

**Bylaws
Of
COLLEGE HILL NEIGHBORHOOD ASSOCIATION, INC.**

Article I. Name

The name of the Corporation is College Hill Neighborhood Association, Inc.

Article II. Purpose

The purpose of the Corporation, as stated in the Articles of Incorporation includes, but not limited to, preserving the historic and unique character of the neighborhood, providing resistance to the deterioration of the neighborhood through regular maintenance and improvement projects, providing support to matters that are of neighborhood concern and engaging in activities generally designed to enhance the quality of life of those living in and visiting the neighborhood.

Article III. Boundaries

The organization shall serve the individuals who are residents of, own real property in or operate a business within the area of Wichita, Kansas bounded by Hillside Avenue on the West, Kellogg Avenue on the South, Oliver Street on the East and Central Avenue on the North.

Article IV. Membership

Section 1: General Membership: Any individual who subscribes to the purpose and basic policies of the Corporation and who is a resident of, owns real property in or operates a business within the area of Wichita, Kansas listed in Article III of these by laws may become a member of the Corporation subject only to the compliance with the provisions of the Bylaws. Membership in the Corporation shall be available without regard to race, color, creed or national origin.

Article V. Dues

Section 1: Dues: All members will be asked to pay dues annually. Dues are voluntary. Dues are collected for the sole purpose of carrying out the mission of the association.

Section 2: Amount of Dues: Dues will be kept low so as to encourage as many members as possible. The amount of the dues will be determined annually at the annual meeting. The Executive Committee will make a recommendation to the membership at the annual meeting as to the amount of the yearly dues followed by a vote of the membership.

Section 3: Payment of Dues: Annual dues are to be paid within 60 days of the annual meeting. New members will be asked to pay for the full year in which they join, regardless of when they join. If this causes a hardship on the member, dues may be prorated.

Section 4: Other Monetary Donations to the Organization: Periodically, members may be asked to donate to other projects proposed and voted on by the association. These are voluntary payments and are not considered dues.

Article VI. Meetings

Section 1: Time and Place of Meetings: The Corporation will meet quarterly at a time and place that is convenient to the largest number of members. Meeting dates and times should be consistent and moved or rescheduled only as a last resort. When circumstances allow, members shall be notified at least 7 days in advance of all cancelled meetings

Section 2: Special Meetings: Special Meetings of the membership may be called by the Executive Committee with a 7-day notice.

Section 3: Committee Meetings: The Executive Committee and/or other committees of the association may meet at other times to conduct the business of the Corporation.

Section 4: Annual Meeting: The Corporation will hold an annual meeting in December of each year. The officers will be elected at that meeting. The amount of annual dues will be voted on at that meeting.

Section 5: Nominations: Nominations will be accepted from the floor at the Annual meeting.

Article VII. Officers

Section 1: Officers: The officers shall be President, Vice President, Secretary, Treasurer, Past President.

Section 2: Elections: These offices shall be elected by a majority vote at the annual meeting. A roll call, voice or secret ballot election may be used. If the officers are not elected at the annual meeting the current officers hold office until an election can be held.

Section 3: Terms: The terms for all offices shall be from the first day of January to the end of that election year.

Section 4: Vacancies: A vacancy in any office is to be filled by the Executive Committee.

Articles VIII: Officers Duties

Section 1: President: The President shall be the principal executive officer of the Corporation and shall generally supervise the business and affairs of the Corporation. He/She shall preside over all Executive Committee meetings and shall be considered a non-voting, voluntary member of all other standing and additional/special committees. He/She presides over the annual and regularly scheduled meetings of the association. The President may represent the Corporation at other meetings in the community as needed.

Section 2: Vice President: The Vice President shall assist the President when necessary, by attending committee meetings or other community meetings on behalf of the association. The Vice President performs the duties of the President in the event the President is unable to fulfill his/her responsibilities. He/She presides over meetings if the President is unable to attend. The Vice President is responsible for always having a copy of the most up to date Bylaws and any other Corporation policies and procedures at all meetings and to clarify questions about these documents if they arise. The Vice President may also be called upon to assist the other officers in their duties, such as assuring association records are filed and organized.

Section 3: Secretary: The Secretary shall keep the minutes of all regularly scheduled meetings as well as all Executive Committee meetings. The Secretary shall also be responsible for keeping accurate records of all Association business, including but not limited to, all minutes, meeting notices, correspondence, copies of financial reports, copies of up to date Bylaws, articles of incorporation paperwork, copies of all newsletters, copies of all requests for funds generated by the association and any other historical document that pertains to the ongoing business of the association. The Secretary will pass this information on to the next Secretary at the end of his/her term.

Section 4: Treasurer: The Treasurer shall be responsible for all funds of the Corporation. He/She shall receive and issue receipts for monies due and payable to the Corporation from any source and deposit all monies in the name of the Corporation in the financial institution selected by the Executive Committee. The Treasurer will prepare accurate and timely financial reports to be presented to all members at every regularly scheduled membership meeting and Executive Committee meetings. The Treasurer is responsible for assuring all bank statements and other Corporation records are kept neatly filed and safe. The Treasurer is responsible for assuring all residents are aware of the amount of the annual dues. The Treasurer is accountable for all expenditures of the Corporation and must keep good records, including receipts, to back up every transaction. The Treasurer shall prepare and file all necessary and required paperwork with The United States Internal Revenue Service and the Kansas Secretary of State.

Section 5: Past President: The immediate Past President shall serve on the Executive Committee and act as advisor to the group. He/She shall carry out responsibilities as assigned by the President.

Section 6; Removal. Any officer may be removed from office by a two thirds vote of the membership in attendance 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 five days' notice in writing by mail of the meeting of the membership at which such removal is to be voted upon and shall be entitled to appear before and be heard by the membership at such meeting.

Article IX. Executive Committee

Section 1: Executive Committee Membership: The Officers, as detailed in Article VII, Sec 1, make up the members of the Executive Committee.

Section 2: Executive Committee Responsibilities: The Executive Committee shall manage the day-to-day operations of the association. The Executive Committee is responsible for setting the agenda of the regularly scheduled meetings, arranging the annual meeting, establishing committees and appointing committee chairs. They also make a recommendation to the membership at the annual meeting as to the amount of yearly dues.

Section 3: Executive Committee Meetings: Executive Committee members may meet outside of regular association meeting times. The Executive Committee should hold regularly scheduled meetings.

Section 4: Executive Committee Quorum: There must be at least a majority of the Executive Committee members present in order for the Executive Committee to conduct any business.

Article X. Committees-

Section 1: Committee Chairs: The **Executive** Committee appoints the Committee Chairs as needed.

Section 2: Committee Members: The Executive Committee assigns members to their respective committees.

Section 3: Standing and Additional/Special Committees: Both Standing and Additional/Special Committees may be utilized to address neighborhood business.

Section 4: Standing Committees: The Standing Committees of the Corporation consist of the following:

(a) **College Hill Park and Pool** – This committee will work with issues and activities related to the park and pool located within the College Hill Neighborhood as defined in Article III

(b) **Crime Watch** – This committee shall work closely with the Wichita Police Department and the City of Wichita to encourage neighborhood residents and businesses to be vigilant concerning activities going on in the neighborhood, to take actions necessary to report suspected criminal activity and to minimize criminal activity within the neighborhood.

(c) **Events** – This committee will be charged with scheduling, planning and operating the events regularly scheduled for the neighborhood, which include but are not limited to: trolley tour, the garden and architectural tour, dog days at the College Hill pool, the Easter egg hunt, the Family Fun Fair, and any other special events that may occur from time to time

d) **Membership** – This committee will be charged with increasing and maintaining membership of the Association, including any recommendation as to dues and the benefits of membership.

(e) **Nominating** – This committee will be charged with nominating officers for a slate of nominees to be presented to the membership for a vote. The outgoing President shall automatically serve as a member of this committee when it is fulfilling its responsibility for nominations of officers.

Section 5: Additional/Special Committees: The Executive Committee may create such additional standing or special committees as it deems necessary to promote the purposes and carry on the work of the Corporation. The Executive Committee shall have the right to appoint persons to any committees established. The Executive Committee may appoint individuals to committees who are not members of the Corporation; however, a majority of the committee shall be members of the Corporation. The committees shall have the power and duties designated by the Executive Committee, and shall give advice and make non-binding recommendations to the Executive Committee.

Article XI. Voting

Section I: Majority Vote Rules: All Association business is transacted using a voting system called Majority Vote, which means the winning candidate or resolution received at least one more vote than the next candidate or resolution on the ballot.

ARTICLE XII. Fiscal Year

The fiscal year of the Corporation shall be January 1st to December 31st.

ARTICLE XIII. Internal Revenue Code

Any reference in these Bylaws to a section of the Internal Revenue Code or the "Code" or to regulations promulgated thereunder shall be deemed to include all amendments thereto and all corresponding provisions of any applicable future Internal Revenue Code or regulations.

ARTICLE XIV. Amendments

These Bylaws may be altered, amended or repealed at any meeting of members by a vote of two-thirds of the members in attendance at such meeting.

ARTICLE XV. Indemnification and Insurance

Section 1: Power to Indemnify in Actions, Suits or Proceedings Other Than Those by or in the Right of the Corporation: Subject to Section 3 of this Article XV, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the Corporation) by reason of the fact that he/she is or was an, officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees), judgments, fines and amounts paid in settlement actually and reasonably incurred by him/her *in* connection with such action, suit or proceeding if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceeding, had no reasonable cause to believe his/her conduct was unlawful. The termination of any action, suit or proceeding by judgment, order, settlement, conviction, or upon a plea of *nolo contendere* or its equivalent, shall not, of itself, create a presumption that the person did not act in good faith and in a manner which he/she reasonably believed to be in or not opposed to the best interests of the Corporation, and, with respect to any criminal action or proceedings, had reasonable cause to believe that his/her conduct was unlawful. Notwithstanding any indication to the contrary in this Article, there shall be no indemnification as to the imposition upon any such person of the taxes specified in section 4941, 4944 or 4945 of the Code or corresponding provisions of any subsequent federal tax laws.

Section 2: Power to Indemnify in Actions, Suits or Proceedings by or in the Right of the Corporation: Subject to Section 3, below, the Corporation shall indemnify any person who was or is a party or is threatened to be made a party to any threatened, pending or completed action or suit by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he/she is or was an officer, employee or agent of the Corporation, or is or was serving at the request of the Corporation as a director, officer, employee or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection with the defense or settlement of such action or suit if he/she acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation; except that no indemnification shall be made in respect of any claim, issue or matter as to which such person shall have been adjudged to be liable for negligence or misconduct in the performance of his/her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought shall determine upon application that, despite the adjudication of liability but in view of all the circumstances of the case, such person is fairly and reasonably entitled to indemnity for such expenses which the court shall deem proper.

Section 3: Authorization of Indemnification: Any indemnification under this Article (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the officer, employee or agent is proper in the circumstances because he/she has met the applicable standard of conduct set forth in Section 1 or Section 2, as the case may be. Such determination shall be made:

- (a) by the Executive Committee by a majority vote of a quorum consisting of officers who were not parties to such action, suit or proceeding, or

(b) by independent legal counsel in a written opinion, if such a quorum is not obtainable or, even if obtainable, a quorum of disinterested officers so direct.

To the extent, however, that an officer, employee or agent of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding described above, or in defense of any claim, issue or matter therein, he/she shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by him/her in connection therewith, without the necessity of authorization in the specific case.

Section 4: Good Faith Defined: For purposes of any determination under Section 3 of this Article, a person shall be deemed to have acted in good faith and in a manner he/she reasonably believed to be in or not opposed to the best interests of the Corporation, or, with respect to any criminal action or proceeding, to have had no reasonable cause to believe his/her conduct was unlawful, if his/her action is based on the records or books of account of the Corporation or another enterprise, or on information supplied to him/her by the officers of the Corporation or another enterprise in the course of their duties, or on the advice of legal counsel for the Corporation or another enterprise, or on information or records given or reports made to the Corporation or another enterprise by an independent certified public accountant or by an appraiser or other expert selected with reasonable care by the Corporation or another enterprise, and if his/her reliance upon such information or advice was reasonable under the circumstances. The term "*another enterprise*" as used in this section shall mean any other corporation or any partnership, joint venture, trust or other enterprise of which such person is or was serving at the request of the Corporation as director, officer, employee or agent. The provisions of this section shall not be deemed to be exclusive or to limit in any way the circumstances in which a person may be deemed to have met the applicable standard of conduct set forth in Sections 1 and 2, as the case may be.

Section 5: Indemnification by a Court: Notwithstanding any contrary determination in the specific case under Section 3, and notwithstanding the absence of any determination thereunder, any officer, employee or agent may apply to any court of competent jurisdiction in the State of Kansas for indemnification to the extent otherwise permissible under Sections 1 and 2. The basis of such indemnification by a court shall be a determination by such court that indemnification of the officer, employee or agent is proper in the circumstances because he/she has met the applicable standards of conduct set forth in Sections 1 or 2, as the case may be. Notice of any application for indemnification pursuant to this section shall be given to the Corporation promptly upon the filing of such application.

Section 6: Expenses Payable in Advance: Expenses incurred in defending or investigating a threatened or pending action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such actions, suit or proceeding as authorized by the Executive Committee in the specific case upon receipt of an undertaking by or on behalf of the officer, employee or agent to repay such amount unless it shall ultimately be determined that he/she is entitled to be indemnified by the Corporation as authorized in this Article.

Section 7: Non-exclusivity and Survival of Indemnification: The indemnification provided by this Article shall not be deemed exclusive of any other rights to which those seeking indemnification may be entitled under any bylaw, agreement, contract, vote of members or

disinterested officers or pursuant to the direction (howsoever embodied) of any court of competent jurisdiction, or otherwise, both as to action in his/her official capacity and as to action in another capacity while holding such office, it being the policy of the Corporation that indemnification of the persons specified in Sections 1 and 2 shall be made to the fullest extent permitted by law. The provisions of this Article shall not be deemed to preclude the indemnification of any person who is not specified in Sections 1 and 2 but whom the Corporation has the power or obligation to indemnify under the provisions of the General Corporation Law of the State of Kansas, or otherwise. The indemnification provided by this Article shall continue as to a person who has been a director, officer, employee or agent of the Corporation and shall continue for the benefit of the heirs, executors and administrators of such persons.

Section 8: Insurance: The Corporation shall acquire and maintain general liability insurance and such other insurance coverage as the Executive Committee deems reasonable and responsible for the activities conducted by the Corporation. The funds of the Corporation shall be used to purchase premiums for any such insurance.

ARTICLE XVI. Miscellaneous

Section 1: Notice by Mail: Whenever any notice is required by these Bylaws to be given, personal notice is not meant unless expressly so stated, and any notice so required shall be deemed to be sufficient if given by depositing the same in the United States mail, postage prepaid, addressed to the person entitled thereto at his address as it appears on the records of the Corporation, and such notice shall be deemed to have been given on the day of such mailing.

Whenever any notice whatever is required to be given under the provisions of any law, or under the provisions of the Articles of Incorporation of the Corporation or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to said notice, whether before or after the time stated therein, shall be deemed equivalent thereto.

Section 2: Electronic Notice: Notice by electronic transmission means any form of communication consented to by the member or officer, not directly involving the physical transmission of paper, that creates a record that may be retained, retrieved and reviewed by a recipient thereof, and that may be directly reproduced in paper form by such recipient through an automated process. The methods may include: facsimile transmission, electronic mail, electronic network together with separate notice to the member, and any other form of electronic transmission as directed by the member or officer.

For notice by electronic transmission, any consent shall be revocable by written notice from the member or officer to the Corporation. Any consent to receive notice by electronic transmission shall be deemed revoked if: (1) Corporation is unable to deliver by electronic transmission two consecutive notices given by the Corporation in accordance with such consent; (2) such inability becomes known to the Secretary of the Corporation or other person responsible for the giving of notice. The inadvertent failure to treat such inability as a revocation shall not invalidate any meeting or such other action.

Section 3: Quorum: Quorums of meetings shall be defined as follows:

(a) **Officers Meetings:** At all meetings of the Officers, a majority of the officers shall be sufficient to constitute a quorum for the transaction of business.

(b) **Membership Meetings:** At membership meetings a quorum consists of those present at the meeting. All actions of members shall require a vote of a majority of the members present at the meeting during which a vote of the members occurs unless otherwise detailed in these bylaws.

Section 4: Parliamentary Authority: Roberts Rules of Order shall be the parliamentary guide for all Corporation meetings.

CERTIFICATE OF SECRETARY

I, the undersigned, do hereby certify:

1. That I am the duly elected and acting Secretary of College Hill Neighborhood Association, Inc., a Kansas nonprofit corporation; and
2. That the foregoing Bylaws, consisting of nine (9) pages, constitute the Amended Bylaws of said Corporation, as duly adopted at a meeting of members thereof duly held on the 18th day of September, 2012.

IN TESTIMONY WHEREOF, I have hereunto subscribed my name as Secretary of the said Corporation this 18th day of September, 2012.



Matt Jordan, Secretary

December 21, 2012
Date