

AMENDED CODE OF BY-LAWS  
OF  
WESTSIDE IMPROVEMENT ASSOCIATION,  
INCORPORATED OF EVANSVILLE

ARTICLE I  
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 at 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 and will be advertised from time to time in the monthly newsletter.

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 well being 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 membership and deposited to the Westside Improvement Association treasury to be used for office supplies and expenses and for 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, a membership card, 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 Web site. (As specified in Article XI, Section 2, the Association’s fiscal year is concurrent with the calendar year.)

A Century Membership is available to those individuals, corporations, or organizations wishing to contribute \$100.00 or more annually. In addition to those entitlements owing to general membership, Century Members will be acknowledged with a certificate, honorable mention in the monthly newsletter with their permission, and will receive a complimentary invitation to the annual Westside Improvement Association Awards Banquet.

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 four times each year, including the annual banquet/meeting in November, and other meetings 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. Special guests shall also be invited whenever necessary.

Section 2. Special Meetings. Special meetings of the Members may be called by the President and/or by the 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 electronic mail to each member entitled to vote at such meeting, not less than three days before the date of such meeting.

Section 3. Place of Meeting. The Board of Directors may designate any place within the County of Vanderburgh, State of Indiana, as the place of meeting for any meeting, or any special meeting called by the Board of Directors.

Section 4. Annual Meeting/Banquet. An Annual Meeting/Banquet of all members will be held in November to elect officers and the Board of Directors.

Section 5. 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 from time to time without further notice.

## 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 goals for the Corporation. The Board of Directors shall receive a report from the President and Treasurer at each meeting. 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 twenty members, representing various west side businesses, agencies, organizations, institutions, neighborhoods, and/or individuals. Only individual Association members or representatives of organizational/corporate Association members shall be eligible to serve on the Board of Directors. 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 an automatic appointment to the Board are:

- Neighborhood Associations—registered neighborhood associations within or partially within our boundaries
- The University of Southern Indiana and its Student Government Association
- Law enforcement agencies—The Evansville Police Department and the Vanderburgh County Sheriff’s Department
- Vanderburgh County Farm Bureau, Inc.
- 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 shall seem 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 twenty.

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 Senior 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 December, on a schedule to be determined and published each January. Special meetings may be called by, or at the request of, the President. The person or persons authorized to call special meetings of the Board may fix any place within Vanderburgh County, State of Indiana, as the place for holding special meetings of the Board called by them. 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, by notice, delivered personally or sent by postal or electronic mail to each Director at his or her address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting.

Section 5. Quorum. A quorum of the Board of 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, Senior Vice-President, Junior Vice-President, Secretary, Membership Secretary, and Treasurer. Officers shall be elected by the Membership of the Corporation, at the Annual 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.

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

Section 4. Senior Vice President. In the absence of the President, or in the event of the President's inability or refusal to act, the Senior 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 Senior Vice-President shall schedule locations for general membership meetings and organize the program and make all arrangements for the Annual Meeting. The Senior Vice-President shall perform such other duties as, from time to time, may be assigned to the Senior Vice-President by the President, or by the Board of Directors.

The Senior Vice-President may serve any amount of terms if elected to each term.

Section 5. Junior Vice-President. In the absence of the Senior Vice-President, or in the event of the Senior Vice-President's inability or refusal to act, the Junior Vice-President shall perform the duties of the Senior Vice-President, and when so acting, shall have all of the powers of and be subject to all of the restrictions upon the Senior Vice-President. The Junior Vice-President shall chair the annual scholarship awards process and perform such other duties as, from time to time, may be assigned to the Junior Vice-President by the President, or by the Board of Directors.

The Junior Vice-President may serve any amount of terms if elected to each term.

Section 6. Secretary. The Secretary shall keep the minutes of the meetings of the Members and of the Board of Directors in one or more books provided for that purpose. 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 incident 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 amount of terms if elected to each term.

Section 7. Membership Secretary. The Membership Secretary shall maintain an up-to-date list of all general and board members; maintain a current list of all committee members, chairs and co-chairs; provide copies of these lists to all members no later than March of each year (or upon joining for new members); and serves as a member of the Membership Committee. The Membership Secretary chairs the calling committee.

The Membership Secretary may serve any amount 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 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 Chair 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 January 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 their January meeting. Books shall be available to the Board of Directors 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. Submit a copy of all correspondence to the President so it may become a part of the permanent records of the Corporation.
3. Report the Committee's progress to the Board of Directors.
4. Have all plans and programs authorized by the Board of Directors.
5. 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. Environmental Committee. The Environmental Committee shall handle all problems concerning all forms of pollution and conservation of water, soil, and natural resources. The Committee will coordinate its activities with other committees.

Section 2. Parks Committee. All problems concerning west side parks will be the responsibility of this committee. 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 3. Land Use Planning Committee. The Land Use Planning will act as liaison to Neighborhood Associations, will keep a check on rezonings and changes in ordinances and laws which affect the west side, will make contact with governmental agencies, and will coordinate their activities with the other committees.

Section 4. Media Committee. Media Committee will make contacts with the media. The committee will make frequent contacts with the Chair of other committees in order 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.

Section 5. Transportation. Transportation Committee will acquaint themselves with all facts of roads and transportation affecting the west side. This group will make evaluations of present and future highway goals and will aid other agencies in developing plans that are in the best interest of west side citizens. This committee should coordinate its activities with the other committees.

Section 6. Finance Committee. Finance Committee will prepare an annual budget and Financial Statement for the Treasurer to submit to the Board of Directors at the January meeting each year. The Treasurer shall chair the Finance Committee and 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 7. Membership Committee. The Membership Committee will plan, coordinate, and monitor an annual membership campaign. The Membership Secretary shall serve as a member of this committee.

Section 8. Executive Committee. Executive Committee shall be comprised of the corporate officers and the immediate past president. The duties will be 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 Committee and the Committee will perform the day-to-day operations of the Corporation.

The Executive Committee will not be allowed to spend unbudgeted funds and will provide minutes of its proceedings to the Board of Directors.

Section 9. 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 February 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 shall appoint ad hoc committees as needed 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.
- c. Historian – maintains a scrapbook of Association activities, news articles, etc.

## ARTICLE VII

### CERTIFICATE OF MEMBERSHIP

Membership shall be granted upon request to the President, Treasurer, or Membership Secretary. The Corporation shall confer upon every member a membership card stating that he or she is a member of the Corporation upon payment of annual membership dues.

## ARTICLE VIII

### ELECTIONS

Section 1. The Nominating Committee shall present a slate of corporate officers and Board Members, at the general membership meeting prior to the November Annual Meeting/Banquet. Nominations will be accepted from the floor. The nominations will be published in the September or October newsletter and elections will be held at the November Annual Meeting/Banquet. Terms of office shall begin in January and end in December. The Nominating Committee will be disbanded after elections. If the election of Directors shall not be held on the day designated herein for the meeting, the Board of Directors shall cause the election to be held at a Special Meeting of the Members as soon thereafter as conveniently may be held.

## ARTICLE IX

### AMENDMENTS

Section 1. 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 mail to the General Membership with sufficient prior notice.

## ARTICLE X

### DISSOLUTION

Section 1. 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 of 1954 or corresponding section of any prior or future law, or to the Federal, State, or Local government 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 well being of the community in accordance with Section 501 (c) (3) of the Code.

ARTICLE XI

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 18th day of September 2010, to be effective January 1, 2011.

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Linda Cleek, Secretary

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Fred Padget, President