

# **FOSTER PARK NEIGHBORHOOD ASSOCIATION**

## **Constitution and By-Laws**

### **Article I Organization**

#### **Section 1. Name and Purpose**

This community group shall be known as Foster Park Neighborhood Association. Its purpose is the identification and solution of neighborhood concerns and promotion of general improvements. It shall function as a non-sectarian and non-profit organization to promote social welfare and neighborliness among its members.

#### **Section 2. Boundaries**

The boundaries of the Foster Park Neighborhood Association hereinafter referred to as the Association shall be Old Mill Road on the West, the North side of Lexington Avenue on the South, the West property line of Ambassador Services Facility on the East and the North side of West Foster Parkway on the North.

#### **Section 3. Membership**

Membership shall be open to all residents and property owners of the area within the Association boundaries. Voting members shall be those whose dues are paid, one vote per household.

### **Article II Meetings**

#### **Section 1. Annual Membership Meeting**

The annual membership meeting shall be held in May of each year. At said meeting, the Board of Directors shall be elected, the annual budget shall be presented and approved by the membership and any annual reports on the progress of the Association shall be presented.

#### **Section 2. Board of Director Meetings**

Meetings of the Board of Directors shall be held on dates, times and places determined by the President. Board meetings are open to the general membership. Notices of Board meetings are to be made public by methods of notification such as newsletters, signs or electronic media.

#### **Section 3. Special Meetings and all General Membership Meetings**

Special and general membership meetings may be called at any time by the majority of the Board of Directors, by the President upon his or her own motion or by written petition signed by at least 10% of the dues paying member households.

#### **Section 4. Notice of Meetings**

The date, hour and place of the May annual membership meeting and special and other general membership meetings shall be announced by written notice delivered to each household within the Association boundaries at least 5 days prior to the meeting. In the case of a special meeting, the written notice should state the purpose or purposes for the meeting.

### **Article III Voting**

#### **Section 1. Vote**

All items requiring a vote of the general membership shall be voted on at the May annual membership meeting or special meetings by the fully paid members of the Association.

#### **Section 2. Eligibility to Vote.**

Fully paid Association members are eligible to vote on matters that are presented to the general membership for vote at meetings. Fully-paid shall mean the member is current in payment of annual dues.

#### **Section 3. Absentee Vote**

A fully paid Association member may cast an absentee vote by personally delivering said vote in writing, duly signed by the member, to any member of the Board of Directors prior to a meeting.

#### **Section 4. Quorum**

A quorum is needed to transact business at the annual membership meeting or at any special meeting. Ten per cent (10%) of the dues paying member households shall constitute a quorum.

#### **Section 5. Majority Vote**

A simple majority is needed to carry a vote on items requiring a vote. A simple majority is defined as at least 51% of dues paying member households who are present to cast a vote.

### **Article IV Board of Directors**

#### **Section 1. Composition and Responsibilities**

The Board of Directors shall be composed of nine Directors: President, Vice President, Secretary, Treasurer, and five additional Directors. The immediate past President shall serve as an ex officio member.

The Board of Directors shall function to carry out all the business of the Association, with the exception of election of the Board of Directors, approval of the annual budget and amending the Constitution and By-Laws (see Article VI).

The Board of Directors shall have charge of and control the entire property of the Association such as membership funds, special assessments, Association books and records, etc.

All matters and policy as decided by the Board shall require a quorum. Voting shall be limited to the nine Directors who shall each have one vote on any and all issues properly presented to the Board. A minimum of five Directors shall constitute a quorum to transact business. A simple majority is needed to carry a vote.

The Board of Directors shall not incur any debt or liability exceeding the net assets of the Association. Any non-budget expenditure in excess of \$500 must be presented for membership approval at the May annual membership meeting or at a special meeting.

#### **Section 2. Election**

The Board of Directors shall be elected by a majority vote of the fully paid members of the Association present at the May annual membership meeting.

#### **Section 3. Term of Office**

Directors shall be elected for a one-year term. Terms begin on the July 1<sup>st</sup> following election at the annual membership meeting and ending on June 30<sup>th</sup> the following calendar year. During the transition period beginning after the election at the annual membership meeting and lasting through the immediately following June 30<sup>th</sup>, outgoing Directors and Officers shall make every reasonable effort to ensure newly elected Directors and Officers receive all relevant association information.

#### **Section 4. Removal of Director**

The term of office of any Director may be subject to termination for reasons of exceeding authority, for illegal, unethical or inappropriate conduct or for missing 2 consecutive Board meetings. Action for dismissal shall require an affirmative vote of at least six of nine members of the Board of Directors.

#### **Section 5. Resignation of a Director**

Any Director may voluntarily resign by submitting a written notice of resignation to an Officer of the Board of Directors indicating the effective date of relinquishment of the Director's duties.

#### **Section 6. Vacancy**

Whenever any vacancies occur in any office, other than the President, for any reason, the same shall be filled by appointment by the Board of Directors to serve for the balance of the term of office. Appointment to serve in a vacant office shall not be considered as an election to that office as outlined in Section 3 of Article IV.

A vacancy in the office of President shall be filled by special election.

#### **Section 7 Duties of Directors**

The Duties of the Directors shall be as follows:

**President** - The President shall preside at all the meetings and shall appoint chairpersons of such administrative committees as may be deemed necessary to the proper conduct of Association business.

**Vice-President** - The Vice-President shall preside at all meetings in case of the absence of the President. In case of vacancy in the office of the President, the Vice-President shall serve as President until a special election is held as outlined in Section 6 of Article IV.

**Secretary** - The Secretary shall keep the minutes of all meetings. The Secretary shall also be responsible for all other correspondence as directed by the President and the Board of Directors.

**Treasurer** - The Treasurer shall have the custody of and keep account of all money, funds, and property of the Association. The Treasurer shall render such accounts and present such statements to the Board of Directors as may be required. The Treasurer shall also keep an accurate record of all dues paying members of the Association.

**Directors** - The Directors shall serve as advisors to and as participating members of the Board of Directors.

## **Article V    Finances**

### **Section 1.            Dues**

Dues for the maintenance and benefit of the Association shall be \$50 annually, payable to the Treasurer by January 1 of each year. The amount of the dues, and the time of payment shall be established each year by action of the Board of Directors. Any change in the dues must be presented to the general membership for a vote.

The payment of such dues is a condition to the right to vote in any election of the Association and to remain a member in good standing thereof.

### **Section 2.            Financial Records**

All money collected by the Association, whether dues or otherwise, shall be delivered to the Treasurer of the Association for safekeeping, handling, accounting, and disbursing. The Treasurer shall keep appropriate ledgers and account books showing the source of income and the amounts and expenditures authorized by the Association. All money received by the Treasurer shall be deposited by the Treasurer in a checking account in a bank in the City of Fort Wayne, and all deposit slips showing such deposits shall be retained by the Treasurer. The checking account shall be in the name of "Foster Park Neighborhood Association" and any check drawn thereon must bear the signature of the current Treasurer or the current President.

The Treasurer shall receive and pay routine, current and budgeted bills and statements, keeping strict account thereof.

All checks, drafts, notes and orders for the payment of money exceeding \$500 shall be signed by any two of the following: President, Vice President or Treasurer.

All checks, drafts, notes and orders for the payment of money of \$500 or less shall be signed by the Treasurer or by the President.

The Treasurer shall account to the Board of Directors at each Board meeting for collections and disbursements. The ledgers and account books of the Association shall be open for inspection within a reasonable time frame upon written request to the Board by any dues paying member. All required financial statements are subject to audit.

## **Article VI    Amendments**

### **Section 1.            Amendments**

The Constitution and By-Laws may be amended at the annual membership meeting or at a special meeting by a simple majority vote.

### **Section 2.            Annual Review**

This Constitution and By-Laws shall be reviewed by the Board of Directors prior to the annual meeting every May to assess the validity, practicality and performance of said document.