

# **CODE OF BYLAWS**

## **OF**

### **MORNINGSIDE HISTORIC DISTRICT ORGANIZATION, INC**

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#### *ARTICLE I: NAME*

This organization, incorporated under the Indiana General Not for Profit Corporation Act of 1971, shall be known as Morningside Historic District Organization, Inc.; herein after referred to as MHDO.

#### *ARTICLE II: PRINCIPAL OFFICE*

The principal office of the corporation shall be located in Gary, Indiana.

#### *ARTICLE III: PURPOSE*

##### **Section 1**

To promote and encourage interest in the Morningside Historic District and surrounding communities of the Glen Park area in Gary, IN, and in particular to present their concerns to the governing bodies of including city, county and state organizations concerning but not limited to:

- (1) combating community & neighborhood deterioration;
- (2) promoting historic preservation
- (3) combating juvenile delinquency and crime in the community
- (4) promoting neighborhood stabilization, improvement & community redevelopment

##### **Section 2**

To represent these problems to the appropriate agencies, corporations, organizations, and individuals that may have an interest in the resolution of these problems.

##### **Section 3**

To cooperate with and assist individuals, officials, groups, and governmental bodies in carrying out the purposes of the corporation and to cooperate with other historic preservation, public safety, literary, educational, cultural, civic, and philanthropic organizations or individuals who are interested in the Glen Park area.

##### **Section 4**

Said Corporation is organized exclusively for civic, charitable, educational, historic preservation, public safety, neighborhood improvement and community development purposes including for such purposes the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

No part of the net earnings of the corporation shall inure to the benefit of, or be distributed to, its members, trustees, officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set for in the preceding paragraph. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal

income tax

under Section 501 (c) (3) of the Internal Revenue Code *of 1954* (or the corresponding provision of any future United States Internal Revenue Law) or (b) by a corporation, contributions to which are deductible under Section 170 (c) (22) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).

#### *ARTICLE IV: MHDO GOALS*

##### **Section 1**

To procure office space, materials, and equipment that may become necessary to fulfill the purposes of the corporation.

##### **Section 2**

To solicit and accept endowments, grants, contributions, and gifts of money or property and to use these funds solely for the purposes stated therein; and to maintain and account for these funds as designated in the Bylaws of the corporation.

##### **Section 3**

To engage in any and all types of activities not prohibited by law or these Bylaws and which shall promote interest in the Morningside Historic District Organization, Inc.

#### *ARTICLE V: MEMBERSHIP*

##### **Section 1**

Membership shall be open to all that are interested in the purposes of the corporation.

##### **Section 2**

Any person 18yrs who resides or owns real estate within the geographic boundaries of the Morningside Historic District, Gary, Indiana as defined by the National/State Historic Registry of Historic Places shall be a voting member.

##### **Section 3**

Any person may be an Associate Member, but has no voice or vote on the business of the neighborhood association.

##### **Section 4**

An eligible person who resides or owns real estate is deemed a member of MHDO and is entitled to one vote on all issues presented to the membership.

###### A. Responsibilities of the Members

1. To support the Mission Statement on which MHDO was founded.
2. To financially support MHDO through any establish fees, dues and/or donations.
3. To elect the Board of Directors.

##### **Section 5**

Each member of MHDO shall have the right to cast one vote each on:

- 1) All questions relative to the amendment of the Bylaws,
- 2) All elections of officers as are hereinafter provided for,
- 3) All other matters or questions that may be submitted to the Executive Board from time to time.

##### **Section 6**

Each Member, subject to the qualifications as are hereinafter provided, shall be eligible to be nominated to the

Executive Board.

## *ARTICLE VI: MEMBERS MEETINGS*

### **Section 1**

MHDO members meetings shall be not less than bi-monthly, or shall be upon call of the President or of six members who shall have directed the President to call such a meeting.

### **Section 2**

For the purpose of doing business at any meeting of the members a quorum shall consist of six members in good standing, which number shall include at least one member who is a member of the Executive Board.

## *ARTICLE VII: EXECUTIVE BOARD*

### **Section 1**

An Executive Board of four Members shall direct the affairs of the corporation. No member shall receive any compensation for his services.

### **Section 2**

The President shall be the Chief Executive Officer of the Corporation and shall have the responsibility for the general and active management of its affairs pursuant to the action, orders, resolutions, and directives or other communications from the members. The President shall attend all meetings of the members and shall be member of all the committees of the Corporation. The President shall have all of the general powers and duties of supervision and management which are usually vested in an President of a Corporation, which powers may include the nomination of all standing committee and committee chairmen, unless otherwise indicated by these Bylaws.

The President shall be responsible for reporting to the member all the activities of the Administration. Such reports shall be made as required by the members or as such reports shall be deemed to be timely and appropriate.

The President shall report to the members at its October meeting each year. Such report shall summarize the results of any current matters and shall propose to the members the general program of activities that is planned for the then current year. The member shall then vote upon the program proposal together with the general outline of the financial plan for the upcoming year.

### **Section 3**

There shall be three additional offices in the administration of the Corporation that shall be called the offices of the Vice President, Secretary and Treasurer.

### **Section 4**

The Vice President(s), in the order designated by the President or the members or Executive Board, 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 Bylaws, the Members, or the President may prescribe.

### **Section 5**

The Secretary shall attend all meetings of the members and of the Executive Board and shall preserve in the books of the Corporation true minutes of the proceedings of all such meetings. The Secretary shall execute notices of all meetings, serve as Corresponding Secretary, and perform such other duties as may be delegated by the Executive Committee.

## **Section 6**

The Treasurer shall have custody of all the Corporation funds and securities and shall keep in books belonging to the Corporation full and accurate accounts of all receipts and disbursements. The Treasurer shall deposit all monies and securities in such depositories as may be designed for the purpose by the members.

The Treasurer shall disburse the funds of the Corporation as may be ordered by the Board or upon the authority of approved budget, subject to the availability of funds, taking proper vouchers for such disbursements and shall render accounting of all transactions performed as Treasurer and of the financial condition of the Corporation to the Executive Board and to the members at all regular meetings of the members and whenever such reports are requested by the Executive Board, or by a quorum of the members.

If the members requires it, the Treasurer shall deliver to the Executive Board at the expense of the Corporation, a bond to be kept in force and in such form and amount and with a surety that is satisfactory to the Members. The Treasurer shall perform such other duties that may from time to time be delegated to him by the Executive Board or by the members.

## **Section 7**

It shall be unlawful for one person to hold more than one of the four offices (President, Vice President, Secretary and Treasurer) concurrently.

## **Section 8**

It shall be unlawful for two persons from the same residence to hold one of the four offices (President, Vice President, Secretary and Treasurer) concurrently.

## **Section 9**

The term limit shall three concurrent years for any combination of offices of the Executive Committee.

# *ARTICLE VIII: EXECUTIVE COMMITTEE MEETINGS*

## **Section I**

The Executive Board shall meet not less than bi-monthly. The first of such meetings shall be held as soon as possible after the election meeting of the Executive Board. The Executive Board may hold such other meetings as may be necessary and desirable and such other meetings shall be held upon the call of the Executive Board or upon the call of any officer and six Members.

## **Section 2**

Three members of the Executive Board shall constitute a quorum for the lawful doing of business. It is provided however, that for the purpose of filling vacancies on the Executive Board, the vote shall consist of a majority of the members at a regular monthly meeting.

## **Section 3**

The Members shall have the power to fill any vacancies that may occur in the Executive Board. Persons who are elected to fill portions of unexpired terms shall be eligible to succeed themselves by election. Any person who is elected by the members to fill vacancies shall serve only until the next election.

## **Section 4**

The Executive Board shall have such powers as may be herein before, or after enumerated in addition to such powers which are set forth in the Indiana General Not For Profit Corporation Act of 1971, and which are not prohibited to organizations under Section 501 (c) (3) et seq. of the Internal Revenue Code.

The Executive Committee shall have the power of the purse, and no expenditures shall be made for

any reason whatever until the Executive Committee shall have acted upon such expenditures or shall have determined upon the ways in which such expenditures shall be made.

#### **Section 5**

Inasmuch as the Executive Board is the essential management body of the representation of the Members, and further, inasmuch as its strength and effectiveness will vitally effect the operations of the Corporation, attention to the matters of its business shall be mandatory upon its members. Therefore, it is provided that the office of any member of the Executive Board may be declared vacant by the President if such member absents himself from meetings of the Executive Board on any three out of four consecutive meetings. It is provided, however, that absences that are the result of events or accidents over which the member could have had no control shall not be counted towards a vacancy declaration. It is provided, also the notice of Executive Board meeting are given not less than 7 days unless in the event of an emergency meeting.

#### **Section 6**

The Executive Board shall have the authority and duty to review and act upon questions of members as such questions may be brought before it by any Member. Any member who may be subject of such questions shall have the right to be present for any review proceedings held by the Executive Board.

#### **Section 7**

The Executive Board shall, from time to time, be authorized or directed to perform in place of the Board in such matters as may be deemed appropriate, but in no case shall the Executive Board possess powers which have not been specifically conferred upon it by the Board.

### *ARTICLE IX: COMMITTEES*

#### **Section 1**

There shall be at least two standing committees: the Finance Committee, and the Neighborhood Improvement Committee.

#### **Section 2**

The Finance Committee shall be appointed by the Executive Committee and such appointment shall be made at the first meeting of the Executive Committee following the elections. The Finance Committee shall consist of a minimum of three members one of which shall be the Treasurer. The other required member does not have to be on the Executive Board but must be a member in good standing. It shall be the responsibility of the Finance Committee to propose its best estimates of the financial requirements and plans which will support the activities of the Corporation and the annual program plan of the and Administration. The budget of the Finance Committee shall cover all of the routine operations of the Corporation and all of the special events and activities of the Corporation's program effort.

In the event that the Finance Committee is not formed, the Executive Committee, acting as a Committee of the Whole, shall assume all duties ascribed to this committee by its Bylaws.

#### **Section 3**

The Neighborhood Improvement Committee is responsible for carrying out the requirements of the development and implementation of MHDO Comprehensive plan.

#### **Section 4**

The President is authorized, subject to the approval of the Executive Committee, to establish and staff such other operating committees as the business of the Corporation may require or warrant.

## **Section 5**

Committee meetings shall be held upon the call of the President or upon the call of the Committee Chairman or upon the call of a majority of the Committee membership, which call shall be delivered to the Committee Chairman or the President.

## *ARTICLE X: ELECTIONS*

### **Section 1**

Any Member may place a name before the Executive Committee to be placed upon the ballot.

### **Section 2**

The Executive Committee will prepare ballots listing the slate of willing candidates to the Executive Committee. Such ballots shall be distributed to all Members not less than ten calendar days prior to the meeting.

Members wishing to enter additional candidates in the election must follow these steps:

- 1.) The nominator must have the approval of the nominee.
- 2.) The nomination must carry the signature of another Member besides the nominator.
- 3.) The nomination must be submitted to the Nominating Committee in writing at least two weeks prior to distribution of the ballot.

### **Section 3**

Each member of the MHDO is entitled to cast one vote for each of the Executive Committee positions being filled.

Those wishing to vote in absentia must return their ballot before the election day. The Executive Board positions shall be filled in order of the most votes received for each position. In case of a tie, a run-off election shall be held at the meeting.

If there are no more candidates than positions to be filled, the board will vote the slate up or down.

### **Section 4**

In the event of a vacancy in any office in the Executive Board, nominations shall be requested from the Board at their next meeting. An office will not be considered vacant without a written statement from the officer indicating a desire to resign; except in the case presented in Article VIII

### **Section 5**

A special election may be called for at any time to replace a retiring Executive Board member.

### **Section 6**

The election of members of the Executive Board shall take place in March. Nominations for the Executive committee will be made during the regularly scheduled monthly meeting in August. Any member can make a nomination.

## *ARTICLE XI: EXECUTION OF INSTRUMENTS*

### **Section 1**

All checks, drafts, and any of the orders for the payment of money shall be signed in the name of the Corporation and shall be counter-signed by the Treasurer and one of the other members of the Executive Board of the Corporation.

### **Section 2**

When the execution of any contract, conveyance, or other instrument has been authorized by the Executive

Board and approved by the Members, as well as the Secretary will sign it.

### **Section 3**

The Executive Board with approval of the Members shall have the power to designate such officers and agents who shall have the authority to execute any instrument on behalf of the Corporation.

## *ARTICLE XII: AMENDMENT*

### **Section 1**

Amendment of these Bylaws or of Articles of incorporation may be made at any meeting of the Board by a two-thirds majority vote of those present provided, however, that the Executive Board shall first have approved the amendment that is to be proposed to the Members. Such proposed amendments shall be distributed by mail, electronic mail, or by notice to Members not less than ten calendar days prior to the meeting.

## *ARTICLE XIII: DISSOLUTION*

### **Section 1**

In the event of dissolution of this Corporation, the assets remaining, if any, are to be transferred to another non-profit, tax-exempt corporation as determined by the Board. The Board will make their determination of which organization's goals are most in harmony with the stated goals of this Corporation.

### **Section 2**

Upon the dissolution of the corporation, the Board shall, after paying or making provisions for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organizations organized and operated exclusively for historic preservation, public safety, literary, or educational organizations time qualify as an exempt organization under Section 501(c) (3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law), as the Board shall determine. Any such assets not so disposed of shall be disposed of by the Court of Common Pleas of the county in which the principal office of the corporation is then located exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Adopted: March 2010