

## BYLAWS

### ROCKY RIPPLE COMMUNITY ASSOCIATION, INC

#### ARTICLE 1 NAME

- 1.1 The name of this organization shall be Rocky Ripple Community Association, Inc (RRCA).

#### ARTICLE 2 PURPOSE

- 2.1 The Rocky Ripple Community Association exists to provide social, cultural, recreational, and educational services to the town of Rocky Ripple and its residents, and in so doing, strengthen the bonds of civic unity and provide for the common welfare of all residents.
- 2.2 As a 501 (c) (3) corporation, the RRCA may apply for grants, increase revenues and thus provide additional financial support to the Rocky Ripple community.

#### ARTICLE 3 REGISTERED OFFICE

- 3.1 The registered office of this corporation shall be: 930 West 54<sup>th</sup> Street, Indianapolis, Indiana 46208

#### ARTICLE 4 MEMBERS

- 4.1 Membership in the Rocky Ripple Community Association is open to all residents of the town of Rocky Ripple who have attained the age of eighteen (18) years and wish to participate in the affairs of the organization. In order to vote in elections for the Board of Directors and for changes to the bylaws, a resident member must provide their name, address, and contact information with the RRCA.
- 4.2 Members of the organization shall elect the Board of Directors and approve any and all changes to the bylaws. The Board of Directors of the RRCA are considered to be members of the association.
- 4.3 An annual meeting of the membership shall be held on the third Tuesday in May. An officer of the association shall chair the meeting. Notice of this meeting shall be given at least thirty (30) days prior to the meeting. A quorum shall consist of a majority of the Board of Directors (3) and a sufficient number of RRCA members that total at least seven (7). Proxy votes are not permitted. Virtual or remote attendance and voting, such as by phone or teleconferencing software, are allowed.

- 4.4 Special meetings of the membership may be called by the president or a majority of the Board. Notice of such meetings shall be given to the Board of Directors and RRCA residents at least seven (7) days prior to such meetings.

## ARTICLE 5 BOARD OF DIRECTORS

- 5.1 The control and management of the affairs of the corporation shall be vested in its Board of Directors.
- 5.2 The Board of Directors of the corporation shall consist of five (5) members, as stated in 7.1. Any resident of the town of Rocky Ripple who has attained the age of eighteen (18) years shall be eligible for election to the Board.
- 5.3 Any director who moves his or her residence from Rocky Ripple during his or her tenure shall relinquish said directorship.
- 5.4 Any director may be removed, for cause, by a majority vote of the other Board members.
- 5.5 Should a vacancy for any reason occur on the Board, the Board may elect a director to serve for the duration of the unexpired term.

## ARTICLE 6 MEETINGS

- 6.1 The Board of Directors shall meet on the third Tuesday of each month at the location of the registered office. Notice of these meetings shall be provided to Rocky Ripple residents.
- 6.2 Special meetings, for a specifically stated purpose, may be called by the president or a majority of the officers. Notice of such meetings shall be given to all Board members and RRCA residents at least seven (7) days prior to such meetings.
- 6.3 At any meeting of the Board, a quorum shall exist when at least three (3) Board members are present. A unanimous vote of the quorum is necessary for the transaction of business.

## ARTICLE 7 RESPONSIBILITIES OF THE BOARD OF DIRECTORS

- 7.1 The directors of this corporation shall consist of a president, vice-president, treasurer, secretary, and a sergeant-at-arms.

- 7.2 The president shall be the chief executive officer of the corporation. He or she shall preside at all meetings of the Board of Directors, sign all written contracts of the corporation and perform all other duties as are incident to this office.
- 7.3 The vice-president shall perform the duties specified in section 7.2 of this article in the absence or disability of the president.
- 7.4 The treasurer shall have charge of the corporate treasury, receiving and keeping the monies of the RRCA and disbursing funds as authorized. The treasurer shall also keep all records of the corporation's fiscal activities and file all reports and returns as required by law. He or she shall perform all other duties as are incident to this office.
- 7.5 The secretary shall have the responsibility for providing that all notices required by these bylaws be issued, and shall provide that all minutes of all meetings of the Board of Directors and membership be adequately kept. He or she shall have responsibility for all corporate books, records and papers, and any and all written contracts of the corporation. He or she shall perform all other duties as are incident to this office.
- 7.6 The sergeant-at-arms shall be responsible for calling and tallying all votes that come to the floor of the Board meetings. He or she shall also act as head parliamentarian.

## ARTICLE 8 ELECTIONS FOR THE BOARD OF DIRECTORS

- 8.1 Election for the Board of Directors shall be held at the annual membership meeting. Voting shall be by secret ballot, unless the member is attending virtually or remotely, then their vote will not be anonymous. Each member in attendance shall have one vote for each of the vacant seats to be filled. Election shall be by simple majority.
- 8.2 Directors shall serve a term of three (3) years, except that the initial term of the president and the sergeant-at-arms shall end after the first year, and the initial term of the treasurer and secretary shall end after the second year. Thereafter the Board shall be elected in staggered three year terms.
- 8.3 Each director shall be eligible for reelection.

## ARTICLE 9 AMENDMENT OF BYLAWS

- 9.1 These Bylaws may be amended by a three-quarters vote of members in attendance at the annual meeting.

- 9.2 All proposed amendments shall be submitted in writing by an RRCA member to the Board of Directors at least twenty-one (21) days prior to the annual meeting.
- 9.3 The secretary shall make available to all active members a list of all such proposals at least twenty-one (21) days prior to the annual meeting.

#### ARTICLE 10 PROVISIONS FOR THE REGULATION AND CONDUCT OF THE CORPORATION

- 10.1 No part of the net earnings of this corporation shall inure to the benefit of, or be distributable to, its members, directors, officers or other private persons, except that this corporations shall be authorized and empowered to pay reasonable compensation for services rendered, and to make payments and distributions in furtherance of the purposes set forth in these articles.
- 10.2 No substantial part of the activities of this corporation shall consist of carrying on propaganda, or otherwise attempting to influence legislation, and this corporation shall not participate in any political campaign on behalf of, or in opposition to, any candidate for public office.
- 10.3 This corporation shall not carry on any activities not permitted to a corporation exempt from federal income tax under section 501 (c) (3) of the Internal Revenue Code.
- 10.4 Upon the dissolution of this corporation, its assets remaining after payment, or provision for, of all debts and liabilities of this corporation shall be distributed for one or more exempt purposes within the meaning of section 501 (c) (3) of the Internal Revenue Code.
- 10.5 The directors or members shall not be personally liable for debts, liabilities or other obligations of this corporation.

#### ARTICLE 11 FISCAL YEAR

- 11.1 The fiscal year of this corporation shall begin on the 1st day of January and end on the 31st day of December.

## AMENDMENT 1 ROCKY RIPPLE HOHLT PARK ENDOWMENT FUND

- 1.1 A restricted fund is hereby created within the budget of the Rocky Ripple Community Association, Inc.
- 1.2 The name of the fund is The Rocky Ripple Hohlt Park Endowment.
- 1.3 All monies distributed from this fund shall be used for the following purposes:
  - A) Maintenance of landscape, structures, and installations in Rocky Ripple Hohlt Park.
  - B) Capital improvements to Rocky Ripple Hohlt Park.
  - C) Maintenance and improvements to other designated park areas or greenspace properties owned by the town of Rocky Ripple or the Rocky Ripple Community Association.
- 1.4 The uses described in section 1.3A above shall receive priority above all other uses.
- 1.5 The annual disbursement of monies from this fund shall not exceed five percent (5%) of the principal invested in this fund at the close of the previous fiscal year. Any previously unused distribution may be used in subsequent years with the approval of a majority of the Board of Directors.
- 1.6 The Board of Directors of The Rocky Ripple Community Association shall determine the disposition of all monies distributed from this fund.
- 1.7 The Board of Directors of The Rocky Ripple Community Association shall be responsible for investing these funds in a fiduciary responsible manner.

Amended May 2001 and updated May 2022

Bylaws approved May 2023