

# **BYLAWS OF THE NEAR EAST SIDE COMMUNITY ORGANIZATION, INC.**

## **ARTICLE 1**

**Section 1.01. Name.** The name of this Association shall be the Near East Side Community Organization Incorporated, including the synonymous acronym of “NESCO” (the “Organization”).

## **ARTICLE 2** **Definition**

**2.01. Definition.** The purpose of the Near East Side Community Organization (NESCO) is to unite Near East Side neighborhood associations, residents, businesses, and other non-profit organizations to build a safer, cleaner, healthier and more prosperous, community. This means that the organization will make an extensive effort to identify all stakeholders in the community and then form effective collaborations that can be used to improve the quality of life within the designated boundaries of the Organization.

In furtherance of the stated purpose, the Organization shall foster better communication among residents of the constituent neighborhoods, with governmental agencies, and with private groups or organizations.

It shall encourage the living together of citizens as good neighbors without regard to race, class, sexual orientation, gender, religion, or national origin.

It shall disseminate and exchange information about problems and progress in combating community deterioration, both locally and nationally, and provide a meeting ground for the cooperative efforts of its constituents.

**Section 2.02. Boundaries.** The designated boundaries of NESCO are as follows:

- North - South side of Interstate 70
- East - West side of Emerson Avenue
- West - East side of Interstate 65/70
- South - Conrail track South of Washington Street

**Section 2.03. Constituents.** The constituent neighborhoods located within the aforementioned boundaries are neighborhoods registered with the City of Indianapolis as Neighborhood Associations, which are also recognized by NESCO. While NESCO will not provide legally binding decisions regarding zoning or individual association leadership, Neighborhood Associations with unresolved, conflicting interests over boundary, control, or leadership may

petition the Board of Directors to provide an opinion. Further unresolved neighborhood association conflict should be directed to the City of Indianapolis.

### **ARTICLE 3** **Board of Directors**

**Section 3.01. Functions.** The business, property and affairs of the Organization shall be managed and controlled by a Board of Directors (the "Board") as annually constituted.

**Section 3.02. Number.** The number of Board Members ("Directors") may be adjusted from time to time as the Board may decide by resolution so long as the resolution be adopted by not less than a majority of the Board, and the number not exceed 133% of the neighborhood constituent Directors. The Directors of the board shall be of three classes. The first class shall consist of representatives of the Organization's constituent neighborhoods. The second class shall consist of at-large Board Directors. Measured at the start of each fiscal year, the number of at large Directors may not exceed thirty-three percent (33%) of the total number of constituent Directors. The third class shall consist of Board Officers (President, Vice President, Secretary, and Treasurer). These Directors may double as constituent neighborhood representatives, but may request a replacement representative from their respective neighborhood due to the additional workload involved in the officer position. Except as otherwise provided in these By-Laws, all Directors shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

**Section 3.03. Selection.** Each of the Organization's Constituent Neighborhoods shall have the right to appoint one representative to a two-year term as a member of the Board of Directors. The Constituent Neighborhoods must annually certify the selection of their representative in writing to the NESCO Board of Directors to retain their representative's Director status, and may opt to remove/replace their representative in the same manner at any time during the fiscal year. At-large Directors shall, from time to time be nominated by the Organization's Nominating Committee as the needs of the Organization shall dictate, and shall be approved by resolution for a two-year term. Both classes of Directors may be re-nominated at the close of their two-year term, but no Director shall serve three consecutive terms in the same Director position. Directors elected to an Officer position are exempt from this provision and will abide by the provisions set forth for officers in Article 4 of these By-laws.

**Section 3.04. Vacancies; Resignation.** Any vacancy among the Directors caused by death, resignation, removal, or otherwise, shall, subject to Board approval, be immediately filled by the neighborhood association that had been represented on the Board by the departed Director. Any Director may resign at any time by giving written notice of such resignation to the Board, the President, or the Secretary of the Organization. A resignation is effective upon delivery.

The acceptance of a resignation shall not be necessary to make it effective.

**Section 3.05. Removal.** A Director may be removed for any reason when in the judgment of not less than an affirmative vote of 75% of the total number of Directors it is in the best interest of the Organization. Additionally a Director shall be removed for failure to attend more than two-thirds of the meetings of the Board during a 12-month period. Directors removed from the board due to lack of attendance will not count towards a quorum until such time that a new director has filled the open position. If a Director is removed outside of their constituent neighborhood's purview, the NESCO board will immediately notify the neighborhood of the vacancy so that the position can be immediately filled.

**Section 3.06. Meetings.** Only Board Directors in good standing, as defined in Articles 2, 3, and 4 of these By-laws, may vote during a meeting of the Board of Directors. The Board shall hold regular meetings at least six (6) times in a calendar year at such time and place as determined by resolution of the Board (at the final meeting of the Board in the preceding year). Additionally, the Board shall elect officers of the organization at the first meeting of the Board in the new year proceeding the officers' term of service. All Board of Director Meetings and committee meetings will be publicly noticed in writing at least 48 hours prior to the meeting start time. All meetings will be conducted following Robert's Rules of Order, and will adhere to Indiana Open Door (Sunshine) Law.

**Section 3.07. Quorum.** A quorum of the Board at any meeting of the Board shall be one-half ( $\frac{1}{2}$ ) of the duly qualified members of the Board then occupying office, but in no case shall there be less than eight (8) Directors present. Except that a majority of Directors present shall have the power to adjourn a meeting of the board with less than a quorum. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board and of the Organization.

**Section 3.08. Board Action Permitted Without Meeting.** All actions of the Board that may be taken at a meeting thereof may also be taken by written consent of the Directors so long as all Directors have equal opportunity to express their support or dissent from the action. Only Board Directors in good standing, as defined in Articles 2, 3, and 4 of these By-laws, may conduct permitted board action without a meeting of the Board of Directors.

**Section 3.9. Meeting by Telephone, Videoconference, etc.** Any or all of the Directors of the Board or of any committee designated by the Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

**Section 3.10. Proxy Voting.** Directors who cannot attend board meetings

cannot cast a vote for items brought to vote in the public meeting, but are able to assign their voting right to another Director (without certainty as to how that vote will be cast) who does attend the meeting by declaring a "Proxy". Notice of permission for a proxy vote must identify the individual who will act as proxy and must be given in writing to the Board of Directors prior to the meeting at which the vote will be called. In this manner, the Organization will allow attending Directors acting as proxy to cast a single proxy vote in addition to their own vote for the duration of the meeting.

## **ARTICLE 4** **Officers**

**Section 4.01. Officers and Agents.** The officers of the Organization shall consist of a President, a Vice-President, a Secretary, and Treasurer. These officers shall constitute the Executive Committee of the Board. The Board may by resolution appoint such other officers, as the Board may from time to time consider necessary for the benefit of the organization.

**Section 4.02. Election, Term of Office and Qualification.** All officers shall be chosen by the Board at the first meeting of the board in each new calendar year. All officers shall be selected from among the members of the Board. For the purposes of maintaining a stable knowledge base, a staggered election procedure will be incorporated. The positions of President and Secretary will be elected in odd years, and the positions of Vice President and Treasurer will be elected in even years.

Each officer shall hold office for a two-year term (unless the officer resigns, is removed, or dies) and shall serve until resignation, removal, or death until a successor is chosen and qualified. Officers will remain in their executive role on the Board of Directors regardless of any change in status as constituent neighborhood representative. Should, at any time during an officer's term, a constituent neighborhood decide not to recertify an officer as their representative, the officer will remain until the end of their term and an additional representative should be provided to the Board of Directors by the constituent neighborhood. Officers may be re-elected by the Board of Directors, but no officer shall serve three consecutive terms in the same officer position.

**Section 4.02a. Ex Officio.** At the discretion of the executive committee, the outgoing Board President may remain on the NESCO Board in an Ex Officio status for a period not longer than 1 year to train and transition the incoming president.

**Section 4.03. Vacancies.** In the event an office of the Organization becomes vacant by death, resignation, retirement, removal or any other cause, the Board shall elect a person to fill such vacancy from among the members of the Board, and the person so elected shall hold office and serve for the remainder of the

current term or until the officer's death, resignation or removal.

**Section 4.04. President.** The President shall preside at all meetings of the Board, if present, and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board. Additionally, The President shall be the Chair of the Executive Committee.

**Section 4.05. Vice-President.** The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe. Additionally, the Vice President shall be the Chair of the Nominating Committee.

**Section 4.06. Secretary.** The Secretary shall have the custody and care of the corporate records and the minutes of the Organization. The Secretary shall attend all the meetings of the Board, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board when required. The Secretary shall attend to the giving and serving of all notices of the Organization, shall file and take care of all papers and documents belonging to the Organization, shall authenticate records of the Organization as necessary, and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board or the President.

**Section 4.07. Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Organization. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables, which may from time to time come into the possession of the Organization. All funds of the Organization coming into the Treasurer's hands shall be immediately (prior to the close of business on that calendar day, or next available business day) deposited in some reliable bank or other depository to be designated by the Board, and shall keep such bank account in the name of the Organization. The Treasurer shall furnish at meetings of the Board, or whenever reasonably requested, a statement of the financial condition of the Organization.

**Section 4.08. Assistant Officers.** The Board may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and entrust to them, and such other powers and duties as may be prescribed by this Code of By-Laws, the Board or the President.

**Section 4.09. Multiple Offices.** All officers shall be prohibited from holding more than one of the following offices; President, Vice-President, Secretary and Treasurer. An officer may hold one of these offices and be the chair of a

standing committee.

**Section 4.10. Removal.** An officer may be removed upon the affirmative vote of 75% of the total number of Directors.

**Section 4.11. Resignations.** Any officer may resign at any time by delivering written (including email) notice to the Board, the President or the Secretary. A resignation is effective upon delivery.

## **ARTICLE 5** **Loans to Officers and Directors**

The Organization shall not lend money to or guarantee the obligations of any officer or Trustee of the Organization.

## **ARTICLE 6** **Financial Affairs**

**Section 6.01. Financial Institution.** The Organization shall utilize a single financial institution for all financial accounts. The Organization shall utilize a single account for all checking transactions and a single account for all savings transactions.

**Section 6.02. Checks, etc.** All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness shall, unless otherwise directed by the Board or required by law, be signed by any two (2) of the following individuals who are different persons: An employee of the Organization, the President, Vice-President, Secretary or Treasurer. The Board may, however, designate officers or employees of the Organization, other than those named above, who may, in the name of the Organization, execute drafts, checks and orders for the payment of money in its behalf. Upon issuing or receiving a check, the check must be immediately entered into the Organization's general ledger. All deposits will be marked, "for deposit only" at the time of endorsement. The individual authoring a check on behalf of the Organization shall not conduct a deposit of the same check.

**Section 6.03. Investments.** The Organization shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it.

**Section 6.04. Cash.** The Organization shall not conduct cash sales without prior approval from the Board of Directors. All cash sales will be processed with an exact accounting of transaction-based income and debt. Payments to individuals, vendors, subcontractors, etc. shall not be made using cash. All cash sales (or other related cash income) shall be immediately deposited into the Organization's selected financial institution on the same business day, or next business day when income is collected outside of regular business hours. Cash withdrawals from any Organization account must be signed by two (2) of the following individuals who are different persons: An employee of the Organization, the President, Vice-President, Secretary or Treasurer.

#### **ARTICLE 7** **Fiscal Year**

The fiscal year of the Organization shall begin on the first day of January of each year and end on the last day of December of each year.

#### **ARTICLE 8** **Corporate Indemnification**

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Organization shall be indemnified by the Organization as provided in the Act.

#### **ARTICLE 9** **Prohibited Activities**

Notwithstanding any other provision of this Code of By-Laws, no Director, Officer, employee or agent of this Organization shall take any action or carry on any activity by or on behalf of the Organization not permitted to be taken or carried on by an organization described in Section 501(c)(3)(h) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

#### **ARTICLE 10** **Committees**

**Section 10.01. Standing Committees.** The Board shall have standing committees including, but not limited to the following: Executive Committee, Nominating Committee, Fund Raising Committee, Land Use Committee, History and Preservation Committee, Crime Reduction and Code Enforcement Committee, and Youth Engagement Committee. It is understood that some committees may not be in service as active committees until such time that the Board of Directors deems activation necessary for the betterment of the Organization. Active committees will be required to make quarterly reports to the NESCO Board.

**Section 10.02. Executive Committee.** The Executive Committee shall be composed of the President, the Vice-President, the Secretary, and the Treasurer, and shall be chaired by the President of the Organization. In the absence of a quorum of the board or between meetings of the Board, the Executive Committee shall exercise the full powers of the Board subject to the ratification of their actions at the next meeting of the Board where a quorum is present.

**Section 10.03. Nominating Committee.** The Nominating Committee shall be chaired by the Vice-president of the Organization. The Nominating Committee shall be responsible for locating, qualifying, and training individuals to serve as at-large Directors of the organization. This committee is also responsible for new Board Director training, including new Director responsibilities, orientation, and mentoring. Additionally, the Nominating Committee shall be responsible to locate, qualify, and train individuals to fill any positions requested by the Board of the organization or by the Chairs of the various committees of the board.

**Section 10.04. Fund Raising Committee.** The Fund Raising Committee shall either be chaired by the Treasurer of the Organization or a Board affirmed member of the Executive Committee. The Fund Raising Committee shall be responsible for locating and securing the resources necessary to complete the operations of the organization. This shall include the obtaining of funds, volunteers, publicity, and other resources as requested by the Board of the organization.

**Section 10.05. Land Use Committee.** The Land Use Committee shall be chaired by a nominated and affirmed Board Director. The Land Use Committee shall be responsible for developmental oversight, public hearing appearances, public meetings, and information collection regarding land usage in the NESCO boundaries.

**Section 10.06. Crime Reduction and Code Enforcement Committee.** The Crime Reduction and Code Enforcement Committee shall be chaired by a Board-appointed Director. The Crime Reduction and Code Enforcement Committee shall be responsible for developing and advancing the crime reduction and Code Enforcement agenda of the Organization in line with the strategic objectives of the Organization as approved by the Board.

**Section 10.07. History and Preservation Committee.** The History and Preservation Committee shall be chaired by a nominated and affirmed Board Director. This Committee shall be responsible for the identification, beautification, and preservation of various historical items, landmarks, buildings, roads, paths, trails, etc. in the NESCO boundary. This shall include the obtaining of funds through NESCO fundraisers, coordination of volunteers, coordination of publicity, and other resources as requested by the Board of the organization.



**Section 10.08. Youth Engagement Committee.** The Youth Engagement Committee shall be chaired by the Director of Youth Engagement of the Organization. The Youth Engagement Committee shall be responsible developing and advancing Youth Engagement in the NESCO area in line with the strategic objectives of the Organization as approved by the Board. Such efforts shall include efforts to engage youth in beneficial causes in the NESCO area.

**Section 10.09. Additional Committees.** The Board, by resolution adopted by a majority of the Board, may designate additional committees and sub-committees as the needs of the Organization shall from time to time require so long as all such committees are chaired by a Board Director. Said committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Organization.

**ARTICLE 11**  
**Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board. This power shall be exercised by affirmative vote of not less than sixty (60) percent of the total number of Directors following a mandatory review period encompassing at least one prior Board Meeting.

**ARTICLE 12**  
**Board Manual**

The Board of Directors shall cause to be written, approved, and maintained as needed from time to time by resolution of the board a board manual. Said Board Manual shall be considered as part of these by-laws and shall be incorporated into these bylaws for the governance of the organization.

---

**STATEMENT OF AFFIRMATION**

These By-Laws have been affirmed by a majority voice vote or by roll-call vote on the following date:

*Date:* \_\_\_\_\_

**Signed:** \_\_\_\_\_ **Signed:** \_\_\_\_\_

*Secretary*

*Treasurer*

**Signed:** \_\_\_\_\_ **Signed:** \_\_\_\_\_

*Vice President*

*President*