

BYLAWS OF THE BELLEMEADE-BAYARD PARK NEIGHBORHOOD ASSOCIATION (BBPNA)

ARTICLE I – Name

The name of this organization shall be the Bellemeade-Bayard Park Neighborhood Association (“Association” or “BBPNA”).

ARTICLE II – Status and Location

The Association is a nonprofit corporation organized under the laws of the State of Indiana and shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code. The Association serves the Bellemeade-Bayard Park neighborhood located in the City of Evansville, Vanderburgh County, Indiana.

ARTICLE III – Purpose

The Association is organized and shall be operated exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, including promoting the social, civic, educational, cultural, and physical well-being of the neighborhood; encouraging community engagement; supporting responsible development, public safety, historic preservation, and quality-of-life improvements; and serving as a liaison between neighborhood stakeholders and governmental and nonprofit entities. No activity of the Association shall be conducted in a manner inconsistent with its tax-exempt purposes.

ARTICLE IV – Boundaries

The geographic boundaries of the Association shall be those registered with UNOE and the Department of Metropolitan Development (DMD).

ARTICLE V – Membership

1. **Voting Members.** Voting membership shall be limited to Natural Persons who hold a legal lease or title to property located within the Association boundaries, and who are at least 18 years of age. Each Natural Person shall be entitled to only one (1) vote, regardless of number of properties owned/leased.
 - a) **Eligibility.** New Voting Members must be sponsored by a current Voting Member in Good Standing.
 - b) **Good Standing.** Voting Members must attend meetings and/or volunteer in BBPNA-sponsored activities or events at least three (3) times per membership year, spread across three (3) of four (4) yearly quarters, to maintain Good Standing and eligibility to vote. Evidence based upon sign-in sheets or other Association documentation, subject to yearly Board Review. Attendance and Participation requirement may be waived for any Voting Member for whom the requirement would cause an undue hardship, upon majority approval of the Board of Directors.
 - c) **Loss of Good Standing.**

- i. Members found to be NOT in Good Standing for lack of meeting attendance/volunteerism, by Board Review, shall have their Voting Right suspended until the Member meets the meeting attendance/volunteerism requirement.
 - ii. Any Voting Member who is found to not meet the eligibility requirements or to have joined the Association under false pretenses shall have their membership revoked and be ineligible for new Membership for a period of twelve (12) months, and must be newly sponsored by a Voting Member in Good Standing.
 - d) **Membership Card.** Each Voting Member will be issued a Membership Card upon payment of dues.
 - e) **Voting Identification.** A Voting Membership Card must be shown to vote.
 - f) **Change in Residency or Sale of Property.** Voting privileges will be suspended or revoked immediately upon moving out of the Association boundaries, or upon relinquishing ownership of all property/properties within Association Boundaries. The Member may exchange their Voting Membership Card for a Non-Voting Membership Card without charge.
 - g) **Virtual Attendance and Participation.** Voting Members may attend General Membership Meetings and Board Meetings virtually when a virtual option is offered by the Board. Verified virtual attendance shall count toward the three (3) meetings required for Good Standing and shall count as presence for quorum if the Member signs-in using the method announced for the meeting and the Secretary or designee can reasonably verify the Member's identity, attendance, and voting eligibility. Voting by virtual participation shall be limited to Voting Members in Good Standing and may occur only when the Board has provided a reasonable method to verify eligibility, record the vote, and allow the Member to hear or read the proceedings substantially concurrently with the meeting. If virtual voting is not available for a meeting, an eligible Voting Member may vote by written proxy or by email when authorized by the Board and received before the voting deadline announced for that meeting.
2. **Guest Members.** Guest Membership shall be open to all former residents, all supporters of the Association's purposes, and all other persons who wish to participate but are not eligible for Voting Membership.
- a) **Guest Membership Card.** Guest Members will be issued a Non-Voting Membership Card upon registration.
 - b) **Executive Meetings.** Guest Members may be restricted from participating in Board Meetings.
 - c) **Meeting Discussion.** A Guest Membership Card may be required to participate in discussion during General Membership Meetings.
3. **Business Members.** Business Memberships are open to all legal business entities and commercial enterprises and are non-voting. A business does not need to be located within the boundaries of BBPNA to be eligible for Business Membership. Business Members will be issued a Non-Voting Membership Card.
4. **Ineligible Voting Members.** Persons who stay or reside temporarily in a property located within the boundaries of BBPNA as a client of a business, or as a guest of any property

owner, without being party to a lease granting legal tenancy, are not eligible for voting membership within BBPNA.

ARTICLE VI – Dues

1. **Renewal Period** – All Memberships shall be valid from July 1st through June 30th each calendar year.
2. **Voting Members** – \$10 per member per year, beginning July 1st 2027. Payment of dues shall be required for issuance of a Voting Member Membership Card.
3. **Guest Members** – \$2 Non-Voting Membership Card Fee. No voting right.
4. **Business Members** – \$50 per year. Business members will receive acknowledgment in all newsletters and promotional materials, in print and on social media. Business Members will also be entitled to 50% vendor fees and 50% advertising rates. Business Members will receive a Non-Voting Membership Card.
5. Dues may be adjusted by the Board of Directors and approved by the voting membership at a duly noticed General Membership Meeting. The Board shall announce the amount, due date, renewal period, and any consequences for nonpayment at least 30 days before membership expiry date for each membership year.

ARTICLE VII – Board of Directors

The Board shall consist of three (3) to seven (7) Officers: President, Vice President, Secretary, Treasurer, and one (1) to three (3) General Members. Board Members must be voting members in good standing and commit to attending at least 8 meetings per year. If the Board consists of fewer than four (4) members, the President and Vice President shall jointly share Treasurer duties. The President presides over meetings and casts the deciding vote in the event of a tie.

ARTICLE VIII – Terms, Elections, and Vacancies

Board terms are two (2) years beginning January 1 following an election. Elections occur every other year in October beginning in 2027, by paper ballot. Nominations shall accepted until the end of the September General Membership Meeting, for inclusion on the Ballot. The Ballot will be made available no less than five (5) days prior to the Election. Vacancies are filled by Board appointment until the next election.

Any Board Member may resign by written notice to the Board. A Board Member may be removed for cause by a majority vote of the remaining Board Members or by a majority vote of the Voting Members present at a duly noticed General Membership Meeting, provided the notice identifies the proposed removal. Cause may include failure to remain a Voting Member in Good Standing, failure to fulfill duties, misuse of Association funds or property, or conduct materially inconsistent with these bylaws or the Association's tax-exempt purposes.

ARTICLE IX – Tax-Exempt Limitations and Conflicts of Interest

No part of the net earnings of the Association shall inure to the benefit of, or be distributable to, any director, officer, member, private individual, or business entity, except that the Association may pay reasonable compensation for services rendered and may make payments and distributions in furtherance of its exempt purposes. The Association shall not participate or intervene in any political campaign on behalf of or in opposition to any candidate for public office. No substantial

part of the Association's activities shall consist of carrying on propaganda or otherwise attempting to influence legislation, except as permitted for an organization exempt under Section 501(c)(3) of the Internal Revenue Code. Directors, officers, and committee chairs shall disclose actual or potential conflicts of interest and shall not vote on matters in which they have a material personal, financial, or organizational interest.

ARTICLE X – Meetings

General Membership Meetings shall be held at least bi-monthly with seven (7) days notice. Board Meetings shall be held quarterly and are open to members except during executive sessions.

ARTICLE XI – Quorum and Voting

1. **General Membership.** A quorum of the General Membership shall be a majority of the Voting Members in Good Standing present in person, by verified virtual attendance when offered by the Board, or by proxy. Proxy voting is permitted unless prohibited or limited by the Articles of Incorporation or these bylaws. A proxy must be in writing, signed or otherwise authenticated by the Voting Member, received by the Secretary or other officer authorized to tabulate votes before the vote is taken, and shall be revocable by the Voting Member. In the event of a tie vote, the President shall have the deciding vote.
2. **Board of Directors.** A quorum of the Board of Directors shall be a majority of the Board Members present in person, but in no event, not less than two (2) Board Members. Board Members shall not vote by Proxy. If the Board consists of exactly three (3) Board Members, at least two (2) affirmative votes are required for Board action.

ARTICLE XII – Committees

1. **Formation.** Committees may be created by the Board to carry out specific functions, initiatives, or projects.
2. **Membership.** Committees are open to all Association Members in Good Standing and must have at least one Board Member serving as Chair.
3. **Committee Authority.** Committees may recommend actions but shall not act on behalf of the Association without Board approval. Any Committee Member who acts in any manner contradictory to this clause may have their Good Standing revoked immediately.

ARTICLE XIII – Dissolution

Upon dissolution of the Association, after paying or making provision for payment of all lawful debts and liabilities, the remaining assets shall be distributed for one or more exempt purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, the State of Indiana, the City of Evansville, or another state or local government for a public purpose. Preference shall be given to United Neighborhoods of Evansville (UNOE) to be held in accordance with UNOE policy for resumption of the Association, or another qualified tax-exempt neighborhood, charitable, or community development organization serving the Bellemeade-Bayard Park neighborhood, provided such distribution is consistent with Section 501(c)(3) and applicable law.

ARTICLE XIV – Parliamentary Authority

Robert’s Rules of Order Newly Revised shall govern the Association where not inconsistent with these bylaws.

ARTICLE XV – Amendments

These bylaws may be amended by a majority vote of the voting membership present at a duly noticed General Membership Meeting.

ARTICLE XVI – Adoption and Certification

These bylaws were adopted by a majority vote of the voting membership at a duly noticed meeting and take effect immediately upon adoption.

Certification of Adoption

We, the undersigned officers of the Bellemeade-Bayard Park Neighborhood Association, hereby certify that these bylaws were duly adopted and are in full force and effect.

President: _____ Date: _____

Vice President: _____ Date: _____

Secretary: _____ Date: _____