

**BYLAWS  
OF THE  
OAKLAND HILLS NEIGHBORHOOD ASSOCIATION, INC.**

**ARTICLE I.**

**Name**

The name of this corporation shall be the Oakland Hills Neighborhood Association, Inc. and the abbreviation shall be OHNA.

**ARTICLE II.**

**Purpose**

**Section 2.1 Purposes.** The purposes, for which the Oakland Hills Neighborhood Association, Inc. is formed, as set forth in greater detail in the Articles of Incorporation of the Oakland Hills Neighborhood Association, Inc. (OHNA), are exclusively charitable and educational and consist of the following:

A. The specific and primary purposes are to unite residents in order to insure the progress and welfare of the neighborhood of Oakland Hills at Geist in Marion County, Indiana. The Oakland Hills Neighborhood Association's goal is to provide a public forum through which citizens can democratically and effectively improve their community in the areas of infrastructure, education, recreation, transportation, safety, culture, social activities, taxation, economics, and other areas affecting the general well-being of the neighborhood. OHNA is a community/civic oriented organization which will serve (and be supported by) the residents of Oakland Hills at Geist.

B. The general purposes and powers are to have and exercise all rights and powers conferred on corporations formed under the Indiana Nonprofit Act of 1991, (hereinafter referred to as the "Act"), provided, however, that the Oakland Hills Neighborhood Association, Inc. shall not engage in any activities or exercise any powers prohibited by the Articles of Incorporation.

C. Mission Statement: OHNA is dedicated to the preservation of our community through beautification of the neighborhood, maintenance of architectural integrity, and promotion of interaction among members.

**ARTICLE III.**

**Membership**

**Section 1. Qualifications.** The Oakland Hills Neighborhood Association, Inc. shall have one class of members as follows: an individual, or organization or household that subscribes to the purposes and basic policies of the Corporation and whose admission will contribute to the OHNA's ability to carry out its charitable and education purposes, shall be eligible for membership on approval of the membership application by the Board of Directors and on timely payment of such dues and fees as the Board may fix from time to time. No household shall hold more than one membership. Where a home is rented or leased, the right of membership shall be conferred on the legal owner. Legal owner is determined by the name or names on file with the City of Lawrence Recorder's Office. Each household shall have one membership, even if multiple names are listed on the warranty deed.

**Section 2. Rights of Membership.** Members shall have the right to vote, as set forth in these Bylaws, on the election of directors, on the disposition of all or substantially all of the OHNA's assets, on any merger and its principal terms and on any amendment to the Articles of Incorporation. In addition, members shall have all other rights afforded members under the Act, the Corporation's Articles, and these Bylaws. There shall be one vote per membership and therefore, one vote per household.

**ARTICLE IV.**  
**Membership Meetings**

**Section 1. - Annual Meeting.** The Annual Meeting of the membership shall be held annually, at such time and place, as the Board of Directors shall determine. At this meeting, directors shall be elected or appointed, as the case may be, the President and Treasurer shall report on the activities and financial condition of the Corporation and any other proper business may be transacted.

**Section 2. - Special Meetings.** Special Meetings of the membership may be called by the President or a majority of the Board of Directors. A Special Meeting may also be called by a written petition requesting a special meeting signed by at least twenty (20) members, or ten (10) percent of the membership of record, whichever is greater.

**Section 3. - Notice.** Notice of each Annual and Special Meeting of the membership shall be mailed, e-mailed, or hand delivered by a member of the Board of Directors or the Block Captains to each member of record at least ten (10) days and not more than thirty (30) days before the meeting is to be held. Notices shall state the date, time and place of the meeting. In the case of Special Meetings, notices shall specifically state the purpose(s) for which the meeting is called.

**Section 4. - Quorum.** At any properly called Annual or Special Meeting of the Membership, the presence of 10 percent (10%) of the members shall constitute a quorum for the transaction of business of the Corporation.

**Section 5. - Voting.** Each member in attendance shall have one (1) vote on each matter properly before the membership. If a quorum is present, the affirmative vote of a majority of the members present and voting shall be the act of the members, unless the vote of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

**Section 6. - Action by Written Ballot Without a Meeting.** Any action, including the election of directors, which may be taken at any meeting of members, may be taken without a meeting and without prior notice by complying with the provisions of this Section 6 concerning written ballots.

The Corporation shall distribute one written ballot to each member entitled to vote on the matter. All solicitations of votes by written ballot shall:

- (a) indicate the number of responses needed to meet the quorum requirements;
- (b) with respect to ballots other than for election of directors, state the percentage of approvals necessary to pass the measure or measures; and
- (c) specify the time by which the ballot must be received in order to be counted.

Each ballot so distributed shall:

- (a) set forth the proposed action;
- (b) provide the members an opportunity to specify approval or disapproval of each proposal; and
- (c) provide a reasonable time within which to return the ballot to the Corporation.

Approval by written ballot shall be valid only when the number of votes cast by ballot within the time specified equals or exceeds the quorum required to be present at a meeting authorizing action, and the number of approvals equals or exceeds the number of votes that would be required for approval at a meeting at which the total number of votes cast was the same as the number of votes cast by written ballot without a meeting.

A written ballot may not be revoked.

All written ballots shall be filed with the Secretary of the Corporation and maintained in the corporate records.

**Section 7. Record Date.** For purposes of determining the members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, or entitled to exercise any rights with respect to any lawful action, the board may, in advance, fix a record date. The record date so fixed:

- (a) For notice of a meeting shall not be more than 90 nor less than 10 days before the date of the meeting. If not otherwise fixed by the board, the record date shall be the next business day preceding the day on which the meeting is held.

- (b) For voting at a meeting shall not be more than 60 days before the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the board, the record date shall be the day on which the meeting or adjourned meeting is held.
- (c) For voting by written ballot shall not be more than 60 days before the day on which the first written ballot is mailed or solicited. If not otherwise fixed by the board, the record date shall be the day on which the first written ballot is mailed or solicited.
- (d) For any other action shall not be more than 60 days before the action. If not otherwise fixed by the board, the record date shall be the date on which the board adopts the resolution related to that action, or the 60th day before the date of that action, whichever is later.

A member at the close of business on the record date shall be a member of record.

**Section 8. Proxies.** Each member entitled to vote shall have the right to do so either in person or by one or more agents authorized by a written proxy, signed by the member, and filed with the Secretary of the Corporation. In any election of directors, any form of proxy that a member marks "withhold," or otherwise marks in a manner indicating that authority to vote for the election of directors is withheld, shall not be voted for or against the election of a director.

Any proxy covering matters for which a vote of members is required shall not be valid unless the proxy sets forth the general nature of the matter to be voted on or, with respect to any election of directors, the proxy lists those who have been nominated at the time the notice of the vote is given to the members.

A validly executed proxy shall continue in full force and effect until revoked by the member executing it, before the vote is cast under that proxy, by a writing delivered to the Corporation stating that the proxy is revoked, by a subsequent proxy executed by that member and presented to the meeting, or as to any meeting, by that member's personal attendance and voting at the meeting. No proxy shall be valid after the expiration of 11 months from the date of the proxy, unless otherwise provided in the proxy, except that the maximum term of a proxy shall be three years from the date of execution. A proxy may not be irrevocable.

**Section 9. Election of Directors.** The Board of Directors shall appoint a committee to select qualified candidates for election to the board by the members at least 60 days before the date of any election of directors. Each candidate for election to the Board of Directors shall possess such qualification as the Board of Directors may establish. This nominating committee shall make its report at least 30 days before the date of execution, or at such other time as the Board of Directors may set, and the Board of Directors shall forward to each member, with the notice of meeting required by these Bylaws, a list of all candidates nominated by committee under this section. In nominating candidates, the committee shall seek to achieve the following goals regarding the nominees: diversity of backgrounds and skills relevant to the needs of the Corporation, and such other goals as the Board of Directors may establish.

Members representing 6 percent (6%) of the voting power may nominate candidates for directors by a petition, signed by those members within 60 days preceding the next time directors are to be elected, and delivered to an officer of the Corporation. Nominations shall close 30 days before the day directors are to be elected or at such other time as the Board of Directors may set. No nominations can be made after this date. On timely receipt of a petition signed by the required number of members, the Secretary shall cause the names of the candidates named therein to be placed on the ballot along with the names of those candidates named by the nominating committee.

If after the close of nominations the number of people nominated is not more than the number of directors to be elected, the Corporation may without further action declare that those nominated and qualified to be elected have been elected.

If there is a meeting of members to elect directors, any member present at the meeting in person or by proxy may place names in nomination.

If there are more candidates for Board of Directors than positions available, those candidates receiving the highest number of votes shall be elected until all positions are filled.

The Board shall formulate procedures that allow a reasonable opportunity for a nominee to communicate to members the nominee's qualifications and the reasons for the nominee's candidacy, a reasonable opportunity for the nominee to solicit votes, and a reasonable opportunity for all members to choose among the nominees.

**ARTICLE V.**  
**Board of Directors**

**Section 1. Powers.** The Board of Directors shall manage the property and affairs of the Corporation and shall exercise all powers of the Corporation as are not prohibited by law, by the Articles of Incorporation of the Corporation, or by these Bylaws.

**Section 2. Number of Directors.** Initially, there shall be nine (9) directors on the Board of Directors. The number of directors may be changed from time to time by the Board of Directors, provided, however, that there shall never be fewer than five (5) directors.

**Section 3. Election of Directors and Term of Office.** The initial directors shall serve until their successors have been elected at the Corporation's first Annual Meeting. At this annual meeting, the directors shall be classified into two groups for the purpose of providing, as nearly as numerically possible, for the election of one-half of the Board of Directors in each subsequent year. The first group shall consist of four (4) directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the Corporation's second Annual Meeting. The second group shall consist of five (5) directors whose initial term of office shall commence with the first annual meeting of the Board of Directors and continue through the Corporation's third Annual Meeting.

Except as provided above for the initial terms of directors, the term of office of each elected director of the Corporation shall be two (2) years and until his or her successor has been selected and elected. A director may succeed himself or herself in office, and there shall be no limit to the number of consecutive terms an elected director may serve. However, if any such directors are not elected at an Annual Meeting, they may be elected at any special member's meeting or by written ballot.

**Section 5 4. Vacancies.** Vacancies on the Board may be filled by vote of a majority of the directors then in office.

**Section 6 5. Resignation.** Any director may resign effective upon giving written notice to the chairperson of the board, the president, the secretary, or the Board of Directors, unless the notice specifies a later time for the effectiveness of the resignation.

**Section 7 6. Suspension or Removal.** Any director may be suspended or removed with or without cause by vote of two-thirds of the directors then in office, provided such member shall be given reasonable notice and an opportunity to be heard before such an action is taken.

**Section 8 7. Compensation.** Directors shall not be entitled to compensation for their services. However, such members and officers may be reimbursed for reasonable expenses actually incurred in fulfillment of their obligations on behalf of the Corporation, provided that all such expenses are approved in advance by the President or Vice-President or his or her designee.

**ARTICLE VI.**  
**Board of Directors Meetings**

**Section 1. Governance.** The President, Vice-President, Secretary, and Treasurer of the Corporation shall serve respectively as Chairperson, Vice-Chairperson, Secretary, and Treasurer of the Board of Directors.

**Section 2. Regular Meetings.** Regular Meetings of the Board of Directors shall be held at such places and at such times as the Board shall determine. One regular meeting each year shall be designated by the Board as the Annual Meeting of the Board of Directors, at which time officers of the Corporation shall be elected. All meetings shall be open to the public except those concerned with matters properly discussed in executive session.

**Section 3. Special Meetings.** Special Meetings of the Board shall be held when called by the President or Vice-President or any three directors.

**Section 4. Notices.** Reasonable advance notice of all meetings of the Board shall be given to all directors. Such notice shall be deemed sufficient if given by telephone or email at least 72 hours in advance of a meeting.

**Section 5. Quorum.** At any Board meeting, one-third (1/3) of the elected directors then in office shall constitute a quorum. However, a quorum shall never be declared with less than three (3) directors.

**Section 6. Voting.** Each director shall have one vote. When a quorum is present at any meeting, a majority of the votes cast by directors present shall decide any question unless otherwise provided by these Bylaws.

**Section 7. Actions Without Meeting.** Action by the Board of Directors may be taken without a meeting if two-thirds (2/3) of all directors then in office consent to the action in writing, provided that a reasonable efforts has been made to notify all members of such action. A record of all such consents shall be maintained at the offices of the Corporation and a copy shall be provided to all directors within a reasonable time after any such consent is obtained.

## **ARTICLE VII.**

### **Officers**

**Section 1. Officers.** The officers of the Corporation shall be President, Vice-President, Secretary and Treasurer and at its option the Board may elect an Assistant Secretary or Assistant Treasurer. Such Assistant Secretary and Assistant Treasurer shall have such powers and duties as described in Section 5 and Section 6 of this Article VII.

**Section 2. Appointment, Qualifications and Term of Office.** The officers shall be elected every year by the Board of Directors at its Annual Meeting.

**Section 3. President.** The President of the Corporation shall preside at all meetings of the Members and of the Board. The President shall have such other powers and duties as the Board of Directors may assign from time to time.

**Section 4. Vice-President.** The Vice-President of the Corporation shall, in the absence of the President, perform the duties and exercise the powers of the President, and shall have such other powers and duties as the President or the Board of Directors may assign from time to time. The Vice-President shall serve as the Chair of Oakland Hills Streetlighting, A Division of OHNA.

**Section 5. Secretary.** The Secretary of the Corporation shall have the general powers and duties usually vested in the office of Secretary of a Corporation including the powers and duties to:

- (1) keep corporate records;
- (2) keep minutes of meetings of the Board of Directors, the Membership, and the Executive Committee;
- (3) provide proper notice in accordance with these Bylaws;
- (4) perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

**Section 6. Treasurer.** The Treasurer shall have the general powers and duties usually vested in the office of the Treasurer of a Corporation including the powers and duties to:

- (1) care for and deposit monies received in the name of the Corporation in banks or other depositories as directed by the Board;
- (2) have charge of the disbursement of the monies of the Corporation in accordance with Article XI, Section 2 of these Bylaws and the directions of the Board of Directors or the President;
- (3) enter or cause to be entered regularly in books a complete and correct account of all monies receive and disbursed by the Corporation;
- (4) submit a full financial report to the Members of the Corporation at the Annual Membership meeting;
- (5) file annual report (Business Entity report) with the Secretary of State;
- (6) file annually any and all fiscal reports with fiscal agencies including the Indiana Department of Revenue and the Internal Revenue Service;
- (7) prepare an Annual Report of the Corporation's books, records and taxes for the membership;

- (8) ensure that the proper lists of all Members are maintained in a database in accordance with these Bylaws;
- (9) serve as treasurer with all the incumbent duties, for Oakland Hills Streetlights, A Division of OHNA;
- (10) file monthly and annual fiscal reports of OHS to the Board and all regulatory agencies;
- (11) maintain bank accounts for OHS and provide deposits and disbursements as required; and
- (12) perform such other duties and exercise such other powers as the President or the Board of Directors may assign from time to time.

## **ARTICLE VIII.**

### **Committees**

**Section 1. Committees of Directors.** The Board of Directors may, by resolution adopted by a majority of the directors then in office designate one or more committees, each of which shall report to, or consist of, at least one director and may also include members who are not on the Board of Directors to serve at the pleasure of the Board. Any committee that includes voting members who are not on the Board of Directors may not be delegated the authority or power of the Board of Directors. Any committee whose voting members consist only of directors, to the extent of the powers specifically delegated in the resolution of the Board of Directors or in these Bylaws, may have all or a portion of the authority of the Board of Directors, except that no committee, regardless of Board resolution, may:

- (1) Approve any action that, under the Indiana Nonprofit Corporations Act of 1991, the Corporation's Articles of Incorporation or these Bylaws also requires approval of the Members;
- (2) elect, appoint, or remove directors or fill vacancies on the Board of Directors or on a committee;
- (3) adopt, amend or repeal the Articles of Incorporation or Bylaws or adopt new Bylaws;
- (4) approve or recommend to Members a plan of dissolution; merger; sale; pledge; or transfer; of all or substantially all of the Corporation's assets;
- (5) Approve any self-dealing transaction.

**Section 2. Meetings and Actions of Committees.** Meetings and actions of all committees shall be governed by, and held and taken in accordance with, the provisions of Article VI of these Bylaws, concerning meetings and action of directors, with such changes in the context of those Bylaws as are necessary to substitute the committee and its members for the Board of Directors and its members, except that a quorum shall not consist of less than two committee members and the time for regular meetings of committees may be determined either by resolution of the Board of Directors or by resolution of the committee. Special meetings of committees may also be called by resolution of the Board of Directors. Minutes shall be kept of each meeting of any committee and shall be filed with the corporate records. The Board of Directors may adopt rules not inconsistent with the provision of these Bylaws for the governance of any committee.

**Section 3. Executive Committee.** Pursuant to Article VIII, Section 1, the Board of Directors may appoint from among its members an Executive Committee consisting of the President, Vice-President, Treasurer, and Secretary of the Corporation and any other director named by the Board. The Executive Director shall serve as a non-voting member of the Committee.

The Executive Committee, unless limited in a resolution of the board, shall have and may exercise all the authority of the Board in the management of the business and affairs of the Corporation between meetings of the board; provided, however, that the Executive Committee shall not have the authority of the Board in reference to those matters enumerated in Article VIII, Section 1. The Secretary of the Corporation shall send to each director a summary report of business conducted at any meeting of the Executive Committee within seven (7) days of such meeting.

## **ARTICLE IX.**

### **Oakland Hills Streetlighting, A Division of OHNA**

**Section 1 Name.** Oakland Hills Streetlighting, A Division of OHNA, shall be the name of the entity charged with managing and overseeing the street lights in Sections 6, 7, 8, 9A, 9B, and 10 of Oakland Hills at Geist and shall hereafter be referred to as OHS. OHS shall be under the direction and oversight of OHNA (Oakland Hills Neighborhood Association, Inc.).

**Section 2 Authority.** OHS shall be the designated homeowners association as required under Resolution No. 6, 1996 of the City of Lawrence and specified in the covenants to collect assessments to pay for any and all costs associated with the installation, maintenance and utilities for the street lighting. [Such assessments may become a lien on any lot for which the assessment remains unpaid.]

**Section 3 Membership.** Payment of the assessment(s) is mandatory for all lots in Sections 6, 7, 8, 9A, 9B, 10 and part of Section 6 of Oakland Hills at Geist and by payment the house becomes a member of OHS. Membership in OHS does not include or require membership in OHNA.

- (1) If a resident builds a home across two lots, this shall constitute one lot for assessment purposes.
- (2) Any undeveloped additional lot owned by a resident shall be considered as a lot and said owner shall be responsible for an additional assessment.

#### **Section 4 Assessments.**

- (1) A yearly assessment shall be levied on each lot, developed or undeveloped. The assessment is payable July 1<sup>st</sup> and delinquent as of September 1<sup>st</sup> of each year.
- (2) OHS, with the approval of the OHNA Board, shall make additional assessments during the year as needed. All approved additional assessments shall be posted on the website, if available, and mailed, hand delivered or emailed to all members along with an invoice.
- (3) OHS and OHNA will not refund any part of paid assessments on lots sold after payment of the yearly assessment.

#### **Section 5 Governance.**

- (1) The OHNA Board of Directors shall be responsible for all policies of OHS with the OHNA Vice-President serving as Chairman of OHS and the OHNA Treasurer serving as treasurer for OHS.
- (2) An Advisory Committee composed of the OHNA Vice President, the OHNA Treasurer and three (3) resident members from Sections 6, 7, 8, 9A, 9B, or 10 shall be appointed yearly by the OHNA Board of Directors.
- (3) The Advisory Committee shall serve one year terms and may be appointed to successive terms.

#### **Section 6 Duties of the Chairman.**

- (1) Preside at meetings of Advisory Committee and oversee all policies and procedures of OHS.
- (2) Present all reports and recommendations to the OHNA Board.
- (3) Call meetings of the members of OHS as needed.
- (4) Present Advisory Committee names to OHNA Board for approval.

#### **Section 7 Duties of Treasurer.**

- (1) The Treasurer of OHS shall be responsible for all monies received, all monies dispersed, and the billing of lot owners for the streetlight assessment.
- (2) A bank account for the sole purpose of managing the streetlight assessment shall be established to accept all assessments and through which to pay all costs associated with the administration of OHS.
- (3) A yearly budget, approved by the OHNA Board, shall be developed to cover the costs of the street

lights and all associated management costs, including, but not limited to, such items as legal fees for non-payment, costs for printing and postage, management fees to OHNA, all legal filings, and required legal consultation.

- (4) Send the budget for the upcoming year, a summary of current year's expenses, and an invoice to all residents and owners of lots in Sections 6, 7, 8, 9A, 9B, and 10.
- (5) Maintain a database of all residents, owners and lots in Sections 6, 7, 8, 9A, 9B, and 10.
- (6) File all reports as required by OHNA.

#### Section 8 Duties of Advisory Committee.

- (1) Members of the Advisory Committee shall receive not compensation or a salary for serving on the Committee.
- (2) Meet quarterly.
- (3) Prepare a yearly budget for presentation to the OHNA Board.
- (4) Approve all correspondence with lot owners.
- (5) Determine the date on which assessment payments are deemed delinquent.
- (6) Approve the filing of liens for non-payment of assessments.
- (7) Approve the release of the lien when payment has been made in full.
- (8) Review policies of OHS and recommend changes to the OHNA Board.
- (9) Prepare and present activity and financial reports at the OHNA annual meeting.

#### Section 9 Liens.

- (1) Liens may be placed on all lots having not paid the yearly assessment by the date specified on the invoice.
- (2) Release of liens will occur when the delinquent lot owner pays in full the outstanding balance, and all associated costs.

Section 10 Indemnification of Directors, Officers and the OHS Advisory Committee. Indemnification shall be as specified in the OHNA Bylaws, Section XI. No member of the OHNA Board or OHS shall be held personally liable or personally responsible in any manner for the actions of OHS that are in accordance with the policies and procedures developed for OHS and approved by the OHNA Board or actions taken by the OHS Advisory Committee at the direction of the OHNA Board.

Section 11 Meetings. The OHS advisory committee shall call meetings of the membership as needed. Notice of the meeting shall be mailed, emailed, or hand delivered at least 14 days and not more than 30 days before the date of the meeting.

#### Section 12 Dissolution.

- (1) Should OHNA dissolve, the owners and residents of homes in Sections 6, 7, 8, 9A, 9B, and 10 are responsible for the maintenance contract with the electric utility. The residents shall organize an association to represent the residents.
- (2) Should the members of OHS, by a majority vote, decide to separate from OHNA, all responsibilities for the maintenance of the streetlights shall immediately be taken over by the residents and owners of lots in Sections 6, 7, 8, 9A, 9B, and 10.
- (3) Should the members of OHNA, by a majority vote, decide to discontinue providing services to OHS, the members of OHS shall immediately form an association and take over the responsibilities for the maintenance of the streetlights and the contract with the electric utility.
- (4) At the time of dissolution, all assets of OHS shall be returned to the members of OHS by transfer to a new association formed by the members or by equal distribution to the then current members.



Section 13 Amending Article IX. Amendments to Article IX herein shall follow the Amendment procedure under Article XIV of the OHNA Bylaws.

Section 14 Fiscal Year. The OHS fiscal year shall be from July 1 through June 30 of each year.

## **ARTICLE X.**

### **Records and Reports**

**Section 1. Permanent Records.** The Corporation shall keep as permanent records a record of the following:

- (1) minutes of meetings of the Corporation's members and Board of Directors;
- (2) a record of actions taken by the members or directors without a meeting;
- (3) a record of actions taken by committees of the Board of Directors.
- (4) all legal actions taken by the Corporation or involving the Corporation

**Section 2. Membership List.** The Treasurer of the Corporation shall maintain a current list of the members of the Corporation. The list shall serve as the basis for determining members entitled to notice of any meeting, entitled to vote at any meeting, entitled to vote by written ballot, and for any other proper reason. This list shall be kept open at the time and place of any and all membership meetings for inspection by any members during the course of such meeting.

**Section 3. Records at Principle Office.** The Corporation shall keep a copy of the following records at the Corporation's principle office:

- (1) the Corporation's Articles of Incorporation and all amendments thereto currently in effect;
- (2) the Corporation's Bylaws and all amendments thereto currently in effect;
- (3) resolutions adopted by the Board of Directors relating to the characteristics, qualifications, rights, limitations, and obligations of members;
- (4) the minutes of all meetings of members and records of all actions approved by members for the past three (3) years;
- (5) written communications to members generally within the past three (3) years, including financial statements;
- (6) a list of the names and addresses of the Corporation's current directors and officers;
- (7) the Corporation's most recent annual report delivered to the Secretary of State.

## **ARTICLE XI.**

### **Indemnification of Directors and Officers**

**Section 1. Rights of Indemnification.** To the fullest extent permitted by law, this Corporation shall indemnify its directors, officers, employees, and agents, including persons formerly occupying any such position, and the heirs, executors and administrators of such persons, against all expenses (including attorney's fees and disbursements), judgments, fines, settlements, and other amounts actually and reasonably incurred by them in connection with any action, suit, or proceeding, including an action by or in the right of the Corporation, by reason of the fact that the person is or was a director, officer, employee or agent of this Corporation.

**Section 2. Indemnification Not Exclusive.** The foregoing rights of indemnification shall not be deemed exclusive of any other rights to which such person may be entitled apart from Article X, Section 1.

**Section 3. Insurance.** The Board of Directors shall have the power to purchase and maintain insurance to the full extent permitted by law on behalf of its officers, directors, employees, and other agents, against any liability asserted against or incurred by such persons in such capacity or arising out of the person's status of such.

## **ARTICLE XI.**

### **Execution of Documents**

**Section 1. Execution of Contract and Other Documents.** Unless otherwise ordered by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, and if required, attested by the Secretary.

**Section 2. Checks, Drafts, Etc..** All checks, drafts, or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer, agent or agents of the Corporation and in such manner, as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer or an Assistant Treasurer and countersigned by the President or Vice President of the Corporation.

**Section 3. Deposits.** All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks or other depositories as the Board of Directors may select.

## **ARTICLE XII.**

### **Fiscal Year**

The fiscal year of the Corporation shall run from January 1, through December 31 of each year.

## **ARTICLE XIII.**

### **Amendment of Bylaws**

These Bylaws may be amended, altered, or repealed and new Bylaws may be adopted by a majority of the Directors present at any regular or special meeting of the Board of Directors, a quorum being assembled, provided that written notice of such meeting setting forth in detail the proposed Bylaw revisions with explanations therefore are given to the Directors not less than seven (7) days prior to such meeting.

*Preliminary Issue: 7/3/96  
Revised: 05/14/2008*