

BYLAWS OF THE GEIST LANDING CIVIC ASSOCIATION, INC.

November 16, 2006

ARTICLE I. NAME

The name of the Corporation is GEIST LANDING CIVIC ASSOCIATION, INC., (hereinafter referred to as the "Association").

ARTICLE II. OBJECT

Section 1.

The objectives of this non-profit Association shall be to enhance the general improvement of the area known as GEIST LANDING, legal description – BRUNSON ACRES, SECTIONS: ONE, TWO, THREE, FOUR, FIVE, SIX, AND SEVEN, and an addition of the City of Indianapolis, Marion County, Indiana, and to provide a vehicle through which community action can be channeled and through which community needs and problems can be most effectively acted upon, including but not limited to striving for improvement of the health, safety, and welfare of the community, including the discharge of community and civic responsibilities essential to preserve the beauty of the environment and assure that it shall continue to be an outstanding area in which to live. Additionally, the Association shall provide a means for organized social activities.

Section 2.

The Association shall extend to the residents of GEIST LANDING all the rights and privileges of membership upon payment of dues.

ARTICLE III. OFFICERS & DIRECTORS

Section 1.

The officers of the Association shall be a President, a Vice President, Secretary, and Treasurer, each of whom together with nine (9) Directors, shall be chosen by the members at their annual meeting.

Section 2.

The Officers and Directors must be members of the Association. If any Officer or Director ceases, for any reason, to be a member of the Association, his office shall be automatically declared vacant without any action of the membership.

Section 3.

Any officer may be removed from office as a result of failure to fulfill the duties of said Officer or for conduct detrimental to the best interest of this Association. Said removal must be by a majority vote of the membership present at a regular or special meeting.

Section 4.

Vacancies in such offices, as well as vacancies on the Board of Directors, however occurring, except expiration of term, may be filled by appointment of the Board of Directors at any meeting thereof.

Section 5.

The Officers of this Association also shall be Directors by virtue of their office, and no person may hold two offices at the same time.

Section 6.

All Officers and elected Directors shall serve a term of one (1) year and shall be eligible to succeed themselves. Officers who are not elected to a succeeding term may automatically serve, without benefit of election as a Director the following year.

Section 7.

Meetings of the Board of Directors may be held at any time or place when a quorum is present. A majority of the Directors shall constitute a quorum, except the filling of vacancies which require a majority of the existing Directors for a quorum.

Section 8.

The Board of Directors, by resolution duly adopted, may require the giving of bond by any Officer or Director and fix the amount thereof. The cost of such bond shall be paid by the Association.

Section 9.

All Officers and Directors of the Association shall serve without compensation and the Association shall make no loans of money or property to any Officer, Director, or Member.

ARTICLE IV. DUTIES OF THE OFFICERS

Section 1.

The President shall exercise all the powers and perform all of the duties usual to such office. The president shall appoint committees to serve with him for the term of his office. The President shall be the presiding officer over the Board of Directors.

Section 2.

The Vice President shall, in the absence of the President perform the duties of the President. The Vice President shall be responsible for the programs, meeting locations, and agenda of regular meetings of the membership. The Vice President shall also be responsible for those areas as may be delegated by the President.

Section 3.

The Treasurer shall be the custodian of the books, records, and funds of the Association. He or she shall have care and custody of the funds and securities owned by the Association or in its custody. All checks drawn by the corporation shall be agreed

upon by the Board of Directors and signed by the Treasurer. Such agreement also applies to the use of debit cards issued to the Treasurer or any other officers. Any expenses more than \$500.00 shall be agreed upon by the Board of Directors and paid for by check cosigned by the Treasurer and President. The Treasurer shall keep such books and records as may be required to show the financial condition of the Association and in compliance with Federal, State, or local statutes. The Treasurer shall immediately deposit all funds of the corporation coming into his hands in some reliable bank or other depository designated by the Board of Directors. The Treasurer shall submit to the executive board a monthly fiscal report and such other fiscal reports as the executive board may request. The books and records of the Treasurer shall be subject to a biannual review of the AUP (Agreed Upon Procedures) by a public accountant.

Section 4.

The Secretary shall notify the membership of all meetings, publish the Association newsletter, coordinate information to block captains and coordinate general correspondence to the media relating to the general well being of the Association. He or she shall prepare and enter or cause to be prepared and entered in the Minute Book of the Association the minutes of all meetings of the Directors and Membership. The Secretary shall maintain a roster of members in good standing.

Section 5.

The Directors shall be a member of the Board of Directors. Directors shall help to establish policy, directions and goals of the Association. Directors may be appointed by the President to serve as Chairman of one of the major activity committees. The executive board shall have all the powers of the membership of the Association between regularly scheduled meetings, excepting those relative to the election and removal of Officers and the adoption and amending of these bylaws.

ARTICLE V. MEMBERSHIP AND VOTING RIGHTS

Section 1.

All persons who are residents of GEIST LANDING shall be eligible for membership in the Association.

Section 2.

Any person eligible for membership may become a member upon the payment of the applicable membership fee.

Section 3.

Each member shall furnish the Association an address to which all notices and documents shall be sent.

Section 4.

Those persons who are property owners of residential dwellings in areas adjacent to Geist Landing shall be eligible for membership subject to approval of a majority of the Board of Directors.

Section 5.

Each member in good standing shall be entitled to one vote on all matters brought before the Association for consideration. Votes shall not be transferable. Each adult member of the same residence shall have one vote.

ARTICLE VI. DUES

Section 1.

Annual membership dues for the following year shall be proposed to the general membership by the Board of Directors at the Fall/Winter general meeting. Approval of said dues requires only a vote of a majority of the members present.

Section 2.

Failure to pay membership dues by the first day of April of each calendar year shall automatically drop such member from membership. However, reinstatement shall be automatic upon the payment of such delinquent dues.

ARTICLE VII. FISCAL YEAR

Section 1.

The fiscal year of the association shall be from the first day of January to the thirty-first day of December.

ARTICLE VIII. MEETINGS

Section 1.

Regular meetings of the general membership shall be held during the Fall/Winter time frame, unless otherwise specified by the Board of Directors, with written notification at least three weeks in advance to members. At approximately one week in advance, a reminder notice with all issues to be disclosed for members will be sent. Meetings will be held at some convenient place.

Section 2.

Fifty-one (51%) percent of the Board of Directors plus a majority of paid Association members present at a meeting shall constitute a quorum for the transaction of business.

ARTICLE IX. ELECTIONS

Section 1.

Except for the initial election of Officers and Directors, the annual election of Officers and Directors shall be held at the Fall/Winter meeting of the members by secret ballot.

Section 2.

All members whose dues for the current fiscal year are paid and are present in person at such election shall be entitled to one vote for each Officer and Director to be elected.

Section 3.

The Nominating and Election Committee shall consist of three (3) members at least one (1) of whom shall not be a current Officer or Director. The members of the Nominating and Election Committee shall be appointed by the President not later than the first day of September each year.

Section 4.

Such nominating and election committee shall formulate the rules concerning the conduct of the election and shall nominate from the membership, not later than the first day of October of each year, a slate of Officers and Directors. They shall report said names to the membership at the Annual Election Meeting at which time additional nominations for the Offices will be taken from the membership. In order to be eligible for an Officer or Board member position, said person must have been a paid member in previous year.

Section 5.

No member shall be nominated for any office or directorship unless he or she shall have first expressed to the Committee his willingness to serve if elected.

Section 6.

A majority vote of members voting shall be necessary for election.

ARTICLE X. RULES

Section 1.

Rules of procedure at meetings of the Association shall be those set forth in the latest edition of Robert's Rules of Order, except as otherwise expressly provided herein.

ARTICLE XI. AMENDMENTS

Section 1.

Amendments of these bylaws may be made at any regular or duly called meeting of the members by a two-thirds majority of the members present at such meeting. The proposed amendment noting the exact wording must first be presented to the Board in writing.

ARTICLE XII. AUTHORITY

Section 1.

All expenditures of \$100.00 or more must be approved by the by the Board of Directors before they may be incurred.

Section 2.

Only the President and the Treasurer, jointly have the authority to enter into contracts on behalf of the Association or the Board of Directors.

Section 3.

At no time and without exception shall the Association or any of its Officers, Directors, or Members make use of borrowed funds or by the Association.

Section 4.

At no time and without exception shall the Association ever operate its financial affairs at a deficit.

ARTICLE XIII. DISSOLUTION

Section 1.

This Corporation is not organized for the pecuniary profit of the Directors, Officers or Members; nor may it issue stock nor declare not distribute dividends; and no part of its net income shall inure to the benefit of any Director, Officer, or Member; and any balance of money or assets remaining after the full payment or Corporate obligation shall be devoted solely to the educational and social welfare purposes of the Corporation as herein set forth. In the event the Directors and Members of this Corporation decide they are going to dissolve, then in such event, all of the assets of the Corporation, over and above those needed to pay off any debts and liabilities of the Corporation shall be distributed to corporations or organization which are exempt (except any corporation organized and operated for testing for public safety), provided the distributees have purposes similar to those for which the corporation is founded. After the property has been substantially disposed of in such manner, the Corporation shall then take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining shall escheat to the State of Indiana.

Section 2.

The Corporation is not a private foundation within the meaning of Section 509 (a) of the Internal Revenue Code and Regulation promulgated thereunder.

Adopted and Approved by the Membership this 30th day of May 1991.

Revised November, 16, 2006 – Article IV, Section 3 altered for dual check signing and biannual review.