

CONSTITUTION & BY-LAWS OF RESTORE AVILLA, INC.

CONSTITUTION

ARTICLE I - Name

The name of the organization shall be Restore Avilla, Inc. (hereinafter sometimes referred to as "Restore")

ARTICLE II - Purpose and Objective

Restore Avilla, Inc., is a revitalization group dedicated to the restoration of the town of Avilla, Indiana. Its purpose is to improve and restore the functionality, vitality, and beauty of Avilla's Downtown District. Restore Avilla, Inc., is organized and operated for the charitable purpose of bettering the Downtown District cosmetically by erecting or maintaining public buildings and improving sidewalks, public parking, and public property. This organization is formed exclusively to further the common welfare and well-being of the community, and will be accomplished in a charitable manner, within the meaning of Section 501 (c) (3) of the Internal Revenue Code.

ARTICLE III - Policy

This organization shall be nonpartisan.

ARTICLE IV - Amendments

This constitution may be amended at any time as prescribed by the By-Laws.

BY-LAWS

ARTICLE I - Membership

Section 1. An individual shall be declared a member of Restore upon the approval of the majority of those members present.

ARTICLE II - Officers

Section 1. Officers of Restore Avilla, Inc., shall be President, Vice President, Recording Secretary and Treasurer.

Section 2. At the regular meeting, held on the second (2nd) Monday of October, a nomination committee of three (3) members shall be appointed by the President or elected by the organization. It shall be the duty of this committee to nominate candidates for the offices to be filled at the November meeting. Before the election at the November meeting, additional nominations from the floor shall be permitted.

Section 3. Nominees must a member in good standing.

Section 4. The officers shall be elected by ballot to serve one (1) year or until their successors are elected. Their term shall begin on the first (1st) day of January of the following year, unless filling a vacated seat.

Section 5. No member shall hold more than one (1) office at a time and no member shall be eligible to serve more than two (2) terms concurrently in any elected office, unless no other candidates are available.

ARTICLE III - Directors

Section 1. Number. The property, affairs, activities, and concerns of Restore shall be vested in the Board of Directors (hereinafter referred to as the "Board") consisting of the elected officers for the current year and an active past president.

Section 2. Duties of Directors. The Board shall be responsible for the control and management of the affairs, property, and interest of Restore. In conjunction therewith, the Board may:

- (1) Hold meetings at such a time and place that it thinks proper;
- (2) Appoint committees on particular subjects from members of Restore;
- (3) Audit bills and authorize disbursement of the funds of Restore;
- (4) Print and circulate documents and publish articles;
- (5) Carry on correspondence and communicate with other associations interested in Restore;
- (6) Devise and promote the objective of Restore and to best protect the interest and welfare of the members.

Section 3. All officers have to be notified at least seven (7) days in advance of the time and place of the meeting.

ARTICLE IV - Meetings

Section 1. The regular meeting of Restore Avilla, Inc., shall be held on the second (2nd) Monday of each month unless otherwise ordered by the group.

Section 2. The regular meeting of the second (2nd) Monday of November shall be known as the annual meeting and shall be for the purpose of electing officers, receiving reports of the officers and committees and for other business that may arise.

Section 3. Special meeting may be called by the President and shall be called upon by written request and/or public notice to all members of Restore. The purpose of the meeting shall be stated in the call. Except in the cases of emergency, at least three (3), days notice shall be given.

Section 4. One (1) Director and two (2) members constitute a quorum.

ARTICLE V - Committees

Section 1. Such other committees, standing or special, shall be appointed by the President of Restore Avilla, Inc. from time to time shall be deemed necessary to carry on the work of Restore. The President shall be an ex-official member of all committees except the nominating committee.

ARTICLE VI - Voting

Section 1. Each member is allowed one (1) vote.

Section 2. On any given vote, a majority of the members present shall be necessary to pass a motion. Votes shall be taken by ballot, by raise of hands or verbally. The Secretary (or persons appointed by the President) shall count the votes and report to the President the results of the vote.

ARTICLE VII - Order of Business

Section 1.

- A. Call Meeting To Order
- B. Reports of the Officers
- C. Reports of the Standing Committees
- D. Reports of the Special Committees

- E. Communications
- F. Unfinished Business
- G. New Business
- H. Good the Order
- I. Announcements
- J. Program
- K. Adjournment

ARTICLE VIII- Amendments

Section 1. The by-laws may be amended at any regular meeting of Restore by a two-thirds ($\frac{2}{3}$) vote of the members present, provided that the amendment has been submitted in writing at the previous regular meeting.