

ARTICLE I: THE NAME of this association shall be the Harvester Neighborhood Association, Inc. (HNA), and shall further be referred to in this constitution and in the by-laws as the Association.

ARTICLE II: PURPOSES. The purposes of this non-profit organization shall be as follows:

- 1.) To promote direction and services to the neighborhood (and as far as possible to the larger community) through individual and cooperative activities, that we may better meet the needs of the men, women and children in the neighborhood in which we live.
- 2.) Identify and help solve neighborhood problems by concentrating on these major areas of concern: planning; crime prevention & safety; home and property; communications; social services; special projects and recreation.
- 3.) To encourage and establish mutual concern and a spirit of friendliness for each other as neighbors, that all may practice better ways of living and working together,
- 4.) To uphold all ordinances and codes of the city of Fort Wayne, Indiana to the best of our abilities.
- 5.) To help make the members aware of city, state, and federal ordinances which affect them in terms of their neighborhood.
- 6.) As a legal not for profit corporation, HNA is organized exclusively for charitable, religious, educational, and/or scientific purposes under section 501(c)(3) of the Internal Revenue Code. Notwithstanding any other provisions of these articles, the purposes will be limited exclusively to exempt purposes within the meaning of IRC 501(c)(3), and the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code.

In summary, The Mission of HNA is to enhance quality of life, neighborliness, and safety in the Harvester community.

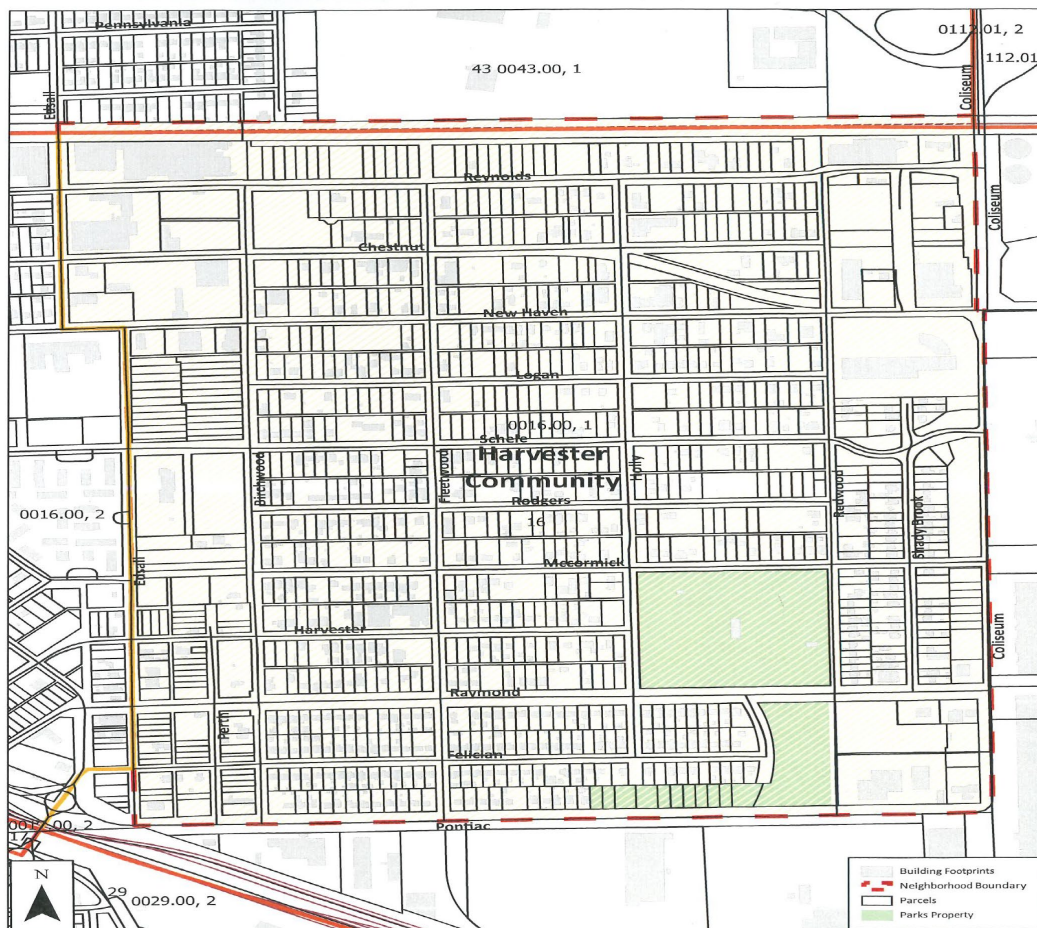
ARTICLE III: MEMBERSHIP.

Section 1: The membership of this association shall consist of all who reside, within or own property within our boundaries, (see Boundaries of the Association in Article IV), and others who desire to aid in our purpose (see Article II). Businesses in HNA may have two members representative of the business.

Section 2: DUES. Membership dues shall be determined annually at the December meeting. The Board of Directors shall suggest to the members a due payment adequate to cover expenses. Dues shall be collected at the time the person joins or renews their membership in the Association, for the fiscal year. Interested parties can also donate above and beyond their due payment to support the association.

Section 3: Non-voting members include those who have interests in promoting the purpose of the HNA (e.g. Those who work or worship in or near the neighborhood). They may attend meetings and offer input, but will not be expected to pay dues, and will not be able to hold an office or vote.

ARTICLE IV: DESCRIPTION of Harvester Neighborhood (see map)



Harvester is located in the Woodside Addition of the city. It is part of the 6th District of the City of Fort Wayne, Indiana. It encompasses approximately 0.40 square miles.

The boundary to the NORTH is Norfolk Southern Railroad track/Reynolds Street; the boundary to the EAST is Coliseum Boulevard South; the boundary to the WEST is Edsall Avenue; and the boundary to the SOUTH is E. Pontiac Street.

ARTICLE V: BOARD OF DIRECTORS

Section 1: Only association members may serve as officers. The Board of Directors shall consist of up to seven officers. The officers of this association shall consist of the President, Vice-President, Secretary, and Treasurer. They will serve two-year terms, and may serve two sequential terms. Up to three At-Large Board members will serve one-year terms, and may serve an unlimited number of terms.

The Board shall act as governing and coordinating council for the Association and its committees. They shall meet as deemed necessary to discuss and act on matters which cannot wait until a meeting of members. Four Directors shall constitute a quorum; or the majority of currently elected board members (eg. If there are only four current board members, three will constitute the majority and quorum).

The Board of Directors shall not incur any debt or liability exceeding the net assets of the Association. Because this is a voluntary organization and operating in good faith, the Harvester Neighborhood Association and its members will solve disputes via mediation and not from court proceedings, unless criminal behavior has occurred.

Section 2.) ELECTION, the officers of this association shall be elected annually from due paying members. Nominations will be taken from October until December and elections shall occur at the December neighborhood association meeting. Elected officers shall serve beginning January 1st of the next year.

Section 3.) VACANCY. In the event of a vacancy of the office prior to an annual meeting, the member of the Board shall fill the position so vacated, by the appointment of a member. Association who shall serve for the balance of the unexpired term.

SECTION 4.) Any officer may be declared inactive and no longer an officer by a majority vote of the Association of a 2/3 move of the Board of Directors, following 3 unexcused absences for the year. Any absence may be reported to the President or Vice-President prior to the day of the meeting or at the discretion of the Board of Directors to be excused.

SECTION 5.) Board members shall read and sign the Conflict of Interest Policy (see addendum).

Section 6.) DUTIES. The duties of the officers, along with any special duties assigned by the Board of Directors, shall be as follows:

PRESIDENT: Schedule and preside at all regular Association meetings, and those meetings called by the Board of Directors; Act as a liaison between the city and the Association; Recruit various members to serve on Association committees, and advise them, work to facilitate their functions, and delegate authority to them; See that there is a Block Captain to serve each designated area; See that there is a chairperson for each Committee. Term of office will be 2 years.

VICE-PRESIDENT: Work closely with the President and assist them in carrying out his duties; Preside at Association meeting when the President is absent; If the President is unable to complete the tenure of office, the Vice- President shall serve until the Board of Directors can meet to fill the unexpired office, Term of office will be 2 years.

SECRETARY: Shall keep minutes of all the meetings of the Association and the Board of Directors; Maintain an attendance roster; Maintain a notebook of the committee minutes and; Handle all correspondence for the Association, including the filing of the annual Business Entity Report with the Secretary of State. Term of office will be 2 years.

TREASURER: Shall have charge of all funds of this organization and deposit same in a bank designated by the Board of Directors; maintain a record of all receipts, deposits, and disbursements, following General Accounting Standards. Report a summary at each meeting of the Association, and; Maintain the membership roster of dues paid. Term of office will be 2 years.

At-Large Board Members: The primary responsibilities will be to connect, represent, advocate for, and monitor an area of the neighborhood (i.e. HNA divided into north, central and southern sections). They will be the “eyes and ears” of the assigned area of HNA, encourage residents to access

City services, as needed, and to participate in the Association. They may also lead committees (Section VI). They will have a term of one-year, and may be re-elected for sequential terms with no limit.

AUDITING: Shall consist of three members elected in the December meeting to audit the records prior to the next December meeting, after the closing of the books, at the end of the calendar year. The auditing committee shall be elected from among members, as nominated by the Nominating Committee

ARTICLE IV: ANNUAL COMMITTEES: Two committees will be established annually: the Nominating Committee and, the Fundraising. Committee members who are not Board Members may be on committees. NOMINATING COMMITTEE: Shall consist of at least 3 members who do not hold an executive office. They shall be elected in January, and shall prepare the ballot in November, so the ballot can be announced 30 days prior to the annual meeting. FUNDRAISING COMMITTEE: grant application, proposing special projects to raise funds

Additional committees will be established as needed to serve the Association's purposes, and may consist of the following: Beautification: Encouraging the attractiveness of the neighborhood, Safety: Coordinating with City police officer liaison, or others as needed.

ARTICLE X: BOOK RECORDS/FISCAL YEAR. The Association's fiscal year shall be January 1 to December 31. The elected officers shall assume office in January following the December Elections, and remain in office until the end of the calendar year of their term (depending on one year or two year terms).

The Association shall keep books and records of accounts and also keep minutes its members and the Board of Directors. This will be the duty of the Secretary (the President will assume the duty, or delegate the duty temporarily, if the Secretary is absent. The Minutes of the previous meeting will be reviewed at every meeting, and corrected, if necessary. It shall also keep a record giving the names and addresses of the members entitled to vote. All books and records may be inspected by any member or his/her attorney, for any proper usage at a reasonable time.

ARTICLE VII: MEETINGS: Meetings of the membership shall be held annually in December to elect those necessary for the function of the Association. A second annual meeting during the summer months shall be for the purpose of fellowship and business, or as often as the membership would find beneficial. The dates of these meeting shall be announced 30 days prior to the meeting. The Minutes of the membership meetings shall be emailed or made available to the membership within a reasonable time after the meeting. The Board of Directors shall meet as often as deemed necessary to take care of business and be available to partner organizations when requested. The President or Vice-President shall convene the Board

ARTICLE VIII: VOTING:

Section 1: Members of the Association shall have the right to one vote per person present, two votes per household, for all due paying members living in the Association or land owners owning land within

Bylaws of the Harvester Neighborhood Association, Inc.

the Association. Sponsoring businesses may have two members voting. There shall be no absentee ballots.

ARTICLE IX: DISSOLUTION AND REACTIVATION Should both the Board of Directors and the general membership of this association fail to meet for one year or longer; any concerned individual in the Harvester Community may have the freedom to stimulate the Association to become active by registering with the city's Community Development team, and sending out fliers, etc. to the entire area.

ARTICLE X: AMMENDMENTS TO THE Bylaws. These Bylaws may be amended by a 65% consenting vote of the Association membership who are present for the meeting. Bylaw changes shall be published (mailed or emailed to the current members) 30 days prior to the meeting.

Addendum 1: Conflict of Interest Policy and Procedure

Purpose: To establish the position of Harvester Neighborhood Association, Inc. (HNA) towards potential conflicts of interest.

It is not the intent of this policy to eliminate any and all business relationships between HNA and Board Members. However it is critical that these arrangements are disclosed and fees or rates are verified as reasonable and customary.

Policy #1: HNA Board Members must refrain from any activity which would be a conflict of interest or cause the appearance of a conflict of interest. Possible conflicts of interest could include relationships with suppliers, creditors, the public, consumers, staff members, other Board members or competitors. By promoting open and fair dealings through disclosure of business and personal relationships, all parties will be protected.

Procedures:

1. Board members must avoid incurring any kind of financial or personal obligation which might affect their judgment regarding their role with HNA. Each person must examine their own activities and those of their family to be sure that no condition exists which might create an inappropriate situation in respect to transactions of HNA.
2. Any Board member who is in the position which may influence the expenditure of HNA funds with another firm(s) or influence the sale of goods or services by the company to other firms with which they might have a financial interest must submit in writing disclosure of such. Examples of potential conflicts of interest include, but are not limited to the following:
 - A. Holding a financial interest, directly or indirectly, in a firm which provides services or supplies material or equipment to HNA, or engaging in such activities with HNA as an individual.
 - B. Holding a financial interest, directly or indirectly, in a firm which provides services similar to those of HNA.
 - C. Speculating or dealing in equipment, supplies, material or property purchased by HNA.
 - D. Borrowing money, equipment, or materials from consumers, suppliers, individuals or firms with whom HNA does business.
 - E. Accepting substantial (value in excess of \$25) entertainment, gifts or favors, or personal obligations from consumers, outside organizations, or companies and/or individuals doing business with HNA. Gifts of a substantial nature should be returned to the donor with a letter explaining this policy. HNA will assume the cost of returning any substantial gift(s).
3. Board members must avoid the violation of any governmental law or regulation in the course of performing their work. This may include, but is not limited to the following:
 - A. Purchase of privileges, concessions or special benefits through illegal political contributions or other illegal payments or arrangements. Receiving payment (or other thing of value) (i.e. kickbacks, bribes, etc.) intended to cause such Board member to grant privilege, concession or benefit to the payor.
 - B. No undisclosed or unrecorded fund or asset of HNA shall be established for any purpose. No false or artificial entries shall be made in the books and records of HNA for any reason.

- C. No payment on behalf of HNA shall be approved or made with the intention, understanding, or agreement that any part of payment is to be used for any purpose other than that described by the documents supporting the payment.
- D. Any Board member having information or knowledge of any unrecorded fund or asset or any prohibited act shall report such matter promptly in writing to the other Board members.
- 4. The Conflict of Interest Policy will be addressed during orientation of new Board members and at the January meeting of the Board of Directors.
- 5. Members will complete the disclosure portion of this document and return them to the President of the Board of Directors prior to the next regular Board meeting. Any possible conflict of interest that might affect HNA should be disclosed at this time (including those applicable to, but not limited to: family members; organizations of which they are officers, stockholders or partners; or any trust of which there is interest or fiduciary capacity).
- 6. All disclosures will be reviewed by the President of the Board of Directors or designee to determine if a conflict of interest exists. Disclosures will be filed in administrative files.
- 7. If possible conflicts of interest develop during the year, a written statement should be submitted to the President of the board of directors outlining the details of such.
- 8. In the event that a conflict of interest is determined to exist, the Board member must cease the activity, or resign their position with HNA.
- 9. Failure to inform the President of the Board of Directors of possible conflicts of interest will constitute grounds for removal from the Board of Directors.

Harvester Neighborhood Association, Inc.
Board of Directors Disclosure Statement

I have read and understand the Conflict of Interest Policy and Procedures. I have, and will continue, to observe it carefully.

Disclosures of Conflict of Interest: ____ Yes ____ None/Not Applicable

If yes, please describe below:

Printed Name: _____

Signature: _____ Date: _____