

**BYLAWS
OF
EAST CENTRAL NEIGHBORHOOD ASSOCIATION, INC.**

Article I

General Purpose

The corporation is formed exclusively for the following purposes:

- (a) receive and administer funds for scientific, educational, and charitable purposes as stated in Section 501 (c)(3) of the Internal Revenue code of 1986 or corresponding section of any future federal tax ("Code);
- (b) hold any property, or any undivided interest in property, without limitation as to the amount or value (subject to the provisions of Code Section 4943);
- (c) dispose of any property and to invest, reinvest or deal with the principal, or the income in any manner as the directors decide will best promote the Corporation's scientific, educational and charitable purposes, without limitations other than those which are by (i) any instrument under which particular property is received, (ii) the articles of incorporation, the bylaws, or any applicable laws; and
- (d) make distributions to organizations that qualify as exempt organizations under Code Section 501 (c)(3); and
- (e) do any other lawful act connected with the Corporation's purposes or the advancement of these purposes, but not for the pecuniary profit or financial gain of its directors or officers except as permitted by Indiana law and the Code.

Specific Purpose

It shall be the purpose of this non-profit organization to promote active involvement of all residents of the East Central Neighborhood of the City of Muncie, Indiana, in building a better community. This stated purpose is intended to be accomplished by:

- (a) Promoting and maintaining an organization that fosters equality and inclusivity through urban and economic development initiatives for the purpose of improving the quality of life of East Central Neighborhood residents;
- (b) Promoting and encouraging communication and community awareness among all parties concerned with the orderly growth and development of the East Central Neighborhood;

- (c) Ensuring equal representation, consideration, and service due all residents of the City of Muncie; and
- (d) Working in concert with local municipalities, government agencies, and other community organizations.

Article II

Membership

Any person aged 18 years and older, organization, or business residing, owning real property, or operating a business within the boundaries of the neighborhood (see Article III) shall be eligible for active membership. Any other person, organization, or business interested in the neighborhood shall be eligible for associate membership.

Active and associate members shall be those persons, organizations, or businesses who renew the required membership each year. Organizations and businesses shall be limited to one active membership. Only active members shall have the right to vote on matters affecting the organization and there will be one vote per membership on the organization's membership list. At the Board's discretion, each active member may cast a vote:

- (a) In-person at a membership meeting.
- (b) Remotely during a membership meeting.
- (c) By proxy in advance of a membership meeting where one (1) active member may deliver the proxy vote for one (1) other active member only on a predetermined voting issue via a signed and sealed ballot.

Associate members shall be non-voting members of the organization. The members of the Organization shall not be liable for any debts of the Organization.

Other membership criteria, including dues, may be set from time to time by the Board of Directors.

Article III

Boundaries

The East Central Neighborhood is bounded on the west by Madison Street, on the north and east by Wysor Street and the White River, and on the south and east by the CSX/Norfolk-Southern tracks. The boundaries may be expanded to include adjacent areas when agreed by neighboring residents and the East Central Neighborhood Association.

Article IV

Board of Directors

The Organization shall be governed by a Board of up to twelve (12) Directors who shall meet at the call of the President, or at least six 50% plus one members of the Board. Each Director (who shall be a current member of the East Central Neighborhood Association, Inc.) shall be elected by the general membership for two (2) years. Any vacancies in the Board of Directors may be filled by appointment of the President, with the approval of the Board, and such appointees shall serve until the next election by the Organization at which time the Organization shall elect members to fill both expired and unexpired terms. The presence of a majority of the Board of Directors shall constitute a quorum for the transaction of business. Board of Directors' meetings shall be open to any current member and the public by invitation.

Powers of the Board of Directors:

- (a) To call the meetings of the Organization;
- (b) To elect, from the Board of Directors, a President, Vice President, Secretary, and Treasurer;
- (c) To direct the spending of all monies received by the Organization;
- (d) To promote membership in the Organization;
- (e) To supervise the content of the Organization newsletter and other media communications;
- (f) To carry out the purposes of the Organization as described in Article I;
- (g) To create standing or special committees or task forces from among members of the Organization or by invitation;
- (h) To attend board meetings on a regular basis. Directors who do not attend at least 50% of the held Board meetings in a year (annual meeting to annual meeting) can be removed from the board by a simple majority vote of the Directors;
- (i) To maintain decorum on the Board in accordance with our Code of Ethics Agreement.

Article V

Elected Officers

Each November the Board of Directors shall, from its members, elect a President, Vice President, Secretary, and Treasurer.

The President shall preside at all meetings of the Organization and meetings of the Board of Directors; may make, with the approval of the Board of Directors, such appointments as may be necessary to fill vacancies on the Board of Directors until the next annual election of the Organization; and, with the approval of the Board of Directors, shall designate the Editor of the newsletter and media communications, and the members of such standing or special committees or task forces as may be created by the Board of Directors. The President shall vote only in cases of tie votes. If a Director is absent from two (2) consecutive Board meetings, the President shall

contact the Director and inquire about whether that Director is interested in continuing to serve on the Board.

The Vice President, in the absence of the President, shall exercise all powers and perform all duties of the President.

The Secretary shall keep and maintain records of all meetings of the Organization and of the Board of Directors and do and perform all other duties as may be required by the Board of Directors.

The Treasurer shall receive and deposit in a suitable bank all monies received by the Organization and pay out such money as may be directed by the Board of Directors and do and perform all other duties as may be required by the Board of Directors.

These officers shall comprise the Executive Committee. The Executive Committee shall have the power to act when necessary on behalf of the Board, bringing their action before the Board of Directors for review at the following meeting.

Article VI

Appointed Officers

The newsletter and media communications editor will be nominated and elected by the Board. The editor of the newsletter shall regularly publish and distribute newsletters. Newsletters and media communications shall be distributed to all members by means of a physical document and/or electronic communication via email, website, and/or social media.

Article VII

Meetings of the Organization

There shall be an annual meeting at which time the progress of the year shall be assessed. The annual meeting will be held in-person and/or by means of remote communication. Other meetings can be scheduled depending on interest and demand. Annual meetings will be called by the President upon concurrence of 50% plus one members of the Board of Directors after giving at least ten (10) days notice to all members of the time and place of the meeting. The presence of ten (10) active members shall constitute a quorum for the transaction of any business of the Organization. Upon the petition of any ten (10) active members, the President shall call a meeting.

Emergency Meetings

During an emergency, notice of a special meeting of the Board need be given only to those Directors who were reachable after attempts were made.

Article VIII

Amendment to Bylaws

These bylaws may be amended or repealed, in whole or in part, by majority of the members present and voting at any duly organized meeting of the members of the corporation.

Adopted March 10, 2022