

## **Bylaws of the Butler-Tarkington Neighborhood Association**

Amended: 05/11/2015

### **ARTICLE I – Name and Purpose**

Sec. 1 – The name of this corporation shall be Butler-Tarkington Neighborhood Association, Inc. (“BTNA”), an Indiana corporation organized to support the Butler-Tarkington neighborhood of Indianapolis, Indiana.

Sec. 2 – The boundaries of the Butler-Tarkington neighborhood are as follows:

- A. On the south, West 38<sup>th</sup> Street
- B. On the north, the Historic Central Canal
- C. On the east, North Meridian Street
- D. On the west, the Historic Central Canal

Sec. 3 – The purpose of BTNA is stated in Article G of BTNA’s Articles of Incorporation as follows:

The purposes for which the Organization is formed are:

- (a) For the following charitable purposes within the meaning of Code Section 501(c)(3) of the Internal Revenue Code and regulations promulgated thereunder: lessening neighborhood tensions, eliminating prejudice and discrimination, defending human and civil rights secured by law, combatting community deterioration and juvenile delinquency, and the conduct of educational and charitable programs within the neighborhood bounded on the south by 38th Street, on the east by North Meridian Street, and on the north and west by the Indianapolis Water Company Canal in the City of Indianapolis.
- (b) To have, hold, exercise and enjoy in the furtherance of the purposes set forth hereinabove, all of the rights, powers, privileges and immunities granted, and not expressly denied, by the Indiana Nonprofit Corporation Act of 1991, as hereafter amended, convenient or expedient in order to accomplish the purposes set forth hereinabove, subject to any limitation or restriction imposed by the Indiana Nonprofit Corporation Act of 1991 or other applicable law.

### **ARTICLE II – Board of Directors**

Sec. 1 – The Board of Directors (“Board”) shall consist of no more than twenty-three (23) individuals and no less than five (5) individuals (“Board Members”). Board Members, so far as possible, should be representative of the community in such factors as race, gender and geographic location.

Sec. 2 – The duties and powers of the Board are as follows:

- A. The Board shall conduct BTNA business and set BTNA policies.
- B. The Board shall hold meetings to conduct BTNA business.
- C. The Board may conduct fundraisers, accept donations and apply for grants to support the activities of BTNA.
- D. Board Members may participate in committees or task forces that conduct BTNA business.

Sec. 3 – To be eligible to serve as a Board Member, a person must be at least eighteen (18) years of age on the first day of their term, and:

- A. reside within the BTNA boundaries;
- B. own property within BTNA boundaries;
- C. own or operate a business within BTNA boundaries; or
- D. be employed by a business, governmental agency, educational institution or non-profit organization within BTNA boundaries

Sec. 4 –The Board shall endeavor to form, within 120 days of the Annual Meeting, a group whose purpose is to identify candidates for vacant Board Member positions (“Nominating Committee”). The Nominating Committee shall consist of between five (5) and eleven (11) people, each of whom meet the qualifications set forth in Article II, Section 3. The Board shall advertise and recruit for available committee positions and ask those interested to submit a statement explaining why they are interested in serving on the Nominating Committee. At least a majority of the Nominating Committee should not be current Board Members and should represent diverse interests of the neighborhood. If the Board receives more than six submissions for Nominating Committee positions, the Executive Committee shall appoint six persons from the submissions, focusing primarily on diversity in making its decision. The President shall appoint the remaining committee members equal to one (1) fewer than the amount chosen by the Executive Committee. The committee members chosen by the President may be current Board Members and must satisfy the qualifications of Article II, Section 3.

The Nominating Committee shall submit a slate of Board Member candidates to the Executive Committee at least forty-five (45) days prior to the Annual Meeting. This deadline may be extended by the President in his or her discretion.

Sec. 5 – Should the Nominating Committee fail to timely submit a slate of candidates, the Executive Committee may prepare a slate of candidates for vacant Board Member positions.

Sec. 6 – The slate of Board Member candidates shall be circulated to the Board and residents as soon as possible and in advance of the Annual Meeting. Candidates will be introduced at the Annual Meeting, and the candidates may speak to BTNA residents and the Board at that meeting. Residents shall be given an opportunity to ask questions of the candidates at the meeting. The Board shall then vote on Board Member candidates at the Annual Meeting.

Sec. 7 – Upon election, Board Members shall serve a term of two (2) years and may be re-elected to subsequent terms. Terms commence on January 1 following the Annual Meeting and end on December 31 of the second year of the term.

Sec. 8 – Should a vacancy occur on the Board from resignation or removal of a Board Member, the Board may fill the vacancy at its discretion. The Executive Committee shall submit a slate of candidates for election. The Board shall vote on Board Member candidates at a BTNA public meeting. The term of the individual elected to fill the vacancy shall coincide with the remainder of the term of Board Member that created the vacancy.

Sec. 9 – One-third of the total number of Board Members serving at that time shall constitute a quorum for the transaction of business at BTNA Board meetings. If a quorum is present when a vote is taken, the affirmative vote of a majority of Board Members present is the action of the Board.

Sec. 10 – The Board may take action on items outside of BTNA meetings, should the need to do so arise. Any Board Member may contact a member of the Executive Committee asking that the Board act on an item in this manner. The President may ask for a motion that a vote be called by email to the Board and describe the action being proposed. Calling a vote by email requires a motion by a Board Member and a second to the motion per Robert’s Rules of Order. At least seventy-five percent of the current Board Members must vote on the proposed action in order for such action to have effect. Passage of such actions will be by simple majority of the voting Board Members. Board Members shall have twenty-four hours to vote from the time the proposed action is sent. Before taking action pursuant to this section, to the extent possible the Board should solicit feedback from residents about the issue. Votes taken outside of meetings shall be incorporated into the minutes of the next BTNA meeting. Any document drafted by the Board as a consequence of a vote by email may describe the vote as a meeting vote.

### **ARTICLE III – Officers**

Sec. 1 – The Officers of BTNA are the President, Vice-President, Secretary, and Treasurer. Officer positions may only be held by current Board Members, which shall elect Officers at the Annual Meeting. The Officers of BTNA shall also constitute its Executive Committee.

Sec. 2 – The duties of the President shall be:

- A. To preside at all BTNA Board meetings;
- B. To provide leadership and direction in developing and implementing the objectives of BTNA;
- C. To co-sign checks with the Treasurer and sign documents approved by the Board; and
- D. To perform other duties as necessary.

Sec. 3 – The duties of the Vice-President shall be:

- A. To assume the duties of the President upon the President’s request or absence;
- B. To assist the President in preparing the agenda for BTNA meetings, as well as lending general logistical support to the President;
- C. To maintain a list of Board members and Officers; and
- D. To perform other duties as necessary.

Sec. 4 – The duties of the Secretary shall be:

- A. To record and maintain the minutes of any BTNA meetings;
- B. To authenticate the records of BTNA;
- C. To maintain the archives of BTNA; and
- D. To perform other duties as necessary.

Sec. 5 – The duties of the Treasurer shall be:

- A. To maintain the financial records of BTNA;
- B. To file state and federal forms as required;
- C. To report to the Board in January regarding BTNA’s finances; and
- D. To perform other duties as necessary.

Sec. 6 – The term for each Officer shall be for two years, shall commence on January 1 following election at the Annual Meeting, and shall end on December 31 of the second year of the term. Officers may be re-elected.

Sec. 7 – Vacancy of Officer positions before the expiration of term:

- A. A vacancy in the office of any Officer shall be filled by a Board Member approved by a majority vote of the Board to fulfill the duties of the office for the balance of the term.
- B. Vacancies in any of the officer positions shall be filled within forty-five (45) days of the vacancy or as soon as practicable thereafter.

#### **ARTICLE IV – Resignation and Removal of a Board Member**

Sec. 1 – A Board Member wishing to resign shall send a letter of resignation to a member of the Executive Committee.

Sec. 2 – Any Board Member who is absent from a significant number of Board meetings, who is otherwise unable or unwilling to fulfill his or her responsibilities to BTNA, or whose actions are otherwise detrimental to BTNA or its activities, may be removed at the discretion of the Board by majority vote.

#### **ARTICLE V – Meetings**

Sec. 1 – The Board shall hold regular meetings throughout the year, not less than quarterly, to discuss BTNA business and matters of the neighborhood. Generally, meetings shall be open to the public. Unless otherwise determined, meetings shall be held on the second Monday of a calendar month. Board Members are expected to attend regular meetings.

Sec. 2 – For meetings open to the public, notice shall be provided in advance. Notice may be provided via the BTNA website and Facebook page, as well as in the BTNA Newsletter or other means.

Sec. 3 – One meeting each year shall be considered the “Annual Meeting” and will be open to the public. Unless otherwise deemed necessary by the Board, the Annual Meeting will be held in month of November. The purpose of the Annual Meeting is to elect new Board Members and address organizational matters, including but not limited to, a report from the President on the organization’s activities. A notice of meeting matters may be provided to the public in advance.

Sec. 4 – The President may decide in his or her discretion to call a special meeting of the Board as need arises. Alternatively, a majority of Board Members may call a special meeting either by vote at a meeting or by email or other communication in which it is represented that a majority of Board Members agree to hold such meeting. If a special meeting is to be held, BTNA shall give at least two days of notice by email, social media, telephone, mail, or a combination of methods, and all Board Members shall receive notice via email. No other business may be transacted at a special meeting except that for which the meeting was called. Votes taken at a special meeting shall be incorporated into the minutes of the next regular BTNA meeting.

#### **ARTICLE VI – Ad Hoc Committees and Task Forces**

Sec. 1 – The Executive Committee may establish ad hoc committees or task forces for specific purposes. The Executive Committee shall determine the duration and responsibilities of each ad hoc committee or task force. Participants are not required to be current Board Members.

Sec. 2 – All actions of ad hoc committees or task forces are subject to approval by the Board.

## **ARTICLE VII – BTNA Appointments**

Sec. 1 – BTNA may be required to appoint representatives to serve on committees, boards, commissions, councils or task forces required by the Indiana Code or the Indianapolis/Marion County Municipal Code. BTNA may be asked by another non-profit entity to appoint representatives to serve committees, boards, commissions, councils or task forces. Such appointments include, but are not limited to, those listed below.

### *Sec. 2 – Meridian Street Preservation Commission (“MSPC”)*

- A. The MSPC is governed by Ind. Code §§ 36-7-11.2 and consists of a nine member commission whose members are appointed by the Governor of Indiana and the Mayor of Indianapolis to ensure that the Meridian Street Preservation Act is upheld. It is chaired by a representative of the City of Indianapolis Metropolitan Development Department.
- B. The Board shall nominate one of its Board Members to the Governor for appointment to the Commission and shall determine a process for nomination.
- C. The term of appointment shall be a period of two (2) years.
- D. Upon expiration of the appointee’s term, the Board shall review the appointment and either reaffirm the appointee or nominate and select a new appointee, and shall determine a process for reviewing the appointment.
- E. The MSPC appointee shall report to the Board at least two (2) times per year.

### *Sec. 3 – Midtown Economic Council (“MEC”)*

- A. The MEC is composed of representatives from BTNA, the Meridian-Kessler Neighborhood Association, the Broad Ripple Village Association, the Mapleton-Fall Creek Community Development Corporation and Midtown, Inc.
- B. The MEC will make recommendations to the City of Indianapolis Metropolitan Development Department regarding projects to be funded in the North Midtown Allocation Area.
- C. The Board shall nominate one voting member and an alternate member to the MEC, and it shall determine a process for nominating both the voting member and the alternate member.
- D. The term of appointment shall be a period of two (2) years.
- E. The MEC voting member and alternate member shall have staggered terms.

## **ARTICLE VIII – Financial Administration**

Sec. 1 – Funds supporting BTNA may be secured from resident donations, donations of Board Members, other fundraising efforts, advertising revenue from the BTNA newsletter, grants, and other sources approved by the Board that are consistent with BTNA’s tax-exempt purpose and permissible under Section 501(c)(3) of the Internal Revenue Code.

## **ARTICLE IX – Amendments to Bylaws**

Sec. 1 – Amendments to the bylaws of BTNA shall be submitted in writing to the Executive Committee. The Executive Committee shall recommend amendments to the Board and shall provide the Board with thirty days of notice prior to the meeting in which the amendment is to be considered. Such notice must contain a copy or summary of the amendment or state the general nature of the amendment. The Board shall vote on whether to amend the bylaws.

## **ARTICLE X – Indemnification**

Sec. 1 – BTNA shall indemnify any Board Member who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, by reason of the fact that he or she was or is a Board Member against expenses (including counsel fees), judgments, settlements, penalties and fines actually or reasonably incurred by him or her in accordance with such action, suit or proceeding, if he or she acted in good faith and a manner he or she reasonably believed was in the best interest of the Board, and, with respect to any criminal action or proceeding, he or she either had reasonable cause to believe his or her conduct was lawful or no reasonable cause to believe his or her conduct was unlawful.

Sec. 2 – The termination of any action, suit or proceeding by judgment, order, settlement of conviction, or upon plea of nolo contendere or its equivalent, shall not, of itself, create a presumption that the person did not meet the prescribed standard of conduct.

Sec. 3 – Indemnity extends to any Board Member duly appointed to serve on any board, council, commission or task force as part of their duty as a Board member.

## **ARTICLE XI – Code of Ethics**

As per Article 18, Section 806 of the Indiana Central Municipal Law, the following Code of Ethics shall be in force for all Board Members of BTNA.

### *Sec. 1 – Conduct*

Board Members shall conduct themselves in such a manner so as not to give the impression that any person can influence them or unduly enjoy favor from them with regard to the performance of their official duties.

### *Sec. 2 – Potential Conflict of Interest*

- A. Board Members shall not receive monetary or material benefit as a result of their dealings with BTNA, unless specifically authorized for justifiable reasons by the Board.
- B. Board Members shall publicly disclose any of the following interests that they may have with a company doing business with or proposing to do business with BTNA. For the purposes of this Code, an interest shall be considered any of the following:
  - 1) Employment with said company;
  - 2) A business relationship with said company;
  - 3) A financial interest, other than the holding of common stock, in said company; and
  - 4) A family relationship with the principals or employees of said company.
- C. Public disclosure shall be made to the Board at a regularly scheduled public meeting within thirty days of the time the Board Member acquires or learns of an interest as defined above. This public disclosure shall include the name of the company doing business with or proposing to do business with BTNA and the interest in that company the Board Member has, as outlined in B.1 – B.4 above. This disclosure shall be recorded in the official minutes of the Board.
- D. Board Members, by official meeting, may then ask that the disclosure be reviewed by an attorney for his or her advice as to whether the disclosed interest constitutes a conflict of interest that is prohibited by the law or by this Code of Ethics. The reply of the attorney or any other authority he or she chooses to consult on this matter shall become part of the official minutes of the BTNA Board.

### *Sec. 3 – Areas of Conflict*

Board Members shall further refrain from engaging in any of the following areas:

- A. Making personal investments in any enterprises that will create a conflict with their duties to the organization;
- B. Entering into arrangements with corporations or other entities for compensation in matters that are before the Board;
- C. Disclosing confidential information acquired during the course of their official duties;
- D. Using this information to further their personal interests; and
- E. Soliciting or accepting any gift under any circumstances in which it could be inferred that the gift was intended to influence or reward the Board Member for official action.

### *Sec. 4 – Penalty for Misconduct*

- A. In addition to any penalty contained in any other provision of law, any Board Member who knowingly and intentionally violates any of the provisions of this Code may be suspended or removed from office, by vote of the Board, pending legal resolution of the matter in question.
- B. In the event of any misconduct, maladministration, or malfeasance in office, an Officer may be removed from office by vote of the Board.
- C. For any vote taken by the Board under this section, the Board Member who is the subject of the vote shall be given notice of the meeting where the vote will be considered and may participate in the discussion, but the Board Member shall not be allowed to vote on the suspension or removal.

## **ARTICLE XII – Insurance**

Sec. 1 – The Board is empowered and required to purchase and maintain insurance on behalf of any and all of its Officers and Board Members or former officers against liability or settlement based on asserted liability incurred by them by reason of being or having been an Officer or Board Member, whether or not BTNA would have the power to indemnify them against such liability or settlement.

## **ARTICLE XIII – Parliamentary Authority**

Sec. 1 – Unless waived by the Board, BTNA shall be governed in its meetings by Robert's Rules of Order, Newly Revised, in all instances in which they are applicable and in which they are not inconsistent with these Bylaws or the Indiana Nonprofit Corporation Act of 1991 as amended, codified at Title 23, Article 17 of the Indiana Code.

## **ARTICLE XIV – Nondiscrimination Policy**

Sec. 1 – Neither BTNA nor the Board may discriminate in policies or actions against individuals or groups based on race, religion, gender, sexual orientation, age, disability, national origin, income, or political affiliation.

## **ARTICLE XV – Dissolution**

Sec. 1 – In case of dissolution of the corporation, any assets remaining after payment of debts will be transferred to comparable neighborhood organizations that are recognized as exempt under Section

501(c)(3) of the Internal Revenue Code or any other public benefit corporation as determined by the membership at the final meeting.

**ARTICLE XVI – Limitations**

Sec. 1 – Notwithstanding any other provision of these Bylaws, no Board Member, Officer, or agent of BTNA shall take any action or carry on any activity by or on behalf of BTNA not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions, thereto.