

By-Laws

~ for the ~

HISTORIC IRVINGTON COMMUNITY COUNCIL

As adopted by the Board on

Tuesday, May 15, 2001

and published as of

Tuesday, July 16, 2001

Amended as indicated on April 15th 2003,

January 18th 2005

October 18th 2005

February 19th 2015

July 21st 2015

April 18th 2017

TABLE OF CONTENTS

1
2
3 I General
4
5 II Governing Structure, Amendments, Appeals and Interpretation
6
7 III Definitions, Mission & Purpose
8
9 IV Council Boundaries
10
11 V Council Board of Director Members
12
13 VI Executive Officers and Executive Committee
14
15 VII Duties of the Officers
16
17 VII Committees
18
19 IX Presidential Voting, Quorum, & Absentee Voting
20
21 X Board Meetings
22
23 XI Indemnification and Insurance
24
25 XII Dissolution
26
27 XIII Non - Discrimination
28
29 XIV Fiduciary Duties
30
31 Policies and Procedures
32
33 Amendments
34
35
36
37
38

1 **ARTICLE I:**
2 ***General***
3

4 **SECTION 1. NAME.** The name of the organization shall be The Historic Irvington Community Council,
5 Inc. (hereinafter referred to as the "Council").
6

7 **SECTION 2. PRINCIPAL OFFICE.** The post office address of the Corporation shall be Box 19721,
8 Indianapolis, Indiana 46219.
9

10 **SECTION 3. FISCAL YEAR.** The fiscal year of the Corporation shall begin the first day of January in
11 each year and end the last day of December of such year.
12

13 **ARTICLE II**
14 ***Governing Structure, Amendments,***
15 ***Appeals and Interpretation***
16

17 **SECTION 1 – GOVERNING STRUCTURE**
18

19 **Subsection A – By-Laws.** The structure and running of the Council shall be governed by the By-
20 Laws. No action by any member or officer may be taken that is in contradiction of the By-Laws
21 and any action so taken shall become void and without effect.
22

23 **Subsection B – Policies and Procedures.** In addition to the By-Laws, the Board of Directors may
24 also, from time to time, establish and amend Policies and Procedure not inconsistent with the By-
25 Laws. The Policies and Procedures shall be binding upon the Board and the Membership to the
26 extent they are not inconsistent with the By-Laws. Any Director may propose a change to a policy
27 and it only requires a simple majority to pass. The policy must wait until the next regularly
28 scheduled meeting before it can be voted upon.
29

30 **SECTION 2 – AMENDMENTS TO THE BY-LAWS.** The power to make, alter, amend or repeal the
31 By-Laws is vested in the Board of Directors.
32

33 **Subsection A – Proposal.** Any current Director may propose an amendment to the By-Laws.
34 Such proposal may be put forth at any meeting of the Council.
35

36 **Subsection B – Review.**
37

38 **Paragraph 1 – By Board.** To give Board members appropriate time for review, the
39 amendment must wait until the next official Council meeting before it can be voted on.
40

41 **Paragraph 2 – By-Laws Committee.** The President or a simple majority of the Directors,
42 may have an amendment sent to the By-Laws Committee for review and recommendation.
43 The By-Laws Committee must meet before the next Council meeting to give its
44 recommendation to the Board.

1
2 **Subsection C – Recommendation.** Once a proposed amendment to the By-Laws is brought back
3 to the Council for a vote, a two-thirds (2/3rds) majority vote of the Board shall be required for
4 change.

5
6 **Subsection D – Record Keeping.** The Board shall include a record of changes to these By-Laws
7 at the end of this document. Changes recorded shall include the date and vote total for which any by-law
8 was added or repealed (added 2/19/15). The addition of any By-Law shall be noted in the section to which
9 it is added. (Added 3/07/03) Records shall be made available on request. The Council shall have a
10 depository for its public records. The specific depository shall be named in the Policies and Procedures.

11
12 **SECTION 3 – INTERPRETATION**

13
14 **Subsection A – Robert’s Rules of Order.** Unless otherwise specified in the By-Laws, all Council
15 related business shall be conducted according to the current edition of Robert’s Rules of Order.

16
17 **Subsection B - Gender** The use of nouns or pronouns of the masculine gender throughout this
18 document are intended to include and shall be construed to include the feminine.

19
20 **ARTICLE III:**
21 ***Definition, Mission & Purpose***

22
23 **SECTION 1 DEFINITIONS.** As used in these By-Laws, the following words shall have meanings herein
24 stated:

25
26 **Subsection A - Member** means those persons who are at least eighteen (18) years of age and
27 1. A resident, or
28 2. A property owner, or
29 3. (Changed 3/7/03) An owner, manager or director of a legally established business, located at a
30 legal street address within the designated Council Boundaries (the “Community”).
31 *** Note – Only Directors are allowed to vote on Council business.

32
33 **Subsection B - Director** means those members elected or appointed to represent the membership
34 on the Council’s Board of Directors.

35
36 **Subsection C – Voting.** Only Board of Director Members shall enjoy voting privileges concerning
37 Council business.

38
39 **Subsection D – Executive Officer.** Refers to those 4 members serving as President, Vice-President,
40 Secretary or Treasurer.

41
42 **SECTION 2 MISSION & PURPOSE**

43
44 **Subsection A - Mission.** In accordance with the Articles of Incorporation, the mission of the
45 Council is to have a positive, lasting impact on the quality of life in Irvington, (Added 3/7/03) and
46 thus Greater Indianapolis as a whole. Through active partnerships with other civic groups,

1 businesses, schools, libraries, neighbors and government, our intent is to make a sustained and
2 positive impact upon the stability and growth of the neighborhood. We will seek this through our
3 support of public art and entertainment (e.g., music, film, festivals); through an active interest in
4 local environmental concerns (e.g., waterways, green space); and other projects and partnerships
5 that protect property values, encourage business and foster pride in our community.
6

7 **Subsection B - Purpose**
8

- 9 1. To be a non-partisan representative civic organization in and for the Irvington Community of
10 Indianapolis, Indiana.
11
12 2. To enhance and preserve a desirable quality of life for the Irvington Community.
13
14 3. To promote activities and support projects which will benefit the people and businesses of the
15 Irvington Community.
16
17 4. To work with and advise governmental and private institutions with regard to improving the
18 Irvington Community.
19
20 5. Provide input to city government to assist them in prioritizing services planned for the
21 Irvington Community.
22
23 6. To support and coordinate activities with other civic organizations which work for the benefit
24 of the Irvington Community.
25
26 7. Sponsor community activities that bring neighbors together.
27
28 8. Any other purposes for which corporations may be established under the Indiana-Not-For-
29 Profit Corporation Act of 1971 and as amended from time to time.
30

31 **ARTICLE IV:**
32 ***Council Boundaries***
33

34 **SECTION 1 – MEMBERSHIP BOUNDARIES.** The Council boundaries shall be as follows:
35

36 **North:** South of the centerline of East 10th Street from its intersection with the centerline of Emerson
37 Avenue eastbound to its intersection with the centerline of Pleasant Run Parkway (N. Kitley Ave.).
38

39 **East:** West of the centerline of Pleasant Run Parkway from its intersection with the centerline of East 10th
40 Street southbound to the south Corporation boundary of Warren Park Indiana; thence southeast following
41 Warren Park corporate boundary to its intersection with the centerline of N. Edmondson Avenue; thence
42 southbound and west of the centerline of N. Edmondson Avenue to its intersection with the former railroad
43 right-of-way; thence westbound to its intersection with the centerline of S. Kitley Avenue; thence west of
44 the centerline of S. Kitley Avenue southbound to its intersection with the centerline of E. Brookville Road.
45

1 **South:** North of the centerline of E. Brookville Road westbound from its intersection with the centerline of
2 S. Kitley Avenue to its intersection with the centerline of S. Emerson Avenue.

3
4 **West:** East of the centerline of South Emerson Ave. from its intersection with the centerline of E. Brookville
5 Rd. northbound to its intersection with the centerline of E. 10th St.
6

7
8 **ARTICLE V:**
9 *Council Board of Directors*

10 **SECTION 1 – Composition:** The voting members shall be a Board of Directors consisting of no more than
11 sixteen (16) Directors who meet the residency requirements described in Article III, Section 1, Subsection
12 A (Amended 04/21/17).
13

14 **SECTION 2 – Term:** Each member duly appointed to the Board of Directors shall be ineligible to serve
15 the Board after service of 20 cumulative years.
16

17 **SECTION 3 – Duties:** The Board shall govern/manage the business affairs of the corporation, subject to
18 the limitations of the Article of Incorporation and the State laws regulating nonprofit organizations. The
19 Board has the authority and power to establish policies and regulations for the operational management of
20 the organization. The Board has ultimate authority over all business & actions of the Council. (Reference
21 to districts deleted 6/21/15). The members of the Board of Directors shall attend all regular and called
22 meetings of the Council. They shall vote on all issues and actions as may be required. They shall in all
23 respects faithfully represent the overall best interests of Irvington (Added 04/21/17).
24

25 **SECTION 4 – Violations.** If any action by a Director is believed to be in violation or contradiction of
26 the By-Laws, notice of such allegation shall be given to the Vice President or the President. The matter
27 shall then be resolved by the Board of Directors.
28

29 **SECTION 5 – Vacating Office:** Members of the Board of Directors may vacate their office by death,
30 resignation, or removal.
31

32 **Subsection A – Resignation:** Any member of the Board of Directors may submit (Changed 3/7/03)
33 notification of resignation to the Secretary of the Board. (Changed 3/7/03) The resignation shall
34 become effective (Changed 3/7/03) upon receipt by the Board.
35

36 **Subsection B – Removal:** Any member of the Board may be removed for cause or by failure to
37 attend meetings
38

39 **Paragraph 1 – With Cause.** The Board of Directors may, after showing good cause and
40 hearing all sides of the issue(s), remove any Director by a two-thirds (2/3) vote providing
41 that such Director shall be previously notified by registered mail, that charges against
42 him/her have been filed for removal, and such notification must be postmarked at least
43 twenty-one (21) days prior to any hearing of the issues.
44
45
46

1 **Subsection B – Duties:** The duties of the Executive Board shall be as follows:
2

- 3 ▪ Issue checks and drafts not requiring prior Board approval.
- 4
- 5 ▪ Issue any correspondence not requiring prior Board approval.
- 6
- 7 ▪ All meetings of the Executive Committee shall be called by the President.
- 8

9 **Subsection C – Appeal.** Any member of the Council may appeal any action of the Executive
10 Committee during any regular Board meeting and such action shall be reversed in the event of a
11 majority vote to that effect.
12

13 **ARTICLE VII**

14 *Duties of the Officers*

15

16 **President** The President shall preside at all meetings of the Board of Directors. The President shall be an
17 ex-officio member of all committees and shall have the authority to appoint individuals to those committees.
18 The President shall have the authority to call special meetings of the Executive Committee or Board of
19 Directors upon giving due notice. The President shall be responsible for setting the agenda of the Council
20 meeting.

21

22 **Vice President.** The Vice President shall act as President Pro-Tem in the absence of the President and shall
23 assist the President in all matters of business before the Council or Board. If for any reason the President
24 cannot fulfill his term, the Vice President shall move into the position of President.

25

26 **Secretary:** The Secretary shall record the minutes of each meeting of the Board. A copy of those minutes
27 shall be distributed to each member of the Board prior to the following meeting. All correspondence shall
28 be answered by the Secretary, if requested by the President;
29

30 **Treasurer:** The Treasurer shall be responsible for receiving and depositing in an appropriate bank account,
31 all funds received in the name of the Council. The Treasurer shall be responsible for making payment from
32 said account on approval of the Board. All federal, state and local tax or corporate reports shall be filed by
33 the Treasurer.

34

35 **Subsection A – Assistant Treasurer.** The Treasurer may appoint an assistant treasurer to help with
36 their functions including writing or depositing of checks. The assistant Treasurer cannot fill in for
37 Executive Officer duties in any manner.

38

39 **ARTICLE VIII**

40 *Committees*

41

42 **SECTION 1 – MEMBERSHIP.** Membership in all standing and special committees shall be open to all
43 Members. The President shall appoint a Director to serve on each committee to serve as a representative of
44 the Council. The Director appointed does not have to serve as Chair.

1
2 **SECTION 2 – RULES.** Rules regarding the running of a committee shall be implemented by its Chair as
3 long as they are not inconsistent with the By-Laws.

4
5 **SECTION 3 – AUTHORITY.** All standing and special committees have recommendation authority only.
6 They shall not be able to spend money, enter into contracts or take any other official action on behalf of the
7 Council without the express consent of the Board.

8
9 **SECTION 4 – DONATIONS.**

10
11 **Subsection A – In General.** No Committee, Director or Officer, without the express consent of the
12 Board may spend or donate Council funds without prior approval of the Board.

13
14 **Subsection B – Community Organizations or Charities.** No funds may be given to any
15 community organization or charity without prior Board approval even if it was included in the
16 budget.

17
18 **SECTION 5 – STANDING COMMITTEES.** The standing committees of the Council shall be:

19
20 **Subsection A – Zoning and Land Use Committee**

21
22 **Subsection B – Municipal Services Committee**

23
24 **Subsection C – Events and Festivals Committee**

25
26 **Subsection D – Public Relations Committee**

27
28 **SECTION 6 – CREATION OF SPECIAL COMMITTEES**

29
30 **Paragraph 1 – By the President.** The President may establish special committees which
31 may serve on either a terminable or ongoing basis. The chairman of a special committee
32 created by the President shall be appointed on at least an annual basis by the President and
33 shall report to him. The President may also direct that a special committee report directly to
34 a standing committee or another Director. The chairman of a special committee shall then
35 be appointed by the chairman of that standing committee, or officer, to whom he reports.

36
37 **Paragraph 2 – By the Board.** The Board of Directors may also establish special
38 committees which may serve on either a terminable or ongoing basis. The chairman of a
39 special committee created by the Board shall be appointed on at least an annual basis by the
40 Board and shall report to them. The Board may also direct that a special committee report
41 directly to a standing committee or a Director. The Chair of a special committee shall then
42 be appointed by the chairman of that standing committee, or officer, to whom he reports.

ARTICLE IX

Presidential Voting, Quorum, Absentee Voting, & Electronic Voting

SECTION 1 – PRESIDENTIAL VOTING. In all questions that come before the Board or a Committee, the President or acting President of the Board or Committee shall only vote if his vote will make a difference in the outcome of the vote. The President may vote after the decision has been made in order to have a vote on record. The President may vote by proxy or absentee if they are not in attendance since they are not acting in the capacity as President for that meeting. (Added 3/7/03) The President shall vote on all supermajority issues.

SECTION 2 – QUORUM. A majority greater than 50% (>50%) of the current membership of the Board of Directors shall constitute a quorum for purposes of doing business. In the event that a quorum is not present, the President may conduct the business of the meeting as usual, but all actions taken or acted upon must be ratified by the Board at its next regular meeting.

Subsection A – Continued Lack of Quorum. If for two (2) regularly scheduled meetings in a row, a quorum is not present, the Board may act for (1) one night as though they have a quorum. (2) Two additional months must pass before such action may be taken again.

(Deleted November 16, 2004)

(Deleted 3/7/03)

SECTION 3 – ABSENTEE VOTING. A Council member shall be allowed to vote absentee on a specific question or election. To vote absentee, the Director must state, in writing, the specific question or election for which he intends to vote and what his vote will be on that question or election. This written statement must be delivered to the President or acting President of the meeting at or before the meeting in which the vote is to take place. In the event the question or election to which the Director is voting absentee changes in a material fashion from the way stated or intended in the Director's written statement, then it shall no longer be a valid vote. The determination of whether an absentee vote is still valid shall be made by the President or acting President of the meeting.

(Deleted 3/7/03)

(Deleted 3/7/03)

Section 4 – ELECTRONIC VOTING. The Council President may call for an electronic vote via email on an issue, question, or request that arises between regular Board meetings. The total number of votes cast for, against, and abstaining must equal a quorum of Directors. Such votes will be considered as binding as votes taken at regular meetings, and documented in the minutes of the next regular Board meeting. (Added 2/19/15).

ARTICLE X

Board Meetings

1 **SECTION 1 – TIME AND PLACE.** Regular meetings will be held the third Tuesday of each month at a
2 time and location to be publicly announced. There will be no regular meeting held in December.

3
4 **SECTION 2 – SPECIAL MEETINGS.** The President may call a special meeting of the Board with at
5 least 3 days notice. Time and place to be determined by the President.

6
7 **SECTION 3 – ANNUAL MEETING.** The regularly scheduled February meeting of the Board shall
8 constitute the required Annual Meeting.

9
10 **SECTION 4 – VOTING.** All votes cast by the Board shall be recorded (Added 3/7/03) by count in the
11 minutes and be made available to the general public on request. (Deleted 3/7/03)

12
13 **SECTION 5 – EXECUTIVE SESSIONS.** All meetings of the Board shall be open to all Members.
14 However, upon request of the President or upon request and approval by a majority of the Board, an
15 Executive Session may be held. The Executive Session shall be open only to Directors or individuals the
16 Board invites. No official decisions or votes regarding the Council, its members or the community may take
17 place during an Executive Session. Any decisions made during an Executive Session are not official unless
18 so voted on by the Board in public.

19
20 **ARTICLE XI**
21 *Indemnification and Insurance*

22
23 **SECTION 1 – INDEMNIFICATION** The Corporation shall indemnify any Director or Officer of the
24 Corporation, or any former Director or Officer of the Corporation, for actions in the interest of the
25 corporation, to the extent indemnification is required or permitted by law; provided, however, that expenses
26 of any Director or Officer of the Corporation incurred in defending and action, suit or proceeding, civil or
27 criminal, may be paid by the Corporation in advance of the final disposition of such action, suit or
28 proceeding, at the discretion of the Board, but only following compliance with all procedures set forth and
29 subject to all limitations as provided by law.

30
31 **SECTION 2 – INSURANCE.** Insurance shall be such as authorized by the Board.
32

33 **ARTICLE XII**
34 *Dissolution*

35
36 **SECTION 1 – Dissolution** In the event of the complete liquidation, dissolution of the Corporation, or the
37 winding up of its affairs, the Board of Directors shall, after paying or making provisions for the payment of
38 all the liabilities of the Corporation, distribute all the assets of the Corporation exclusively for the purpose
39 of the Corporation in such a manner, or to such organizations or organizations organized and operated
40 exclusively for charitable, educational, religious or scientific purposes as shall at the time qualify as an
41 exempt (Added 3/7/03) Irvington organization or organizations under Section 501(c)(3) of the Internal
42 Revenue Code of 1986, as amended, or corresponding provisions of any subsequent Federal tax laws, as the
43 Board of Directors shall determine. Any assets not so disposed of shall be disposed of by the Judge of the
44 Circuit Court of Marion County, Indiana exclusively for such purposes or to such organizations, as said
45 Court shall determine, which are organized and operated exclusively for such purposes.

1
2
3
4
5
6
7
8

ARTICLE XIII

Non -- Discrimination

9
10
11
12
13
14
15
16
17
18

SECTION 1 - The services and activities of this Corporation shall at all times be administered and operated on a **nondiscriminatory** basis without regard to color, national origin, sex, religious preference, creed, age, physical impairment or sexual orientation.

19
20
21
22
23
24
25
26
27
28
29
30

ARTICLE XIV

Fiduciary Duties

31
32
33
34
35
36
37
38
39
40
41
42
43
44
45

SECTION I – CONTRACT AUTHORITY. The power to enter into contracts on behalf of the Council shall be vested solely in the Board of Directors. However, the Board may authorize any Officer or Officers, agent or agents of the Board to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Except as provided in the By-Laws, no Officer, agent, or employee shall have any power to bind the Council or to render it liable for any purpose or amount unless so authorized by the Board of Directors.

SECTION 2 – EXPENDITURES

Subsection A – Standard Procedure. (added November 16, 2004) Any previously approved budget line item may be spent without further approval, UNLESS the amount exceeds the line item amount or includes funds ‘shifted’ from another line item. Any expense, other than those previously budgeted and approved made by or on behalf of the Council of (Changed 3/7/03) Five Hundred Dollars (\$500.00) or greater shall require prior approval by the Board. This shall apply to initial outlays of funds in addition to any contract or other financial understanding entered into, by or on behalf of the Council in which a total expenditure of (Changed 3/7/03) Five Hundred Dollars (\$500.00) is realized. (Deleted November 16, 2004) If no quorum is present and financial approval is needed, the Board may vote for said item pursuant to rules in these By-Laws.

Subsection B – Emergency Procedure. In the event of an emergency, when prior Board approval is not possible, then an expense of (Changed 3/7/03) Five Hundred Dollars (\$500.00) or greater must be requested by two (2) Directors who are not the President or Vice-President. The request must then be approved by the President and the Vice- President. If, for any reason, the President and/or the Vice President cannot or do not approve the request, the request can be approved by a majority of the Directors. In the event such an expenditure is approved, the Directors requesting the funds, shall, within forty-eight (48) hours of receiving appropriate approvals shall, in good faith attempt to notify the remaining Directors.

The Directors requesting the funds must wait an additional forty-eight (48) hours before making a commitment to spend the funds. In that time, if a majority of the Directors notify the requesting officers, President and Vice President that they do not agree with the expenditure, then the expenditure is not approved. However, as soon as a majority of the Board approves the request, the expenditure may be made.

1 **Subsection C – Reimbursement Procedure.** All requests for reimbursement from the Council
2 must be submitted in writing and with the appropriate supporting documentation. If documentation
3 is not presented, the Board must approve a request for reimbursement before payment can be made.
4 The requests must be signed by the individual requesting the reimbursement and approved by another
5 Director. An Executive Officer must then sign to approve the request for reimbursement. The same
6 individuals signing the check may not sign the request or approval for reimbursement. No Council
7 or Executive Officer may approve his own request.
8

9 **Paragraph 1 – Timing.** Receipts for expenses must be turned in no later than 60 days after
10 the actual expenses. Any reimbursement requests after 60 days must have Board approval.
11

12 **Subsection A – Authority.** The power to sign all checks, drafts, or other orders for payment of
13 money by the Council shall be vested in the President, Vice President, Treasurer, Assistant Treasurer
14 and Secretary. Signatures of these people shall be on file at an appropriate bank. Two (2) of these
15 signatures SHALL be used to make a check valid. Upon completion of the term of any of these
16 Council members, their name shall be removed from the account.
17

18 **Subsection B – Keeping of the Checkbook.** The Treasurer shall be the primary officer responsible
19 for the keeping and maintaining of the checkbook.
20

21 **Subsection C – No one available to write checks.** If the Treasurer becomes aware that he will not
22 be available or capable of writing checks for three (3) or more days, arrangements shall be made to
23 make the checkbook available to the President and/or Vice President. The Treasurer or other
24 executive officers shall be considered not available if they are more than fifty (50) miles away from
25 Irvington.
26

27 **SECTION 4 – DEPOSITS (deleted November 16, 2004)** (Deleted 3/7/03)(added November 16, 2004)
28 Subsection A – The Treasurer shall deposit funds in a timely manner.
29

30 **Subsection A – Returned Checks.** The board shall set from time to time, an amount as a fine for
31 any returned checks. The fine must be at least the amount charged to the council for a returned
32 check.
33

34 **SECTION 5 – REPORTS.**
35

36 **Subsection A – Monthly.** The Treasurer shall, on at least a monthly basis, be responsible for
37 reporting to the Board on the financial status of the Council. This report shall include, but not limited
38 to the following:
39

- 40 1) Balance sheet
41 2) Income Statement
42 3) A record of all checks written since the last report, detailing:
43 ▪ Check Number
44 ▪ Amount
45 ▪ Recipient
46 ▪ Event
47 ▪ Purpose

1 **AMENDMENTS**

2
3 Ratification

4
5 The By-Laws were adopted in whole by the Board on May 15 2001. A Copy of the old by-laws were
6 given to the Board President at the time to be passed down. That President was Maria Matters, Strodman
7 & Associates, 384 Buck Creek Road, Cumberland, IN 46229.

8
9 **Amendments**

10 Vote totals are available in the minutes

11
12 The By-Laws were amended as indicated on April 5th 2003

13
14 The By-Laws were amended as indicated on January 18th 2005

15
16 The By-Laws were amended as indicated on October 18th 2005

17
18 The By-Laws were amended as indicated on February 19, 2015

19
20 The By-Laws were amended as indicated on July 21, 2015

21
22 The By-Laws were amended as indicated on April 18, 2017