

AMENDED CODE OF BY-LAWS **April 12, 2023 Final Draft**
OF
WESTSIDE IMPROVEMENT ASSOCIATION, INCORPORATED
OF EVANSVILLE

ARTICLE 1

IDENTIFICATION

The name of this Corporation is Westside Improvement Association, Incorporated of Evansville, a corporation formed pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971.

The principal office address of the corporation is Post Office Box 6172, West Wabash Station, Evansville, Indiana 47719-0172. The name of its Residing Agent in charge of the Corporation's principal office shall be the presiding President of said Corporation.

Corporate Records, Equipment, and Supplies are located at an address established by the Board of Directors. That address is subject to change as deemed necessary by the Board of Directors.

The boundaries of the Westside Improvement Association, Incorporated of Evansville, shall be the Gibson County Line to the north running from Posey County Line to St. Joseph Avenue. The eastern boundary will be St. Joseph Avenue to Diamond Avenue, Diamond Avenue to Fulton Avenue, Fulton Avenue to the Ohio River, west to the Posey County Line. The southern boundary will be the Ohio River from Fulton Avenue to the Posey County Line. Where formal, recognized neighborhood associations reside within the boundaries, or on boundary lines, action pertaining to these areas will be coordinated with affected county and/or neighborhood associations.

STATEMENT OF PURPOSE

Westside Improvement Association, Incorporated of Evansville, is organized for the sole purpose of acting for the betterment of the west side of Vanderburgh County and strictly for not for-profit purposes, exerting influence upon public and private sectors to accomplish those objectives which will enhance the natural environment of the west side of Vanderburgh County and serve the common good of the residents.

This organization is formed exclusively for the purpose of furthering the common welfare and wellbeing of the community in accordance with Section 501(c)(3) of the Internal Revenue Code and for the general improvement of the west side of Vanderburgh County as well as educational and charitable purposes.

ARTICLE II

MEMBERSHIP

The Corporation shall have members, designated as "General Members" composed of residents of Vanderburgh County representing west side businesses, agencies, organizations, institutions, and/or neighborhoods, and any other interested individuals.

Section 1. Voting Rights

All Members shall be entitled to one vote, each, on each matter submitted to a vote of the Membership. Organizations and/or corporations must designate a voting representative for their membership.

Section 2. Transfer

Membership in this Corporation is not transferable or assignable.

Section 3. Contributions

Volunteer contributions are accepted by the organization and deposited to the Westside Improvement Association treasury to be used for office supplies and other operating expenses necessary to carry out the purpose of the Corporation. Donations given for a specific project will be restricted to that project and accounted for as restricted donations.

Section 4. Annual Membership Dues

Individual membership and organization/corporate membership dues will be set by the Board of Directors each October for the coming calendar year. Dues are payable by March 1. Membership will entitle the applicant to a one-year subscription to the newsletter through the fiscal year and voting rights at meetings. All members are entitled to a copy of the Association's By-laws. These are available upon request and on the Association's Website. (As specified in Article X, Section 2, the Association's fiscal year is concurrent with the calendar year.)

A Century Membership is available to those individuals, households, or organizations wishing to contribute \$100.00 or more annually. In addition to those entitlements owed to general membership, Century Members will be acknowledged with an honorable mention in the monthly newsletter and website, and will receive a complimentary invitation to the annual Westside Improvement Association Awards Banquet. Membership paid after October 1st of the current year will be applied to the following year.

The Board of Directors may waive or adjust membership fees when it deems beneficial to the Westside Improvement Association.

ARTICLE III

GENERAL MEETING OF MEMBERS

Section 1. General Membership Meetings

General Membership meetings shall be held at minimum four times each year, including the annual banquet/meeting in November, and other meetings scheduled at the discretion of the Board of Directors. Dates and times of general meetings will be set at the January Board meeting each year and announced in the next newsletter and on the web site.

Locations will be set as early as possible and announced by the same means. December will be a recess month. These meetings shall be public meetings with officials and media invited.

Section 2. Special Meetings

Special meetings of the Membership may be called by the President and/or Board of Directors. Written or printed notice stating the place and hour of any meeting of Members shall be delivered either personally or by postal or email to each member entitled to vote at such meeting, no less than three days before the date of such meeting.

Section 3. Annual Meeting/Banquet

An Annual Meeting/Banquet of all members will be held in November to elect officers and the Board of Directors.

Section 4. Quorum

At any meeting where twenty of the General Membership are present, there is a quorum for voting. If a quorum is not present at any meeting of its members, a majority of the members present may adjourn the meeting.

ARTICLE IV

BOARD OF DIRECTORS

Section 1. General Powers

The affairs of the Corporation shall be managed by its Board of Directors. All Directors shall be members in good standing of the Corporation. The Board of Directors shall be responsible for establishing an annual budget submitted by the Treasurer and Finance Committee and must formulate annual financial goals for the Corporation. No statement of position shall be made public without approval of the Board of Directors. Committee chairs and technical experts may be granted permission by the Board to represent the Association within their areas of expertise as it pertains to Association interests.

Section 2. Qualifications

The Board of Directors shall be composed of not less than **fifteen** members, representing various west side businesses, agencies, organizations, institutions, neighborhoods, and/or individuals. The maximum number of Directors may be designated by the Membership from time to time.

All officers, the immediate past president, and standing committee chairs are automatically members of the Board of Directors. Officers and committee chairs may act as agency/organizational or At Large representatives while serving as officers or committee chairs.

Agencies and organizations having a granted position to the Board are:

- Neighborhood Associations-registered within or partially within our boundaries
- The University of Southern Indiana and members of its Student Government Association
- Reitz High School and Mater Dei High School representative-may be a member of the faculty or staff, or a student in the junior or senior year.

Agencies and organizations may name a new representative annually (terms to start January 1) or may change representatives when necessary due to relocation, job changes, etc. They may also opt to continue a representative's service for multiple terms. The Board of Directors may decide to add additional agency/organization slots as deemed appropriate.

All other members of the Board of Directors shall hold At Large seats and must be members in good standing of the Association. The number of At Large seats may vary from year to year, but shall always be sufficient to bring the total number of Directors to a minimum of fifteen.

At Large Board Members in good standing may be asked by the Nominating Committee to serve an additional term.

Board Members are expected to attend all Board meetings. Necessary absences may be excused by notifying the President or Vice President in advance. Board Members having more than three unexcused absences from Board meetings without sending an alternate will be asked to resign. Resignations shall be submitted to the President in writing.

Section 3. Regular Meetings.

The Board of Directors shall meet monthly, except in December, on a schedule to be determined and published each January. Special meetings may be called by, or at the request of, the President. General membership meetings may serve as monthly meetings for the Board of Directors.

Section 4. Notice.

Notice of any special meeting of the Board of Directors shall be given at least three days previous thereto, delivered personally or sent by text or email to each Director at his or her contact as shown by the records of the Corporation.

Section 5. Quorum.

A quorum of the Board of the Directors shall be the majority of its members present.

Section 6. Vacancies.

Any vacancy occurring in the Board of Directors may be filled by the Board of Directors for the unexpired term, in compliance with Article 4, Section 2.

ARTICLE V

OFFICERS

Section 1. Officers

The officers of this corporation shall be a President, Vice President, Director of Public Outreach, Director of Membership, Secretary, and Treasurer. Officers shall be elected by the Membership of the Corporation, at the Annual Banquet Meeting. Any person who is a General Member shall be qualified to be elected an officer. The minimum period of membership before becoming President shall be one year on the Board of Directors.

The President, Vice President, Director of Public Outreach, Director of Membership, Secretary, and Treasurer will comprise the Executive Board along with the immediate past president. The duties of the Executive Board are to carry out the administrative responsibilities of the Westside Improvement Association and to review and update the Code of By-Laws for the Corporation. Policy directed by the Board of Directors will be implemented by the Executive Board and the Executive Board will perform the day-to-day operations of the Corporation. The Executive Board, after due diligence, is authorized to spend up to \$500.00 on decisions needed. Anything above that amount will need the Board of Directors majority vote.

Section 2. Vacancies

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

Section 3. President

The President shall be the principal executive officer of the Corporation, and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the members and of the Board of Directors and shall deliver a report of the Corporation's activities to the Board of Directors and Members at their respective meetings.

The President shall sign, with the Secretary, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors may authorize to be executed, and in general, shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time notwithstanding Article V, Section 4. The President will be an ex-officio

member of all committees.

The President will serve for a one (1) year term and may serve up to one (1) additional term consecutively, if elected.

Section 4. Vice-President

In the absence of the President, or in the event of the President's inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the President. The Vice-President shall schedule locations for general membership meetings and organize the program and make all arrangements for the Annual Banquet Meeting. The Vice-President shall perform such other duties as, from time to time, may be assigned to the Vice-President by the President, or by the Board of Directors.

The Vice-President will serve for a one (1) year term and may serve up to one (1) additional term consecutively, if elected.

Section 5. Director of Public Outreach

In the absence of the Vice-President, or in the event of the Vice-President's inability or refusal to act, the Director of Public Outreach shall perform the duties of the Vice-President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Vice-President. The Director of Public Outreach shall chair the annual Fred Padgett Award and Scholarship Awards. The Director of Public Outreach will perform other duties from time to time, as assigned to the Director of Public Outreach by the President, or by the Board of Directors.

The Director of Public Outreach will serve for a one (1) year term and may serve up to one (1) additional term consecutively, if elected.

Section 6. Director of Membership

The Director of Membership shall maintain an up-to date list of all general and board members; maintain a current list of all committee chairs and co-chairs; and serves as chair of the Membership Committee.

The Director of Membership may serve any amount of terms if elected to each term.

Section 7. Secretary

The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors. The Secretary shall see that all notices are duly given in accordance with the provisions of these By-Laws, or as required by law, and shall be the custodian of the corporate records and of the seal of the Corporation. The Secretary shall, in general, perform all duties as related to the office of Secretary and such other duties as, from time to time, may be assigned to the Secretary by the President, or by the Board of Directors.

The Secretary may serve any number of terms if elected to each term.

Section 8. Treasurer

If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his duties, in such sum and with surety as the Board of Directors shall determine. The corporation will pay for the bond if needed. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the Corporation; receive and give receipts for monies due and payable to the Corporation in such bank or other depositories as shall be selected by the Board of Directors. In general, the Treasurer shall perform all the duties incident to the office of Treasurer, shall serve as an ex-officio member of the Finance Committee, and other such duties as, from time to time, may be

assigned to the Treasurer and shall also submit the various not-for-profit reports as required by state, federal, and local governments.

A budget shall be prepared for each year and shall be presented at the February Board of Directors meeting. The Treasurer shall report to the Board of Directors all monies received, expended and present balance at each monthly meeting. A financial statement will be prepared for distribution to the Board of Directors at each board meeting. Books shall be available to the Finance Committee for review or audit at their discretion.

The Treasurer may serve any amount of terms if elected to each term.

ARTICLE VI

COMMITTEES & APPOINTED POSITIONS

Standing Committees

The following committees have been adopted and in general shall be the Standing Committees. Chairmen and members of these committees shall be selected from the Membership. The chairman of these committees shall be appointed by the President and the members of each committee shall serve at the discretion of the Committee Chairman.

The Committee Chairman shall be responsible for the following duties:

1. Keep a record of their work to pass on to the next chairman.
2. Report the Committee's progress to the Board of Directors.
3. Have regular contact with committee members regarding current committee accomplishments, future goals and plans.
4. Have all plans and programs authorized by the Board of Directors. Obtain joint written permission from the President and Treasurer for expenditures in excess of those budgeted. Receipts for all expenditures are required for the permanent records of the Corporation.

Section 1. Trails and Parks Committee

The trails activities will be to improve upon, develop, plan, coordinate and/or collaborate to establish and help to bring awareness surrounding existing and future trails for walking, running, hiking, and/or biking. The committee will work with governmental agencies, citizens, and civic groups to bring parks up to appropriate standards. The Association will advocate for park facilities that are needed on the west side. This committee will coordinate its activities with the other committees.

Section 2. Land Use and Transportation Committee

Land Use will keep a check on rezoning and changes in ordinances and laws which affect the west side. The committee will make contact with governmental agencies. The Committee will acquaint themselves with all facts about roads and transportation affecting the west side. This group will evaluate present and future public road goals and will aid other agencies in developing plans that are in the best interest of west side citizens. This committee will coordinate its activities with the other committees.

Section 3. Media Committee

The committee will make frequent contacts with the Chair of other committees to publicize their activities when appropriate. All of the committee's activities shall be approved by the President who stands as Ex-Officio member of this committee. Media committee will maintain an active broad (comprehensive) media presence in order to promote the work/mission of WIA and maintain good public relations, west side community education and membership outreach.

Section 4. Finance Committee

Finance Committee will prepare an annual budget and Financial Statement for the Treasurer to submit to the Board of Directors at the February meeting each year. The Treasurer shall be an ex-officio member of the Finance Committee. The Committee shall aid the Treasurer in submitting the Federal and State of Indiana Agencies non-profit forms, taxes, and incorporation papers to the Board of Directors.

Section 5. Membership Committee

The Membership Committee will plan, coordinate, and monitor an annual membership campaign. The Director of Membership shall serve as a Chair of this committee.

Section 8. Fall Festival Committee

The Fall Festival Committee will plan, organize, and carry out the activities related to the Westside Improvement Association's participation in the Westside Nut Club Fall Festival and will provide an annual detailed report of income and expenditures, along with recommendations for changes to products, procedures, and equipment.

APPOINTED COMMITTEES & POSITIONS

Section 1. Nominating Committee

A Nominating Committee chairman shall be appointed by the President no later than July 1 of each year. This committee will be established for the sole purpose of selecting a slate of officers, and Board Members, to serve for the ensuing term. The committee will be disbanded immediately after elections. This committee shall have a total of three (3) members.

Section 2. Ad Hoc Committees

The President or Director of Public Outreach shall appoint ad hoc committees to carry out the business of the organization.

Section 3. Appointed Positions

The President, in consultation with the Executive Committee, shall appoint members with the appropriate experience and/or technical expertise to the following positions:

- a. Newsletter Editor – compiles and edits the monthly newsletter, including managing its delivery to printing and mailing services; coordinates with the Web Master to ensure content is posted on the Web site.
- b. Web Master – manages the Association Web site, including ensuring that hosting and technical services are appropriate and economical.

ARTICLE VII

ELECTIONS

The Nominating Committee shall present a slate of executive officers and Board Members, at the September general membership meeting prior to the November Annual Meeting/Banquet. Nominations will be accepted from the floor. The nominations will be published in the October or November newsletter and elections will be held at the November Annual Meeting/Banquet. Terms of office shall begin in January and end in December. If the elections are not held during the November Annual meeting, then the Board of Directors will hold a special meeting as soon as convenient for election of officers and board.

ARTICLE VIII

AMENDMENTS

The power to make, alter, amend or repeal this Code of By-Laws is vested in the members of the Corporation and said By-Laws may be amended by a majority vote of the general membership at any meeting called for this purpose providing the proposal is submitted in writing at a previous meeting or by email to the General Membership with sufficient prior notice.

ARTICLE IX

DISSOLUTION

In the event of dissolution, the residual assets of the Westside Improvement Association, Incorporated of Evansville, will be turned over to one or more organizations which themselves are exempt as organizations described in Section 501(c)(3) and 170(c)(2) of the Internal Revenue Code or corresponding section of any prior or future law, or in accordance with the law for exclusive public purposes.

A statement of purpose will also be added which states the Corporation is organized exclusively to further the common welfare and wellbeing of the community in accordance with Section 501(c)(3) of the Code.

ARTICLE X

MISCELLANEOUS

Section 1.

No profit shall inure to the benefit of any Member, director or other officer of the Corporation; however, this provision shall not preclude the reimbursement to any member, director or officer for the expenditures directly made on behalf of the Corporation.

Section 2.

The Fiscal year of the Corporation shall be January 1 through December 31.

Section 3.

Consultants shall be called upon by the Corporation whenever necessary for professional advice and expertise needed to solve a particular problem connected with the purpose of the Corporation.

ADOPTED by the Board of Directors of this Corporation, this ____ day of _____ 2023, to be effective January 1, 2024.

_____ Jessie M. Ricketts, Secretary

_____ Janice R. Ricketts, President