

BY-LAWS
OF
WILLETTE VILLAGE NEIGHBORHOOD ASSOCIATION

ARTICLE I
NAME, PRINCIPAL OFFICE AND PURPOSE

SECTION 1. NAME

The name of this organization shall be the WILLETTE VILLAGE NEIGHBORHOOD ASSOCIATION, hereinafter referred to as WVNA. No part of these By-Laws shall be construed as conflicting with city, state or federal laws.

SECTION 2. PRINCIPAL OFFICE

The post office address and the location of the principal office of the association is: Willette Village Neighborhood Association c/o the address of the current standing President. The Board of Directors may, from time to time, change the address to coincide with the address of the person serving as President.

SECTION 3. PURPOSE

The purpose for which this association is formed is as follows:

To promote through group action the correction of neighborhood problems brought to the attention of the association by its membership, thereby promoting an atmosphere of unity, cooperation, openness and friendliness within the neighborhood.

ARTICLE II
MEMBERSHIP

SECTION 1. MEMBERS

Membership shall be open to individuals of legal age who reside, own or represent a business or not-for-profit organization located within the geographical area covered by the association.

SECTION 2. BOUNDARIES

The area covered is bounded on the North by Diamond Avenue, on the South by Morgan Avenue, on the East by Weinbach Ave. and on the West by Highway 41. (Boundaries can be extended as interest dictates with vote of a quorum.)

SECTION 3. DUES

The Board of Directors has the authority to require annual dues. Any dues requirement must be approved by a majority vote at a regular meeting of WVNA. The initial membership dues have been established at \$10.00 per annum per family. The fiscal year for the association shall be on a calendar year basis, and membership fees are payable each year by January 31.

SECTION 4. RULE ON VOTING

To be considered a member in good standing and entitled to vote, dues must have been paid for the current year. Each adult member shall have no more than one vote. Voting by secret ballot may be requested by any member in good standing.

SECTION 5. RECORDS

The Secretary of the association shall at all times keep at the principal office of the association a complete and accurate list of all members entitled to vote, and such membership roll may be inspected by any member for any proper purpose at any reasonable time. Further, all copies of news letters shall be kept in a three-ring binder at the principal office for future reference.

ARTICLE III **MEETINGS OF MEMBERS**

SECTION 1. ANNUAL MEETING

The annual business meeting of the members shall be held within Vanderburgh County, Indiana on the date of the regular monthly meeting each year, at such time and place as designated by the Board of Directors. The principal business of the annual meeting shall be the election of members to the Board of Directors who are to take office on January 1.

SECTION 2. REGULAR MEETINGS

Regular membership meetings shall be held on a date to be determined by the Board. Special membership meetings may be called by the Board of Directors.

SECTION 3. NOTICES

Notice of each meeting of the members shall be given by the Secretary, not less than ten (10) days nor more than thirty (30) days before the meeting, to each member entitled to receive the same. Such notice shall set forth the place, date and hour of the meeting, and in the case of special meetings, the purpose or purposes thereof; and the business transacted at any special meeting shall be confined to the purposes stated in such notice.

SECTION 4. QUORUM

At all meetings of the membership of the association, those individual members present shall constitute a quorum; provided, however, that no action required by law, or by these By-Laws to be authorized or taken by a designated proportion of the individual members may be authorized or taken by a lesser proportion thereof. Any vote that will affect the future of the association or By-Laws must be published ten (10) days before the next meeting in the association's news letter.

ARTICLE IV **BOARD OF DIRECTORS**

SECTION 1. AUTHORITY; NUMBER

The governing body of this association shall be the Board of Directors, who shall consist of four (4) members in good standing. The Board of Directors shall consist of the President, Vice-President, Secretary and Treasurer, who shall be elected by the membership at each annual meeting. The Board of Directors may invite non-voting advisors to serve on and/or assist the Board of Directors and may create additional committees and appoint chairpersons for such committees.

SECTION 2. MEETINGS

The Board of Directors shall meet on call by the President or Vice-President whenever they deem it necessary to carry out business in the intervals between regular meetings, and shall report all action taken at the next regular meeting of the members.

SECTION 3. VACANCIES

Any vacancy existing on the Board of Directors shall be filled by special election held at the next regular meeting of members.

SECTION 4. QUORUM

A quorum for any annual or special meeting of members shall consist of twenty-five percent (25%) of the membership in good standing.

SECTION 5. REMOVAL

Removal shall only be for cause. Any member of WVNA may present a petition to the Board of Directors for removal of an officer based on cause. The petition will be presented at the next regular meeting. A majority vote is required for removal. "Cause" shall include, but not be limited to, failure to fulfill the obligations of such office, consistent absence from meetings, and failure to maintain membership in good standing.

SECTION 6. NOMINATION AND TERM OF OFFICERS

- a. Nomination of officers shall be made either by voluntary presentation of an application to the Board of Directors, or by nomination from the floor.
- b. The candidate receiving a majority shall be the winner.
- c. The terms of office for all officers shall be one (1) year each. The officers may be re-elected.

ARTICLE V **DUTIES**

SECTION 1. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

- a. Duties of the President and Vice-President:

- (1) The Vice-President shall have and exercise the powers and duties of the President in the absence or inability to act of the President.

- (2) Preside at all meetings of the members and Board of Directors of WVNA.

- (3) Present an annual report of the year's activities at the first appropriate meeting of members following the completion of each term of office.

- (4) Represent WVNA in communication with the officers of and representatives of the City of Evansville, either in person or by delegating the duty to another member of the Board or other individuals concerned.

- b. Duties of the Secretary:

- (1) Maintain a complete and accurate list of all members entitled to vote.

- (2) Keep an accurate record of the proceedings of all meetings of WVNA.

- (3) Send a replacement for whatever meetings he or she cannot attend.

- (4) Furnish copies of the minutes to the successor Secretary.

- (5) Furnish copies of the minutes to the President or Vice-President.

- (6) Maintain copies of all minutes and correspondence on file for a period of ten (10) years.

- (7) Perform all other duties usual to that office.

c. Duties of the Treasurer:

- (1) Keep accurate records of expenses incurred by WVNA.
- (2) Present a financial report to the Board of Directors and the membership at their respective meetings.
- (3) Be responsible for any monies such as dues or proceeds from money-making projects as applicable.
- (4) Have the care and custody and general supervision of the books of account.
- (5) Be responsible for annual audit by a non-WVNA member.
- (6) If applicable, to prepare and maintain any and all documentation required by any taxing authority.

ARTICLE VI
AMENDMENTS

These By-Laws may be amended by submitting such amendment or amendments in writing to the Board of Directors and membership at least ten (10) days prior to vote. By-Laws may be established, amended, revised or repealed only by a majority vote of eligible voters of WVNA in attendance at the general meeting announced for such purpose. Proxies may not be used.

ARTICLE VII
NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons serving shall be selected entirely on a nondiscriminatory basis, without respect to age, sex, race, religion or national origin.

ARTICLE VIII
DISSOLUTION

In the event of the dissolution of this association, the association shall transfer all of its assets remaining after all debts and liabilities have been paid or discharged to any other charitable organization selected by the Board of Directors and remaining members of the association.

In no event shall any member receive any money or other property from this association on dissolution and liquidation or otherwise on account of or as a result of any contribution made or membership dues paid to the association.

ARTICLE IX
PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised shall govern the conduct of business at meetings of the members of this association and the Board of Directors, in all cases in which they are applicable and not in conflict with these By-Laws.

THE EFFECTIVE DATE OF THESE BY-LAWS IS:

11-9-00