

# **BYLAWS OF WOODRUFF PLACE CIVIC LEAGUE, INC.**

## **(A Nonprofit Corporation)**

(Adopted by the Membership on \_\_\_\_\_, 2023 – revised 05/03/2023, ECH)

### **Article 1.0 Name**

- 1.1 Name. The name of this corporation shall be WOODRUFF PLACE CIVIC LEAGUE, INC. (the “Corporation”).
- 1.2 Registered Office. The Registered Office of this Corporation shall be located at 735 East Drive, Woodruff Place, Indianapolis, Indiana 46201.

### **Article 2.0 Membership**

- 2.1 Eligibility. Membership in this Corporation is open to all persons over the age of 18 years, living in the community known as Woodruff Place, or owning real estate located in Woodruff Place (each a “Member” and collectively, the “Member” or “Membership”).
- 2.2 Manner of Admission. Any eligible person wishing to become a Member of this Corporation, upon request, shall submit a signed application and required Membership dues to the Secretary.
- 2.3 Membership Classes. There shall be one class of Members, All Members shall have the same rights, privileges, duties, limitations, and liabilities.
- 2.4 Transfer of Membership. Membership in this Corporation is not assignable or transferable.

### **Article 3.0 Membership Dues, Payment Options, and Term**

- 3.1 Annual Dues. Each Member shall pay annual dues to this Corporation. Annual dues are \$40.00 per year, per Member, except dues for senior citizens (age 62 or over) shall be \$15.00 per year, per Member.
- 3.2 Payment Options. Dues may be paid:
  - 3.2.1 Online via the Corporation’s official website, under the “Members” section thereof, i.e., <https://www.woodruffplace.org/members/>;
  - 3.2.2 USPS mail via personal check (or currency) delivered to the Corporation’s Town Hall, 735 Woodruff Place East Drive Indianapolis, IN 46201; or

3.2.3 In-Person via personal check (or currency) hand delivered to the Corporation Treasurer (as defined in Section 8.2.4 hereof) at any regular meeting of the Members, *see* Section 5.3 of these Bylaws.

3.3 Term of Membership. The term of each Member's one-year Membership shall begin on the day his/her dues are paid online, postmarked, or received by the Corporation Treasurer then terminate in accordance with Article 4.0 hereof.

3.4 Increase in Dues. Any increase in annual dues shall be proposed by the Board of Directors and submitted to the Membership for its approval.

#### **Article 4.0 Termination of Membership**

4.1 Loss of Eligibility. Membership shall terminate when the Member no longer resides in, or owns real estate in, Woodruff Place.

4.2 Default in Payment of Dues. When any Member is in default in the payment of dues for a period of 60 days, his/her Membership shall be terminated.

4.3 Resignation. Any Member may resign by submitting a written resignation to the Secretary.

#### **Article 5.0 Meeting of Members**

5.1 Location of Meetings. All meetings of the Members of this Corporation shall be held at the Registered Office of this Corporation unless it is determined by the Board of Directors that a meeting shall be held in a different location, in which case the meeting's location will be conveyed to the Membership in accordance with the provisions of Section 5.5 of these Bylaws.

5.2 Annual Meeting. The annual meeting of the Members shall be held in November of each year, on such day and at such time as designated in the notice thereof, for the purpose of electing Directors and for the transaction of such business as may properly come before the meeting.

5.3 Regular Meetings. Regular meetings of the Members shall be held bimonthly, in January, March, May, July, September, and November, at such time as set forth in the notice thereof.

5.4 Special Meetings. Special meetings of the Members may be called by the President, by a majority of the Board of Directors, or by written petition signed by at least  $\frac{1}{10}$  of all Members. The purpose of each special meeting shall be stated in the notice and may only include purposes which are lawful and proper for Members to consider.

- 5.5 Notice of Meetings. Written or printed notice, stating the date, time and place of any meeting of Members shall be provided and may be communicated in any one or more of the following ways: In the Corporation's newsletter known as Woodruff Place Post or by a flyer delivered to the Member's address shown in the Corporation's current list of Members; By email; or By mail. If two or more Members reside in the same household, one notice shall be sufficient. A description of the purpose(s) of the meeting shall be included in the notice of any special meeting and in the notice of a regular or annual meeting at which any matter referenced in Ind. Code § 23-17-10-5(c)(2) is to be considered, and in those circumstances, notice shall be provided not less than ten days before the meeting date.
- 5.6 Waiver of Notice. Attendance at any meeting, in person or by proxy, shall constitute a waiver of notice of such meeting.

**Article 6.0 Voting**

- 6.1 Voting Record. The Secretary of this Corporation shall at all times keep a complete and accurate list of all Members entitled by the Articles of Incorporation to vote, which list may be inspected by any Member for any proper purpose at any reasonable time.
- 6.2 Voting at Meetings.
- 6.2.1 Voting Rights. Each Member shall be entitled to one vote on each matter submitted to the Members; provided, however, that any Member whose dues are unpaid on the date of any meeting of Members shall not be entitled to vote at such meeting.
- 6.2.2 Voting by Proxy. Every Member entitled to vote may authorize another Member to act for him/her by proxy. Every proxy shall be in writing and shall be signed and dated by the absent Member. No proxy shall be voted at any meeting unless the same shall have been recorded with the Secretary at the commencement of the meeting. No proxy shall be valid after 11 months from the date of execution. Every proxy shall be revocable at any time by the Member executing it. Proxies may be given only to Members of this Corporation, and not more than one Member's proxy may be held and voted by another Member at any meeting.
- 6.2.3 Quorum. At any meeting of Members, whether annual, regular, or special, 25 Members in good standing, present in person or by proxy, shall constitute a quorum.

- 6.2.4 Majority Vote. If a quorum is present, the affirmative vote of a majority of the Members present shall be the act of the membership.
- 6.2.5 Method of Voting. Unless otherwise specified in these Bylaws, voting by Members at any annual, regular, or special meeting may be by voice vote or show of hands, unless a majority of Members shall ask for a vote by ballot.

**Article 7.0 Board of Directors**

- 7.1 Number, Qualifications, and Terms of Office. The Board of Directors shall consist of nine Directors. A candidate for Director shall be a Member in good standing. Each Director shall serve for a term of three years, and until his/her successor is elected and qualified. The Board of Directors shall be divided into three groups, whose terms shall be staggered so that one third of the Board is elected each year. When required by Section 7.8 or unfilled vacancies, additional Director(s) shall be elected to fill unexpired term(s).
- 7.2 Nominating Committee. A nominating committee of three Members alternate shall be elected from the Membership of this Corporation by ballot each year at the September meeting. One alternate shall also be elected who will serve as necessary to fill vacancies. Election to serve on the committee shall not disqualify an otherwise eligible Member from being a candidate for Director; however, upon becoming a candidate for nomination as Director, the Member shall resign from the committee and be replaced by an alternate. The committee shall meet, elect its chairman from among its Members, and select qualified nominees. Any Member may recommend qualified persons for consideration by the committee. The committee shall secure the consent of each nominee to be presented, and make its report at the annual meeting.
- 7.3 Election. The election of Directors shall be held at the annual meeting each year. Following the report of the nominating committee, the President shall ask if there are nominations from the floor. To be nominated from the floor, Members shall have given their prior consent and the chairman of the nominating committee shall ascertain their eligibility. If the number of nominees is greater than the number of Directors who are to be elected, the vote shall be by written, secret ballot. If the number of nominees is equal to or less than the number of Directors who are to be elected, the President may declare the candidates elected by acclamation.
- 7.4 Annual Meeting. The newly elected Directors shall assume their duties immediately after the annual meeting. At the first meeting of the Board of Directors after the annual meeting, (Which shall take place as soon as practical) the Board shall elect its new officers, who will immediately assume their new duties.

- 7.5 Regular Meetings. Regular meetings of the Board of Directors shall be held at such time and place as shall be determined by the Board of Directors.
- 7.6 Other Meetings. Other meetings of the Board of Directors may be held upon the call of the President or any five members of the Board and upon at least 48 hours notice specifying the time, place, and purpose(s) of the meeting, given to each Director. Attendance at any such meeting shall constitute waiver of notice.
- 7.7 Quorum. A majority of the Directors shall constitute a quorum.
- 7.8 Vacancies. Any vacancy on the Board of Directors shall be filled by a majority vote of all of the remaining Members of the Board of Directors. Any Director so elected shall hold office until the next scheduled annual meeting. A tie vote by the Board shall be decided by the Membership.
- 7.9 Majority Vote. If a quorum is present, a vote by the majority of the Directors present will constitute the action of the Board of Directors.
- 7.10 Powers and Duties. All the affairs of this Corporation shall be managed by the Board of Directors subject to the limitations of the Articles of Incorporation and Bylaws of this Corporation and the limitations of the Indiana not-for-profit corporations laws concerning corporate action that must be approved by Members of this Corporation. As part of their management, the Board of Directors shall designate the registered Agent off this Corporation, designate a federally-insured depository for the Corporation's funds, determine the form of application for Membership, approve the form of proxy, approve the appointment of all chairmen of standing and special committees, approve proposed plans and proposed budgets of committees, submit budgets of all committees to Members for their approval, and authorize expenditures up to \$1,000.00 for items not included in the annual budget approved by the Membership.
- 7.11 Removal of Directors. Any Director may be removed by the affirmative vote of the majority of the Members entitled to vote present in person or by proxy. The Director shall be notified in writing of the proposed removal. Such action may be taken at any regular or special meeting at which notice of the proposed removal shall have been given to the Members. Removal may be made with or without cause; however, the Director shall be given an opportunity to be present and to be heard at said meeting. The notice to the Members shall also provide that any vacancy caused by such removal shall be filled at such meeting by a vote of a majority of the Members present in person or by proxy and entitled to vote, provided at least one eligible candidate agrees at this meeting to stand for election to fill the vacancy caused by such removal.

**Article 8.0 Officers**

8.1 Officers. The Officers of this Corporation shall consist of a President, a Vice-President, a Secretary, and a Corporation Treasurer. All Officers shall be chosen from among the Directors.

8.2 Duties of Officers.

8.2.1 President. The President shall preside at all meetings of Members and Directors, appoint the chairmen of the standing and any special committees subject to the approval of the Board, sign all official communications, countersign corporate checks as authorized by the Board of Directors or Membership, serve as a member of the Budget Committee and supervise the work of the Officers.

8.2.2 Vice-President. The Vice-President shall act for the President in his/her absence, serve as a member of the Budget Committee and perform other such duties as may be assigned.

8.2.3 Secretary. The Secretary shall attend all meetings of Members and Directors and shall keep a true and complete written record of the proceedings of such meetings, shall provide Directors and Members (upon request) with copies of those records, serve all notices required by the Articles of Incorporation and these Bylaws, maintain a Membership Register, and maintain the proxy file.

**8.2.4 Corporation Treasurer.** The Corporation Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of this Corporation, give to this Corporation a bond in such amount and with such sureties as may be determined by the Board of Directors for the faithful performance of his/her duties, serve as Chairman of the Budget Committee, receive and deposit all corporate funds in the name of this Corporation in such depositories as the Board of Directors shall designate, sign checks for disbursement of funds of this Corporation securing the countersignature of the President or Vice-President or Secretary for amounts of \$500.00 or more, have custody of and be responsible for all funds, notes, securities and other valuables which come into the possession of this Corporation, furnish at meetings of Members and Directors a statement of the financial condition of this Corporation and file the Annual Report with the Secretary of State and all federal and state tax forms as they become due. **To ensure complete and correct records of account, while furthering efficiency and efficacy, the Corporation Treasurer shall work in close association with the Historic Woodruff Place Foundation, Inc.'s Treasurer ("HWPF**

Treasurer”). As the Corporation Treasurer is the chief treasurer of this Corporation and the Historic Woodruff Place Foundation, Inc.’s finances, the HWPF Treasurer will report to the Corporation Treasurer as necessary and perform other such duties as may be assigned.

- 8.3 Terms of Office. Each Officer of this Corporation shall be elected annually by the Board of Directors at its first meeting after the annual meeting of the Members of this Corporation and shall hold office for a term of one year, and until his/her successor shall be duly elected and qualified.
- 8.4 Vacancies. Whenever any vacancy shall occur in any of the offices of this Corporation for any reason, the same shall be filled by the Board of Directors, and any Officer so elected shall hold office until the next annual meeting of the Board and until his/her successor shall be elected and qualified.
- 8.5 Removal. Any Officer of this Corporation may be removed by the Board of Directors whenever in its judgment the best interest of this Corporation would be served. A majority vote of the Board of Directors shall be required for such removal.

#### **Article 9.0 Committees**

- 9.1 Standing and Special Committees. The Board of Directors shall designate such standing and special committees as may be deemed necessary to fulfill the purposes of this Corporation as set forth in its Articles of Incorporation.
- 9.2 Chairman or Standing Committees. The Chairman of each standing committee shall call a meeting of his/her committee within 30 days following his/her appointment for the purpose of preparing proposed plans for the year and a proposed budget.
- 9.3 Budget Committee. The committee shall prepare a budget for the fiscal year. As the Corporation Treasurer is the chief treasurer of this Corporation and the Historic Woodruff Place Foundation, Inc.’s finances, the Corporation Treasurer shall serve as Chairman, and the President, Vice-President, and HWPF Treasurer will serve as members of the committee.
- 9.4 Board of Directors and Membership Approval. The proposed plans and proposed budget of each committee shall be submitted to the Board of Directors for approval. The plans and activities of each committee shall be reported to the general Membership, which will be asked to ratify the proposed budgets of each committee.

## **Article 10.0 Finance**

- 10.1 Nonprofit. All funds received by this Corporation, together with the income earned thereon, shall be used exclusively to accomplish the purposes set forth in the Articles of Incorporation, and no Member or Director may receive any pecuniary benefit from this Corporation except such reasonable compensation as may be allowed for contracted services actually rendered.
- 10.2 Contracts. Unless otherwise ordered by the Board of Directors, all written contracts entered into by this Corporation shall be executed on behalf of this Corporation by the President and one other officer of the Corporation.
- 10.3 Checks. All checks issued in the name of this Corporation shall be signed by the Corporation Treasurer and for amounts of \$500.00 or more, countersigned by the President, Vice-President, or Secretary.
- 10.4 Deposits. All funds of this Corporation shall be deposited to the credit of this Corporation in such federally-insured depositories as the Board of Directors may select.
- 10.5 Fiscal/Budget Year. The fiscal year of this Corporation shall begin on the first day January of each year and end on the last day of December of each year. The budget year of this Corporation shall be the same as the fiscal year.
- 10.6 Gifts. The Board of Directors may accept on behalf of this Corporation any contribution, gift, bequest or devise for any purpose of this Corporation as set forth in the Articles of Incorporation.
- 10.7 Review. A volunteer committee shall be selected by the Board of Directors, subject to the approval of the Members, to review the Corporation Treasurer's accounts at the close of the fiscal year.
- 10.8 Professional Services. When deemed requisite by the Board of Directors or requested by the Corporation Treasurer for good cause, the Board of Directors may retain the services of a Certified Public Accountant or qualified tax/financial professional otherwise to assist with planning for, executing, and/or the filing of complex State of Indiana or Internal Revenue Service reporting requirements, including, but not limited to, File Form 990, 990-EZ, 990-N, other annual gross receipt-triggering submissions, or the like.

## **Article 11.0 Books and Records**

- 11.1 Maintenance. This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its Members and Board of Directors. This Corporation shall keep at the Registered Office



a record of the names and addresses of the Members entitled to vote.

- 11.2 Inspection of Corporate Records. All books and records of this Corporation may be inspected by any Member for any proper purpose at any reasonable time.

**Article 12.0 Indemnification**

This Corporation shall indemnify each Director and Officer against expenses actually and reasonably incurred by him/her in connection with the defense of any civil action in which he/she is made or threatened to be made, a party by reason of being or having been a Director or Officer, except in relation to matters as to which he/she is adjudged in the action to be liable for negligence or misconduct in the performance of duty to this Corporation. Expenses incurred in defending any action may be paid by this Corporation in advance of the final disposition of such action upon receipt of an undertaking by or on behalf of the Director or Officer to repay the amount paid by this Corporation if it is ultimately determined that the Director or Officer is not entitled to indemnification.

**Article 13.0 Amendments**

These Bylaws may be amended or repealed and new Bylaws adopted by the Members at any regular or special meeting. The proposed amendment(s) shall be submitted to legal counsel for determination as to compliance with applicable statutes, and the proposed amendment(s) shall be set forth in the notice of the regular or special meeting.