

Council of Neighborhood Associations, Inc.  
A Foundation for Neighborhood Organizations in Monroe County

By-Laws

ARTICLE I. NAME

This organization, incorporated under the Indiana General Not for Profit Corporation Act of 1971, shall be known as Council Of Neighborhood Associations, Inc.; herein after referred to as CONA.

ARTICLE II. PRINCIPAL OFFICE

The principal office of the corporation shall be located in Bloomington, Monroe County, Indiana.

ARTICLE III. PURPOSE

Section 1

To promote and encourage interest in the neighborhoods that makes up the communities of Monroe County, and in particular to present their concerns to the governing bodies of Monroe County, including city, county and state organizations.

Section 2

To assist neighborhoods in the creation of neighborhood organizations and to spread knowledge of existing neighborhood organizations by creating a forum for the discussion and resolution of neighborhood problems. Further, to represent these problems to the appropriate agencies; corporations, organizations, and individuals that may have an interest in the resolution of these problems.

Section 3

To cooperate with and assist individuals, officials, groups, and governmental bodies in carrying out the purposes of the corporation and to cooperate with other historical, educational, cultural, civic, and philanthropic organizations or individuals who are interested in neighborhood organizations of Monroe County.

#### Section 4

Said Corporation is organized exclusively for civic, charitable, educational, and scientific purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (22) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### ARTICLE IV. CONA GOALS

##### Section 1

To hire personnel and to procure office space, materials, and equipment that may become necessary to fulfill the purposes of the corporation.

##### Section 2

To solicit and accept endowments, grants, contributions, and gifts of money or property and to use these funds solely for the purposes stated therein; and to maintain and account for these funds as designated in the by-laws of the corporation.

##### Section 3

To engage in any and all types of activities not prohibited by law or these by-laws which shall promote interest in the neighborhood organizations of Monroe County.

## ARTICLE V. MEMBERSHIP

### Section 1

Membership shall be open to all Monroe County neighborhood organizations that are interested in the purposes of the corporation. Any neighborhood organization registered with the City of Bloomington and/or other organizations approved by a majority vote of the Board of Directors may become a CONA Member by making application to the Board of Directors. Said application shall include:

- 1) A list of members of the neighborhood organization.
- 2) A description of the neighborhood boundaries, and
- 3) A copy of the neighborhood organization's By-Laws.
- 4) A statement of interest from the neighborhood organization.

The Board of Directors may also request additional information from any applicant.

### Section 2

Each neighborhood association accepted as a CONA Member shall file with the Secretary of CONA, in writing, the name of the CONA Member's representative to the Board of Directors of CONA who will act in behalf of the CONA Member. The CONA Member's representative to the Board of Directors may be changed at any time by the CONA Member filing the change with the CONA Secretary.

### Section 3

Each member Neighborhood Association shall have the right to cast one vote each on:

- 1) All questions relative to the amendment of the by-laws,
- 2) All elections of officers as are hereinafter provided for,
- 3) All other matters or questions that may be submitted to the Board of Directors from time to time. Each Director, subject to the qualifications as are hereinafter provided, shall be eligible to be nominated to the elections of Officers.

### Section 4

The Board of Directors may, by a two-thirds vote, revoke the membership of a CONA Member.

## ARTICLE VI. BOARD OF DIRECTOR MEETINGS

### Section 1

Board of Director meetings shall be held monthly, or shall be upon call of the President or of six Directors who shall have directed the President in writing to call such a meeting.

## Section 2

For the purpose of doing business at any meeting of the Board of Directors, a quorum shall consist of six Directors, which number shall include at least one member who is an Officer.

## ARTICLE VII. OFFICERS

### Section 1

~~The affairs of the corporation shall be directed by an Executive Committee of officers, all of whom shall be Directors.~~ **An Executive Committee of five Directors shall direct the affairs of the corporation.** No Officer Director shall receive any compensation for his services.

### Section 2

A President of the Corporation shall be elected biannually by the ~~Directors~~ **Executive Committee** in even-numbered years and shall serve a term of two years. There shall be a limit of two terms that a President may hold consecutively.

The President shall be the Chief Executive Officer of the Corporation and shall have the responsibility for the general and active management of its affairs pursuant to the action, orders, resolutions, and directives or other communications from the Board of Directors. The President shall preside at all meetings of the Board of Directors and shall be an ex-officio member of all the committees of the Corporation except the Nominating Committee. The President shall have all of the general powers and duties of supervision and management which are usually vested in a President of a Corporation, which powers shall include the appointment of all standing committee chairmen with assistance and approval of the Board of Directors, unless otherwise indicated by these by-laws.

The President shall be responsible for reporting to the Board of Directors upon all the activities of the Administration. Such reports shall be made as required by the Board of Directors or as such reports shall be deemed to be timely and appropriate.

The President shall report to the Board of Directors at its September meeting each year. Such report shall summarize the results of any current matters and shall propose to the Board of Directors the general program of activities that is planned for the then current year. The Board of Directors shall then vote upon the program proposal together with the general outline of the financial plan for the current year.

### Section 3

The Vice-President of the Corporation shall be elected biannually by the ~~Directors~~ **Executive Committee** in odd-numbered years and shall serve a term of two years. There shall be a limit of two terms that the Vice-President may hold consecutively.

The Vice-President shall be empowered to act for and on behalf of the President in the event that the President is unable for whatever reasons to perform the duties of his office.

The Vice-President shall serve as the Chair of the Membership Development Committee and as such serve as the primary officer responsible for the expansion of CONA membership and the development of new neighborhood associations.

The Vice-President shall perform such other duties as may be directed upon him from time to time by the Board of Directors or by the President.

#### Section 4

There shall be two additional offices in the administration of the Corporation that shall be called the offices of the Secretary and Treasurer. These offices shall be elected biannually by the ~~Board of Directors~~ **Executive Committee** with the Secretary in odd-numbered years and the Treasurer in even-numbered years.

The Secretary shall attend all meetings of the Board of Directors and of the Executive Committee and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall safely keep in his custody the seal of the Corporation if and when the Board of Directors shall choose to adopt one, and shall affix the same to all instruments when its use is required only upon the authority of the Executive Committee. The Secretary shall execute notices of all meetings, serve as Corresponding Secretary, and perform such other duties as may be delegated by the President.

The Treasurer shall have custody of all the Corporation funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies and securities in such depositories as may be designed for the purpose by the Board of Directors.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board of Directors or upon the authority of approved budget, subject to the availability of funds, taking proper vouchers for such disbursements and shall render accounting of all transactions performed as Treasurer and of the financial condition of the Corporation to the President and to the Board of Directors at all regular meetings of the Board of Directors and whenever such reports are requested by the President, or by a quorum of the Board of Directors.

If ~~it is required by the Board of Directors,~~ **the Board of Directors requires it,** the Treasurer shall deliver to the President, at the expense of the Corporation, a bond to be kept in force and in such form and amount and with a surety that is satisfactory to the Board of Directors.

The Treasurer shall perform such other duties that may from time to time be delegated to him by the President or by the Board of Directors.

#### Section 5

It shall be unlawful for one person to hold more than one of the four offices (President, Vice-President, Secretary, and Treasurer) concurrently.

#### Section 6

The election of ~~officers~~ **members of the Executive Committee** shall take place in July. Upon the occasion of a vacancy in the ~~office of the President, Vice President, Secretary, or Treasurer,~~ **Executive Committee,** a special meeting of the Nominating Committee shall be called immediately by the Board of Directors to recommend a candidate to fill said vacancy. The Board of Directors, at its next meeting, shall act on this nomination. An office will not be considered vacant without a written statement from the officer indicating a desire to resign.

### ARTICLE VIII. EXECUTIVE COMMITTEE MEETINGS

#### Section I

The Executive Committee shall meet not less than monthly. The first of such meetings shall be held as soon as possible after the biannual election meeting of the Board of Directors. The Executive Committee may hold such other meetings as may be necessary and desirable and such other meetings shall be held upon the call of the President or upon the call of one other officer and five Directors.

#### Section 2

Two members of the Executive Committee shall constitute a quorum for the lawful doing of business. It is provided however, that for the purpose of filling vacancies on the Executive Committee, a quorum shall consist of a majority of the existing Board of Directors.

### Section 3

The Board of Directors, upon recommendation of the Nominating Committee, shall have the power to fill any vacancies that may occur in the Executive Committee. Persons who are elected to fill portions of unexpired terms shall be eligible to succeed themselves by election. Any person who is elected by the Board of Directors to fill vacancies shall serve only until the next election.

### Section 4

The Executive Committee shall have such powers as may be herein before, or after enumerated in addition to such powers which are set forth in the Indiana General Not For Profit Corporation Act of 1971, and which are not prohibited to organizations under Section 501 (c) (3) et seq. of the Internal Revenue Code.

The Executive Committee shall have the power of the purse, and no expenditures shall be made for any reason whatever until the Executive Committee shall have acted upon such expenditures or shall have determined upon the ways in which such expenditures shall be made.

### Section 5

Inasmuch as the Executive Committee is the essential management body of the representation of the Board of Directors, and further, inasmuch as its strength and effectiveness will vitally effect the operations of the Corporation, attention to the matters of its business shall be mandatory upon its members. Therefore, it is provided that the office of any member of the Executive Committee may be declared vacant by the President if such member absents himself from meetings of the Executive Committee on any three out of four consecutive meetings. It is provided, however that absences which are the result of events or accidents over which the member could have had no control shall not be counted towards a vacancy declaration.

### Section 6

The Executive Committee shall have the authority and duty to review and act upon questions of Board of Director applications as such questions may be brought before it by any Director. Any applicant who may be subject of such questions shall have the right to be present for any review proceedings held by the Executive Committee.

### Section 7

The Executive Committee shall, from time to time, be authorized or directed to perform in place of the Board of Directors in such matters as may be deemed appropriate, but in no case shall the Executive Committee possess powers which have not been specifically conferred upon it by the Board of Directors.

## ARTICLE IX. COMMITTEES

### Section 1

There shall be at least three standing committees: the Nominating Committee, the Financial Sustainability Committee, and the Membership Development Committee.

### Section 2

The Nominating Committee shall be appointed to one-year terms by the President subject to the approval of the Executive Committee, and such appointments shall be made as soon after the annual meeting as possible. The Nominating Committee shall consist of a minimum of three Directors, and shall elect its own chairman. The President may not serve on this committee. The Nominating Committee shall nominate Directors to the Executive Committee and shall present a slate of officers to the Board of Directors at the June meeting. They shall also nominate candidates to fill Executive Committee vacancies that may occur between elections.

### Section 3

The Financial Sustainability Committee shall be appointed by the President subject to the approval of the Executive Committee and such appointment shall be made at the first meeting of the Executive Committee following the elections. The Financial Sustainability Committee shall consist of a minimum of five members one of which shall be the Treasurer. The President shall also serve as a member of this committee but not as the Chairman whom he will appoint. The three other required members do not have to be on the Board of Directors.

It shall be the responsibility of the Committee to propose its best estimates of the financial requirements and plans which will support the activities of the Corporation and the annual program plan of the President and Administration. The budget of the Committee shall cover all of the routine operations of the Corporation and all of the special events and activities of the Corporation's program effort.

In the event that this Committee is not formed, the Board of Directors, acting as a Committee of the Whole, shall assume all duties ascribed to this committee by by-laws.

The Membership Development Committee, chaired by the Vice President, is responsible for carrying out the requirements of the membership plan. It is also responsible for the provision of mentors when requested by a new neighborhood association.

### Section 4

The President is authorized subject to the approval of the Executive Committee to establish and staff such other operating committees as the business of the Corporation may require or warrant.



## Section 5

Committee meetings shall be held upon the call of the President or upon the call of the Committee Chairman or upon the call of a majority of the Committee membership, which call shall be delivered to the Committee Chairman or the President.

## ARTICLE X. ELECTIONS

### Section 1

The Nominating Committee shall meet and consider nominations for all upcoming vacancies in the Executive Committee. Any Director may place a name before the Nominating Committee to be placed upon the ballot.

### Section 2

The Nominating Committee will prepare ballots listing the slate of willing candidates to the Executive Committee. Such ballots shall be distributed to all Directors not less than ten calendar days prior to the meeting.

Directors wishing to enter additional candidates in the election must follow these steps:

- 1.) The nominator must have the approval of the nominee.
- 2.) The nomination must carry the signature of another Director besides the nominator.
- 3.) The nomination must be submitted to the Nominating Committee in writing at least two weeks prior to distribution of the ballot.

### Section 3

Each neighborhood association is entitled to cast one vote for each of the Executive Committee positions being filled.

Those wishing to vote in absentia must return their ballot before the election day. The Executive Committee positions shall be filled in order of the most votes received for each position. In case of a tie, a run-off election shall be held at the meeting.

### Section 4

In the event of a vacancy in any office in the Executive Committee, the Nominating Committee shall immediately meet and consider nominations to be presented to the Board of Directors at their next meeting.

## ARTICLE XI. EXECUTION OF INSTRUMENTS

### Section 1

All checks, drafts, and any of the orders for the payment of money shall be signed in the name of the Corporation and shall be counter-signed by the Treasurer and one of the other three officers of the Corporation.

### Section 2

When the execution of any contract, conveyance, or other instrument has been authorized by the Executive Committee and approved by the Board of Directors, the President or the Vice-President, as well as the Secretary will sign it.

### Section 3

The Executive Committee with approval of the Board of Directors shall have the power to designate such officers and agents who shall have the authority to execute any instrument on behalf of the Corporation.

## ARTICLE XII. AMENDMENT

### Section 1

Amendment of these By-laws or of Articles of incorporation may be made at any meeting of the Board of Directors by a two-thirds majority vote of those present provided, however, that the Executive Committee shall first have approved an amendment that is to be proposed to the Directors. Such proposed amendments shall be ~~mailed~~ distributed by mail, electronic mail, or by notice to all Directors not less than ten calendar days prior to the meeting.

## ARTICLE XIII. DISSOLUTION

### Section 1

In the event of dissolution of this Corporation, the assets remaining, if any, are to be transferred to another non-profit, tax-exempt corporation as determined by the Board of Directors. The Board of Directors will make their determination of which organization's goals are most in harmony with the stated goals of this Corporation.

### Section 2

Upon the dissolution of the corporation, the Board of Directors shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such

organizations organized and operated exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Adopted: July 16, 1997

Amended: April 17, 2002

**Amended: June 19, 2002**