings of the members shall be held at such places within the boundaries of the Chatham Arch Neighborhood as may be designated by the Board of Directors and specified in the respective notices thereof.

**Section 5.02. Annual meeting.** An annual meeting of the members shall be held at the November meeting of the Corporation.

**Section 5.03. Time of Meeting.** At a minimum, meetings of the members shall be held on the fourth Tuesday of February, April, July, September and November, or as otherwise designated from time to time by the Board of Directors.

**Section 5.04. Special meetings.** Special meetings of the members may be called by the President of the Corporation, by a majority vote of the Board of Directors, or by petition of members constituting ten percent (10%) of the membership of the Corporation.

**Section 5.05. Notice of meetings.** Notice of annual, monthly and special meetings shall be given to members by the President or Secretary of the Corporation by e-mailing to each member's e-mail address, as it appears on the records of the Corporation.

**Section 5.06. Quorum.** Ten percent (10%) of the members of the Corporation, represented in person, shall constitute a quorum for the transaction of business at any meeting of the Corporation.

**Section 5.07. Voting rights.** Each member of the Corporation shall be entitled to one vote on each motion at any meeting of the Corporation membership. Each business, agency or church shall designate one person as a voting representative, and that designation shall be recorded by the Corporation's President or Secretary prior to any membership meeting.

**Section 5.08. Majority vote.** A vote of the majority present and qualified to vote shall be required for approving any action on behalf of the Corporation, provided, however, that a quorum is present at the time of the vote.

## **ARTICLE 6**

### **Board of Directors**

**Section 6.01. Purpose.** The Board of Directors shall conduct the business and affairs of the Corporation.

**Section 6.02. Eligibility.** Only individuals who are Corporation members in good standing shall be eligible to serve as Directors.

**Section 6.03. Number of directors.** The number of Directors of the Corporation shall be eleven (11).

**Section 6.04. Representation.** The Nominating Committee of the Corporation should use the following non-mandatory guidelines when selecting a Board of Directors:

- a) One Director should be an owner-occupant who has lived in the Chatham Arch neighborhood at least five (5) years;
- b) One Director should be an owner-occupant who has lived in the Chatham Arch neighborhood fewer than five (5) years;
- c) One Director should be a renter-occupant who lives in the Chatham Arch neighborhood;
- d) One Director should be an owner-occupant of a condominium in the Chatham Arch neighborhood;
- e) One Director should represent a business, church or agency in the Chatham Arch neighborhood;
- f) One Director should represent a church in the Chatham Arch neighborhood; and
- g) Five Directors should be elected at-large from the membership of the Corporation.

If the President's term in office is to end at approximately the same time as his or her Board term then, unless such nomination is otherwise not permitted by these By-laws, such person should be nominated so that they can continue to serve on the Board as the Immediate Past President.

**Section 6.05. Terms of Directors.** The Directors shall be divided into two groups, each of which is to be composed of approximately one-half of the total number of Directors, and based on when each Director was elected into office. At the annual meeting of the members each year, the number of Directors whose terms expire at such meeting shall be elected. The term of office for any Director elected at any annual meeting of the members shall be two (2) years. A Director elected to fill a vacancy shall serve the remaining term of the Director whose absence

created the vacancy. No person shall be eligible to serve as a Director for more than three (3) consecutive full terms of office to which he or she has been elected. Any Directors elected to fill a vacancy on the Board of Directors shall not be deemed to have served a full term of office as used above.

**Section 6.06. Election of Board of Directors.** Each year a Nominating Committee shall be formed comprised of two (2) representatives of the current Board of Directors and one (1) voting member of the Corporation who is not a Director and shall be elected at the October meeting of the Corporation. The Nominating Committee shall use the non-mandatory guidelines listed in Section 6.04 of these Bylaws when selecting candidates for the Board of Directors. The Nominating Committee shall nominate one person for each of the available positions on the Board of Directors outlined in this Article 6 and present its nominees at the November meeting of the members of the Corporation for election and the members shall elect a Board of Directors to serve a term as set forth in Section 6.05. In the event of a tie vote occurring at any election, the determination of the winner of such tie vote shall be decided by the toss of a coin.

**Section 6.07. Non-voting Members of the Board of Directors.** The Board of Directors shall have the power to invite a representative from local governmental or private organizations to attend meetings of the Board of Directors as Non-Voting Members. These organizations include, but are not limited to:

- a) The Indianapolis Historic Preservation Commission
- b) The Office of the Mayor of Indianapolis
- c) Indiana Landmarks
- d) Indianapolis Public Schools
- e) Representatives of the contiguous Historic Preservation Districts

**Section 6.08. Vacancies; Resignations.** Any vacancy among the Directors caused by death, resignation, removal or otherwise shall be filled by a majority vote of all of the remaining Directors, provided, however, that the individual elected to fill the vacancy meets any applicable qualifications for the vacated office. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director whose absence caused the vacancy and until a successor shall be elected and qualified. Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

**Section 6.09. Removal.** Any Director may be removed by the members, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

**Section 6.10. Regular meetings.** The Board of Directors shall meet at a time and place to be fixed by the Board of Directors.

**Section 6.11. Special meetings.** Special meetings of the Board of Directors may be called by a majority vote of the Directors or by petition of a majority of the voting members of the Board of Directors, in writing to the Secretary of the Corporation. The Directors petitioning for a special meeting shall fix the time and place of the meeting in the petition, provided that the time of the special meeting shall be at least five (5) calendar days from the date the petition is submitted to the Corporation President.

**Section 6.12. Quorum.** A quorum of the Board of Directors at any meeting of the Board of Directors shall be a majority of the duly qualified members of the Board of Directors then occupying office, but in no case shall there be less than six (6) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board of Directors; provided, however, that if at a regular monthly meeting of the Board of Directors and the members of the Corporation, an action of the Board of Directors is opposed by a majority of the members at such meeting who constitute a quorum, such action shall be deemed to have been tabled by the Board of Directors and shall be reconsidered at the next regular monthly meeting of the Board of Directors and members of the Corporation.

**Section 6.13. Special issues.** A majority of members of the Board of Directors may vote at any meeting of the Board having a quorum to declare any issue before the Board for consideration to be a special issue to be decided by the full membership of the Corporation. Upon such vote

by the Board of Directors, a decision on the issue shall be deferred until the next regular or special meeting of the Corporation.

**Section 6.14. Attendance.** A Director who exceeds three (3) absences may subject to review for possible removal from the Board.

**Section 6.15. No Action Without Meeting.** All actions of the Board of Directors must be taken at a meeting thereof and may not be taken by written consent.

**Section 6.16. Committees.** The Board of Directors may from time to time establish special committees consisting of Directors or members in good standing as deemed necessary to carry on the work of the Corporation. The Treasurer, by virtue of his/her office, shall be the Chairperson of any finance committee established by the Board of Directors.

**Section 6.17. Rules of order.** To the extent they are not inconsistent with the Articles of Incorporation or Code of Bylaws, all meetings of the Corporation shall be governed by "Robert's Rules of Order, Newly Revised." All questions of procedure shall be referred to the presiding officer, whose decision as to such question shall be binding.

## **ARTICLE 7**

### **Officers**

**Section 7.01. Officers and Agents.** The officers of the Corporation shall consist of a President, one or more Vice-Presidents, a Secretary, a Treasurer, and such other officers as the Board of Directors may, by resolution, designate from time to time. Any two (2) or more offices may be held by the same person.

**Section 7.02. Election of Officers.** All officers shall be chosen annually at the annual meeting of the Board of Directors from among the members of the Board. The Board of Directors shall meet each year after the annual meeting of the members of the Corporation at a place designated by the Board of Directors, in order to vote on the nominees for officers.

**Section 7.03. Term of Office and Qualification.** Each officer shall hold office (unless the officer resigns, is removed, or dies) until the next annual meeting of the Board of Directors or until a successor is chosen and qualified. No officer shall be eligible to serve in a particular office for more than three (3) consecutive full terms, provided that a person who is named an officer to complete the term of an officer who has died, resigned or been removed shall be permitted to serve three (3) subsequent full terms.

**Section 7.04. President.** The Board of Directors shall elect as President a member of the Board of Directors. No Director may serve as President during the first year of his or her first term as a Director. The President will serve on the Board as the Immediate Past President for one (1) year following the end of his or her term as President. The President shall be the principal executive officer of the Corporation and shall preside at all meetings of the Board of Directors and members, if present; shall appoint the chairmen and members of all standing and temporary committees; shall be the chief executive officer of the Corporation; shall have and exercise general charge and supervision of the affairs of the Corporation; and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board of Directors.

**Section 7.05. Vice-President.** The Vice-President shall exercise and perform all powers of, and perform the duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe.

**Section 7.06. Secretary.** The Secretary shall have the custody and care of the corporate records and the minute's book of the Corporation. The Secretary shall 1) serve, or cause to be served, all notices of the Corporation, 2) keep the minutes of the Membership and Board of Directors meetings, 3) shall distribute, or cause to be distributed, a copy of minutes to the Membership and/or the Board of Directors on or before the next meeting of such body, 4) be custodian of the records of the Corporation, 5) shall authenticate records of the Corporation as necessary, 6) and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President.

**Section 7.07. Treasurer.** The Treasurer shall keep correct and complete records of accounts, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities, and other valuables that may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to

be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board of Directors or the President.

**Section 7.08. Assistant Officers.** The Board of Directors may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by this Code of By-Laws, the Board of Directors or the President.

**Section 7.09. Removal.** Any officer may be removed from office, with or without cause, by action of a majority of the Board of Directors.

**Section 7.10. Resignations.** Any officer may resign at any time by delivering notice to the Board of Directors, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

## **ARTICLE 8**

### **Financial Affairs**

**Section 8.01. Checks, etc.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness shall, unless otherwise directed by the Board of Directors or required by law, be signed by any two (2) of the following officers who are different persons: President, Vice-President, Secretary or Treasurer; provided, however, that any such obligations in an amount equal to or fewer than One Thousand Dollars (\$1,000.00) may be signed by any one (1) of such preceding officers. No loan or other evidence of indebtedness in an amount greater than one thousand dollars (\$1,000.00) shall be issued in the Corporation's name unless authorized by a resolution of the Board of Directors. The Board of Directors may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks, and orders for the payment of money in its behalf.

**Section 8.02. Spending.** The Corporation may spend funds for activities which benefit the Corporation or neighborhood, including:

- a) Fundraisers
- b) Foundation donor recognition/appreciation
- c) Promotion of the Corporation
- d) Foundation needs
- e) Philanthropic endeavors
- f) Recognition of individuals or organizations that support the Corporation
- g) Community events
- h) Corporation Board of Directors appreciation
- i) Administrative needs
- j) Other activities as approved by the membership

The Board of Directors may authorize expenditures up to one thousand dollars (\$1000.00) without the approval of the membership. Expenditures in excess of one thousand dollars (\$1,000.00) requires a majority vote of the membership as defined in Section 5.09.

**Section 8.03. Investments.** The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it.

**Section 8.04. Audit.** The President shall appoint one or more members to audit the Treasurer's accounts at the close of the calendar year and to report their findings at the February meeting of members. Any member may request to participate in the audit by delivering notice to the President prior to the November annual meeting.

## **ARTICLE 9**

### **Fiscal Year**

The fiscal year of the Corporation shall be the calendar year and shall begin on the first day of January of each year and end on the last day of December of each year.

**ARTICLE 10**

**Corporate Indemnification**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

**ARTICLE 11**

**Prohibited Activities**

Notwithstanding any other provision of this Code of By-Laws, no member, Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

The Corporation shall not lend money to or guarantee the obligations of any officer, member, or Director to the Corporation.

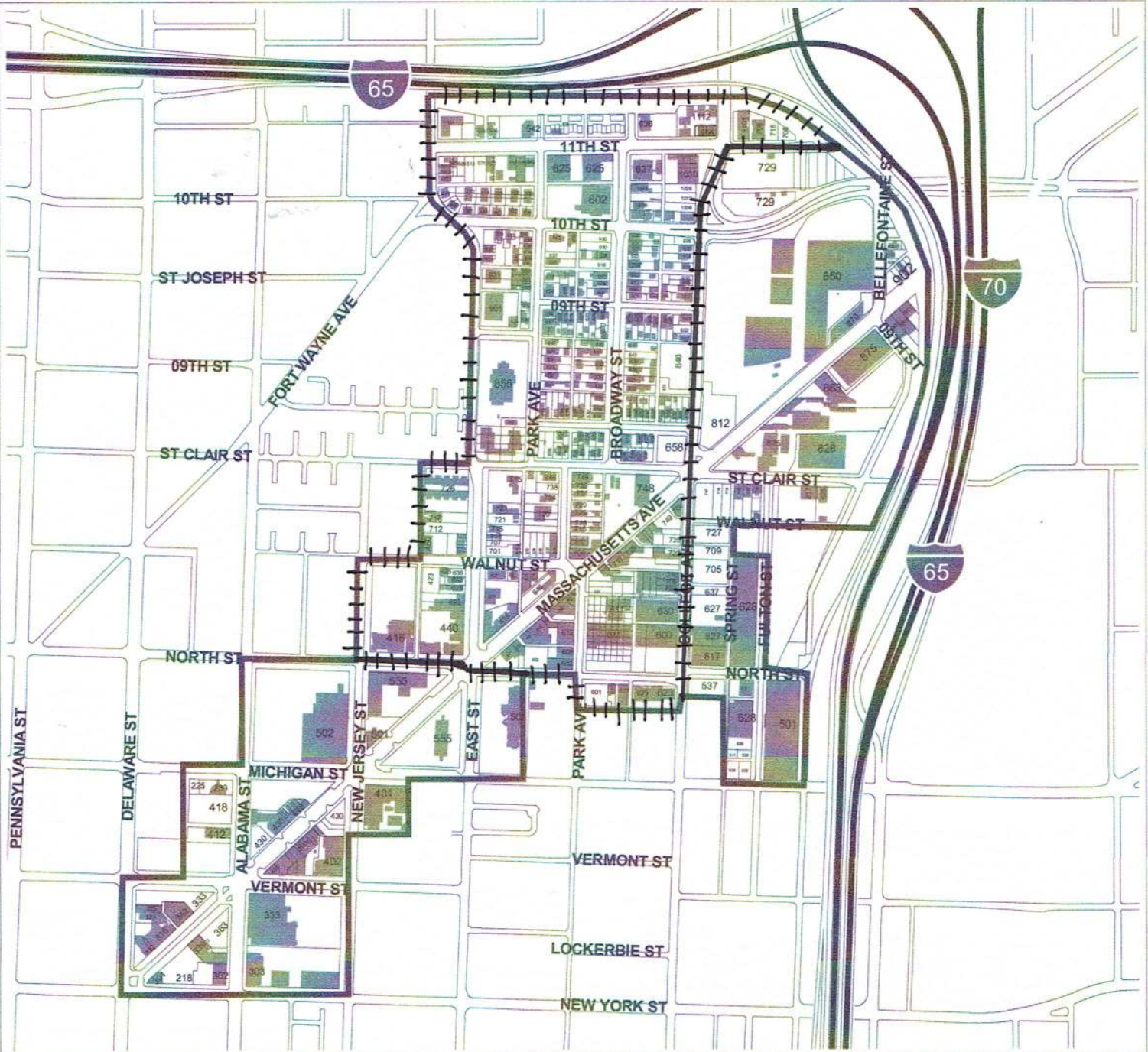
**ARTICLE 12**

**Amendments**

The power to make, alter, amend or repeal this Code of By-Laws is vested in the members of the Corporation, which power shall be exercised by the affirmative vote of a majority of the members present at any meeting of the members; provided, however, that the proposed amendment shall have been provided to the members present at the regular monthly meeting of members prior to the meeting at which such vote is taken.

# Boundary Map

## Chatham-Arch & Massachusetts Avenue Historic Area



Chatham Arch Boundaries shown with

Historic Area Boundary  
 Historic Area Buildings

100 0 100 200 300 Feet

June 2006

Produced By: The Indianapolis  
Historic Preservation Commission

Data Source: The City of Indianapolis  
Geographic Information Systems

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