

WATSON-MCCORD NEIGHBORHOOD ASSOCIATION

MISSION STATEMENT:

The Watson-McCord Neighborhood Association exists to promote, create, and maintain a viable and productive living environment conducive to neighborhood enhancement. We provide our representation and programs, and a commitment to enhance quality of life through community-based problem solving, neighborhood-oriented services, and public/private cooperation.

BY-LAWS:

Article I. Name

The name of the association is the Watson-McCord Neighborhood Association, hereinafter referred to as the *Association*, organized for non-profit purposes.

Article II. Purpose

The purpose of the Association shall be to protect and preserve the values and integrity of our existing neighborhood and promote neighborhood and community improvements through group cooperation and action for the benefit of the residents.

Article III. Membership

Section 1: Eligibility, General Membership

Each person residing within the vicinity of the Watson-McCord neighborhood bounded by Central Avenue on the West to Woodland on the East, or from Maple Road on the North to Fairfield Avenue on the South shall be eligible for membership. Any property owner or business owner of Watson-McCord who supports the purposes of the Association may be eligible for membership. Membership shall be established by full and timely payment of annual dues by each resident residing within the vicinity of the Watson-McCord boundaries. Any person interested in the general welfare of the Association may join.

Section 2: Dues

Annual membership dues are due on January 3rd of each year and shall be an amount per adult person to be reviewed periodically and set by the board, but not less than \$10.00. Dues not received by February 3rd will be considered inactive. If paying by check, dues payments should be made payable to the Watson-McCord Neighborhood Association and submitted to any Board member, and in turn, to the Treasurer.

Article IV. Board of Directors

Section 1: Structure

All members of the Board of Directors must be members of the Association in good standing. The Board of Directors shall not have more than eleven (11) members: four Officers of the Board: president, vice president, secretary and treasurer; eight Board of Directors at large. Members of the Board shall be nominated by members of the Association. Officers of the Board shall be elected by the existing Board at any regular meeting of the Board or by electronic mail in which the email shall serve as the documented vote. Election of the Board may also occur at a special meeting of the board, so long as said election is disclosed upon notice of the special meeting.

The term of membership of the Board of Directors shall be limited by length of term, resignation, incapacitation, or removal. The length of term for the Board members shall be two (2) years with staggered terms. Members of the Board are elected for a one (1) year term.

Section 2: Powers of the Board

The Board of Directors shall maintain general management and control of the activities and affairs of the Association and may exercise all the powers that may be performed pursuant to law and these By-Laws, specifically to include but not limited to those powers which are necessary to the Association to pursue those purposes for which it was created.

The Association Board of Directors shall require a two-thirds majority to approve spending requests up to the total available funds in the Association's bank account on behalf of the Association. The Association President shall have the authority to approve spending requests up to \$200.00 for projects as needed for the Association's business.

Section 3: Removal

Any member of the Board of Directors may be removed with or without cause by two-thirds vote. At the request of any member, said vote will be conducted by secret ballot. Except in instances of lack of attendance, no member shall be removed without giving said member an opportunity to address the Board. A member who fails to attend three (3) consecutive Board meetings without excuse may be deemed to have ordered his/her resignation as a member of the Board.

Section 4: Vacancies

Vacancies shall be filled by the Board of Directors, with the confirmation of the members of the Association. The new member will serve the term remaining of the vacancy filled

Article V. Officers of the Association:

Section 1, Election

The Officers of the Association shall be President, Vice President, Secretary, and Treasurer. Officers shall be nominated by any member of the Board and elected by majority affirmative vote of those present at a Board meeting for the purposes of elections of officers. Each officer is elected for (2) years, with staggered terms: President and Secretary shall be elected in the odd years and Vice President and Treasurer in even years.

Section 2, Vacancies

If a vacancy occurs in the office of the President, the Vice-President shall serve as President for the remainder of the term. The Board shall elect a Board member to serve the remainder of the term.

Section 3, Duties of the President

The President shall have and exercise general charge of the affairs of the Association, perform such other duties as prescribed by the Board of Directors from time to time. The President may appoint committees, and delegate day-to-day administrative duties to another Board member. The President shall preside at all meetings of the Board of Directors and may appoint a Board Member to preside at meetings of the general membership

Section 4, Duties of the Vice-President

The Board Vice-President shall perform the duties in the absence or disability of the Board President, and shall have such other powers and duties as the Board President or Board of Directors may assign from time to time.

Section 5, Duties of the Secretary

The Secretary shall have the general powers and duties usually vested in the office of Secretary of a Corporation, including the powers and duties to:

- A. Keep corporate records;
- B. Keep minutes of meetings of the Board of Directors and of 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 Board President or the Board of Directors may assign from time to time.

Section 6, Duties of the Treasurer

The Treasurer shall have the general powers and duties usually vested in the office of the Treasurer of a Corporation 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 disbursement of the monies of the Corporation in accordance with the directions of the Board of Directors or the Board 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 Board of Directors of the Corporation at the Annual Meeting of the Board of Directors;
- E. File annually any and all fiscal reports with fiscal agencies including the Indiana Department of Revenue and the Internal Revenue Service;
- F. Prepare/Present a final Audit or Report of the Corporation books, records and taxes;
- G. Perform such other duties and exercise such other powers as the Board President or the Board of Directors may assign from time to time.
- H. General membership maintenance.

Section 7, Duties of the Board of Directors

- A. Attend meetings and functions.
- B. Participate in committees and prepare written status reports of meetings.
- C. Plan speaker program one (1) time a year.

Article VI. Board of Directors Meetings:

Section 1: Regular Meetings

Regular meetings of the Board of Directors shall be held at least four (4) times during the calendar year. Notice of the date, time, and place of these meetings shall be communicated to each Board member not less than seven (7) days prior to the date of the meeting.

Section 2: Executive Board Meetings

Members of the Executive Board; i.e. President, Vice President, Secretary, and Treasurer, hereinafter referred to as Officers of the Board, shall meet at such intervals as deemed necessary by the president, or upon request of any Officer of the Board. Notice of the date, time, place, and reason for these meetings shall be communicated to the Officers of the Board not less than seven (7) days prior to the date of the meeting.

Section 3: Special Meetings

The President, or at least two (2) Directors, may call a special meeting of the Board of Directors. Notice of the date, time, place, and reason for special meeting shall be given to each

member either personally, by phone, electronic communication, or by mail 48 hours prior to the date fixed for said meeting.

Section 4: Conduct of Meetings

All meetings of the Board shall be conducted by the President, or in his/her absence, by the Vice President, or designee according to Robert's Rules of Order. The meeting shall be adjourned if, at its inception or during the meeting, a quorum is not present. It shall be necessary that a simple majority of the current total number of Directors be present to constitute a quorum.

Section 5: Voting

A majority of current board members constitutes a quorum. In absence of a quorum, no formal action shall be taken except to adjourn the meeting to a subsequent date.

Passage of a motion requires a simple majority of the Board of Directors present at a meeting shall be the Act of the members unless a greater number of affirmative votes are specifically required by law elsewhere in these by-laws. An officially sanctioned vote by electronic mail or telephone canvassing is not precluded by these by-laws when circumstances warrant.

Section 6. Conflict of Interest

Any member of the Board who has a financial, personal, or official interest in, or conflict (or appearance of a conflict) with any matter pending before the Board, of such nature that it prevents or may prevent that member from action on the matter in an impartial manner, will offer to the Board to voluntarily excuse him/herself and will vacate his/her seat and refrain from discussion and voting on said item.

Section 7. Insurance

Non-Liability of Directors. The Directors shall not be liable to the Owners or any other persons for any error or mistake in judgment exercised in carrying out their duties and responsibilities as Director, except for their own individual willful misconduct, bad faith or gross negligence. The Association may indemnify and hold harmless each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Association, unless any such contract shall have been made in bad faith or contrary to the provisions of law. The Association shall if reasonably available carry liability insurance for the Board of Directors. The cost of such insurance shall be included as part of the Common Expenses. It is intended that the Directors shall have no personal liability with respect to any contract made by them in good faith on behalf of the Association. The Owners shall be subject to special assessment for sums necessary for the Association to pay the aforesaid indemnity in favor of Directors. Every contract made by the Board or Managing Agent on behalf of the Association shall be in the name of the Association.

Additional Indemnity of Directors and Officers. The Association may indemnify any person, his heirs, assigns and personal representatives, made a party to any action, suit or proceeding by reason of the fact that he is or was a Director or an Officer of the Association, against the reasonable expenses, including attorneys fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal thereon, except as otherwise specifically provided herein in relation to matters as to which it shall be adjudged in such action, suit or proceeding that such person is liable for gross negligence or willful misconduct in the performance of his duties. The association may also reimburse to any such Director or Officer of the Association the reasonable costs of settlement of or judgment rendered in any action, suit or proceeding, if it shall be found by a majority of the Owners that such Director or Officer was not guilty of gross negligence or willful misconduct. In making such findings and notwithstanding the adjudication in any action, suit or proceeding against a Director or an officer, no Director or Officer shall be considered or deemed to be guilty of or liable for negligence or willful misconduct in the performance of his duties where, acting in good faith, such Director or Officer relied on the books and records of the Association or statements or advice made by or prepared by the Managing Agent or any officer or employee

thereof, or any accountant, attorney or other person, firm or corporation employed by the Association to render advice or service unless such Director had actual knowledge of the falsity or incorrectness thereof; nor shall Director or Officer be deemed guilty of or liable for negligence or willful misconduct solely by virtue of the fact that he failed or neglected to attend a meeting or meetings of the Board of Directors.

ARTICLE VII. Committees

Section 1: Appointment and Duties

The President, with the approval of the Board, may name committees of its members as deemed appropriate. Such committees may be temporary or continuing, shall act under supervision of the Board and the President and may not act on behalf of the Board, but shall make recommendations to the Board as it deems appropriate to its charge. Said committees may act on behalf of the Board only upon specific delegation by the Board.

Section 2: Chairpersons and Meetings

Such committees shall have a chairperson from the Board appointed by the President to preside at meetings and shall schedule meetings, as he/she deems appropriate to its charge. The Chairperson shall structure the committee.

ARTICLE VIII. Executive Director

The Board of Directors may designate a person to be Executive Director of the Association. Such appointment and removal shall require an affirmative vote of the Board. He/She shall attend and participate in all meetings of the Directors, but shall not be entitled to vote at any such meeting.

ARTICLE IX. Contracts

The Board of Directors must authorize any Board member to enter into a contract or execute and deliver any instrument in the name of and on behalf of the Association and such authority must be confined to a specific instance. Any action taken without Board approval shall not be binding to the organization. Individual board members taking such action may be liable for contract and damages.

ARTICLE X. General Membership Meetings

Section 1: Time and Place

All meetings of the Association will be open to the public. All attendees shall have voice during a meeting. Regular meetings shall be held at least six (6) times during the calendar year. Special meetings of the Association may be called by the Board of Directors with not less than seven (7) days notice to the membership. Notice will be given by U.S. Mail, by telephone, electronic mail or in person, only to members in good standing.

Section 2: Conduct of Meetings

All meetings of the Association shall be conducted by the President, Vice President, or a designee, according to Robert's Rules of Order. If a vote is to take place during the meeting, it shall be necessary that a simple majority of the current total number of Directors be present to constitute a quorum.

Section 3. Voting

Only members in good standing shall be permitted to vote. The Treasurer shall maintain a roster of eligible members. Members whose dues are in arrears as specified in Article III, Section 2, will not be eligible to vote. Each member will be given a membership card and must present the card on demand when a call for votes is made. All votes shall be by show of hands, except in the case of secret ballot. No votes shall be accepted by proxy.

ARTICLE XI. Amendment of the By-Laws

These by-laws may be amended, repealed or new by-laws may be adopted by a two-third vote of the Association members in good standing present at any meeting provided a quorum is present. A copy of the proposed amendment(s) shall be provided to each Association member in good standing at least one (1) week prior to said meeting.

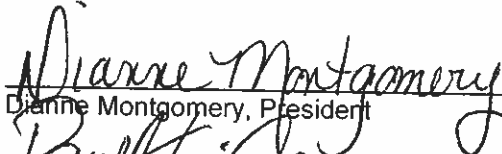
ARTICLE XII. Fiscal Year

The fiscal year shall commence on January 1 and end on December 31 of the same year.

ARTICLE XIII. Dissolution


In the event of the dissolution of the Association, any and all assets available for distribution after payment of obligations, shall be transferred to such other organization or organizations as shall at the time qualify as an exempt organization under Section 501 (c)(3) of the Internal Revenue Code or the corresponding provision of any federal tax law.

The foregoing by-laws were adopted by the Board of Directors of the Association at a meeting held on the 26th day of January, 2009.



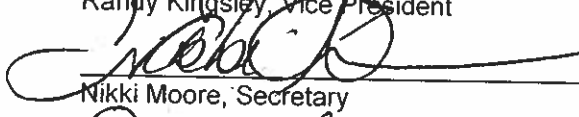
Dianne Montgomery, President

5/11/10
Date



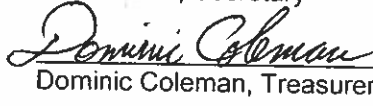
Randy Kirksley, Vice President

5/11/10
Date



Nikki Moore, Secretary

5-11-10
Date



Dominic Coleman, Treasurer

5/11/10
Date