

**BY-LAWS
OF
MOUNT AUBURN NEIGHBORHOOD ASSOCIATION**

ARTICLE I -- ORGANIZATION

SECTION 1 -- NAME

The name of this unincorporated Association is: Mount Auburn Neighborhood Association, hereinafter referred to as "the Association."

SECTION 2 -- NEIGHBORHOOD

The Mount Auburn neighborhood shall be the Mount Auburn hill area, in Evansville, Indiana including Mount Auburn Road, Optimist Drive, Tree Lane Drive, Bismark Avenue, Scheip Lane, Buchanan Road, and the east side of St. Joseph Avenue between Bismark Avenue and Mount Auburn Road in Evansville, Indiana, and such additional areas, if any, as shall subsequently be determined by the board of directors or the members.

SECTION 3 -- PURPOSES

The Association is organized for the following purposes:

- a. To promote friendship, goodwill, and unity among the persons who live in the Mount Auburn neighborhood;
- b. To promote through group action the correction of any neighborhood problems brought to the attention of the Association by its members;
- c. To prevent crime;
- d. To promote traffic safety; and
- e. To promote the betterment of our neighborhood and the well-being of the persons who live in our neighborhood.

SECTION 4 -- FISCAL YEAR

The fiscal year of the Association shall be a calendar year, beginning January 1 and ending December 31.

ARTICLE II -- MEMBERSHIP, VOTING RIGHTS, AND DUES

SECTION 1 -- MEMBERSHIP

Membership is open to residents of the Mount Auburn neighborhood and former residents of the Mt. Auburn neighborhood. Membership is also open to businesses located in the Mount Auburn neighborhood, and each such business shall have the right to designate an individual to serve as its representative.

SECTION 2 -- VOTING RIGHTS

Each individual member eighteen (18) years of age or older is entitled to one vote on each matter submitted for a vote of the members. Each business member is entitled to one vote.

SECTION 3 -- DUES

Annual dues will be payable each calendar year in such amount and at such time as shall be determined by the Board of Directors of the Association. Upon receipt of payment of dues, the Association will issue a membership card for the year.

ARTICLE III -- MEETINGS OF MEMBERS

SECTION 1 -- ANNUAL MEETING

The annual meeting of members shall be held on the first Monday of November of each year in or near the Mount Auburn neighborhood at such time and place as shall be designated by the Board of Directors. The principal business of the annual meeting will be election of members to the Board of Directors, who will take office the next January 1. At least ten (10) days' written notice of the annual meeting shall be given to the members of the Association.

SECTION 2 -- OTHER MEETINGS OF MEMBERS

All other meetings of members of the Association shall be special meetings which may be called from time to time by the President or Board of Directors, and the time and place of such meeting shall be determined by the Board of Directors. Generally, at least seven (7) days' written notice shall be provided, but in case of emergency only three (3) days' written notice shall be required. The notice of the meetings shall set forth the purpose of the meeting and the items of business to be transacted.

SECTION 3 -- QUORUM

A quorum for any annual or special meeting of members shall consist of fifteen (15) members in good standing.

SECTION 4 -- RIGHT TO VOTE

Only members whose dues are fully paid as of the date of the meeting notice shall be entitled to vote at meetings in person. No one shall be entitled to vote by proxy.

SECTION 5 -- LIST OF MEMBERS

The Secretary of the Association shall keep at all times a complete list of all members entitled to vote, and such list may be inspected by any member at any reasonable time.

ARTICLE V -- BOARD OF DIRECTORS

SECTION 1 -- NUMBER OF DIRECTORS

The business and affairs of the Association shall be managed by a Board of Directors consisting of fifteen (15) persons.

SECTION 2 -- INDIVIDUALS ELIGIBLE TO SERVE AS DIRECTORS

Individuals eligible to serve on the Board of Directors must either be residents living within the boundaries of the Association or representatives of business located within the boundaries of the Association who are dues-paying members and who are willing to donate their time to the work of the Association.

SECTION 3 -- TERMS OF OFFICE

The term of office for a Director shall be three (3) years on a calendar year basis. Each year, at the annual meeting of members, the members shall elect five (5) Directors to serve for a term of three (3) years. In selecting nominees for Directors, the Nominating Committee shall strive to achieve geographical diversity among the Directors, so that all areas of the neighborhood are represented.

SECTION 4 -- VACANCIES

In the event of the death, resignation, or refusal to act for any reason, the Board of Directors shall fill any such vacancy on the Board of Directors for the remainder of the unexpired term. Failure to attend three (3) consecutive meetings of the Board without just cause may be considered as a refusal to act. Vacancies occurring in the Board of Directors, from whatever cause arising, shall be filled

by a majority vote of the remaining members of the Board present. In the event that the number of Directors is increased by an amendment of the By-Laws, the election of the additional Directors shall be by a vote of the members of the Association.

SECTION 5 – ANNUAL MEETING OF BOARD

The Board of Directors shall hold an annual meeting immediately after the annual meeting of members at a place determined by the Board.

SECTION 6 -- REGULAR MEETINGS

The Board of Directors shall hold regular meetings every other month at a place and upon a date as determined by the Board. Special meetings of the Board may be called by the President, with a reasonable notice thereof given by the Secretary, in writing or by telephone, or upon written request to the President by any three (3) members of the Board of Directors. Any member of the Association is welcome to attend any meeting of the Board of Directors.

SECTION 7 -- QUORUM

A quorum for any regular or special meeting of the Board of Directors shall be six (6).

SECTION 8 -- CONFLICT OF INTEREST

Any member of the Board of Directors who has a conflict of interest on any matter being considered by the Board, should disclose such interest to the Board, and should refrain from voting and using his or her personal influence on the matter or issue. Such requirement shall not be construed as preventing the member from briefly stating his or her position in the matter, nor from answering relevant questions from other members, since his or her knowledge may be of assistance to the Board.

ARTICLE V -- OFFICERS

SECTION 1 – OFFICERS

The officers of the Association shall be chosen by the Board of Directors by majority vote. The principal officers shall be a President, a Vice President, a Secretary, and a Treasurer, all of whom shall be elected each year at the annual meeting of the Board of Directors. The Board may elect such additional officers as it determines to be appropriate.

SECTION 2 -- TERM

The officers of the Association shall hold office for a term of one (1) year. An officer may serve a maximum of two (2) consecutive terms for any office. No officer who has served two (2)

consecutive full terms of two (2) years shall be eligible for re-election to the same office until a lapse of at least one (1) year from the date of expiration of his or her latest term in the respective office. Notwithstanding anything contained hereinabove to the contrary, any officer may be removed by a majority vote of the Board of Directors.

SECTION 3 -- VACANCY

Any vacancy in any office because of the death, resignation, or removal may be filled by the Directors for the unexpired portion of the term.

SECTION 4 -- PRESIDENT

The President shall be the chief executive officer of the Association and shall preside at all meetings of the members and Board of Directors. The President shall present an annual report of the year's activities.

SECTION 5 -- VICE PRESIDENT

The Vice President shall have such powers and perform such duties as the Board of Directors may from time to time prescribe or as the President from time to time may delegate. The Vice President shall have and exercise the powers and duties of the President in the absence or inability to act of the President.

SECTION 6 -- SECRETARY

The Secretary shall keep the official minutes of the annual meeting of members, and minutes of the Board of Directors. The Secretary shall keep, at the principal office of the Association, a complete and accurate list of all members to vote, which list may be inspected by any member for any proper purpose at any reasonable time. The Secretary shall perform all other duties usual to that office.

SECTION 7 -- TREASURER

The Treasurer shall perform all the duties customary to that office. The Treasurer shall present an annual financial report to the members of the Association. The President shall present a financial report to the Board of Directors at each meeting of the Board of Directors. The Treasurer shall have the care and custody of the funds of the Association and shall have the general supervision of the books of account. Any member of the Board of Directors and any member of the Association shall have the right to review the financial information of the Association at any reasonable time.

SECTION 8 -- DELEGATION OF AUTHORITY

In the absence of any officer of the Association or for any other reason that the Board of Directors may determine to be sufficient, the Board of Directors may delegate, for the time being, the powers or duties, or any of them, of such officer to any other officer or to any Director.

SECTION 9 -- RESIGNATION

Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or officer, and the acceptance of the resignation shall not be necessary in order to make it effective.

ARTICLE VI -- COMMITTEES

SECTION 1 -- NOMINATING COMMITTEE

The Nominating Committee shall be composed of three (3) to five (5) members of the Board of Directors who are not, themselves, candidates for re-election. The Nominating Committee shall select nominees for the Directors and secure the consent of its nominees to serve if elected. It shall present its nominations, in written form, to the Secretary at least fifteen (15) days prior to the annual meeting of members. Notwithstanding anything contained hereinabove to the contrary, the Nominating Committee shall not be responsible for providing nominees for the initial list of Directors.

SECTION 2 -- OTHER COMMITTEES

Other committees may be established and members appointed at the discretion of the Board of Directors.

SECTION 3 -- TERMS

Terms of all committee members shall be for one (1) year unless determined otherwise by the Board of Directors.

SECTION 4 -- PRESIDENT EX-OFFICIO MEMBER

The President shall serve as an ex-officio member of all committees.

ARTICLE VIII -- CONDUCT OF BUSINESS

SECTION 1 -- AUTHORITY TO EXECUTE CONTRACTS

The Directors may authorize any officer or officers to enter into any contract or to execute and deliver any instrument in the name of and on behalf of the Association, and such authority may be general or confined to specific instances.

SECTION 2 -- LOANS

No loan shall be contracted on behalf of the Association and no evidence of indebtedness shall be issued in its name unless authorized by resolution of the Board of Directors.

SECTION 3 -- PAYMENTS

All checks and other demands for money and notes and other instruments for the payment of money shall be signed on behalf of the Association by the Treasurer or such other officer or officers or by such other person or persons as the Board of Directors may from time to time designate.

SECTION 4 -- DEPOSITS

All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association at such banks or other financial institutions as the Board of Directors may from time to time select.

ARTICLE IX -- AMENDMENTS

These By-laws may be amended, altered or repealed, or new or additional By-laws adopted, at any meeting of the Board of Directors, by the affirmative vote of a majority of the entire Board. These By-laws may also be amended, altered or repealed, or new and additional By-laws adopted, at any meeting of members, upon ten (10) days' prior written notice to the members, by the affirmative vote of a majority of the members present.