

BY-LAWS OF  
FARRINGTON'S GROVE HISTORICAL DISTRICT, INC.

I.

Introduction

Section 1. Name

The name of this Corporation, organized under the Indiana General Not for Profit Corporation Act, shall be Farrington's Grove Historical District, Inc

Section 2. Purposes

- a) To preserve the Farrington's Grove Historical District, Inc., (which consists of an area bounded by the South side of Swan Street and bounded by the North side of Hulman Street, and bounded on the East by Eighth Street and bounded on the West by Fourth Street in Terre Haute, Indiana), for its importance in local, state, and national significance.
- b) To guide the growth within the district to insure the protection of the special quality of uniqueness that now exists.
- c) To limit uses that are not compatible with preservation of the district and strengthen controls that will lead to improvement of design and rehabilitation of structure and sites.
- d) To have and to exercise all powers permitted or authorized by the Indiana Not for profit Corporation Act.
- e) To encourage fellowship and awareness of the neighborhood.
- f) To prevent increased population density.

Section 3. Office

The principal office of the corporation shall be the address of the current President

#### Section 4. Fiscal Year

The fiscal year of the Corporation shall coincide with the calendar year.

#### Section 5. Exempt Activities

Notwithstanding any other provision of these by-laws, no member, director, officer, employee or representative of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by a) an organization exempt from federal income tax under Section 510c.3 of the Internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended, or b) an organization contributions to which are deductible under Section 170c.2 of such Code and Regulations.

#### Section 6. Notices

All notices required or permitted to be given by these by-laws shall be served either personally or by mail. If mailing, any notice to a member or a director shall be directed to the recipient at this address as it appears on the records of the Corporation, unless the recipient shall have filed with the Secretary of the corporation a written request that notices intended for him be mailed to some other address, in which case they shall be mailed to the address designated in the request. Whenever the Corporation or the members or the Board of Directors or any committee is authorized to take any action after notice, such action may be taken without notice if at any time before or after such action be completed the notice be waived in writing by all individuals entitled thereto, or if the notice be waived by attendance in person by such individuals at the meeting at which the action is taken.

## II.

### Members and Directors

#### Section 7. Members

A member shall be defined as a person who has paid the current annual dues and who has agreed to abide by the by-laws and articles of incorporation of the Farrington's Grove historical District, Inc. Each member shall have the right at every meeting of the members of the corporation to one (1) vote. No

member shall be entitled to share in the distribution of the corporate assets upon dissolution of the corporation.

### Section 8. Directors

The Board of Directors shall manage the affairs and properties of the corporation. The function of the Board shall be to formulate policies and procedures and see to it that these policies and procedures are implemented that the objectives of the Corporation may be achieved to the end and its usefulness for the purposes set forth in the by-laws and Articles of Incorporation.

A director shall be defined as a person who is a deeded property owner and permanent resident of Farrington's Grove Historical District. A director must be a member of the Farrington's Grove Historical District, Inc. as defined above.

The number of directors of the corporation is presently fifteen (15), which is the maximum as prescribed by the Articles of Incorporation. The number of directors may be decreased at any time to a minimum of seven (7) directors. To effect any decrease or increase in the number of directors, these by-laws may be amended upon compliance with the amendment requirements of these by-laws.

A director shall be elected for a term of two (2) years. The election of directors shall be staggered so that only one-half of the board shall be elected each year.

### Section 9. Filling of Vacancies

- a) The election of the additional director or directors shall be by vote of the members of the Corporation at the first annual meeting of the members following the meeting of the Board of Directors at which the amendment is enacted to these by-laws increasing the number of directors.
- b) Except as provided in subsection (a) above, any vacancy occurring in the Board of Directors caused by death, resignation or otherwise shall be filled by a majority vote of the remaining members of the Board of Directors, the new director to be elected to serve for the balance of the term of office left vacant.

## Section 10. Annual Meetings

- a) The annual meeting of the members of the Corporation shall be held in Terre Haute, Indiana, in March of each year, for the purpose of electing the directors of the Corporation and for the transaction of such other business as may come before the meeting.
- b) At the annual meeting of the members those directors whose terms have expired shall be replaced.
- c) The annual organization meeting of the Board of Directors of the Corporation shall be held immediately following the annual meeting of the members of the Corporation. At such annual organizational meeting the directors shall elect the officers of the Corporation and shall transact such other business as may come before the meeting.

## Section 11. Regular Meetings

There shall be at least four (4) regular meetings per year held on a quarterly schedule. One of these regular meetings will be the annual meeting prescribed by Section 10. Regular meetings of the Board of Directors of the Corporation shall be held at such times and places as the Board of Directors shall from time to time by resolution designate. At each regular meeting of the Board, such business may be transacted as may properly come before the meeting.

## Section 12. Special Meetings

Special meetings of the members of the Corporation or of the directors may be called at any time by the president or by a majority of the Board of Directors or by written petition signed by not less than one-tenth of all members. If a special meeting is properly called, it shall be the duty of the secretary of the Corporation to give notice of the time and place of the meeting as so called.

## Section 13. Notices

A written notice, stating the place, day and hour of the meeting, and in the case of a special meeting of the members the purpose for which such meeting is called, shall be delivered or mailed by the secretary (or by the officer or persons calling the meeting) to each member or director at least

ten days before the date of the meeting, if it be a meeting of the members or a regular meeting of the Board of Directors, or at least forty-eight hours before the date of the meeting if it be a special meeting of the Board of Directors. No notice need be given of the annual organization meeting of the Board of Directors, or annual meeting of membership.

#### Section 14. Quorum

At any meeting of the members or Board of Directors of the Corporation, the presence in person of member or directors comprising one-third of the entire membership or board (“entire” in these by-laws meaning the number specified in the first sentence of Section 8 above) shall be necessary to constitute a quorum. The act of a majority of the members or directors present at any meeting of the members or board at which there is quorum shall be the act of the entire membership or board, except as otherwise specifically provided in these by-laws by Section 9 in respect to the filling of vacancies, by Section 15 in respect to resignation and removal, by Section 30 in respect to amending these by-laws, or except as may otherwise be prescribed by Indiana law. In the absence of a quorum, or even if a quorum is present, a meeting may be adjourned from time to time by vote of a majority of the members or directors present in person at the meeting without notice of adjournment other than announcement thereof at the meeting, and without notice thereof to any absent member or director; and at any such meeting resuming pursuant to adjournment, at which a quorum is present, any business may be transacted which might have been transacted at the meeting in respect to which notice was originally given.

#### Section 15. Resignation and Removal

- a) A member may resign from membership in the Corporation, and from its Board of Directors, by delivering a written resignation to the president or secretary of the Corporation.
- b) A member of director may be removed from membership and directorship by the affirmative vote of two-thirds of the entire membership, registered in person at any regular or special meeting, for conduct detrimental to the interests of the Corporation. Any individual proposed to be removed from membership and/or directorship shall be entitled to at least fifteen days’ prior written notice of the meeting at which such removal is to be voted upon, and he shall be entitled to appear before and be heard at such meeting.

- c) If an individual who is a member or director is absent during any period of twelve consecutive calendar months from three meetings of the members and/or directors, and if notice is thereupon given to such individual of such absences and of the provisions of this subsection © of this section 15, and if such individual thereafter during the same twelve-month period is absent from a fourth meeting of the members and/or directors, then, the Corporation through its secretary shall immediately give notice (herein called the “termination notice”) to such individual informing him that because of four absences during a consecutive twelve-month period from corporate meetings he may cease to be a member an director of the Corporation, and upon such individual’s r3ceipt of such notice he may, at the discretion of the board, cease to be a member or director of the Corporation. Provided, however, such individual may protest the termination of his membership and directorship by delivering to the secretary of the Corporation, within ten (10) days after the individual’s receipt of the termination notice, his notice of protest, which shall set forth the excuse or excuses the individual has for being absent from the four meeting; and thereafter the termination of the individual’s membership and directorship may be revoked and the individual restored to full rights as a member an director by the affirmative majority vote of the Executive Committee. The individual shall be entitled to at least fifteen days’ prior written notice of the meeting at which the question of revoking the termination of membership and directorship is to be voted upon, and he shall be entitled to appear before and be heard at such meeting.

### Section 16. Voting

At every meeting of members or directors, each member or director shall be entitled to one vote. At the annual and all meetings of members or directors voting must be registered in person. The secretary shall keep at the principal office of the Corporation a complete and accurate list of all members or directors entitled to vote and of their addresses; any member or director may inspect this list for any proper purpose at any reasonable time.

### Section 17. Executive Committee

The Board of Directors shall by resolution adopted by a majority of the whole Board, designate the president of the Corporation, the vice-president,

the secretary, and the treasurer who will constitute an Executive Committee, to serve until the next annual meeting of the Board of Directors. The Executive Committee shall have and exercise, but in emergencies only, all the authority of the Board of Directors in the management of the corporation during the intervals between any meetings of the Board; but the designation of such Executive Committee and the delegation thereto of authority shall not operate to relieve the Board of directors or any member thereof of any responsibility imposed by law upon it or him. The president of the Corporation shall be the chairman of the Executive Committee. At any meeting of the members of the Executive Committee, the presence of three (3) of its members in person shall be necessary to constitute a quorum for any purpose. The action of a majority of the members present at any meeting of the Executive Committee at which there is a quorum shall be the action of the full Executive Committee. Any vacancy occurring in the membership of the Executive Committee, caused by death, or resignation or loss of directorship, or otherwise, shall be filled by the remaining members of the Executive Committee, subject to the approval of the Board of Directors at the next succeeding meeting thereof. All action of the Executive Committee shall be reported to the Board of Directors at the next following meeting of the Board, and shall be subject to alteration, rescission or approval by the Board of Directors, but in respect to third parties, who need not inquire into the validity or expediency of any action of the Executive Committee, the Corporation shall be bound by the action of the Executive Committee.

#### Section 18. Earnings and Compensation

No member of the Corporation shall have or receive any earnings from the Corporation. No member shall receive any compensation for any services rendered the Corporation in his capacity as a director, or officer, or member of the executive or other committee. A member may be reimbursed for any expenses reasonably incurred by him on behalf of the Corporation.

### III. Officers

#### Section 19. Number and Duties Generally

The officers of the Corporation shall be the president, vice-president, secretary, and treasurer. Any person may hold two offices at the same time,

except the offices of the president and secretary. All officers must be directors. In addition to the duties specified below, the officers shall perform all duties normally incident to their offices, subject to the supervision and control of the Board of Directors, and shall perform such other duties as may be assigned to them from time to time by the Board of Directors.

#### Section 20. Election

Each officer shall be elected annually by the Board of Directors at its annual meeting.

#### Section 21. Vacancies

In case any office of the Corporation becomes vacant by death, resignation, disqualification, removal, or other cause, the directors may elect an officer to fill such vacancy at any regular or special meeting; provided, however, that notice of the meeting shall be given, stating that the business before the meeting includes the election of such officer. The officer so elected shall hold office and serve until the next succeeding annual meeting of the Board of Directors and until the election and qualification of his successor.

#### Section 22. President

The president shall preside at all meetings of members and of the Board of Directors. He shall have and exercise general charge and supervision of the affairs of the Corporation.

#### Section 23. Vice-President

At the request of the president, or in the event of his absence or disability, the vice-president shall perform the duties and possess and exercise the powers of the president. Vice-president shall also be program chairman.

#### Section 24. Secretary

The secretary shall have charge of such books, documents, and papers as the Board of Directors may determine. He shall attend and keep the minutes of all meetings of the Board of directors and members of the Corporation. He may sign with the president or vice-president, in the name and on behalf of

the Corporation, any contracts or agreements authorized by the Board of Directors or executive committee.

#### Section 25. Treasurer

The treasurer shall oversee the holding and handling of the accounting personnel of the Corporation of corporate funds and securities. He shall see to it that full and accurate accounts of receipts, disbursements and expenses are maintained by such personnel in accordance with sound and consistently applied accounting principles and procedures; that corporate monies are deposited to its credit in such depository or depositories as the Board may from time to time designate; and that corporate funds are disbursed by corporate employees for purposes either generally or specifically sanctioned by the Board of Directors. The treasurer shall render to the board at annual meetings thereof, or whenever the board requests, an account of his transactions as treasurer and of the financial condition of the Corporation.

The treasurer shall also keep a current membership roster with names and addresses.

#### Section 26. Removal

Any officer may be removed from the office by the affirmative vote of two-thirds of the entire Board of Directors at any regular or special meeting called for that purpose, for nonfeasance, malfeasance, or misfeasance, for conduct detrimental to the interests of the Corporation, for lack of sympathy with its objectives, or for refusal to render reasonable assistance in carrying out its purposes. Any officer proposed to be removed shall be entitled to at least fifteen days' prior written notice by mail of the meeting of the Board of Directors at which such removal is to be voted upon and shall be entitled to appear before and be heard by the Board of Directors at such meeting.

### IV.

#### Miscellaneous

#### Section 27. Contracts and Services

The directors and officers of the Corporation may be interested directly or indirectly in any contract relating to or incidental to the operations

conducted by the Corporation, and may freely make contracts, enter transactions, or otherwise act for and on behalf of the corporation, notwithstanding that they may also be acting as individuals, or s trustees of trusts, or as agents for other persons or corporations, or may be interested in the same matters as stockholders, directors, or otherwise; provided, however, that any contract, transaction, or act on behalf of the Corporation in a matter in which the directors or officers are personally interested as stockholders, directors, or otherwise shall be at arm's length and not violate the proscriptions in the articles of incorporation against the Corporation's use or application of contract, transaction or act is a prohibited transaction or would result in the denial of tax exemption under the internal Revenue Code and its Regulations as they now exist or as they may hereafter be amended. In no event, however, shall any person or other entity dealing with the directors or officers be obligated to inquire into the authority of the directors or officers to enter into and consummate any contract, transaction, or other action.

#### Section 28. Authorization

The Board of Directors may, unless otherwise expressly provided in these by-laws, authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board of Directors, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it liable pecuniarily for any purpose or in any amount.

#### Section 29. Committees

- a) Committees of the Board of Directors other than its Executive Committee, shall be special committees. Special committees may be established from time to time with such responsibilities as may be delineated by the Board of Director.
- b) Except as the Board of Directors may expressly provide otherwise by resolution in establishing a special committee, the president shall appoint the chairman and all members of all committees, the appointment to be made by no later than thirty (3) days from and after the meeting of special committees at which the president is elected.

- c) The members of all committees functioning under this section shall serve during the pleasure of the Board of Directors. Each such committee may prescribe rules and regulations for the call and conduct of its meeting. All decisions of any committee functioning under this section shall require the consent of at least a majority of the full membership of the committee.

Section 30. Amendments

The Board of Directors shall have the power to make, alter, amend or repeal the by-laws of the Corporation a) either by the affirmative vote of two-thirds of the entire Board of Directors, or b) by the vote of two-thirds of the directors present at any meeting of the board at which there is a quorum approving any proposal submitted to the Board of Directors by the Executive committee in respect to the making, altering, amending or repealing of the by-laws of the Corporation.

President

Secretary