

**BYLAWS  
OF THE  
SILVER GROVE NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I**

**NAME**

The name of this organization shall be The Silver Grove Neighborhood Association, Inc., hereinafter referred to as S.G.N.A.

**ARTICLE II**

**PURPOSE**

The purpose, for which the S.G.N.A. is formed, as set forth in greater detail in the Articles of Incorporation, is exclusively charitable, educational and non-political.

**ARTICLE III**

**Membership**

**Section 1: Classes of Members:**

- A. Property owners who live within the geographical boundaries of the association.
- B. Business, Churches (or their designees) or residential tenants named on lease who have 18 months or more of tenancy.
- C. Landlords owning property within the geographical boundaries of the Association.

**Section 2: Dues**

Dues shall be decided by vote of the membership.

**Section 3: Voting**

- A. All dues paying members shall have one vote on election of officers, changes to bylaws, amendments to the Articles of Incorporation, distribution of funds and motions brought before the membership. Members who are homebound and unable to attend meetings should contact the Corporation Secretary. Those members can vote by ballot in their home in the presence of two Corporation Directors.
- B. There shall be no voting by proxy.

## **Article IV**

### **OFFICERS**

The officers shall be a president, a vice-president, a secretary, and a treasurer.

## **Article V**

### **MEMBERSHIP MEETINGS**

#### **Section 1:Annual Meeting.**

The annual meeting of the membership shall be held at such time and place, as the Board of Directors shall determine. At this meeting the President and Treasurer shall report on the activities and financial condition of the Corporation. Election of officers will take place every two years at the annual meeting.

Any and all business must be submitted no later than two weeks prior to the annual meeting, to the Board of Directors who will prepare the meeting agenda.

#### **Section 2:Regular Meetings.**

Regular meetings of the S.G.N.A. will be held monthly at a time and place to be determined by the Board of Directors.

#### **Section 3:Special Meetings.**

Special meetings of the membership may be called by the President, a majority of the Board of Directors, or by a written petition requesting a special meeting signed by at least 10 percent (10%) of the membership of record.

#### **Section 4:Notice.**

Notice of any type of membership meeting shall be made verbally in a regular meeting at least 30 days prior. The Board of Directors may also use print media at least 30 days prior to the meeting.

#### **Section 5:Quorum.**

At any properly called meeting of the membership, the presence of 10 percent (10%) of the members shall constitute a quorum for the transaction of business. In the absence of a quorum, the Board of Directors may reschedule the meeting. Upon proper notification those present at the rescheduled meeting shall constitute a quorum.

## **Article VI**

The Board of Directors shall consist of the officers of the organization. The board of directors shall conduct the business of the organization between meetings of the membership.

### **Section 1: Election of Directors and Term of Office.**

The initial directors named in the Articles of Incorporation shall serve until their successors have been elected at the Corporation's annual meeting.

The term of office of each elected director of the Corporation shall be two (2) years and until his or her successor has been selected and elected. An elected director may not serve more than two (2) consecutive terms.

### **Section 2: Election Committee.**

The Board of Directors shall appoint a committee to select qualified candidates for election to the board by the members at least 60 days before the date of any election of directors. Each candidate for election to the Board of Directors shall possess such qualifications as the Board of Directors may establish. This nominating committee shall make its report at least 30 days before the date of election, or at such other time as the Board of Directors may set. The Secretary shall provide members with the notice of meeting required by these Bylaws, and a list of all candidates nominated by committee under this section. If, after the close of nominations, the number of people nominated is not more than the number of directors to be elected, the Corporation may, without further action, declare that those nominated and qualified to be elected have been elected.

### **Section 2: Vacancies.**

Vacancies on the Board may be filled by vote of a majority of the directors then in office.

### **Section 3: Resignation.**

Any director may resign effective upon giving written notice to the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation.

### **Section 4: Suspension or Removal.**

Any director may be suspended or removed with or without cause by vote of Three-fourths of the directors then in office, provided such member shall be given reasonable notice and an opportunity to be heard before such action is taken.

Section 5: Compensation.

Directors shall not be entitled to compensation for their services. However, such members and officers may be reimbursed for reasonable expenses actually incurred in fulfillment of their obligations on behalf of the Corporation, provided that all such expenses are approved in advance by the President or Vice-President.

Section 6: Special Meetings.

Special Meeting of the Board shall be held when called by the President or Vice-President; or by any three directors.

Section 7: Notices.

Reasonable advance notice of all meetings of the Board shall be given to all directors. Such notice shall be deemed sufficient if given by telephone at least 24 hours in advance of a meeting or if given by mail at least 48 hours in advance of a meeting.

Section 8: Quorum.

At any Board meeting Three-fourths of the elected directors then in office shall constitute a quorum.

Section 9: Voting.

Each director shall have one vote. When a quorum is present at any meeting, a majority of the votes cast by directors present shall decide any question unless otherwise provided by these Bylaws.

Section 10: Actions Without Meeting.

Action by the Board of Directors may be taken without a meeting if Three-fourths of all directors then in office consent to the action either in writing or in the course of a telephone conversation, provided that a reasonable effort has been made to notify all members of such action. A record of all such consents shall be maintained at the offices of the Corporation and a copy shall be provided to all directors within a reasonable time after any such consent is obtained.

## ARTICLE VII

### Section 1:President.

The President of the Corporation shall preside at all meetings of the Members and of the Board. The President shall have such other powers and duties as the Board of Directors may assign from time to time.

### Section 2:Vice-President.

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

### Section 3:Secretary.

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

1. keep corporate records;
2. keep minutes of meetings of the Board of Directors, and the Membership.
3. provide proper notice in accordance with these Bylaws;
4. ensure that the proper lists of all Members are maintained in accordance with these Bylaws;
5. file annual reports with the Secretary of State;
6. perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

### Section 4: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:

1. care for and deposit monies received in the name of the Corporation in banks as directed by the Board;
2. have charge of the disbursement of the monies of the Corporation in accordance with the directions of the Board of Directors or the President;
3. enter or cause to be entered regularly in books a complete and correct account of all monies received and disbursed by the Corporation;
4. submit a full financial report to the Members of the Corporation at the Annual Membership meeting;
5. file annually any and all fiscal reports with fiscal agencies including the Indiana Department of Revenue and the Internal Revenue Service;

6. prepare a final Audit or Report of the Corporation books, records and taxes;
7. perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

## **ARTICLE VIII**

### **Committees**

Committees may be established by the Board of Directors or by the membership as necessary.

## **ARTICLE IX**

### **Records and Reports**

Section 1:Permanent Records. The Corporation shall keep as permanent records a record of the following:

1. Minutes of meeting of the Corporation's members and Board of Directors;
2. A record of actions taken by the members or directors without a meeting;
3. A record of actions taken by committees.

Section 2:Membership List.

The Secretary of the Corporation shall maintain a current list of the members of the Corporation. The list shall serve as the basis for determining members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, and for any other proper reason. This list shall be kept open at the time and place of any and all membership meetings for inspection by any members during the course of such meeting.

Section 3:Records at Principal Office.

The Corporation shall keep a copy of the following records at the Corporation's principal office:

1. the Corporation's Articles of Incorporation and all amendments thereto currently in effect;
2. the Corporation's Bylaws and all amendments thereto currently in effect;
3. resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members;

4. the minutes of all meetings of members and records of all actions approved by members for the past three (3) years;
5. written communications to members generally within the past three (3) years, including financial statements;
6. a list of the names and addresses of the Corporation's current directors and officers;
7. the Corporation's most recent annual report delivered to the Secretary of State.

## **ARTICLE X**

### **Indemnification of Directors and Officers**

Section 1:Rights of Indemnification. To the fullest extent permitted by law, this Corporation shall indemnify its directors and officers, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a director or officer of this Corporation.

Section 2:Indemnification Not Exclusive. The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from Article X, Section 1.

Section 3:Insurance. The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers and directors, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status as such.

## **ARTICLE XI**

### **Execution of Contracts and Other Documents**

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, and if required, attested by the Secretary.

Section 1:Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by the Treasurer and countersigned by the President or Vice-President of the Corporation. No payments shall be made by cash.

Section 2:Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks as the Board of Directors may select.

## **ARTICLE XII**

### **Parliamentary Authority**

The rules contained in the current edition of "Roberts' Rules of Order" Newly Revised shall govern S.G.N.A. in all cases to which they are applicable and in which they are not inconsistent with these bylaws and any special rules of order the organization may adopt.

## **ARTICLE XIII**

### **Amendments**

The bylaws may be amended at any meeting provided that notice has been given one month in advance. Amendment shall require a two-thirds vote of the member's present and homebound members voting by ballot.

## **ARTICLE XIV**

### **FISCAL YEAR**

The fiscal year of the corporation shall be the calendar year.