

BYLAWS  
OF  
**Muncie Neighborhoods, Inc.**

ARTICLE I  
GENERAL

Section 1. Name. The name of the Corporation is Muncie Neighborhoods , Inc. (the "Corporation"). Section 2. Purposes. The Corporation is organized and operated exclusively to promote, support, encourage, and assist in the development of the enhancement of quality of life in Muncie, Indiana and to perform such other charitable and other programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522 (a)(2) of the Internal Revenue Code of 1986, as amended, or corresponding provisions of any subsequent federal tax laws (the "Code").

Section 3. Addresses and Agent. The street address of the Corporation's principal office at the time of adoption of these Bylaws (the "Bylaws") is 2005 South High Street, Muncie, Indiana, 47302. The name and address of the registered agent in charge of the registered office at the time of adoption of these Bylaws is Linda Dague 1200 S Tillotson Overpass, Suite 2, Muncie, Indiana 47304.

Section 4. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December next succeeding.

ARTICLE II  
BOARD OF DIRECTORS

Section 1. Directors. The affairs of the Corporation shall be managed, controlled and conducted by, and under the supervision of, the Executive Board of the Neighborhood Association, Inc., subject to the provisions of the Corporation's Articles of Incorporation, as amended from time to time (the "Articles"), and these Bylaws. The number of the board shall be at least seven (7) and not more than nine (9). At the annual meeting **executive board** shall be elected for a term of two years and shall hold office for the term for which he or she is elected and until his or her successor shall have been elected and qualified. Each director shall be eligible for re-election or re- designation; provided, however, no director may serve more than three (3) consecutive terms, provided that any such board member elected or appointed to a first term of less than two full years shall not be considered to have completed one term until the conclusion of her or his first full three-year term. All terms begin at the January meeting of each year.

The Corporation's Executive Board shall be elected, for staggered terms, by the Neighborhood Presidents at the annual meeting. The Executive Board nominations will be selected from neighborhood association presidents or other organizations in Muncie.

Section 2. Compensation of Directors. Directors shall serve without pay.

Section 3. Quorum and Voting. A majority of the executive board present immediately before a meeting begins shall constitute a quorum for the transaction of any business properly to come before the Executive Board. Unless otherwise provided in the Articles or these Bylaws, the act of a majority of the directors present at a meeting at which a quorum is present shall be the act of the Executive Board.

Section 4. Annual Meeting. Unless otherwise designated in a notice to the directors, an annual meeting of the Board of Directors shall be held each year, at a date and time specified in the call and notice of the meeting, for the purpose of electing officers of the Corporation and considering any other business as properly may come before the Corporation or Executive Board. The call and notice of the annual meeting shall be sent to all executive board members and presidents of neighborhood associations by the acting Chair or Co-Chair, or the Secretary of the Corporation.

Section 5. Regular Meetings. The Executive Board may hold regular meetings for the purpose of transacting such business as properly may come before the Executive Board. Except as otherwise provided in these Bylaws, the regular meetings of the Executive Board may be held without notice of the date, time, place or purpose of the meeting.

Section 6. Special Meetings. Notwithstanding the provisions for annual and regular meetings and except as otherwise provided in these Bylaws, the Executive Board may hold special meetings for any lawful purpose upon not fewer than five (5) days' notice upon call by the acting Chair or Co-Chair, or by not fewer than four (4) members of the Executive Board. A special meeting shall be held at such date, time, and place as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 7. Notice of Annual and Special Meetings. When required, oral or written (which shall include any notice sent by electronic mail) notice of the date, time and place of each annual, regular, or special meeting of the Executive Board shall be communicated, delivered or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Executive Board and to presidents of neighborhood associations.

Section 8. Waiver of Notice. Notice may be waived in a writing signed by the executive board member(s) or presidents entitled to notice, and filed with the minutes or the corporate records, or orally. Attendance at or participation in any meeting (a) waives objection to lack of notice or defective notice, unless the executive board at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice.

Section 9. Means of Communication. The Executive Board or a committee thereof, may permit a director or a committee member to participate in a meeting by, or conduct a meeting through the use of, any means of communication by which all participating members may simultaneously hear each other during the meeting. A member of the executive board or committee member participating in a meeting by such means shall be considered present in person at the meeting.

Section 10. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Executive Board, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by each member or committee member and such written consent is included in the minutes or filed with the corporate records reflecting the action taken. Action taken by written consent shall be effective when the last executive board member or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed as

described in this section shall have the effect of a meeting vote and may be described as such in any document.

Section 11. Resignation, Removal and Vacancies. A member of the executive board may resign at any time by delivering written notice to the acting Chair or Co-Chair, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective.

Any director may be removed from office at any time, with or without cause, by a vote of a majority of the other executive board members then in office. Specifically, executive board members are expected to attend seventy-five percent (75%) of all meetings during the calendar year and are expected to make every effort not to miss consecutive meetings.

### ARTICLE III OFFICERS

Section 1. In General. The officers of the Corporation shall be a Chair, Secretary, a Treasurer, and such other officers as the Corporation's Executive Board may otherwise elect. Additionally, the Corporation may elect a co-Chair to serve with the same powers, rights, and duties as Chair. An officer may simultaneously hold more than one office, except that the acting Chair or any Co-Chair may not hold any other office. Each officer shall be elected by the members of the executive board and shall serve for one year, or such other period as prescribed by the executive board at the time of such election, and until the officer's successor is elected and qualified. The acting Chair and or co-Chair shall be members of the executive board.

(a) The Chair/Co-Chair shall be the ranking member of the Executive Board shall provide leadership and direction to the Board of Directors, and shall preside at meetings of the Board of Directors.

(b) The Chair/Co-Chair shall provide intellectual and visionary leadership to the Corporation; give direction and leadership toward the achievement of the Corporation's philosophy, values, vision, mission, strategy, annual goals and objectives; and implement the strategic goals and objectives of the Corporation. The Chair/Co-Chair shall perform the duties incident to the office of the Chair and such other duties as the Executive Board may prescribe. In the absence of the Chair/Co-Chair, or in the event of the Chair/Co-Chair's inability or refusal to serve, the Executive Board shall elect a new Chair/Co-Chair on either a permanent or interim basis.

Section 4. Secretary. The Secretary shall be the custodian of all papers, books, and records of the Corporation other than books of account and financial records. The Secretary shall prepare and enter in the minute book the minutes of all meetings of the Executive Board. The Secretary shall authenticate records of the Corporation as necessary. The Secretary shall perform the duties usual to such position and such other duties as the Executive Board may prescribe.

Section 5. Treasurer. The Treasurer shall prepare and maintain accurate and complete records of account showing accurately the financial condition of the Corporation. All notes, securities, and other assets coming into the possession of the Corporation shall be received, accounted for and placed in safekeeping as the Treasurer may from time to time prescribe. The Treasurer shall furnish, whenever requested by the Executive Board or the Chair/Co-Chair, a statement of financial condition of the Corporation and shall perform the duties usual to the position and such other duties as the Executive Board or Chair/Co-Chair may prescribe.

Section 6. Other Officers. Each other officer of the Corporation shall perform such duties as the Executive Board or Chair(s) may prescribe.

Section 7. Resignation, Removal and Vacancies. An officer may resign at any time by delivering written notice to the acting Chair or any Co-Chair, or the Secretary of the Corporation. Any such resignation shall take effect upon receipt of such notice or at any later time specified therein and, unless otherwise specified therein, no acceptance of such resignation shall be necessary to make it effective. Any officer may be removed by the Executive Board with or without cause. Any vacancy in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

#### ARTICLE IV COMMITTEES

Section 1. Committee Structure. The Corporation may have standing committees and ad hoc committees as the Executive Board shall elect to establish to accomplish the goals and purposes of the Corporation. Such committees shall have such responsibilities and powers as the Executive Board shall specify. Members of such committees may, but need not, be members of the Executive Board. Any committee member may be removed by the Executive Directors with or without cause. The committees shall include an Executive Committee, Nominating Committee, and any other committee created by the Executive Board. The Chair/Co-Chair shall appoint a director to serve as chair of each standing committee. The Executive Board, in consultation with the Chair/Co-Chair and appropriate management of the Corporation shall appoint the members of the committees.

Section 2. Nominating Committee. The Chair/Co-Chair, subject to the approval of the Executive Board, shall appoint two or more directors to constitute a Nominating Committee to serve for one year (or such other period as designated at the time of appointment) and until successors are appointed and qualified. The Nominating Committee shall be responsible for recommending persons for Executive Board.

Monitoring and reporting on Board member attendance will be the responsibility of the Secretary.

Nominating Committee will meet as necessary each year in order to make recommendations at the November meeting for vote at the January Annual meeting.

#### ARTICLE V INDEMNIFICATION

Section 1. Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by her or him in connection with or resulting from any claim, action, suit or proceeding (a) if such person is wholly successful with respect thereto, or (b) if not wholly successful, then if such person is determined as provided in these Bylaws to have acted in good faith, in what he or she reasonably believed to be in the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that her or his conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit or proceeding, civil or criminal, by judgment, order, settlement (whether with or without court approval) or conviction, or upon a plea of guilty or of nolo contendere or its equivalent, shall not create a presumption that a person did not meet the standards of

conduct set forth in these Bylaws.

Section 2. Definitions.

(a) As used in these Bylaws, the terms "claim, action, suit or proceeding" shall include any threatened, pending or completed claim, action, suit or proceeding and all appeals thereof (whether brought by or in the right of the Corporation, any other corporation or otherwise), civil, criminal, administrative or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

(i) By reason of her or his being or having been a director, officer, employee or agent of the Corporation, or of any corporation, where he or she served as such at the request of the Corporation;

(ii) By reason of her or his acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation; or

(iii) By reason of any action taken or not taken by her or him in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(iv) As used in these Bylaws, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against, and amounts paid in settlement by or on behalf of, a person.

(b) As used in these Bylaws, the term "wholly successful" shall mean:

(i) Termination of any action, suit or proceeding against the person in question without any finding of liability or guilt against her or him;

(ii) Approval by a comt, with knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding; or

(iii) The expiration of a reasonable period of time after the making of any claim or threat of any action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit or proceeding) shall be entitled to indemnification (a) if special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Executive Board, whether or not a disinterested quorum exists (such counsel, person or persons being hereinafter called the "referee"), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in these Bylaws and (b) if the Executive Board, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions that the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make available facts, opinions or other evidence in any way relevant to the referee's findings that are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in these Bylaws shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the other provisions of these Bylaws, the Executive Board may, at any time and from time to time, approve indemnification of directors, officers, employees, agents or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation (by action of the Executive Board, whether or not a disinterested quorum exists) prior to the final disposition thereof upon receipt of an undertaking by or on behalf of the recipient to repay such amount unless he or she is entitled to indemnification.

Section 7. Purchase of Insurance. The Board of Directors is empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article V and insurance protecting the Corporation's directors, officers, employees, agents or other persons.

## ARTICLE VI CONTRACTS, CHECKS, LOANS, DEPOSITS AND GIFTS

Section 1. Contracts. The Executive Board may authorize one or more officers, agents or employees of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Checks. All checks, drafts or other orders for payment of money by the Corporation shall be signed by such person or persons as the Executive Board may from time to time designate by resolution. Such designation may be general or confined to specific instances.

Section 3. Loans. Unless authorized by the Executive Board, no loan shall be made or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name. Such authorization may be general or confined to specific instances.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks or other depositories as the Executive Board may designate. Such designation may be general or confined to specific instances.

Section 5. Gifts. The Executive Board may accept on behalf of the Corporation any gift, bequest, devise or other contribution for the purposes of the Corporation on such terms and conditions as the Executive Board shall determine.

## ARTICLE VII AMENDMENTS

The power to make, alter, amend or repeal the Bylaws is vested in the Executive Board of the Corporation. The Executive Board may amend the Bylaws only upon the affirmative vote of at least half plus one of the neighborhood presidents then in office and present at the annual meeting. Proposed amendments must be sent via email to all neighborhood presidents on record and executive board members two weeks prior to the meeting.

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Secretary, Muncie Neighborhoods, Inc