

CODE OF BY-LAWS
OF THE
INDIANA CHAPTER OF THE NATIONAL EMERGENCY NUMBER ASSOCIATION, INC.

ADOPTED MAY 23, 2003

ARTICLE 1

NAME

Section 1.01. Name. The name of the Corporation is the Indiana Chapter of the National Emergency Number Association, Inc. (the "Corporation").

Section 1.02. Mission. The Corporation is formed to (i) lead to the development, availability, and implementation of a universal emergency telephone number common to all jurisdictions through research, planning, training and education; (ii) represent its members before communication regulatory agencies and policy making bodies as appropriate; (iii) strive toward citizens having immediate access to emergency public safety services so that safety to human life, protection of property, and civic welfare are benefited to the utmost degree; and (iv) aid and assist in the timely collection and dissemination of information relating to an universal emergency telephone number.

ARTICLE 2

MEMBERS

Section 2.01. Membership Applications. Applications for membership shall be executed upon the standard forms as approved and directed by the Board of Directors of the National Emergency Number Association (the "National Board"). All membership forms shall be submitted to the National Emergency Number Association (the "National Association"). The National Association shall report new members to the Corporation.

Section 2.02. Qualifications and Designations. The Corporation's members shall consist of such natural persons and entities who apply for membership. The members shall be divided into four (4) classes of members. These classes include the following: (i) active member; (ii) commercial member; (iii) associate member; and (iv) lifetime member.

Clause 2.02(a). Active Member. The following shall be eligible as an active member of the Corporation: any management, supervisory or support personnel responsible for planning, organizing, staffing, directing, controlling, supporting and/or operating functions required in the design, promotion, construction, installation, maintenance, command and/or operation of local 9-1-1/public safety communications systems who are employed, compensated, appointed or elected by a federal, state or local

government agency or an agency substantially supported by government funds or retired from one of the above categories.

Clause 2.02(b). Commercial Member. The following shall be eligible as a commercial member of the Corporation: those persons in the business sector who receive compensation from the design, manufacture, sale, service, maintenance, lease, rental or promotion of equipment or systems which are used or can be used in public safety emergency systems; and those persons who are engaged in writing, publishing, advising and consulting in the public safety emergency communications field or who distribute goods and represent companies, firms or persons including themselves and others who profit materially from such activities.

Clause 2.20(c). Associate Member. The following shall be eligible as an associate member of the Corporation: those persons not eligible for active or commercial classes of membership; those persons involved in the emergency communication field in a capacity of support personnel or in a non-supervisory or non-management position; those persons who have otherwise qualified for commercial or active membership but are no longer employed or active in emergency communication field; or persons with no direct or indirect connection to emergency communication field in any way but wish to support the goals and objectives of the National Association.

Associate members (i) are non-voting members of the National Association; (ii) may not nominate candidates for national office; and (iii) may not hold national office. Associate members may (i) vote on matters pertaining to the Corporation and in the election of officers of the Corporation; and (ii) may nominate candidates for offices of the Corporation.

Clause 2.02(d). Life Member. Life membership is an honorary term, determined by a member's regular classification and shall be bestowed by majority vote of the general membership and such member shall not pay dues but have all privileges held during regular membership. Lifetime membership can only be issued by the National Association.

Section 2.03. Membership Terms and Rights. Membership shall not be denied on the basis or race, color, creed, national origin, sex age or numerical limitation. The right of a member to vote and all the member's right, title and interest in or to the Corporation shall cease on the termination of membership. No member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 2.04. Dues. The annual dues for the Corporation shall be set by the National Association for each membership classification and designated portion of those dues shall be returned to the Corporation. The dues are payable annually each January. Each member who is delinquent for ninety (90) days or more in paying such dues shall have the membership terminated. Life members shall not pay annual dues.

Section 2.05. Resignation from Membership. Any member may resign at any time by giving written notice of such resignation to the President or the Secretary of the Corporation of the

National Association. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a member serving as a Director resigns from membership in the Corporation, the member's term as a Director shall terminate at the time such resignation becomes effective.

Section 2.06. Termination of Membership. The National Board may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 2.04 hereof. The National Board may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 2.07. Period of Membership. The term of membership of all members shall be one (1) year. The number of terms of membership is not limited.

ARTICLE 3

MEETINGS OF MEMBERS

Section 3.01. Place of Meetings. All meetings of the members shall be held at such place as may be designated by the Indiana Board (as hereinafter defined) and specified in the respective notices or waivers of notice thereof.

Section 3.01. Annual meeting and Conference. An annual meeting and conference of the members shall be held each fiscal year of the Corporation.

Section 3.02. Special meetings. Special meetings of the members may be called by the President of the Corporation or by the Indiana Board.

Section 3.03. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered by regular mail, electronic mail or facsimile by the Secretary or by the officer of persons calling the meeting to each member of record of the Corporation at such address as appears on the records of the Corporation at least ten (10) days before the date of the meeting. Notice of any meeting of members may be waived in a writing signed by any member and delivered to the Corporation. Attendance at any meeting shall constitute a waiver of notice of that meeting.

Section 3.05. Quorum. The presence of ten (10) or more of the persons qualified to vote as members, represented in person, shall constitute a quorum for the transaction of business at any meeting of the members of the Corporation.

Section 3.06. Proxies and Representatives. Individual members shall not be allowed to vote by proxy. The vote of a member shall be cast by its designated representative.

Section 3.07. Voting Rights and Restrictions. Each member present in person shall be entitled to cast one (1) vote upon matters pertaining to chapter business and in the election of chapter officers. Only active and life members may hold the elected positions of President, First Vice President, Second Vice President and Regional Vice President. Associate members are non-voting members of the National Association and may not hold national office. Associate members may (i) vote on matters pertaining to the Corporation; (ii) vote in the election of officers of the Corporation; and (iii) nominate candidates for offices of the Corporation.

Section 3.08. Action Without Meeting. Any action required or permitted to be taken at a meeting of members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the members. Such consent shall have the same effect as a unanimous vote of the members at a duly held meeting of the members.

Section 3.09. Meeting by Telephone, etc. Any or all of the members of the Corporation may participate in a meeting by through the use of any means of communication by which all members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

ARTICLE 4

EXECUTIVE BOARD OF DIRECTORS

Section 4.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Directors (the "Indiana Board") as from the time to time constituted.

Section 4.02. Duties. The duties of the Indiana Board include the following: (i) make appropriate recommendations to the Corporation at the annual conference on matters considered by the Indiana Board; (ii) supervise all financial matters of the Corporation including, but not limited to the review of all accounts (including the audit of the accounts) and expenses of the

Corporation and approval of the financial institution of the Corporation; and (iii) review, modify, as necessary, and approve the proposed budget of the Corporation.

Section 4.03. Number. There shall be thirteen (13) Directors of the Corporation, which shall include the President, the immediate past President, First Vice President, Second Vice President, Treasurer, Secretary, Regional Vice Presidents and Commercial Member Vice President. The number of Directors may from time to time be increased or decreased by resolution adopted by not less than a majority of the members of the Indiana Board, subject to the limitation that the Indiana Board shall never be reduced to less than three (3). In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the members of the Corporation according to a procedure established by resolution of the Indiana Board. Except as otherwise provided in these By-Laws, all members of the Corporation shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 4.04. Voting Rights. All Directors of the Indiana Board shall have voting rights.

Section 4.05. Election. The Indiana Board shall be elected by the members of the Corporation at the annual meeting provided in Article 3 of this Code of By-Laws.

Section 4.06. Term. Each member of the Indiana Board shall serve for a term of one (1) year or until a successor is elected and qualified, or until the member has resigned or been removed. Notwithstanding the foregoing each Regional Vice President and Commercial Member Vice President shall serve for a term of two (2) years or until a successor is elected and qualified or until such member has resigned or been removed.

Section 4.07. Vacancies. Any vacancy among the Directors caused by death, resignation, removal or otherwise may be filled by the appointment of a new director by the President with such appointment subject to confirmation by a majority vote of the Indiana Board at the Board's next meeting. A Director appointed to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy and until a successor shall be elected and qualified.

Section 4.08. Resignation. Any Director may resign at any time by giving written notice of such resignation to the Indiana Board, the President or the Secretary of the Corporation. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 4.09. Removal. Any Director may be removed, with or without cause, in accordance with the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”).

Section 4.10. Individual Bond or Blanket Bond. Whenever necessary, the Corporation may cover any member of the Indiana Board by individual bonds or blanket bonds to cover faithful performance of duty. The Indiana Board shall determine the amount of the individual bond or blanket bond. An individual bond or blanket bond shall be paid for by the Corporation.

Section 4.11. Meetings. The Indiana Board shall meet at the annual and quarterly meeting of the members of the Corporation, or at any other time and at the place determined by the Indiana Board, for the purpose of organization, election of officers and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of these annual and quarterly meetings. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Indiana Board specifically called in the manner set forth herein.

Section 4.12. Notice of Meetings. Notice of all meetings of the Indiana Board, except as herein otherwise provided, shall be given by regular mail, electronic mail, telephone, facsimile, or personal delivery the same at least two (2) days before the meeting to the usual business or residence address of the Director as shown upon the records of the Corporation. Notice of any meeting of the Indiana Board may be waived in a document filed with the Secretary by any Director if the waiver sets forth in a reasonable detail the purpose or purposes for which the meeting is called and the time and place of the meeting. Attendance at any meeting of the Indiana Board shall constitute a waiver of notice of that 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 4.13. Quorum. A quorum of the Indiana Board at any annual, regular or special meeting of the Indiana Board shall be a majority of the duly qualified members of the Indiana Board then occupying office, but in no case shall there be less than two (2) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Indiana Board.

Section 4.14. Committees. The Indiana Board, by resolution adopted by a majority of the Indiana Board, shall designate those committees noted below and may designate one or more committees in addition thereto, which committees, to the extent provided in said resolution, shall have and exercise all of the stated authority. Other committees not having and exercising the authority of the Indiana Board in the management of the Corporation may be designated by a

resolution adopted by a majority of the Directors present at the meeting at which a quorum is present. The designation of any such committee and the delegation thereto of authority shall not operate to relieve the Indiana Board, or any individual Director, of any responsibility imposed by law.

The committees which the Indiana Board shall designate and their respective functions shall include:

Clause 4.14(a). Nominating Committee. The members of this committee are the immediate past President (chairperson) and two (2) other members as appointed by the First Vice President. Such appointments shall be made and announced at the business meeting of the annual conference. Member's term shall begin on the last day of the annual conference and expires midnight of the first day of the succeeding annual conference.

The committee shall report a slate of nominees for Second Vice President and any other open offices. The slate of nominees shall be presented to the members in accord with the stated election procedures.

The nominating committee shall determine special voting regulations for the current election of officers. Such rules shall include but not be limited to, the deadline date for ballots to be mailed to the chairperson of nominating committee.

Clause 4.14(b). Constitution and By-Laws Committee. Members of the constitution and By-Law committee shall review all proposed corporation's constitution and By-Law changes. Members of the constitution and By-Law committee shall be appointed by the President and approved by the Indiana Board within ninety (90) days from the end of the annual conference. Member's term shall expire concurrently with that of the President.

Clause 4.14(c). Conference Committee. First Vice President and one current member of the chapter, as appointed by the President, shall serve as co-chairpersons of the conference committee. Such appointment by the President shall be made within thirty (30) days from the end of the annual conference. All other members of the conference committee shall be appointed by the chairpersons and approved by the Indiana Board. Member's term shall expire at the end of the annual conference. Members of the conference committee shall be responsible for the planning and operation of the annual conference.

Clause 4.14(d). Newsletter Committee. Members of the newsletter committee are responsible for publishing a quarterly publication. Such publication shall be disseminated to all current members. Members shall be appointed by the President and approved by the Indiana Board. Member's term shall expire concurrently with that of the President.

Clause 4.14(e). Legislative Committee. Members of the legislative committee are responsible for concerns involving legislative proceedings that are in the best interest of the Corporation. Members of the legislative committee shall be appointed by the President and approved by the Indiana Board. Such appointment shall be made prior to the end of the annual

conference. Member's term shall expire concurrently with that of the President.

Clause 4.14(f). Special Committees. Special committees may be appointed by the President as necessary. Members of these committees shall serve at the pleasure of the President, and their terms otherwise shall expire concurrently with that of the President.

Section 4.15. Duties of the Committees. If not otherwise specified, the duties of the Committees shall be designated by the President.

Section 4.16. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Indiana Board or of any committee thereof may be taken without a meeting if the action is taken by all members of the Indiana Board or of such committee. The action must be evidenced by at least one written consent describing the action taken, signed by each member of the Indiana Board or of such committee, and included in the minutes or filed with the corporate records reflecting the action taken.

Section 4.17. Meeting by Telephone, etc. Any or all of the members of the Indiana Board or of any committee designated by the Indiana Board may participate in a meeting by or through the use of any means of communication by which all persons participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.18. Official Publication. There may be an official publication of the Corporation, which shall be governed by the Indiana Board. The operation of the official publication shall be the responsibility of the Indiana Board.

ARTICLE 5

OFFICERS

Section 5.01. Officers and Agents. The officers of the Corporation shall consist of a President, First Vice President, Second Vice President, immediate Past President, a Secretary, a Treasurer, Regional Vice Presidents and Commercial Member Vice President and such other officers as the Indiana Board may, by resolution, designate from time to time. Any two (2) offices may be held by the same person. The Indiana Board may, by resolution, create, appoint and define the duties and fix the compensation of such officers and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed; provided, however, that officers and agents shall be compensated, if at all, only for actual services performed on behalf of the Corporation.

Section 5.02. Designation. The offices of President, First Vice President and Second Vice President shall be filled by election at an annual conference of the Corporation. The succession of officers, as set forth in Section 5.05, requires only the election of the Second Vice President, Regional Vice Presidents and Commercial Member Vice President. The offices of Treasurer and Secretary are appointments made by the President, First Vice President and Second Vice President. Such appointments shall be approved by the Indiana Board.

Section 5.03. Election Procedures. The officers shall be chosen in the following manner.

Clause 5.03(a). Nominations. The chairperson of the nominating committee shall request nominations for particular offices from the members. A call for nominations shall be taken from the floor at the winter quarterly meeting prior to annual conference. Other nominations may also be canvassed by the nominating committee. Nominees must be eligible to hold the office for which nominated in accord with the Corporation's Constitution and By-Laws. Nominations shall be closed forty-five (45) days prior to annual conference.

Clause 5.03(b). Final Slate of Candidates and Ballots. After receipt of nominations from the members, the nominating committee will report a finale slate of candidates at least forty (40) days before the date of the annual conference, together with ballots and any special voting regulations. Officers shall be elected by secret ballot from this final slate. Ballots and any special voting regulations shall be mailed to all current members. Ballots shall be mailed with an official ballot and return envelope as provided by the nominating committee. Notwithstanding the foregoing, the Indiana Board may determine not mail ballots or any other materials to the current members for any election which is uncontested.

Clause 5.03(c). Election Ballots. Election ballots for contested races shall be returned no later than 2:00 P.M. on the first day of the annual conference. All ballots shall be returned unopened in the official ballot envelope. Ballots may be mailed to the chairperson of the nominating committee or returned to the ballot box at the annual conference. The full nominating committee will then open and count each ballot. Challenges as to the validity of any ballot shall be settled by the Indiana Board. Candidates may have a representative present when votes are counted but candidates themselves cannot be present.

Clause 5.03(d). Election to Office. Election to office shall be determined by receiving simple majority of the votes cast. If more than two candidates compete for the same office and a simple majority of one candidate is not achieved, the candidate receiving the most votes shall be declared the winner.

Clause 5.03(e). New Members. New members who become members of the Corporation less than forty (40) days prior to the annual conference shall not have the right to vote for elections of officers until the succeeding year.

Clause 5.03(f). Commercial Member. Commercial member representative shall be elected by only commercial members.

Section 5.04 Term of Office. (Amended April 2006) Elected officers shall assume their duties and authorities ~~on the last day~~ at the beginning of the next fiscal year as provided in Article 8 after the annual conference at which they were elected. Officers shall remain in office until the installation of their elected successor or the investiture of their successor, as provided in Section 5.04. Officers elected at the annual conference will serve as members 'elect' to the Indiana Board until July 1 after the annual conference, where they will be invested to the Indiana Board. Regional Vice Presidents and the Commercial Member Vice President shall serve a term of two (2) years. Regional Vice Presidents from Regions One, Regions Three and Regions Five will be elected on odd calendar years and Regional Vice Presidents from Regions Two, Regions Four, Regions Six and the Commercial Vice President will be elected on even calendar years.

Section 5.05. Succession of Office. After the election of officers the present President of the Corporation shall hold a swearing in ceremony. The First Vice President shall move to the office of President, the Second Vice President shall move to the office of First Vice President. The Second Vice President shall be elected from the members of the Corporation.

Section 5.06. Vacancies in Office. Vacancies in the offices of President and First Vice President shall be filled by advancement in rank, provided that such fulfillment shall be in acting capacities until the next annual conference where the acting officer shall be eligible for regular investiture to office. Such acting capacities shall have no otherwise effect upon their normal terms of office or eligibilities thereto.

Vacancies in the office of the Second Vice President, Regional Vice President and Commercial Member Vice President shall be filled by Presidential appointment as confirmed by the Indiana Board, and such approved appointee shall perform his duties for the remainder of the term of the office being filled and hereafter follow the rules of succession as provided in Section 5.04.

Section 5.07. President. The President shall (i) preside at all meetings of the Indiana Board and members, if present; (ii) appoint special committees to perform tasks deems necessary and call any committee into session at any time; (iii) be the chief executive officer of the Corporation; (iv) have and exercise general charge and supervision of the affairs of the Corporation; and (v) do and perform such other duties as the Code of By-Laws provides or as may be assigned by the Indiana Board.

Section 5.08. Duties of the President. The duties of the President include the following:

Clause 5.08(a). Authorize Expenses. The President may authorize reasonable and proper expenses, up to \$250.00 to any member of the Indiana Board, standing committee member and special committee member for the purpose of specific duties. After such expenses have reached a total of \$3,000.00 in the current President's term, any additional expenses shall be reported to the Indiana Board at the next regular meeting for approval.

Clause 5.08(b). Legal Counsel. The President may engage legal counsel in accordance with the approval of the Indiana Board.

Clause 5.08(c). Additional Duties. In addition to such other authority, the President's duties shall include the following: (i) presiding at all meetings of the Corporation and/or the Indiana Board and serving as chair of the Indiana Board; (ii) appointing committees; (iii) reporting on the state of the Corporation to the members at its annual conference; (iv) carrying out the purposes of the Corporation; (v) keeping the Indiana Board informed of matters of the Corporation; (vi) making appointments to fill vacancies in office; and (vii) attending the national conference. Travel and registration expenses will be paid for by the Corporation.

Section 5.09. Parliamentary Authority. The President's parliamentary decision upon the conference floor shall be final.

Section 5.10. First Vice President. It shall be the duty of the First Vice President to perform all duties of the President in his/her absence. When so acting, the First Vice President shall have all powers of and be subject to all the restrictions upon the President. The First Vice President shall have such other duties and exercise such other authority as from time to time may be delegated by the President or the Indiana Board. It shall be the duty of the First Vice President to appoint two (2) chapter members to the subsequent year nominating committee prior to the business meeting of the annual conference.

Section 5.11. Second Vice President. It shall be the duty of the Second Vice President to perform all the duties of the First Vice President in his/her absence. When so acting, the Second Vice President shall have all the powers and be subject to all restrictions upon the First Vice President. The Second Vice President shall have such other duties and exercise such authority from time to time may be delegated or assigned by the President or Indiana Board.

Section 5.12. Secretary. The Secretary shall be responsible for all minutes of chapter and board meetings, roster of members and any other duties that are delegated or assigned by Indiana Board. The Secretary shall be approved to disseminate funds from all financial accounts of the Corporation in the absence of the Treasurer. The Secretary shall also be bonded in an amount to be determined by the Indiana Board. The Corporation shall pay the annual fee for the bond. The Secretary shall be appointed by the executive officers of President, First Vice President and Second Vice President and approved by the Indiana Board on an annual basis. The Secretary's term shall expire June 30 of each year.

Section 5.13. Treasurer. It shall be the duty of the Treasurer to (i) keep the records of all financial accounts of the Corporation and pay all bills due and proper; (ii) handle all expenses and receivables for the Corporation; (iii) handle the Treasurer position for the annual conference held by the Corporation; and (iv) handle all the financial affairs of the Corporation and present a quarterly accounting of all moneys to the members.

The Treasurer shall provide a written financial report to the Indiana Board prior to June 30 of each year. Such financial report shall be published and distributed to all current members of the Corporation. Upon request of the Indiana Board, the Treasurer shall cause to be completed an independent audit of the Corporations finances. The Treasurer shall have such other duties and exercise such authority as from time to timer may be delegated or assigned by the President or Indiana Board. Any bills over \$500.00 shall be approved by majority vote of the Indiana Board.

The Treasurer shall be appointed by the executive officers of President, First Vice President and Second Vice President and approved by the Indiana Board on an annual basis. The Treasurer's term shall expire annually on June 30 of each year. The Treasurer shall be bonded in an amount to be determined by the Indiana Board. The Corporation shall pay the annual fee for the bond. The Treasurer is responsible for all forms that are to be filed and kept current for tax purposes.

Section 5.14. Regional Vice Presidents. Regional Vice President shall (i) represent their regions at all meetings of the Indiana Board and serve as liaison between the members of the region being represented and the Indiana Board; (ii) plan for and conduct one regular regional meeting within their region between annual conference, in coordination with the meetings of the Corporation schedule as set forth by the President; (iii) solicit new members from within their region establish and maintain contact with the 9-1-1 and other communications centers within their region and (iv) promote all activities and goals and objectives of the corporation within their regions. Regional Vice Presidents shall reside and be employed in the region they represent.

Clause 5.14(a). Regions. The following are the regions:

Region One: Lake, Porter, LaPorte, Newton, Jasper, Starke, Pulaski, Benton, White, Warren, Fountain, Carroll, Tippecanoe and Clinton Counties.

Region Two: St. Joseph, Elkhart, LaGrange, Steuben, Marshall, Kosciusko, Noble, DeKalb, Fulton, Cass, Miami, Wabash, Whitley, Allen, Huntington, Wells and Adams Counties.

Region Three: Montgomery, Boone, Vermillion, Parke, Putnam, Hendricks, Vigo, Clay, Morgan, Sullivan, Owen, Green and Monroe Counties.

Region Four: Howard, Grant, Blackford, Jay Tipton, Madison, Delaware, Randolph, Hamilton, Marion Hancock, Henry, Wayne Johnson, Shelby, Rush, Fayette and Union Counties.

Region Five: Knox, Daviess, Martin, Lawrence, Gibson, Pike, DuBois, Orange, Posey, Vanderburgh, Warrick, Spencer, Perry and Crawford Counties.

Region Six: Brown, Bartholomew, Decatur, Franklin, Jackson, Jennings, Ripley, Dearborn, Washington, Scott, Jefferson, Ohio, Switzerland, Harrison, Floyd and Clark Counties.

Section 5.15. Commercial Member Vice President. The Commercial Member Vice President shall do the following: (i) represent the commercial member at all meetings of the Indiana Board; (ii) establish and maintain contact with the commercial membership of the Corporation; and (iii) promote all activities and goals and objectives of the Corporation. The commercial member representative shall reside and be employed in Indiana.

Section 5.16. Removal. Any officer may be removed from office, with or without cause, by the Indiana Board upon a two-thirds majority vote of the entire Indiana Board.

Section 5.17. Resignations. Any officer may resign at any time by delivering notice to the Indiana Board, the President or the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date.

ARTICLE 6

LOANS TO OFFICERS AND DIRECTORS

The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE 7

FINANCIAL AFFAIRS

Section 7.01. Contracts. The Indiana Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Indiana Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 7.02. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences on indebtedness in an amount greater than five hundred dollars (\$500.00) shall, unless otherwise directed by the Indiana Board or required by law, be signed by any two (2) of the following officers who are different persons: President, a First Vice President, Second Vice President, or Treasurer; provided, however, that any such obligations in an amount equal to or less than five hundred dollars (\$500.00) may be signed by any one (1) of such preceding officers. The Indiana Board may, however, designate officers or employees of the Corporation, other than those named above, who may, in the name of the Corporation, execute drafts, checks and orders for the payment of money in its behalf.

Section 7.03. Investments. The Corporation shall have the right to retain all or any part of any securities or property acquired by it in whatever manner, and to invest and reinvest any funds held by it, according to the judgment of the Indiana Board.

ARTICLE 8

FISCAL YEAR

The fiscal year of the Corporation shall begin on the first day of the July of each year and end on the last day of June of each year.

ARTICLE 9

CORPORATE INDEMNIFICATION

To the extent not inconsistent with the laws of the State of Indiana, every person (and the heirs, estate, executors, administrators and personal representatives of such person) who is or was a Director or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 10

PROHIBITED ACTIVITIES

Notwithstanding any other provision of this Code of By-Laws, no member, Director, officer, employee or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 11

AMENDMENTS

Section 11.01. Power to Amend. (Amended April 2005) The power to make, alter, amend or repeal the Code of By-Laws is vested in the attending voting members, which power shall be exercised by affirmative vote of a majority of the members present or by ballot cast at ~~any~~ the annual meeting. The proposal shall be honored from a member and errors in the format of the proposal shall not be sufficient cause for rejection; provided, however, that the proposed amendment shall be included in the notice of such meeting.

Section 11.02. Proposal. An amending proposal shall be submitted by the maker in written form to the Indiana Board and its format shall in order be forwarded to the Chairperson of the Constitution and By-Laws committee to investigate.

The proposal shall include the following: (i) the name of the maker of the proposal; (ii) the intent of the proposal; (iii) the annual conference where consideration is desired; (iv) the article(s), section(s), and paragraph(s) of the Constitution and/or By-Laws proposed to be amended; and (v) the proposed amending language. Such proposed changes shall be submitted no less than ninety (90) days prior to annual conference. An amending resolution which has been processed in accordance with this requirement shall be published and distributed to current members of the Corporation or upon receiving registration packet at annual conference for consideration.

Section 11.03. Resolution to Amend. A resolution to amend the Constitution and/or By-Laws of the Corporation shall be based upon the required amending proposal and it shall be so devised and drafted by the Constitution and By-Laws committee. A copy of the draft resolution shall be provided to the maker prior to consideration for his/her concurrence. Participation by the committee in these matters shall not be construed to imply his/her support of the measures considered therein.

Section 11.04. Effective Date. Resolutions passed and adopted by the members in accord with such provisions shall be in force and effect upon the adjournment of the annual conference where considered and adopted, provided an exception to this effect is not otherwise contained in the language of the resolution adopted.

ARTICLE 12

PARLIAMENTARY PROCEDURE

Upon any question coming before this Corporation not otherwise specifically provided for in the Articles of Incorporation or By-Laws, the presiding officer shall be governed to the extent practicable by Roberts Rules of Order.

ARTICLE 13

GRANTS AND CONTRIBUTIONS

Section 13.01. Application for Funds. The President of the Corporation or any member designated by him/her may make application to philanthropic organizations, corporations, agencies, groups, or persons for grants or contributions of funds or property for carrying out general or specific purposes of the Corporation. No application shall be made to, or contribution received from, an person or agency except after a determination by the Indiana Board that a grant or contribution to the Corporation would be motivated by the desire to further the purposes of the Corporation and not to derive personal benefit or privilege to the donor.

Section 13.02. Acceptance of Grant or Contribution. Any member who may be offered a grant, or contribution, or contract for the Corporation shall immediately notify the President and no grant or contribution shall be finally accepted by the Corporation except on approval of the Indiana Board. The terms of any such grant or contribution shall be set forth in writing and signed on behalf of the Corporation and the donor.

Section 13.03. Administration of Funds. Any grant or contribution of the Corporation shall be credited to its general fund unless, under the terms thereof, a special fund of such grant or contribution shall follow the procedure defined for general funds of the Corporation, unless provided for otherwise in the terms of the grant or contribution and agreed upon by the Indiana Board.