

ARTICLE I
Identification

Section 1.01. Name. The name of the Corporation shall be Herron-Morton Place Association, Inc.

Section 1.02. Principal Office and Resident Agent. The Corporation shall have and continuously maintain a registered office, known as the "principle office", in the State of Indiana. The Corporation may have offices at such other places within the State of Indiana as the Board of Directors may from time to time determine. The Corporation shall also have and continuously maintain a registered agent in the State of Indiana.

Section 1.03. Seal. The seal of the Corporation shall be circular in form and mounted upon a metal die, suitable for impressing the same on paper. About the upper periphery of the seal shall appear the name of the Corporation, and about the lower periphery thereof shall appear the word "Indiana". In the center of the seal shall appear the word "Seal".

Section 1.04. Purpose.

- (a) Preservation. Preserve the Neighborhood taking steps necessary to retain the area as residential.
- (b) Restoration. Strive to restore the Neighborhood as a historic area. Encourage property owners to restore their property to its original state.
- (c) To promote the common good and general welfare of the residents of the Neighborhood; to bring about civic betterment and social improvements for the benefit of the Neighborhood; to provide educational, charitable and recreational programs and other needed community services for the benefit of the residents of the Neighborhood.

ARTICLE II
Definitions

Section 2.01. "Neighborhood" Defined. As used herein, the term "Neighborhood" shall mean the neighborhood bounded on the east by the alley east of Central Avenue, on the south by 16th Street, on the west by the alley west of Pennsylvania Street, and on the north by 22nd Street, in the City of Indianapolis, Indiana.

ARTICLE III
Membership

Section 3.01. Persons Eligible for Membership. The Corporation shall have only one class of members. Members of the Corporation shall have the following qualifications:

- (a) They shall be eighteen (18) years of age or older.
- (b) They shall be:
 - 1. A resident of the Neighborhood; or
 - 2. An owner of property or a business in the Neighborhood. The owner of a business in the Neighborhood may appoint one employee to act as that owner's representative at meetings of members.

Section 3.02. Annual Membership Dues. Members of the Corporation shall pay such annual membership dues as may be established from time to time by the Board of Directors. Such dues shall be payable on a fiscal year basis - from September 1st through August 31st.

Section 3.03. Resignation and Expulsion of Members. Members may resign at any time. A member may be expelled for good cause by a two-thirds (2/3) vote of the Directors present and voting at properly constituted meeting of the Board of Directors. Good cause for expulsion shall include: (a) failure on the part of a member to meet or continue to meet all of the qualifications for membership set forth above, and (b) conduct on the part of a member that seriously impairs the ability of the Corporation to function effectively in furtherance of the purposes for which it is organized. The Board of Directors shall make such regulations in relation to the procedure for expelling members as may be necessary to insure fairness in all such matters. A member who has been expelled shall not be eligible to reapply for membership for a period of five (5) years thereafter unless the Board of Directors, in its discretion, shall determine that a shorter waiting period is appropriate. A member who shall resign or be expelled

shall not be entitled to a refund of her or his membership dues and special assessments, or any part thereof, theretofore paid. However, such a member shall not be liable for any membership dues or special assessments theretofore accrued but unpaid; provided, however, that in the event such former member subsequently reapplies for membership, payment of such delinquency shall be a condition precedent to his readmission.

Section 3.04. Membership certificates. The form of membership Certificate shall be prescribed by resolution of the Board of Directors. Membership certificates shall not be transferable. Only members of the Board of Directors and members of the Membership Committee may enroll members.

Section 3.04.01. New members will be given copies of current By-Laws by the Membership Chairman along with the membership receipt and membership card.

Section 3.04.02. Membership monies shall be turned into and recorded by the Membership Committee Chairman within seven (7) days. The Membership Committee Chairman must provide an updated list for approval at each Board of Directors Meeting and the approved list shall be available at the following general meeting.

ARTICLE IV. Meetings of Members

Section 4.01. Annual Meetings. Annual meetings of the members of the Corporation shall be held at such place within the State of Indiana as may be determined by the Board of Directors. The regular meeting in September shall be known as the annual meeting, and shall be for the purpose of electing Directors, receiving reports of committees, and for any other business that may arise.

Section 4.02. Election to the Board. The election of Board members will be held at each annual meeting. Nominations will be accepted from the floor at each annual meeting. Regular parliamentary procedure shall be used. The election will be by secret ballot. The outgoing members of the Board of Directors shall act as an Election Committee. If fewer than three (3) outgoing Directors are present, the President shall appoint the necessary number of members to the committee.

Section 4.03. Regular Meetings. Meetings of the members of the corporation may be held regularly pursuant to a resolution of the Board of Directors to such effect. There shall be at least six (6) meetings per year.

Section 4.04. Special Meetings. Special meetings of the members of the Corporation may be held by the President, by a majority of the members of the Board of Directors, or by written petition signed by at least one-fourth (1/4) of the members of the Corporation.

Section 4.04.01. The expense of mailing for special meetings called by one-fourth (1/4) of the membership will be paid out of the treasury of the Corporation.

Section 4.04.02. Written notice stating the place, day, time, and purpose of any special meeting not coinciding with a regular meeting shall be delivered or mailed by or at the direction of the Secretary of the Corporation, or by or at the direction of the officer or persons calling the meeting, to each member of the Corporation, at the address for such member which appears on the records of the Corporation, at least ten (10) days before the date of such meeting. Postmark indicates date of mailing. Metered postage shall not be accepted.

Section 4.05. Notice of Meeting. Written notice stating the place, day, and hour of any regular meeting of the members shall be contained in the newsletter prior to the meeting.

Section 4.06. Quorum. The presence in person of one-tenth (1/10) of the members of the Corporation shall be necessary to constitute a quorum for all purposes at any meeting of the members of the Corporation, and the action of the majority of the members present in person and voting at any meeting at which there is a quorum shall be the act of the full membership except as may be otherwise specifically provided by statute or by these By-Laws. Members may vote in person only and may not vote by proxy.

Section 4.07. Date of Determination and Voting Rights. The Board of Directors shall fix a membership record date not exceeding thirty (30) days preceding the date appointed for any regular meeting of the members, for

the purpose of determining the members entitled to notice of and to vote at such meeting. In the absence of action by the Board of Directors to set such record date, no member shall be entitled to vote at any meeting of the members unless he shall have been a member of the Corporation more than fifteen (15) days prior to the date of such meeting. The Board of Directors shall have available a complete membership list before each meeting. The membership record date for the annual meeting shall be the August General Meeting. Members eligible to vote at the annual meeting shall also be eligible to vote at the following general membership meeting without having officially renewed their membership.

ARTICLE V Board of Directors

Section 5.01. Composition and Duties. The number of Directors of the Corporation shall be nine; in addition, the Herron-Morton Place Foundation shall be invited to appoint one (1) ex-officio Director. All Directors must be members of the Corporation. To be eligible for candidacy to the Board of Directors, dues must be paid on or before the membership record date of the August General Meeting.

- (a) Business and affairs of the Corporation shall be managed by the Board of Directors.
- (b) Directors shall be in attendance at all regularly scheduled Association meetings and meetings of the Board of Directors.
- (c) A Director shall serve on a standing or special committee and shall be responsible for reports to the Board of Directors.
- (d) A Director shall perform such additional assignments as approved by the Board and may include appointments to other boards.

Section 5.02. Election and Terms of Offices. The members of the Board of Directors shall be elected to serve for terms of three (3) years. (The first annual election nominated and elected nine (9) board members: Three (3) for a period of three (3) years, three (3) for a period of two (2) years, three (3) for a period of one (1) year.) A sufficient number of Directors shall be elected at each annual meeting of the members of the Corporation to fill all vacancies within the Board of Directors. An outgoing elected member of the Board may not stand for election until the next annual meeting, but may in the interim be appointed to fill a vacancy. A member of the Board who has been appointed to fill a vacancy may stand for election at the next annual election of Directors.

Section 5.02.01. Removal of a Board Member. The following shall be reasons for removal from office of a board member:

- (a) Unexcused absence at any three regularly scheduled Board or Association meetings, or a combination of both within the corporate year. The President or Vice President may excuse absence.
- (b) Failure to perform committee duties and other assignments as given and approved by the Board of Directors.
- (c) Conduct on the part of the board member that seriously impairs the operation, stature or reputation of the Corporation or Board of Directors.

Section 5.03. Vacancies. Any vacancy on the Board of Directors caused by death; disqualification or resignation of one of the members of the Board of Directors may be filled by a majority vote of the remaining members of the Board of Directors. Any Director thus selected shall hold office until the next annual meeting of the members of the Corporation. At the next annual meeting of the members of the Corporation a Director shall be elected for the unexpired term of the original Director.

Section 5.04. Organizational Meetings and Regular Meetings.

- (a) A date and place for the organization meeting of a newly constituted Board of Directors shall be determined immediately following the annual meeting. At the organization meeting, outgoing Board Members shall serve as an election committee and shall supervise the transfer of documents to the newly constituted officers.
- (b) Meetings of the Board of Directors shall be held as necessary to conduct the business of the Herron-Morton Place Association Inc. There shall be no less than six (6) meetings of the Board of Directors held annually.

Section 5.05. Special Meetings. Other meetings of the Board of Directors may be held regularly pursuant to a resolution of the Board of Directors to such effect or may be held upon call of the President or of a majority of the members of the Board upon notice specifying the time, place and general purpose of the meeting duly given to each Director, either personally or by mail. No notice shall be necessary for any regular meeting, and notice of any

other meeting may be waived in writing. Attendance at any meeting shall constitute waiver of notice of such meeting. The minutes of all special meetings shall be made a part of the record of the Corporation.

Section 5.06. Quorum. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the act of the majority of the Directors present at any meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or this Code of By-Laws. For the purpose of filling vacancies on the Board of Directors, a majority of the Directors then in office shall constitute a quorum, and a majority vote of this quorum shall be required to elect a new Director or Directors.

Section 5.07. Action Without Meeting. Any action which may be taken at a meeting by the Board of Directors may be taken without a meeting if, prior to such action, a written consent setting forth the action to be so taken shall be signed and approved by all members of the Board of Directors. Such written consents shall be filed with the minutes of the proceedings of the Corporation.

Section 5.08. Executive Committees. The Board of Directors, by resolution adopted by a majority of all the Directors, may appoint one (1) or more executive committees from amongst its members. Such committee or committees shall each consist of no less than two (2) members of the Board. All actions by an executive committee shall be reported to the Board of Directors at the next meeting thereof. Any member of an executive committee may be removed, with or without cause, and replaced by another director or directors, by resolution adopted by a majority of the whole Board of Directors.

Section 5.09. Standing and Special Committees. Special committees may be set up by the President and shall be approved by the Board of Directors. The standing committees shall be Crime Prevention, Financial and Budget, Grievance, Membership, Neighborhood Clean Up and Beautification, Publicity, Art Fair, Land Use and Historic Preservation, Children and Families Committee, and Newsletter Editorial Committee. The Financial and Budget Committee shall be the Co-Chaired by the Treasurer of the Corporation and a general member acquainted with business practices. The members of each committee must be a member of the Corporation. Each committee shall include a board member to serve as a liaison to the Board of Directors.

Section 5.09.01 Budget. The Financial and Budget committee shall:

- (a) Formulate and present a budget for the next fiscal year to the Board of Directors for consideration no later than the June meeting of the Board of Directors.
- (b) The Board of Directors shall review and decide on the proposed budget by no later than the July meeting of the Board of Directors.
- (c) The Board of Directors shall cause to be published, in the July and August HMPA newsletter, notification of the intent to vote on the proposed budget at the August general membership meeting.
- (d) The Board of Directors shall present a recommended budget to the general membership of the corporation no later than the August general membership meeting.
- (e) No funds shall be expended or allocated against any approved budget except during the fiscal year for which the budget is approved.

Section 5.09.02. A newsletter will be published by the Association on a schedule to be determined by the Board of Directors and ratified by the general membership. In the absence of action by the Board of Directors, a newsletter shall be published monthly.

Section 5.09.03. The Newsletter Editorial Committee will establish editorial policy. The Newsletter Editorial Committee shall consist of five (5) members, including the editor. Not more than two (2) members of the committee shall serve as current Board of Directors members.

Section 5.10. Resident Agent. The Board of Directors shall appoint the resident agent.

Section 5.11. Compensation. The Directors shall not receive any compensation for acting in such capacity but may be reimbursed by the Corporation for their reasonable expenses and disbursements on behalf of the Corporation.

ARTICLE VI Officers

Section 6.01. Number and Title. The officers of the Corporation shall be a President, a Vice-President, a Treasurer, a Vice-Treasurer and a Secretary. No person may hold more than one office concurrently. The President and Vice-President may not succeed themselves in the same office for a period of one (1) year. The Treasurer and Vice-Treasurer may not serve more than two (2) consecutive years per office.

Section 6.02. Election and Term of Office. The officers of the Corporation shall be elected at the annual meeting of the Board of Directors of the Corporation to serve for terms of one (1) year and until their respective successors are elected and qualified.

Section 6.03. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 6.04. President. The President shall be the principal executive officer of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors. The President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time. In addition, the President shall be an ex-officio member of all committees.

Section 6.05. Vice-President. In the absence of the President or in the event of the President's inability, due to a conflict of interest or refusal to act, the Vice-President shall perform the duties of the President and, when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned to the Vice-President by the President or by the Board of Directors.

Section 6.06. Treasurer. The Treasurer shall keep correct and complete records of accounts, showing at all times the actual financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of the Corporation. The Treasurer shall collect all monies, dues and assessments belonging and owing to the Corporation and shall pay all lawful debts and obligations of the Corporation approved by the Board of Directors. At the Annual Meetings of the members the Treasurer shall submit a financial statement for the preceding fiscal year of the Corporation. The Treasurer shall also submit monthly financial statements at each regular meeting of the general membership. The Treasurer shall prepare and timely file on behalf of the Corporation its Annual Not-For-Profit Corporation Report and such other reports and returns as may be required from time to time to establish and maintain the exempt status of the Corporation for purposes of federal and state income taxation.

Section 6.07. Vice-Treasurer. The Vice-Treasurer shall:

- (a) Have at least two years left to serve on their term as a member of the Board of Directors.
- (b) Assist the Treasurer in performance of the duties of the Treasurer as outlined in Section 6.06.
- (c) Become familiar with the practice and usage of the finances of the Corporation.
- (d) The Vice-Treasurer may succeed the Treasurer subject to affirmation of the Board at the next election of officers.

Section 6.08. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors and shall keep, or cause to be kept, in a book provided for the purpose, a true and complete record of the proceedings of such meetings. The Secretary shall see that all notices of the Corporation are duly given and served in accordance with the provisions of these By-Laws or as required by law. The Secretary shall keep a list of the members of the Corporation and their respective post office addresses. The Secretary shall be the legal custodian of the corporate records and of the seal of the Corporation and, in general, shall perform all duties incident to the office of Secretary. The minutes of the Board of Directors and general meetings are not to be released to anyone without the approval of the Board of Directors.

Section 6.09. Delegation of Authority. In case of the absence of any officer of the Corporation, the Board may delegate the powers or duties of such officer to any other officer or to any Directors, provided a majority of the entire Board concurs therein.

ARTICLE VII

Miscellaneous

Section 7.01. Execution of Contracts and Other Documents.

- (a) 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.
- (b) If the Corporate seal is required to be affixed thereto, it shall be affixed and attested by the Secretary of the Corporation.
- (c) The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers, so authorized by the By-Laws, to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance.
- (d) Unbudgeted expenditures exceeding \$500.00 will require approval by the membership at a regular or special meeting with prior notice of the request.
- (e) Unbudgeted expenditures exceeding \$1,000.00 will require approval by the membership at a regular or special meeting with at least 30 days prior notice of the request.

Section 7.02. Fiscal Year. The fiscal year of the Corporation shall be from September 1 to August 31.

Section 7.02.1. Audits. The Finance Committee, in conjunction with the incoming and outgoing Treasurers, shall facilitate an annual audit to be conducted by an outside party. This annual audit is to commence within 30 days of the beginning of each financial year.

Section 7.03. Deposits. All monies of the Corporation shall be deposited in the name of the Corporation under such conditions and at such financial institution or financial institutions as shall be determined by the Board of Directors.

Section 7.04. Conduct of Meetings. All meetings shall be conducted by Roberts' Rules of Order, Revised Edition.

Section 7.05. This section intentionally left blank.

Section 7.06. Structure of a Petition - Petition Guidelines.

- (a) The statement of purpose of the petition must appear on each page of the original copy of the petition.
- (b) Each signature affixed to a petition must be dated.
- (c) The author(s)/originator(s) of a petition must be identified.
- (d) Proven dishonesty for the purpose of obtaining signatures on a petition shall be cause for expulsion from the Association.
- (e) A signature on a petition will be invalid if not affixed to the same page as the statement of purpose of the petition.
- (f) The original copy of the petition must be available to individual members of the Association for their examination.

ARTICLE VIII Amendments to By-Laws

Section 8.01. Amendment of By-Laws. In accordance with the Articles of Incorporation, Article IX, Section 7, and the Indiana Not For Profit Corporations Act, these By-Laws may be altered, amended or replaced, and new provisions of By-Laws adopted by an affirmative vote of two-thirds of the absolute number of Directors on the Board. "Absolute number" means the total number of properly installed members of the Board of Directors of the Corporation, and not merely two-thirds of those Directors who are present at the meeting. Proper notice specifying any proposed amendment to these By-Laws, and containing or accompanied by a copy or summary of the amendment or stating the general nature of the amendment, shall be given each Director at least five (5) days prior to any meeting of the Board of Directors at which such amendment shall be considered.

Section 8.02. Notice of Amendments of By-Laws. Notice of any proposed change to the By-Laws should be published in the newsletter thirty days prior to the proposed change of the By-Laws being acted upon by the

Board of Directors. In the event prior publication is not practical then Section 8.01 of these By-Laws shall be the sole governing requirement.

Notice of any change having been made to these By-Laws shall be advertised in the newsletter and copies of such change shall be made available to members at the next scheduled general membership meeting of the association.

Revised:

March 6, 1978

September 11, 1978

August 4, 1980

March 2, 1981

May 2, 1983

April 2, 1985

September 12, 1988

January 4, 1993

May 6, 1996

April 5, 1999

September 11, 2000

August 9, 2004