

BYLAWS
OF THE
FAIRFIELDS-SYLVAN
NEIGHBORHOOD ASSOCIATION
ARTICLE I

The name of the corporation shall be the Fairfield-Sylvan Neighborhood Association.

ARTICLE II
PURPOSE

The purposes for which the Corporation is formed are exclusively charitable and educational, and consist of the following:

- A. The specific and primary purposes of the Fairfield-Sylvan Neighborhood Association are to become aware of and disseminate information on environmental, political, and economic issues which affect residents and homeowners; to provide a forum for public discussion on matters of interest to our community and to undertake projects that promote the well-being of the Fairfield-Sylvan area of Indianapolis.
- B. The general purposes and powers are to have and exercise all rights and powers conferred on corporations formed under Nonprofit Corporations Act of 1991, hereinafter referred to as the "Act", provided, however, that Fairfield-Sylvan Neighborhood Association shall not engage in any activities or exercise any powers prohibited by the Articles of Incorporation.

ARTICLE III
GEOGRAPHIC AREA

The Fairfield-Sylvan area shall be that bounded on the north by both sides of East 65th Street from Allisonville Road to Tuxedo Street; on the south by Kessler Boulevard East Drive; on the east by Allisonville Road; on the west by both sides of Tuxedo Street north of 62nd Street, and both sides of Oakland Avenue south of 62nd Street to Kessler Boulevard including Dearborn Street, and the south side of 62nd Street from Tuxedo to Oakland.

ARTICLE IV
MEMBERSHIP

Section 1. Qualifications. The Fairfield-Sylvan Neighborhood Association shall have members as follows: An individual or family that subscribes to purposes and basic policies of Corporation

and resides in the Fairfield-Sylvan area shall be eligible for membership upon submission of membership application to the Board of Directors and on timely payment of such dues and assessments as the Board may fix from time to time. Each adult member of a household shall have one vote.

A business, corporation or association that owns or occupies property in the Fairfield-Sylvan area and subscribes to the purposes and basic policies of the Corporation shall be eligible for a business membership upon submission of membership application to the Board of Directors and on timely payment of such dues and assessments as the Board may fix from time to time. A business membership provides one vote per business, corporation or association.

Membership shall be considered without regard to race, color, religion, sex, national origin, age or handicap.

Section 2. Rights of Membership. Voting members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on disposition of all or substantially all of Fairfield-Sylvan Neighborhood Association's assets, on any merger and its principal terms and on any amendment to the Articles of Incorporation. In addition, members shall have all other rights afforded members under the Act; the Corporation's Articles, and these Bylaws.

Section 3. Other Persons Affiliated with the Fairfield-Sylvan Neighborhood Association
The Fairfield-Sylvan Neighborhood Association may refer to persons or entities associated with it as "members", even though those persons or entities do not meet the qualifications for membership as set forth in Article III, Section 1, of these Bylaws, but no such reference shall constitute any one member with the rights of membership. The Fairfield-Sylvan Neighborhood Association may grant some or all of the non-voting rights of members, as set forth in these Bylaws, to any person or entity that does not have the right to vote on any matters specified in Article III, Section 2, of these Bylaws, but no person or entity shall be a member until and unless they have the voting rights of membership.

ARTICLE V

MEMBERSHIP MEETINGS

Section 1. Annual Meeting. The annual meeting of the membership shall be held yearly, at such time and place as Board of Directors shall determine. At this meeting, directors shall be elected or appointed, as the case may be, and the President and Treasurer shall report on the activities and financial condition of the Corporation and any other proper business may be transacted.

Section 2. Special Meetings. Special meetings of the membership may be called by the President, a majority of the Board of Directors, or by a written petition requesting a special meeting signed by at least ten (10) percent of the membership of record.

Section 3. Notice. Notice of each annual and special meeting of the membership shall be mailed by the secretary to each member of record at least ten (10) days and not more than thirty (30) days before the meeting is to be held. Notices shall state the date, time and place of the meeting. In the case of special meetings, notices shall specifically state the purpose(s) for which the meeting is called.

Section 4. Quorum. At any properly-called annual meeting or special meetings of the membership, the presence of five (05) percent of the members shall constitute a quorum for the transaction of business of the Corporation.

Section 5. Voting. Each member in attendance shall have one (1) vote on each matter properly before the membership. If a quorum is present, the affirmative vote of a majority of members present and voting shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 6. Record Date. For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the Board may in advance, fix a record date. The record date so fixed:

- (a) For notice of a meeting – Shall not be more than ninety (90) days, nor less than ten (10) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the next business day preceding the day on which notice is given or, if notice is waived, the next business day preceding the day on which the meeting is held.
- (b) For voting at a meeting – Shall not be more than sixty (60) days before the date of the meeting. If not otherwise fixed by the Board, the record date shall be the day on which the meeting or adjourned meeting is held.
- (c) For any other action – Shall not be more than sixty (60) days before the action. If not otherwise fixed by the Board, the record date shall be the day on which the Board adopts the resolution relating to that action, or the 60th day before the date of that action, whichever is later.
- (d) A member at the close of business on the record date shall be a member of record.

Section 7. Proxies. Each member entitled to vote shall have the right to do so either in person or by a specified agent authorized by written proxy, signed by the member and filed with Secretary of the Association. In election of directors, any form of proxy that a member marks “withhold” or otherwise marks in a manner indicating that the authority to vote for the election of directors is withheld, shall not be voted for or against the election of a director.

Any proxy covering matters for which a vote of members is required shall not be valid unless the

proxy sets forth the general nature of the matter to be voted on or, with respect to any election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members. No individual may hold more than one proxy.

A validly executed proxy shall continue in force and effect: (1) Until revoked by the members executing it, before the vote is cast under that proxy; (2) By a writing delivered to the Secretary stating that the proxy is revoked; (3) By a subsequent proxy executed by member and presented to the meeting; or (4) As to any meeting, by that member's personal attendance and voting at the meeting.

No proxy shall be valid after the expiration of one (1) year. A proxy may not be irrevocable.

Section 8. Election of Directors. The Board of Directors shall appoint a committee to select qualified candidates for election to the Board by members by a date determined by the Board and prior to the election of any directors. Each candidate for election to the Board of Directors shall possess such qualifications as the Board of Directors may establish. In nominating candidates, the committee shall seek to achieve the following goals regarding the nominees: a diversity of backgrounds and skills relevant to the needs of the corporation, and such other goals as Board of Directors may establish.

If after the close of nominations, the number of people nominated is not more than the number of directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.

If there is a meeting of members to elect directors, any member present at the meeting in person or by proxy may place names in nomination.

ARTICLE VI

BOARD OF DIRECTORS

Section 1. Powers. The Board of Directors shall manage property and affairs of the Corporation and shall exercise all powers of the Corporation as are not prohibited by law, by the Articles of Incorporation, or by these Bylaws.

Section 2. Numbers of Directors. Initially, there shall be seven (7) directors on the Board of Directors. The number of directors may be changed from time to time by the Board of Directors up to but no more than eleven (11) members; provided, however that there shall never be fewer than three (3) directors.

Section 3. Election of Directors and Terms of Office. The initial directors named in Articles of Incorporation shall serve until their successors have been elected at Corporation's first annual

meeting. At this meeting, directors shall be classified into two groups for purpose of providing, as nearly as numerically possible, for the election of one-half of the Board of Directors in each subsequent year.

The first group shall consist for four (4) directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the Corporations' second annual meeting. The second group shall consist of three (3) directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the Corporation's third annual meeting.

Except as provided above for the initial terms of directors, the term of office for each elected director shall be two (2) years, and until his or her successor has been selected and elected. A director may succeed. If any such directors are not elected at an annual meeting, they may be elected at any members' special meeting or by written ballot.

Section 4. Vacancies. Vacancies on the Board may be filled by a vote of the majority of the directors in office.

Section 5. Resignation. Any director may resign effective upon giving written notice to the Chairperson of the Board, the President, the Secretary, or Board of Directors, unless the notice specifies a later time for the effectiveness of their resignation.

Section 6. Suspension or Removal. Any director may be suspended or removed with or without cause by vote of two-thirds of the directors then in office, provided such member shall be given reasonable notice and an opportunity to be heard before such action is taken.

Section 7. Compensation. Directors shall not be entitled to compensation for their services. However, such members and officers may be reimbursed for reasonable expenses actually incurred in fulfillment of their obligations on behalf of the Corporation, provided that all such expenses are approved in advance by President or Vice-President, or his or her designee.

ARTICLE VII

BOARD OF DIRECTORS MEETINGS

Section 1. Governance. President, Vice-President, Secretary, and Treasurer of the Corporation shall serve respectively as Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors. A Recording Secretary may also be a member of the Board of Directors.

Section 2. Regular Meetings. Regular meetings of the Board of Directors shall be held at such places and at such times as the Board may determine. One regular meeting each year shall be designated by the Board as the Annual Meeting of the Board of Directors, at which time officers of the Association shall be elected. Meetings shall be open to the public and voting members,

except those concerned with matters properly discussed in executive session.

Section 3. Special Meetings. Special meetings of the Board shall be held when called by the President or Vice-President or by any three Directors.

Section 4. Notices. Reasonable advance notice of all meetings of the Board shall be give to all directors. Such notice shall be deemed sufficient if given by telephone at least 24 hours in advance of a meeting, or if given by mail at least 48 hours in advance of a meeting.

Section 5. Quorum. At any Board meeting, a majority of the elected directors then in office shall constitute a quorum.

Section 6. Voting. Each director shall have one (1) vote. When a quorum is present at any meeting, a majority of the Board of Directors present shall decide any question, unless stated otherwise in these Bylaws.

Section 7. Actions without Meeting. Action by the Board of Directors may be taken, without a personal meeting, by use of e-mail except when filling vacancies on the Board. Formal motions shall require a "Second" via e-mail, with the maximum time limit of 7 calendar days for voting. E-mail motion approval requires affirmative vote by a majority of elected Directors. Directors may request a phone discussion before the vote is taken. Secretary shall maintain a record of such consents, documenting results in the next published minutes.

ARTICLE VIII

OFFICERS

Section 1. Officers. Officers of the Corporation shall be President, Vice-President, Secretary, Treasurer; and, at its option, the Board may elect an Assistant Secretary or Assistant Treasurer. Such Assistant Secretary and Assistant Treasurer shall have such powers and duties as described in Section 5 and Section 6 of Article VII.

Section 2. Appointment, Qualifications, and Terms of Office. The officers shall be elected every year by the Board of Directors at their Annual Meeting.

Section 3. President. The President of the Corporation shall preside at all meetings of Members, and the Board. The President shall have such other powers and duties as the Board of Directors may assign from time to time.

Section 4. Vice-President. The Vice-President of the Corporation shall, in the absence of the President, perform the duties and exercise the powers of the President; and shall have such other

powers and duties as the President and Board of Directors may assign from time to time.

Section 5. Secretary. The Secretary of the Corporation shall have general powers and duties invested in office of Secretary, and possible Recording Secretary, with powers and duties to:

- (a) Keep corporation records;
- (b) Keep minutes of meetings of the Board of Directors, the Membership, and the Executive Committee;
- (c) Provide proper notice in accordance with these Bylaws;
- (d) File annual reports with the Secretary of State;
- (e) Perform such other duties and exercise such other powers as the President or Board of Directors may assign from time to time.
- (f) The Board of Directors may elect a Recording Secretary to keep minutes of our meetings.

Section 6. Treasurer. The Treasurer of the Corporation shall have the general powers and duties usually vested in the office of a Treasurer, including the powers and duties to:

- (a) Care for and deposit monies received in the name of the Corporation in banks, or other depositories as directed by the Board;
- (b) Have charge of the disbursements of the monies of the Corporation, in accordance with the directions of the Board of Directors or the President.
- (c) Enter, or cause to be entered, regularly in books a complete and correct account of all monies received and disbursed by the Corporation;
- (d) Submit a full financial report to the Members of the Corporation at the Annual Membership Meeting;
- (e) File annually any and all fiscal reports with appropriate agencies, including the Indiana Department of Revenue and the Internal Revenue Service
- (f) Prepare a final Audit or Report of the Corporation books, records and taxes;
- (g) Perform such duties and exercise such other powers at the President or Board of Directors may assign from time to time.

ARTICLE IX

COMMITTEES

Section 1. Committees of Directors. The Board of Directors may, by resolution adopted by a majority of the directors then in office designate one or more committees, each of which shall have at least one director and may also include members who are not on the Board of Directors to serve at the pleasure of the Board. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors.

Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (a) Approve any action that, under the Indiana Nonprofit Corporation Act of 1991, the Corporation's Articles of Incorporation, or these Bylaws, also requires approval of the Members.
- (b) Elect, appoint, or remove directors; or fill vacancies on the Board of Directors or on a committee;
- (c) Adopt, amend or repeal the Articles of Incorporation or Bylaws; or adopt new Bylaws;
- (d) Approve or recommend to Members a plan of dissolution; merger; sale; pledge; or transfer; of all or substantially all of the Corporation's assets;
- (e) Approve any self-dealing transactions.

The Board of Directors may establish procedures and require reports from committees.

Section 2. Executive Committee. Pursuant to Article VIII, Section 1, the Board of Directors may appoint from among its members an Executive Committee consisting of the Corporation President, Vice-President, Secretary, Recording Secretary, Treasurer, and any other Director named by the Board.

The Executive Committee, unless limited in a resolution of the Board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the Board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article VIII, Section 1. The Secretary of the Corporation shall provide each director with a summary report of the business conducted at any meeting of the Executive Committee.

ARTICLE X

RECORDS AND REPORTS

Section 1. Permanent Records. The Corporation shall keep the following permanent records:

- (a) Minutes of meetings of the Corporation's Members and its Board of Directors;
- (b) A record of actions taken by the Members or directors without a meeting;
- (c) A record of actions taken by Committees of the Board of Directors.

Section 2. Membership List. The Secretary of the Corporation shall maintain a current list of the Members of the Corporation. The list shall serve as the basis for determining members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written

ballot, and for any other proper reason. The list shall be kept open at the time and place of any and all membership meetings for inspection by any members during the course of such meeting.

Section 3. Other Records. The Corporation shall keep a copy of the following records at the Corporation's principal office:

- (a) Association's Articles of Incorporation and all amendments thereto currently in effect;
- (b) The Corporation's Bylaws and all amendments thereto currently in effect;
- (c) Resolutions adopted by Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of Members;
- (d) The minutes of all meetings of members, and records of all actions approved by members for the past three (3) years;
- (e) Written communications to members generally within the last three (3) years, including financial statements;
- (f) A list of names and addresses of the corporation's current directors and officers;
- (g) The Corporation's most recent annual report delivered to the Secretary of State.

ARTICLE XI

INDEMNIFICATION OF DIRECTORS AND OFFICERS

Section 1. Rights of Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including any persons formerly occupying such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and amounts actually and reasonable incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation.

Section 2. Indemnification Not Exclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which any such person shall be entitled apart from Article XI, Section 1.

Section 3. Insurance. The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such a capacity or arising out of the person's status as such.

ARTICLE XII

CONTRACTS, CHECKS, DEPOSITS

Section 1. Execution of Contracts and Other Documents. Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, and if required, attested by the Secretary.

Section 2. Checks, Drafts, Etc. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer agent, or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination of the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice-President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as Board of Directors may select.

ARTICLE XIII

FISCAL YEAR

The fiscal year of the Corporation shall run from January 1 through December 31 of each year.

ARTICLE XIV

AMENDMENT OF BYLAWS

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by two-thirds (2/3) vote of the Directors in office present at any regular or special meeting of the Board of Directors, a quorum being assembled, provided that written notice of such meeting setting forth in detail the proposed Bylaw revisions with explanations thereof are given to the Directors no less than seven (days) prior to such meeting.