

OXFORD COMMUNITY ASSOCIATION, INC.

Approved August 9, 2009

PREAMBLE

We the members of the Oxford Community Association, being primarily concerned with the safety, survival, and property maintenance of the business owners and residents of the area, the ideals of community betterment and the civic responsibility, do hereby pledge ourselves to the purpose of maintenance of the community, and for the betterment, safety and protection of the citizens in the area.

ARTICLE I. – JURISDICTION & GOVERNANCE

SECTION 1 Incorporation The Oxford Community Association shall be an incorporated legal entity of the State of Indiana, with a corporate status of Not-For-Profit, and hereinafter referred to in this document as the “Association”.

SECTION 2 Boundaries The Boundaries of this Association will be as follows:

- a. From the south side of Pontiac Street on the north,
- b. to the north side of Rudisill Boulevard on the south,
- c. and from the east side of Lafayette Street on the west,
- d. to the west side of Anthony Boulevard on the east,
- e. and all streets and properties inclusive within these boundaries.

SECTION 3 Corporate Offices The principal office of the corporation shall be located in the city of Fort Wayne, County of Allen, State of Indiana and at a physical location as determined by the Board of Directors.

SECTION 4 Fiscal Year The fiscal year of the corporation shall begin on the first day of January and end on the 31st day of December in each year. All corporate financial records shall be maintained and reported in concert with the stated fiscal year of this corporation.

SECTION 5 Seal The Board of Directors shall provide and maintain a corporate seal which shall be circular in form and shall have inscribed thereon the name of the corporation and the state of incorporation and the words, “Corporate Seal.”

SECTION 6 By-Laws This Document of Governance, hereinafter known as and hereinafter referred to as the “By-Laws” shall be recognized and honored by the Membership, the Board of Directors and the Officers of the Oxford Community Association as the norm and standard for the conducting of business and the affairs of the Association.

ARTICLE II. – MEMBER SHIP

SECTION 1 Classification Open Membership in the Oxford Community Association is voluntary and shall be classified as follows:

- a. Residential Open to all residents, be they property owners, renters or contract purchasers within the boundaries of this Association as specified in Article I;
- b. Commercial Open to all businesses, be they owners, managers or franchisees located within the boundaries of this Association as specified in Article I,
- c. Non-Profit Open to all not-for-profit agencies and organizations including churches located within the boundaries of this Association as specified in Article I. The nonprofit sector shall be represented by a representative appointed by the agency or organization.

SECTION 2 Dues Assessments for annual membership dues and special assessments for other purposes, and their method of payment shall be established from time to time by the assembled members at an Annual Meeting or at a Special Meeting called for that purpose. The amount of dues assessment for members in each of the three membership classifications shall be consistent within the classification and shall be reviewed annually and set by action of the Board of Directors, and said action shall be published to the membership whenever the Board of Directors changes the amount of dues to be assessed for any membership classification.

SECTION 3 Annual Meeting The membership of the Association shall be “Called to Meet in Assembly” annually. The Annual Meeting shall be convened in the month of November, for the purpose of electing Officers and Directors and for the transaction of such other business as may come before the meeting. If the election of Officers and Directors shall not be held on the day designated herein for any annual meeting of the members, or at any adjournment thereof, the Board of Directors shall cause the election to be held at a special meeting of the members as soon thereafter as may be convenient.

SECTION 4 Special Meeting Special meetings of the members for any purpose or purposes, unless otherwise prescribed by statute, may be called by the President or by the Board of Directors, and shall be called by the President at the request of not less than thirty percent of all the members of the corporation entitled to vote at the meeting.

SECTION 5 Place of Meeting The Board of Directors may designate any place within the City of Fort Wayne, Allen County, Indiana, as the place of meeting for any Annual Meeting, for a Special Meeting or for any meeting called by the Board of Directors. If no designation is made, or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Association as incorporated in the State of Indiana.

SECTION 6 Notice of Annual Meeting Written or printed notice stating the place, day and hour of the Annual Meeting and, in the case of a Special Meeting, the purpose or purposes for which the meeting is called, shall be delivered not less than ten nor more than thirty days before the date of the meeting, either personally or by mail, by or at the direction of the President, or the Secretary, or the officer or persons calling the meeting, to each member of record entitled to vote at such meeting. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail, addressed to the member at his/her address as it appears on the books of the Association, with postage thereon pre-paid.

SECTION 7 Voting Lists The officer or agent having charge of the membership books of the Association shall make, on the day of any given meeting, a complete list of the members entitled to vote at such meeting, or any adjournment thereof, arranged in alphabetical order, with the address of each, shall be kept on file at the registered office of the Association and shall be subject to inspection by any member at any time during usual business hours. Such list shall also be produced and kept open at the time and place of the meeting and shall be subject to inspection of any member during the whole time of the meeting. The original membership book shall be prima facie evidence as to who are the members entitled to examine such list or transfer books or to vote at any meeting of members.

SECTION 8 Quorum When thirty percent of the members of the Association whose dues assessments of record are paid and who are otherwise entitled to vote, and when represented in person, they shall constitute a quorum at a meeting of the membership. If less than thirty percent of the members are present at a meeting, a majority of the members so represented may vote to adjourn the meeting from time to time without further notice. At such a meeting at which a quorum shall not be present or represented, any business may be transacted which might have been transacted at the meeting as originally notified until such time as the meeting is adjourned by the majority present. The members present at a duly organized meeting may continue to transact business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum.

SECTION 9 Voting Right All members of the Association whose dues assessments of record are paid current shall be entitled to vote in person. Each member represented in person, whose dues assessments of record are paid current, shall be entitled to one vote on any matter upon which members are entitled to vote, said vote being exercised by one of the persons legally holding documented membership in the corporation.

SECTION 10 Parliamentary Procedure The Oxford Community Association will use Robert's Rules of Order for its authority in parliamentary procedure for all meetings of the membership and for all meetings of the Board of Directors and committees.

ARTICLE III. - BOARD OF DIRECTORS

SECTION 1 General Powers. The business and affairs of the Association shall be managed by its Board of Directors with this exception: The authority to purchase, sell and/or convey title of any real property shall rest with the membership assembled at an Annual Meeting or a Special Meeting called specifically for this purpose.

SECTION 2 Number, Tenure and Qualifications The number of directors of the Association shall be not less than five and not more than fifteen. Each director shall be elected from the membership to serve a term of two years. Any person, to be eligible to serve on the Board of Directors, must be a member in good standing of the Oxford Community Association for at least twelve months preceding election, and the candidate's dues of record must be paid current as of the date of elections.

To retain an elected position on the Board, a Director must maintain membership in good standing with all dues assessments of record paid current.

In addition to elected Directors, the President, Vice President and the Secretary of the corporation shall be ex officio members of the Board of Directors with all voting privileges and rights, and must meet all eligibility requirements as stated for members of the Board of Directors.

SECTION 3 Special Directorship Designations Five of the Directors shall have special responsibilities to which they shall agree prior to their election to the Board of Directors.

- a. Director of Residential This Director shall serve as liaison to the members of the Association whose membership status is classified as Residential. This Director is responsible for promoting Residential memberships.
- b. Director of Commercial. This Director shall serve as liaison to the members of the Association whose membership status is classified as Commercial. This Director is responsible for promoting Commercial memberships.
- c. Director of Non-Profit This Director shall serve as liaison to the members of the corporation whose membership status is classified as Non-Profit. This Director is responsible for promoting Non-Profit memberships.
- d. Director of Block Captains This Director shall be responsible for organizing and supervising the activities of the Block Captains.
- e. Director Trustee This Director shall be responsible for trusteeship of all real property, shall Chair the Property Trustee Committee and shall assist the President in the maintenance of the Association's real property and equipment.

SECTION 4 Meetings The Board of Directors shall meet regularly, said meetings to be held on the second Sunday of each month, at 3:00 P.M., at the Oxford Association building or at such other location as designated and published by the Board of Directors. A quorum will consist of those members present at a meeting - regular or called. A meeting notice shall be posted at the place of meeting at least seven days prior to the meeting date.

The president will have the authority to call a Special Meeting whenever considered necessary. The block captains, being notified in advance of meeting, may provide, by resolution, the time and place for the holding of regular meetings without other notice than such resolution.

Any member in good standing of the Oxford Community Association may be present as a guest at any meeting of the Board of Directors. The extension of the privileges of Recognition and Voice to visiting members is reserved by the Board of Directors present at said meeting.

SECTION 5 Special Meetings Special meetings of the Board of Directors may be called by or at the request of the President or any four directors. The person or persons authorized to call special meetings of the Board of Directors may fix the place for holding any special meeting of the Board of Directors called by them.

SECTION 6 Meeting Notice The notice of any Special Meeting shall be given at least seven days previously thereto by written notice delivered personally or mailed to each director at recorded address. If mailed, such notice shall be deemed to be delivered when deposited in the United States mail so addressed, with postage thereon prepaid. Any director may waive notice of any meeting. The attendance of a director at a meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

SECTION 7 Quorum A majority of the number of directors fixed by Section 2 of this Article III shall constitute a quorum for the transaction of business at any meeting of the Board of

Directors, but if less than such majority is present at the meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

SECTION 8 Manner of Acting The act of the majority of the directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

SECTION 9 Vacancies Any vacancy occurring in the Board of Directors may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors, unless otherwise provided by law. A director elected by the Board of Directors to fill a vacancy shall be elected for the unexpired term of his/her predecessor in office.

Failure of any elected member of the Board of Directors to attend three consecutive meetings of the Board of Directors, unless he/she shall present a satisfactory excuse thereof, shall create a vacancy in his/her office.

Any directorship to be filled by reason of an increase in the number of directors shall be filled by election at an annual meeting or at a special meeting of members called for the purpose.

SECTION 10 Presumption of Assent A Director of the Association who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless his/her dissent shall be entered in the minutes of the meeting or unless he/she shall file his/her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof or shall forward such dissent by registered mail to the Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

ARTICLE IV. - OFFICERS

SECTION 1 Number The officers of the Association shall be a President, a Vice President and a Secretary, each of whom shall be elected by the members. The election of officers will be held every second year, and term limits shall not be imposed on any officer. Any person, to be eligible to serve as an officer, must be a member in good standing of the Oxford Community Association for at least twelve months preceding election, and the candidate's dues of record must be paid current as of the date of elections. To retain their elected office all officers must maintain their membership in good standing with all dues assessments of record paid current.

SECTION 2 Election and Term of Office The officers of the Association shall be elected by the members at an Annual Meeting of the members. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified or until his/her death or until he/she shall resign or shall have been removed in the manner hereinafter provided.

SECTION 3 Removal Any officer or agent elected or appointed by the members may be removed by the members whenever in their judgment the best interests of the Association would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the person so removed.

SECTION 4 Vacancies A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term, or may be filled by the members at a special meeting called for that purpose.

SECTION 5 President The President shall be the principal executive officer of the incorporated Association and, subject to the control of the Board of Directors, shall in general supervise and control all of the business and affairs of the corporation. The President shall, when present, preside at all meetings of the members and of the Board of Directors. He/She may sign, with the Secretary or any other proper official of the corporation thereunto authorized by the Board of Directors, any instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these governance documents to some other officer or agent of the Association, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

SECTION 6 Vice-President The Vice-President shall be responsible for planning the program year and projects in accordance with the expressed desires of the organization, and in working with the Director of Block Captains in executing said plans and programs.

In the absence of the President or in the event of his/her death, inability or refusal to act, the Vice-President shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. The Vice-President shall perform such other duties as from time to time may be assigned by the Board of Directors.

SECTION 7 Secretary The Secretary shall keep the Official Minutes of any meetings of the membership and of any meetings of the Board of Directors, keeping said Official Minutes in one or more books provided for that purpose. The Secretary shall see that all notices are duly given in accordance with the provisions of these documents of governance or as required by law, and shall be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents the execution of which on behalf of the corporation under its seal is duly authorized. The Secretary shall work in concert with the Treasurer to keep a register of the post office address of each member, shall have general charge of the membership books of the corporation, and in general perform all duties incident to the office of Secretary and such other duties as from time to time be assigned to him/her by the President or by the Board of Directors. The Secretary shall, from time to time, supervise and assign tasks to the Assistant Secretary, as needed, should a position of Assistant Secretary be maintained and staffed.

SECTION 8 Treasurer The Treasurer shall be appointed by the Board of Directors upon recommendations of the President and shall have charge and custody of and be responsible for all funds and securities of the Association, to receive and give receipts for monies due and payable to the Association from any source whatsoever, and to deposit all such monies in the name of the Association in such banks, trust companies or other depositories as shall be selected in accordance with the provisions of Article VI of these documents of governance. The Treasurer, if required by the Board of Directors, shall give a bond for the faithful discharge of his/her duties in such sum and with surety or sureties as the Board of Directors shall determine.

SECTION 9 Executive Committee The Executive Committee shall consist of the elected Association Officers and shall be authorized to conduct urgent business only when said business

cannot wait until the regular meeting of the Board of Directors. The Treasurer is to attend all Executive Committee Meetings and shall have voice but not vote. All meetings of the Executive Committee, along with an accounting of all business conducted, shall be reported in detail at the next regular meeting of the Board of Directors.

ARTICLE V - COMMITTEES

SECTION 1 Formation The Association shall maintain Standing Committees and form other Committees, long term or ad-hoc, as the Board of Directors shall determine necessary for acting in the best interests of the Oxford Community Association.

SECTION 2 Member Appointments The President, with approval of the Board of Directors, shall make all committee appointments, including chairmanship, unless otherwise specified in these By-Laws.

SECTION 3 Standing Committees The Standing Committees shall be:

- a. Nominating Committee – This committee is responsible for preparing a slate of candidates for election as officers and directors and submitting a report to the Board of Directors at their October meeting preceding the organization’s Annual Meeting at which elections are to occur.
- b. Program Committee – Chaired by the Vice-President, this committee is responsible for programming, planning, and facilitating projects of the Association.
- c. Membership Committee – Shall consist of the Designated Directors of Residential, Commercial and Non-Profit, and other members as appointed by the President. This committee will have the responsibility for promoting membership within the Service Area of the Oxford Community Association.
- d. Property Trustee Committee – Chaired by the Director Trustee, this committee will oversee the maintenance and upkeep of any real property, furnishings and equipment owned by the Association. Furthermore, the Property Trustee Committee shall cause an audit of the Association Financial Records to be conducted no less than once annually.
- e. Block Captains – Chaired by the Director of Block Captains, this committee will serve in an advisory capacity to the Board of Directors of this Association. The Block Captains will make recommendations formed by contact with residents of their areas regarding the activities of the Association.

ARTICLE VI. - CONTRACTS, LOANS, CHECKS AND DEPOSITS

SECTION 1 Contracts The Board of Directors may authorize any officer or officers, agent or agents, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the incorporated Association, and such authority may be general or confined to specific instances.

SECTION 2 Loans No loans shall be contracted on behalf of the Association and no evidences of indebtedness shall be issued in its name unless authorized by a resolution of the Board of Directors. Such authority may be general or confined to specific instances.

SECTION 3 Checks, Drafts, Etc All checks, drafts or other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Association, shall be signed by such officer or officers, agent or agents of the Association and in such manner as shall from time to time be determined by resolution of the Board of Directors.

SECTION 4 Deposits All funds of the Association not otherwise employed shall be deposited in a timely manner to the credit of the Association in such banks, trust companies or other depositories as the Board of Directors may select.

ARTICLE VII. - WAIVER OF NOTICE

Unless otherwise provided by law, whenever any notice is required to be given to any member or director of the Association under the provisions of these By-Laws or under the provisions of the Articles of Incorporation of this Association, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICE VIII. – CONTINUING RESOLUTIONS

The Officers and the Board of Directors shall adopt and utilize a series of Continuing Resolutions as a means for interpreting and executing the provisions herein contained in these By-Laws. The collection of these Continuing Resolutions shall serve as the Operations Manual for the conducting of the business of this Association. A scheme and procedure for labeling and numbering, adopting, modifying and maintaining Continuing Resolutions shall be the first Continuing Resolution to be adopted by the Board of Directors.

ARTICLE IX. – DISSOLUTION

Upon the dissolution of the Oxford Community Association, any assets remaining after payment of all debt and liabilities of the corporation shall be given to a non-profit community organization located within the City of Fort Wayne, Indiana, as directed by a majority of the Executive Committee.

ARTICE X. – AMENDMENTS

These By-Laws may be altered, amended or repealed and a new governance document may be adopted by vote by a simple majority of the members present at any Annual Meeting of the members or at any Special Meeting of the members meeting when the proposed amendment has been set out in the notice of such meeting.