

# **CODE OF BY-LAWS OF NEW GLENWOOD CIVIC ASSOCIATION, INC.**

## **ARTICLE 1**

Section 1. **NAME.** The name of the corporation is New Glenwood Civic Association, Inc. (New Glenwood is also known as Glenwood Park Extended and hereinafter also referred to as “the Association”).

Section 2. **PRINCIPAL OFFICE.** The post office address of the principal office of the Association shall be at such place as designated by the current President of the Board of Directors.

## **ARTICLE 2**

### **MEMBERS**

Section 1. **CLASSES OF MEMBERS.** There shall be only one class of members, who shall each be a Lot owner in the subdivision.

Section 2. **RIGHTS AND PRIVILEGES.**

a) Members shall be entitled to one vote at meetings of members and are eligible to be on the board of directors and hold office, subject to the limitation that each platted lot in the Glenwood Park Extended Sections as recorded shall be entitled to only one vote.

b) Not more than one individual from the same legal residence shall be eligible to serve as a director.

c) At all meetings of members, each member may vote in person or by proxy. All proxies shall be in writing and filed with the secretary. Every proxy shall be revocable.

Section 3. **PLACE OF MEETINGS.** Meetings of the members of the Association shall take place in Allen County, Indiana at a place to be specified in all communications.

Section 4. **ANNUAL MEETING.** The annual meeting of the members of the Association shall be held on or near the third Thursday of October or as determined by the Board of Directors and as specified in all communications.

Section 5. **SPECIAL MEETINGS.** Special meetings of the members may be called at any time by a majority of the Board of Directors or by written petition signed by at least twenty (20) members of the Association.

Section 6. **NOTICE OF MEETINGS.** A written notice stating the date, time and place of the annual meeting or special meeting and the purpose if a special meeting, shall be delivered, mailed or sent by electronic means by the President, Secretary or other board members to each

member at their last address as set forth in the records of the Association, at least ten days before the date of meeting. Attendance at a meeting shall constitute a waiver of notice.

Section 7. QUORUM. At any membership (annual) meeting fifteen (15) members shall constitute a quorum and majority rules.

Section 8. BUDGET. The Audit, Budget & Finance committee shall prepare an itemized budget for the next fiscal year which shall run from November 1 through October 31. The budget shall include the proposed dues and other income and estimated expenses. The budget is subject to approval of the Board of Directors at a meeting prior to the annual membership meeting or upon signed consent of at least 51% percent of the directors without a meeting. The budget shall be further subject to the approval by a majority of the members present at the annual meeting. If unforeseen needs of the association arise during the fiscal year the board shall have the authority to exceed budgeted expenses by an amount not to exceed an aggregate amount of 10% of the annual budget in any fiscal year, subject to approval of a majority vote of a meeting of the Board of Directors. Any expenditure in excess of said limitation must be approved at a special meeting of the members.

Section 9. DUES AND ASSESSMENTS. Dues, as included in the budget approved by a majority of members in attendance at the annual meeting for maintenance and benefit of the association shall be levied on each lot in the Association as shown on plats recorded with the office of the Allen County Recorder. Said dues are payable upon approval of the annual budget and delinquent if not paid by January 2<sup>nd</sup>. Treasurer shall send out notice of dues by November 30<sup>th</sup>. Dues not received by January 5<sup>th</sup> shall be subject to a late fee of \$10. Dues not paid by April 1<sup>st</sup> may be turned in for collection and subject to reasonable costs of collection including reasonable attorney fees. Unpaid dues shall constitute a lien against the lot for which the dues are levied. Payment of said dues is a condition to the right to vote in any meeting or election of the association and to remain a member in good standing thereof. Assessments: In case of emergencies that cannot be covered by section 8 above, the Board of Directors, by majority vote, may make special assessments of members, provided any special assessment exceeding 40% of the approved annual budget must be approved at a special meeting of the members of the Association.

### ARTICLE 3

#### BOARD OF DIRECTORS

Section 1. There shall be not more than sixteen (16) Directors in New Glenwood Civic Association.

Section 2. The Board of Directors shall manage the affairs of the Association. No director shall receive compensation for any service he may render the Association. However, any director may be reimbursed for his or her actual expenses incurred in the performance of his or her duties.

It shall be the duty of the Board of Directors to:

- (a) cause to be kept a complete record of all its acts and corporate affairs and to present a statement thereof to the members at the annual meeting of the members, or at any special meeting when such statement is requested in writing by one-fourth (1/4) of the members who are entitled to vote;
- (b) supervise all officers, agents and employees of the Association, and see that their duties are properly performed;
- (c) cause all officers or employees having fiscal responsibilities to be bonded, as it may deem appropriate.

Section 3. Election and qualifications. Directors must be members of the Association and reside in or own a lot in the section they represent except when a vacancy is filled according to Article 3 Section 4. The directors of the Association shall be nominated, voted upon and elected in an open meeting at the annual meeting of the members. Nominations will be made by a nominating committee and/or members in good standing from the floor. To be elected a nominee must receive 51% of the votes of members present from his section. All sections of New Glenwood Park shall have two Directors, except Section 1 which shall have a maximum of three Directors. There shall be one at-large Director who will represent the Association as a whole. The term for each director shall be two years, but the terms shall be scheduled so that approximately one-half of the director's terms expire each year. The at-large Director will be elected by a majority of the Association members present at the Annual Meeting and will serve a one year term.

Section 4. Vacancies. Vacancies occurring in the membership in the Board of Directors shall be filled by a majority vote of the remaining directors and directors so elected shall serve until the expiration of the vacated director's term.

Section 5. Quorum. A majority of the number of Directors shall constitute a quorum for the transaction of business. Every act or decision done or made by a majority of the directors present at a duly held meeting at which a quorum is present shall be regarded as the act of the Board. Motion, second and signatures are to be made a part of the Association permanent records and reported in the minutes of the next board meeting.

Section 6. Director Meetings. The Board of Directors shall meet each year at the end of the annual membership meeting for the purpose of election of officers, organizational matters, or any other business of the Association. No notice is required for this meeting. The Board of Directors shall also meet no less than five more times per year or monthly, if business requires, usually the third Thursday of the month. The President shall determine the time and place of meetings and notify the Board members at least seven days in advance or by date arranged in previous meetings. Attendance shall constitute a waiver of notice. Special Meetings of the Board of Directors shall be held when called by the President of the Association or by any two (2) directors, after not less than three (3) days notice to each director.

## ARTICLE 4

### OFFICERS

Section 1. Election/removal. At the annual meeting of the Board of Directors, the Board of Directors shall elect the following officers: President, Vice-president, Secretary and Treasurer. The Board may elect other officers or hire employees if necessary to carry on the business of the Association. Officers may be removed from office by a majority vote of the directors present at a meeting of the Board. Said officers shall hold office until the next annual meeting of the membership unless displaced by majority vote of the directors. The officers must be members of the Board of Directors. No officer shall hold the same office for more than two consecutive years.

Section 2. President. The President shall call and preside over all meetings of the membership or Board of Directors, exercise general control and supervision of the affairs of the Association and over officers, agents and employees of the Association. The President shall appoint committee chairmen and committee members. On approval of the board of directors, the President is authorized to sign in the Association's name deeds, leases, contracts and other instruments needed to conduct the business of the Association. In the absence of the President, the vice-president may do the same.

Section 3. Vice-President. The Vice-President shall serve as President pro tem when the President is absent or temporarily unable to carry out the duties of the presidency. In case the office of President is vacated, the Vice President shall assume temporarily the duties of the president until the Board of Directors next meets and elects a new President who shall serve until the next annual meeting.

Section 4. Secretary. The Secretary shall keep records of all meetings of the Association and the Board of Directors and records of membership and dues paid with assistance from the membership committee. The secretary will be responsible for any correspondence necessary for the business of the Association, also with assistance from appropriate committees. Secretary shall make such information available to all directors.

Section 5. Treasurer. The treasurer shall collect all dues, deposit them in a bank or credit union in the name of New Glenwood Civic Association, Inc., manage the finances and expenditures according to the approved budget, keep financial records and make timely reports of same available to the Board and membership. A reimbursement form signed by two officers shall be required before reimbursing expenditures. The treasurer shall be bonded in an amount sufficient to cover cash balances.

## Article 5

### COMMITTEES

Standing committees of not less than two members may be formed as follows: Finance (comprising audit and budgetary matters), Garage Sales, General Maintenance, Legal, Membership & Welcoming, Social Meetings & Events, Communications, and Projects & Strategic Planning. All members may serve on committees. The chairperson of each committee must be a director who is appointed by the President. Other members may be appointed by the Board or the committee chairperson. Ad Hoc (temporary) committees may be formed or disbanded at the discretion of the President.

Article 6

FINANCES

The Membership & Welcoming Committee will be in charge of collecting dues and assessments, keeping a record of dues status of members. All monies will be turned over to the Treasurer for banking, accounting and disbursements according to the direction of the Audit, Budget & Finance Committee. The treasurer and president shall be signatories of all bank or credit union accounts which will be maintained in the name of New Glenwood Civic Association, Inc. Checks drawn on said accounts must be signed by the treasurer or by the President when treasurer is unavailable. The treasurer shall receive and pay bills as authorized in the current budget and according to provisions of current bylaws and maintain accurate records of all finances. Treasurer shall give a financial report at each regular Board of Directors meeting and at the annual membership meeting. Treasurer shall provide the financial records as required by the Finance Committee. Auditors shall check the records, prepare an annual report and present the report for acceptance by the Board of Directors at the September meeting of the Board for the permanent records of the Association. All financial records shall be made available for inspection at reasonable times by any member of the association.

Article 7

AMENDMENTS

These by-laws may be rescinded, revised or amended upon an affirmative vote of two-thirds of the members in attendance at the annual or special meeting of the Association membershi

Article 8

RULES OF ORDER

All meetings will be conducted in accordance with Roberts Rules of Order.

Article 9

INDIANA GENERAL NOT FOR PROFIT CORPORATION

The provisions of the Indiana General Not For Profit Corporation Act, applicable to any matters not specifically covered by these by-laws, are hereby by reference incorporated in and made part of these By-laws.

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These by-laws were approved by at least two-thirds of the members in attendance at the membership meeting on \_\_\_\_\_ 2009

Witness: \_\_\_\_\_ Member Date \_\_\_\_\_

Witness \_\_\_\_\_ Member Date \_\_\_\_\_