

Bylaws of the Historic Southwood Park Neighborhood Association, Inc .

ARTICLE I - OFFICERS

Section 1. Officers

A. At the first yearly meeting of the Board of Directors, there shall be elected the following officers who shall be members of the Board of Directors:

President

Vice President

Secretary

Treasurer

B. Officers of the Association with access to the Treasury of the Association shall be bonded by insurance.

Section 2. Election of the Officers

Election of the President, Vice President, Secretary and the Treasurer shall be by a majority vote of those in attendance. These people shall assume office following their election and serve for one (1) year, or until the election and qualification of their successors.

Section 3. Eligibility to Vote

Only members of the Board of Directors are eligible to vote for the officers.

Section 4. Vacancies

A. In the event that the office of President becomes vacant, the Vice President will assume the office.

B. Vacancies in the office of the Vice President, Treasurer or Secretary will be filled by election by the remaining Board of Directors.

C. For any reason that the Directors may deem sufficient, they may, with a majority vote, delegate the powers or duties of any officer to any other officer or to any director for a designated period.

Section 5. Powers and Duties of Officers

A. The President shall:

1. Act as the Chief Executive Officer of the Association, and Chairman of the Board of Directors;
2. Exercise general supervision over the interest and welfare of the Association;
3. Appoint and discharge committees and perform all other duties incident to the office of President of an Association;
4. Represent the Association in all dealings with others outside the Association, unless delegated to another Director or Officer;
5. Serve as an Ex-Officio member of all standing and ad-hoc committees;
6. Deliver to the successor in office all books, documents and any other property belonging to this Association for which the President may be responsible;
7. Create and deliver meeting agenda.

B. The Vice President shall:

1. Act for the President when necessary;
2. Serve as an Ex-Officio member of all standing and ad-hoc committees.

C. The Secretary shall:

1. Attend all meetings of the Board of Directors and the General Membership and make suitable permanent records of all the proceedings.
2. Deliver copies of the proceedings to all Directors within fourteen (14) days after each meeting.
3. Deliver to the successor in office all books, documents and any other property belonging to this Association for which the Secretary may be accountable.

D. The Treasurer shall:

1. Act as chairperson of the Finance Committee;
2. Act as a liaison between the Board and Financial Management company.

ARTICLE II - COMMITTEES

Section I. Standing Committees

A. **Finance Committee** shall:

1. Oversee the Association assets and budget;
2. Review the Association Constitution and Bylaws yearly, and the Conditions as needed;
3. Reconcile any questions found in the monthly financial reports from the Financial Management Company;
4. Discuss any zoning or planning issues that involve the Association.

B. *Beautification Committee* shall:

1. Guide maintenance and beautification of common areas in the Association;
2. Recommend contractors for maintenance work, as necessary;
3. Coordinate beautification and infrastructure projects with appropriate City officials;
4. Organize the Annual Dirt Day;
5. Assist the passage of infrastructure petitions with in the Association with the City of Fort Wayne;

C. *Membership Committee* shall:

1. Accomplish the Annual Association Party;
2. Oversee security issues in the Association;
3. Prepare and promote community-building events for residents of the Association;
4. Welcome new members to the Association.

D. *Nominating Committee* shall compile a yearly slate of Board Candidates.

E. *Public Relations Committee* shall:

1. Publish informative printed newsletters;
2. Create engaging content on social media;
3. Promote the Association to the general public.

Section 2. Appointment of Standing Committees

During the first yearly Board Meeting the President will establish committees and their members.

Section 3. Creation and Appointment of Ad-Hoc Committees

The President shall appoint any other ad hoc committees as deemed necessary.

Section 4. Composition of Committees

Each committee shall be composed of at least two (2) members of the Board of Directors. Additionally, a committee may also include association Members and Associate Members who are not Directors.

ARTICLE III - FINANCES

Section 1. The Board shall employ a financial management company to do to the following:

- A. Be custodian of all monies belonging to the Association. This includes receipt of dues and other monies, deposit of the same in designated depositories, and withdrawal as needed;
- B. Maintain individual member financial records, and composite association records; and submit appropriate financial reports at each regular meeting of the Board of Directors;
- C. Prepare and mail to the General Membership dues notices and other information as requested by the Board;
- D. Make available the financial instruments for inspection by the Officers or the Board of Directors at reasonable hours upon reasonable notice;
- E. Shall deliver over to the successor in office all monies, books, documents, seal and any other property belonging to this Association.

Section 2. Accounts Payable

- A. The Financial Management Company will process drafts for bills and invoices at the direction of the Board and the annual budget.
- B. The President of the Board of Directors will have an ATM card. The President will be able to make deposits for the Association. The President will be able to make purchases for the Association that have been approved by the Board or the Budget. The President may make incidental purchases for the Association up to \$250 without prior approval. All financial transactions of the President should be reported to the Financial Management Company and the Treasurer for inclusion in monthly financial reports.

Section 3. General Dues

- A. Member dues rates are published in the end of year newsletter and in the dues notice that is mailed to each Member for the upcoming year. Member dues are a lien-type obligation that the member accepts when property is purchased in the Covenant Subdivisions. The Financial Management Company has authority to file applicable liens on an annual basis.
- B. Associate Member dues are half the Member rate, because the Voluntary Subdivisions do not have a paid security patrol. These dues are voluntary for residents in the Voluntary Subdivisions. The Board will maintain records of Associate Memberships and deposit dues collected in the bank.

Section 4. Fiscal Year

The Fiscal year of this Association shall begin on January 1 of each year and terminate on December 31 of the same year.

Section 5. Audits

The Finance Committee may complete or hire audits.

ARTICLE IV - PROCEDURE AT MEETINGS

Section 1. Regular Meetings

- A. Regularly scheduled Board meetings are held at least quarterly on dates and at places determined by the Board.
- B. Board Meetings are open to the general membership.
- C. Notices of Board Meetings are to be made public by at least two methods of notification including, but not limited to: newsletters, signs, advertisement or electronic devices.
- D. The Board may meet in a closed Executive Session to discuss legal matters.

Section 2. Special Meetings

- A. Special meetings of the Board may be called by the President or upon written notice by four (4) Directors.
- B. The Annual General membership meeting will be at a date and place determined by the Board.

Section 3. Establishment of a Quorum

A simple majority of the number of then-active Directors shall be considered a quorum for transacting business at a meeting of the Board of Directors.

Section 4. Parliamentary Procedure

Meetings of the Board of Directors shall be governed by generally accepted standards of order. Questions of procedure shall be decided by Robert's Rules of Order when these questions are not covered by the Constitution or the Bylaws of this Association.

Section 5. Order of Business

The Order of Business at Board of Directors Meetings shall be as follows:

- I. Call to Order***
- II. Roll Call***
- III. Presentation of the Agenda***
- IV. Committee Reports***
- V. Continuing Business***
- VI. New Business***
- VII. For the Good of the Order***
- VIII. Public Comment***
- IX. Adjournment***
- X. Executive Session***

Section 6. Votes by Consent in Writing or Electronically With Quorum

Any action that is required or permitted to be taken at a Board of Directors meeting of the Association may be taken without a formal meeting if a quorum of the Board members consents to the action. This consent may be given in writing or through electronic means. The consent must clearly describe the action being taken and be signed (in the case of written consent) or sent from a verified email address (in the case of electronic consent) by the Board members constituting the quorum. These consents must be properly recorded in the Association's official records.

ARTICLE V - AMENDMENTS

These Bylaws may be amended at any regular meeting of the Board of Directors by an affirmative vote of AT LEAST ten (10) Directors, provided the proposed amendment shall have been submitted to the Directors in writing AT LEAST thirty days (30) prior to the meeting.

ARTICLE VI - INDEMNIFICATION OF DIRECTORS AND OFFICERS

The Association shall indemnify any person made a party to any action, suit or proceeding by reason of the fact that s/he, her testator or interstate, is or was a director or officer of the Association or of any association which s/he served as such at the request of the Association against the reasonable expenses, including attorney's fees actually and reasonably incurred in connection with the defense of such action, suit or proceeding or in connection with any appeal therein, except in relation to matters as to which it shall be adjudged that such person is liable for negligence or misconduct in the performance of her duties. The Association may also reimburse such person the reasonable costs of settlement of any such action if it shall be found by a majority of a committee made of directors not involved in the matter (whether or not a quorum) that it was in the interests of the association that such settlement be made and that such person was not guilty of negligence or misconduct. Such rights of indemnification and reimbursement shall not be deemed exclusive of any other right to which such person may be entitled apart from the provisions of the Article.

The Association will purchase and maintain liability insurance on behalf of any and all persons who are or were a director, officer, leader, employee, committee member or volunteer of the Association (while serving in their capacity as such). Such insurance will be purchased for the purpose of protecting such persons from covered loss resulting in liability asserted against the above individuals in connection with their activities on behalf of the Association.

ARTICLE VII - FAIR HOUSING POLICY

Historic Southwood Park is committed to fair housing and will work to ensure that our housing decisions comply fully with all federal, state, and any local fair housing laws. The Board of Directors will comply with Title VIII of the Civil Rights Act of 1968, as amended (commonly known as the Fair Housing Act), by ensuring that all housing decisions are made without regard to race, color, religion, national origin, disability, familial status, or gender, as well as ancestry, and any local protections. Additionally, persons raising concerns regarding discrimination will not be retaliated against for these concerns. Furthermore, Historic Southwood Park will make every attempt to reasonably accommodate all its residents and allow reasonable modifications as needed.

Persons wishing to file a housing related complaint or with any similar concern will be referred to the Indiana Civil Rights Commission (ICRC), the U.S. Department of Housing & Urban Development (HUD), Fort Wayne Metropolitan Human Relations Commission (FW MHRC), and/or the Fair Housing Center of Central Indiana (FHCCI).

ARTICLE VIII - ACCEPTANCE

These Bylaws were adopted by the Board of Directors of the Association at a regular meeting of the Board on March 14, 2024, replacing and canceling any previous Bylaws of the Association.