

BYLAWS OF KOKOMO ART ASSOCIATION, INC.

Article I

Name

The name of the corporation is Kokomo Art Association, Inc.

Article II

Classification of Corporation

The Corporation is a public benefit corporation.

Article III

Purposes and Powers

Section 3.1. Purposes. *The purposes for which the Corporation is formed are:*

- (a) To promote and sustain the creation and appreciation of the fine arts in Kokomo and Howard County, Indiana; to bring art to the community and to bring the community to art*
- (b) To serve in perpetuity as guardian and trustee of its current collection of works of art and of future acquisitions of works of art*
- (c) To raise community consciousness, understanding, awareness, and recognition of the contributions of the arts to the quality of community life; to stimulate creativity, expression, dialogue, respect for talent and appreciation of beauty in all aspects of civic life and discourse*
- (d) To provide opportunities for local artists of all ages to discover and develop their talents, exhibit their work, and experience public scrutiny and commendation*
- (e) To enhance the community's image as a place where the arts are recognized as significant contributors to the quality of life; to enhance the community's attractiveness to corporations that regard opportunities for artistic expression and enjoyment as important to their ability to recruit and retain competent personnel, sustain a positive corporate image for visitors and guests, and find visible avenues of community service and support.*
- (f) To uphold and advance the welfare of the creative arts*
- (g) In furtherance of the aforesaid purposes, to transact any and all lawful business for*
which corporations may be incorporated under the Act.

Section 3.2. Nonprofit Purposes and Exempt Organization Requirements.

- (a) Exempt Purposes: *The Corporation is organized and operated exclusively to perform, encourage, and support such charitable, educational, and other exempt 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").*
- (b) No Private Inurement: *The activities of the Corporation shall be conducted in such a manner that no part of its earnings shall inure to the benefit of any member, director, or officer or other private person, except that the Corporation shall be authorized and empowered to pay a reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in Section 3.1.*
- (c) No Political Activities: *Except as otherwise permitted by Code section 501(h), no substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office.*
- (d) Exempt Activities: *Notwithstanding any other provision of these Articles of Incorporation, the Corporation shall not carry on any activities not permitted to be carried on:
 - (i) *By a corporation exempt for Federal income tax under Code section 501(c)(3), or*
 - (ii) *By a corporation, contributions to which are deductible under Code sections 170(c)(2), 2055 (a)(2), and 2522(a)(2).**
- (e) Private Foundation Status: *Notwithstanding any other provision of these Articles of Incorporation, if for any taxable year the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall make distributions at such time and in such manner as not to subject the Corporation to the tax imposed by Code section 4942.*

Notwithstanding any other provision of these Articles of Incorporation, at any time the Corporation is deemed a "private foundation" described in Code section 509(a), the Corporation shall not:

- (i) *Engage in any act of self-dealing as defined in Code section 4941(d);*
- (ii) *Retain any excess business holdings as defined in Code section 4943(c);*
- (iii) *Make any investment in such manner as to subject the Corporation to tax under Code section 4944; or*
- (iv) *Make any taxable expenditure as defined in Code section 4945(d).*

Section 3.3. Powers.

Subject to any limitation or restriction imposed by the Act, or any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:

- (a) To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law,*
- (b) To indemnify any person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil or criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law;*
- (c) To have, exercise, and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, by the common law, and by any other applicable law, and*
- (d) To cease its activities and to dissolve and surrender its corporate franchise.*

Article IV

Dissolution and Distribution of Assets on Dissolution or Final Liquidation

In accordance with the provisions and conditions specified in the Act, the Board of Directors may propose to the membership a recommendation for dissolution of the Corporation. Such recommendation, to be adopted, must be approved by the members by a majority of the votes cast on the proposal, proper notice having been given to all members, whether or not entitled to vote. If the recommendation to dissolve the Corporation is approved, the Corporation will identify and comply with the requirements of the Act regarding notifications, filings, satisfaction of the claims and liabilities of the Corporation, distribution of its assets, and the winding up of its affairs.

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of the liabilities of the Corporation, dispose of all the assets of the Corporation exclusively for the purposes of the Corporation in such manner, and to such organization or organizations organized and operated exclusively for charitable, educational, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code section 501(c)(3), as the Board of Directors shall determine.

Any such assets not disposed of by the Board of Directors as hereinabove provided shall be disposed of by a court of general jurisdiction located in Howard County, Indiana to such organization or organizations as said court shall determine, which are organized and operated exclusively for such purposes.

Article V

Term of Existence

The Corporation shall have perpetual existence.

Article VI

Registered Agent and Registered Office

Section 6.1 Registered Office.

At the time of adoption of these Articles of Incorporation, the location and post office address of the registered office of the Corporation is 525 W. Ricketts St., Kokomo, IN 46902

Section 6.2. Registered Agent.

At the time of adoption of these Restated Articles of Incorporation, the name of the registered agent is Elaine Wanke, whose address is 1203 Arundel Dr., Kokomo, IN 46092.

Article VII

Members

Section 7.1. Classes.

The Corporation shall have four (4) classes of members consisting of active members, student members, organizational members, and honorary members. All members shall indicate an interest in supporting the purposes of the corporation, or in creating or exhibiting works of art.

Individual Members consist of those persons who have declared their support of the purposes of the Corporation, have made application for membership, and have paid annual dues as determined by the Board of Directors.

Student Members consist of those persons who have declared their support of the purposes of the Corporation, have made an application for membership, and have presented a valid and current student identification card or enrollment form certifying their status as a student, and have paid annual dues as determined by the Board of Directors. Such dues shall be less than the dues set for Individual Members. Student members shall have all the rights and privileges of Individual Members.

Organizational Members consist of any for-profit or nonprofit corporations or any unincorporated organizations or associations which have declared their support of the purposes of the Corporation, have made application for membership, have met criteria for organizational membership as determined by the Board of Directors, and have paid annual dues as determined by the Board of Directors.

Honorary Members consist of those persons or organizations nominated by the Board of Directors by reason of distinguished and exemplary contributions to the furtherance of the Corporation's purposes, and elected by the membership of the Corporation. Honorary members are exempt from any requirement to pay annual dues. Honorary membership shall be perpetual unless terminated by resignation or by removal by the Board of Directors for cause. Honorary Members shall have all

the rights and privileges of Individual or Organizational Members.

Section 7.2. Voting Rights of Members.

Each member in good standing, whether individual, organizational, or honorary, shall be entitled to one (1) vote, exercisable in person or by proxy, on each matter submitted to the membership for a vote at each meeting of the membership. Organizational members and honorary organizational members shall designate a person to represent the organization at meetings of the membership.

Section 7.3. Other Rights and Responsibilities of Members.

Individual members and representatives of organizational members may seek election as officers or directors of the Corporation, may serve on committees and chair ad hoc committees and task forces, may speak at meetings of the membership, may attend, and, according to protocols established by the Board of Directors, speak at meetings of the Board of Directors and attempt to influence the course of action of the Corporation, and may seek to assist the Corporation in accomplishing its goals.

Section 7.4. Membership Lists

Membership lists prepared in good faith shall conclusively establish the voting membership. The membership year shall be January 1 through December 31 each year. Membership lists shall be prepared within thirty (30) days following the close of each membership year and shall include the names of all persons qualified as members during that membership year just ended. A membership list shall also be prepared sufficiently in advance of a regular or special meeting of the members to give notice to all qualified members as required in these Bylaws, but in no case longer than 70 days prior to such meeting.

Membership shall cease when members' names are removed from the active membership list. Except for Honorary Members, Members' names shall be removed from the active membership list at the expiration of thirty (30) days following the end of the membership year in which membership dues were last paid. Membership, including Honorary Membership may also be terminated by resignation or removal as provide elsewhere in these Bylaws.

Section 7.5. Membership Certificates

The Corporation will not have membership certificates unless otherwise authorized by the Board of Directors. The form of any such certificates, if authorized, shall be prescribed by the Board of Directors.

Section 7.6. Resignation

Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and it provides for a later effective date. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before such resignation, including any unpaid dues, fees, or assessments.

Section 7.7 Expulsion, Suspension, and Termination.

A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include but not be limited to, violation of these Bylaws, nonpayment of dues, fees, and assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation.

Expulsion, Suspension, and Termination proceedings can only be initiated by action of the Board of Directors, such action requiring a two-thirds majority of a quorum of the Board of Directors for approval. Written notice of such action shall be given to the member no less than fifteen (15) days prior to the effective date of expulsion, suspension or termination, and shall state the reasons for expulsion, suspension, or termination. The member shall be given opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension or termination, by a person authorized by the Board of Directors to decide that the expulsion, suspension, or termination should not take place.

Section 7.8 Reinstatement.

A member whose membership was terminated because of nonpayment of dues, fees, or assessments may be reinstated by paying such dues, fees, or assessments. Members who were expelled, suspended, or terminated for violation of these Bylaws, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation, may be reinstated only upon meeting membership criteria and making written application to the Board of Directors, having such application approved by a two-thirds majority of a quorum of the Board of Directors, and by paying all dues, fees, and assessments then due and payable.

Section 7.9. Dues, Fees, and Assessments.

Subject to Section 7.1 of the Articles of Incorporation and these Bylaws, the amount of any membership dues, fees, and assessments applicable to membership in the Corporation, and the time and manner of payment thereof shall be determined by the Board of Directors.

Article VIII

Meetings of Members

Section 8.1 Annual Meeting

The Annual Meeting of the members of the Corporation shall be held on the second Tuesday of September each year, or at such other time as may be designated by the Board of Directors. In all cases the Annual Meeting of the members shall be held within the first six (6) months after the close of the fiscal year or within fifteen (15) months after the Corporation's last annual meeting, whichever requires the earlier date. The failure to hold an annual or regular meeting at a time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. Annual membership meetings shall be held at the place specified in the notice of the meeting, otherwise such meeting shall be held at the Corporation's principal office. At the annual meeting of the members, the President and the Treasurer, or their designees, shall report on the activities and financial condition of the Corporation, respectively.

Section 8.2. Regular Meetings

The Corporation may hold regular membership meetings at the times stated in or fixed by a resolution of the Board of Directors. Regular membership meetings shall be held at the place specified in the notice of the meeting, otherwise such meeting shall be held at the Corporation's principal office.

Section 8.3. Special Meetings.

Special meetings of the members may be called by the President of the Board, by the Board of Directors, or by one or more petitions in writing, signed, dated, and delivered to the President by at least one-tenth (1/10th) of the votes entitled to be cast at the proposed special meeting. Such petition or petitions must demand that the President call a special meeting, and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of the meeting, otherwise such meeting shall be held at the Corporation's principal office.

Section 8.4. Participation.

The Board of Directors may provide arrangements for members to participate in an annual, a regular, or a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting, on the condition, however, that the availability of such means of participations is made known to members in the notice of the meeting. A member participating by such means is considered to be present in person at the meeting.

Section 8.5. Notice of Meetings.

Written notice stating the place, date, and time of any meeting of the members, and a description of the purpose or purposes for which such meeting is called, shall be delivered or mailed (first class or registered mail) by the Corporation to each member of record entitled to vote at such meeting, at such address as appears on the records of the Corporation, at least ten (10) but not more than sixty (60) days before the date of such meeting. Notwithstanding the foregoing, action taken by the members shall not be invalidated, and notices shall not be considered improper, if notice (including oral notice) is given in a fair and reasonable manner.

Section 8.6. Waiver of Notice.

Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purpose described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 8.7. Voting Rights.

Article VII, Section 7.2 of the Articles of Incorporation and these Bylaws, shall govern the voting rights of members of record at any meetings of the membership.

Section 8.8. Date of Determination of Voting Rights.

The last day of each fiscal year shall be the date of record for determination of members qualified and entitled to notice of a meeting of the members, to demand a special meeting, and to vote or take any other action. The Board of Directors will change the date of record, and will denote other dates of record as necessary to ensure that the date of record is no more than 70 days prior to any meeting of the members, as required by statute. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the thirtieth (30th) day prior to the meeting or action requiring a determination of members.

Section 8.9. Voting by Proxy

A member entitled to vote at any meeting of members may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally or by a duly authorized attorney-in-fact of such member. For purposes of this section, a copy of a signed proxy that has been telecopied shall be deemed "signed" by the member. An appointment of a proxy is valid for eleven (11) months, unless a longer or shorter period is specified in the appointment form. No proxy shall vote at any meeting of members unless the appointment form designating such proxy shall have been filed with the Secretary or other officer or agent authorized to tabulate votes.

Section 8.10. Quorum, Voting.

At any meeting of members, ten percent (10%) of the votes entitled to be cast on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, unless at least one-third (1/3) of the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the members are those matters that are described in the notice of the meeting. After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, unless a new record date is or must be set for that adjourned meeting. If a quorum exists, action on a matter other than the election of directors is approved if the votes cast favoring the action exceed the votes cast opposing the action, unless a greater number is required by law, the Articles of Incorporation, or these Bylaws. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election at a meeting at which a quorum is present.

Section 8.11. Voting List.

The Corporation shall keep at all times, at the principal office of the Corporation, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the Corporation. After fixing a record date for notice of a meeting, the Corporation shall prepare a list of the names of the Corporation's members who are entitled to notice of the members' meeting. The list must show the address of each member and that each member is entitled to one vote at the meeting. Subject to the limitations described below, the list of members must be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at the place identified in the meeting notice where the meeting will be held, and the list must be available for inspection at any time during the meeting or any adjournment. Subject to the limitations described below, a member may also inspect and copy, at any reasonable time and reasonable location specified by the Corporation, the Corporation's membership list if the member give the Corporation written notice at least five (5) days before the member desires to inspect and copy the same; provide, however, the following conditions must exist:

- (a) the member's demand must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose for the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the Corporation in any event may refuse to provide names or identifying information relating to contributors.

Section 8.12. Conduct of Meetings.

Meetings of members, including the order of business, shall be conducted in accordance with such rules as the Board of Directors may adopt.

Section 8.13. Action by Written Ballot.

An action that may be taken at an annual, a regular, or a special meeting of members, may be

taken without a meeting if the Corporation delivers a written ballot to every member entitled to vote on the matter. The ballot must set forth each proposed action, and provide an opportunity to vote for or against each proposed action. Approval by written ballot is valid only when the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action, and when the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting. A solicitation for votes by written ballot must indicate the number of responses needed to meet the quorum requirements, state the percentage of approvals necessary to approve each matter other than the election of directors, and specify the time by which a ballot must be received by the Corporation to be counted. A written ballot may not be revoked once received by the Corporation.

Section 8.14. Action by Consent.

Any action required or permitted to be taken at a meeting of the members may be taken without a meeting if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent which describes the action taken, is signed by the members representing at least eighty percent (80%) of the votes entitled to be cast on the action, and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Requests for written consents must be delivered to all members entitled to vote. Action taken by written consent is effective when the last member necessary to meet the eighty percent (80%) requirement signs the consent, unless a prior or subsequent effective date is specified in the consent.

Article IX

Board of Directors

Section 9.1. Duties and Powers.

The management of the business and affairs of the Corporation shall be governed by a Board of Directors. No Director shall have any right, title, or interest in, or to any property of, the Corporation.

The Board of Directors is vested with and may exercise all the powers of the Corporation, except as may be otherwise provided by law.

Section 9.2. Composition of Board of Directors: Number, Terms of Office, Election, and Appointment of Directors.

Upon adoption of these Bylaws, the Board of Directors shall consist of a minimum of three (3) directors and a maximum of fifteen (15) directors with the exact number of directors specified from time to time by resolution of the Board of Directors.

One third, or a maximum of five (5) directors shall be elected at each Annual Meeting of the Corporation by a plurality of the votes cast by the members at a meeting at which a quorum is present. Each director shall serve for a term of three (3) years. If the Annual Meeting of the Corporation is not held at the time designated in these Bylaws, the directors then in office shall hold over until their successors shall be duly elected and qualified, absent resignation, removal,

death, or decrease in the number of directors.

A director may serve two successive complete three-year terms on the Board, and thereafter may not be reelected to the Board of Directors until after the expiration of one year from the end of his (her) term of service on the Board.

Directors shall be elected from candidates proposed by the Nominating Committee. In addition, however, a minimum of three (3) other members of the Corporation may nominate candidates to be voted for at the Annual Meeting by filing a petition in behalf of such nominations with the President of the Board of Directors or the Chairperson of the Nominating Committee. Such petitions shall be in writing, shall be signed by all directors submitting the petition, shall be accompanied by a written and signed statement by each nominee indicating willingness to be nominated and to serve if elected. Further, such petitions shall be delivered not less than fifteen (15) days prior to the election.

No nominations shall be accepted from the floor, except by unanimous consent by the members present at a meeting at which there is a quorum.

In case there are more nominees than the number of directors to be elected, the vote shall be by ballot and those receiving the highest number of votes shall be deemed elected. Any tie vote shall be decided by lot.

Section 9.3. Qualifications.

Each director shall be an individual who subscribes to the purposes of the Corporation, is willing to abide by the requirements of these Bylaws, and fulfills such other standards or qualifications as may be required by the Act or by other applicable laws.

No two persons who are close relatives of one another (to include spouses, siblings, parents, children, grandparents, and grandchildren), or members of the same household, may serve on the Board of Directors at the same time.

Section 9.4. Regular Meetings.

Regular meetings of the Board of Directors shall be held at least four (4) times per year, and no less often than once in each calendar quarter of the fiscal year. For the purpose of meeting this requirement, the Annual Meeting shall be deemed a "regular" meeting of the Board of Directors. Meetings shall be held whenever convenient for the Board of Directors. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting.

Section 9.5. Annual Meetings of the Board of Directors.

The Annual Meeting of the Board of Directors shall be held in September of each year, coincident with the Annual Meeting of the Corporation, unless otherwise designated by the Board of Directors. The purposes of this meeting are to elect officers and transact such other business as may need to come before the Board of Directors. No notice shall be necessary for the holding of an annual meeting of the Board of Directors.

Section 9.6. Other Meetings of the Board of Directors.

Special meetings of the Board of Directors may be held upon the call of the presiding officer of the Board of Directors, any two Officers, or any three of the directors then in office, and upon at least forty-eight (48) hours' notice specifying the date, time, place, and purpose or purposes of the meeting, given to each director, either personally or by mail, telegram, facsimile transmission, "e-mail" transmission, or telephone. Oral notice is authorized.

Section 9.7. Waiver of Notice of Meetings.

A director may waive any required notice of an annual, regular, or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A director's attendance at or participation in a meeting waives any required notice of the meeting to the director unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 9.8. Quorum; Voting.

One-third (1/3) of the number of directors in office when action is taken, rounded to the next higher whole number, plus one (1) director, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken the affirmative vote of a majority of the directors present when the action is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

A director is considered "present" at any meeting conducted through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. There will be no use of "proxy" voting.

Section 9.9. Action by Consent.

Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent unless the consent specifies a prior or subsequent effective date.

Section 9.10. Attendance.

Attendance at Board meetings shall be a matter of record. The absence of a director from three (3) consecutive meetings of the Board of Directors shall be deemed as tendering a resignation, which may be accepted by action of the Board of Directors at any succeeding meeting, provided, however, that the attendance of such Board member at one or more meetings of the Board of Directors prior to action by the Board of Directors to accept such resignation shall be deemed to have voided the resignation.

Section 9.11. Vacancies.

Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors, or otherwise, may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the next Annual Meeting of the Corporation. However, that person shall automatically be a nominee for election for a term on the Board of Directors expiring at the annual meeting at which the term of the vacated directorship would have expired.

Section 9.12. Removal.

Any director may be removed, with or without cause, by a three-fourths majority vote of all the directors in office at the time such vote is taken. The notice of the meeting at which a vote is taken on the removal of a director must specify that the meeting is called for the purpose of removing the director.

Section 9.13. Conflict of Interest.

Directors and Officers of the Corporation, and others who have a direct relationship with the Corporation, have a responsibility to the Corporation which includes commitment and loyalty to its mission and values, and duty to uphold and support its interests. Such commitment is characterized by openness, honesty, integrity, and accountability. The purpose of Board and Committee membership is to advance the essential functions and purposes of the Corporation, and to accomplish the goals and objectives set by the Board of Directors as a whole.

No person who is an employee of the Corporation may be a member of the Board of Directors.

No Directors or Officers shall, by reason of their office or relationship with the Corporation, be given preferential consideration for receiving services from the Corporation nor for providing products or services to the Corporation, whether or not payment for such products or services is involved.

Directors and Officers may not use their positions or the information gained therefrom, in a manner that would cause a conflict to arise between the interests of the Corporation and the interests of the individual or the interests of another organization. Further, Directors and Officers are expected to refrain from accepting other obligations which would be in conflict with the interests of the Corporation or its constituents and stakeholders.

In all instances when a Director or Officer, or any organization or company with which such person is connected, may benefit or be deprived of benefit by actions of the Corporation, the affected person or persons shall disclose such conflict of interest, shall remove himself/herself from any proceedings or deliberations in which he/she has a conflict of interest, and shall not vote

or otherwise directly influence the actions of the Corporation. Further, such person or persons shall not be counted in the determination of the presence of a quorum when any such action is taken. All disclosures of conflict of interest shall be made a matter of record.

Nothing in this policy shall be construed to violate, abridge, or alter the rights, powers, and duties of directors and officers of nonprofit corporations under Indiana law. Further, the requirements of this section should not be construed as preventing a director or officer from responding to the questions of other directors and officers regarding matters in which the director or officer may have a conflict of interest, or as preventing such director from sharing pertinent knowledge or expert opinion concerning the matter.

Article X

Officers

Section 10.1. Number, Election, and Terms of Office.

The officers of the Corporation shall be a President, a Vice President, a Treasurer, and a Secretary. The officers shall be elected annually by the Board of Directors at its annual meeting from a slate prepared by the Nominating Committee, and shall hold office for a term of one (1) year and until their successors shall be duly elected and qualified, or until resignation, removal, or death. The officers shall assume their respective offices at the conclusion of the meeting of the Board of Directors at which they were elected. Officers may succeed themselves in office, but no officer may serve more than three (3) consecutive years in the same office.

Section 10.2. Qualifications of Officers.

Each officer shall be a member of the Board of Directors. So long as the number of Directors in office is greater than three, no individual may hold more than one (1) office at the same time. Officers may, however, simultaneously serve as chairpersons of the various committees of the Corporation.

Section 10.3. Vacancies.

Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 10.4. Removal.

Any officer of the Corporation may be removed, with or without cause, by the Board of Directors, by a three-fourths majority vote of all the directors in office at the time such vote is taken. Directors must be notified at least five days in advance of any meeting at which a vote is to be taken on the removal of an officer. Such notice must specify that removal of the officer is the purpose, or one of the purposes, for which the meeting is called.

Section 10.5. Compensation.

Officers of the Corporation shall serve the Corporation without compensation for the performance of their official duties, but may be reimbursed for reasonable expenses incurred in the performance of the duties of their respective offices

Section 10.6. Duties of Officers.

Section 10.6 (a). President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors. At each annual meeting of the Corporation, the President shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall have oversight of all the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation including the execution of contracts on behalf of the Board of Directors. The President shall be an ex-officio member, with vote, of all committees, with the exception of the Nominating Committee.

The President shall serve as the Chairperson of the Executive Committee, and shall set the agendas, and set the dates, times, and places of Executive Committee meetings.

Section 10.6 (b). Vice President.

In case of the absence or incapacity of the President, the Vice President shall preside at meetings of the Board of Directors and the Executive Committee, and shall fulfill the duties of the President.

The Vice President shall be responsible for annual review of the Corporation's policies, job descriptions, contents of the Board of Directors Manual, Bylaws, and Articles of Incorporation, to ensure that all such documents are current and relevant, and shall make recommendations to the Executive Committee for any needed changes. The Vice President shall ensure that the Corporation annually obtains a Certificate of Good Standing from the Indiana Secretary of State.

The Vice President shall fulfill such other duties as may be delegated by the President.

Section 10.6 (c). Treasurer.

The Treasurer shall serve as chairperson of the Finance Committee. The Treasurer shall regularly review the financial transactions and condition of the Corporation, and shall ensure that the Corporation keeps correct and complete records of account, showing at all times the financial condition of the Corporation. The Treasurer shall be responsible for attending to the results of an annual review of the Corporation's books of account by an independent Certified Public Accountant designated by the Board of Directors. The Treasurer shall also attend to the presentation of the findings of such financial review to the Board of Directors. The Treasurer shall ensure that the Corporation has proper procedures and means to provide for the safety of all funds, notes, securities, and other valuables which may come into the possession of the Corporation, and for the proper deposit of funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer, or the Treasurer's designee, shall furnish at each Annual Meeting of the Corporation, and at other meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation.

The Treasurer shall ensure that all required reports and documents are filed with the Indiana Department of Revenue, the Internal Revenue Service, the Indiana Secretary of State, and with other entities to which the Corporation is or may become obligated to report.

Section 10.6 (d). Secretary.

The Secretary shall keep or cause to be kept, and be responsible for, a true and complete record and minutes of all meetings of the Board of Directors and all meetings of the Executive Committee, and shall conduct any such correspondence as may be directed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of contracts, agreements, leases, and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall be responsible for the proper care and custody of the books and records of the Corporation (except books of account), shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board, may prescribe.

Article XI

Committees

The Board of Directors shall ensure that the functions of the committees named in this Article are carried out in a thorough, effective, and timely manner. With the exception of the Executive Committee, the Board of Directors may choose to assign the functions of Committees to itself as Committee of the Whole, or to the Executive Committee, including the functions of the Nominating Committee, notwithstanding the provision that the President is ineligible to serve on the Nominating Committee.

Section 11.1. Executive Committee.

There shall be, and the adoption of these Bylaws hereby creates, an Executive Committee of the Corporation, which shall consist of the Officers of the Corporation. The President shall be the Chairperson of the Executive Committee.

During intervals between meetings of the Board of Directors, The Executive Committee shall have and exercise all of the authority of the Board of Directors in the management of the Corporation. The Executive Committee may not, however, approve dissolution or merger of the Corporation, may not sell, pledge, or transfer all or substantially all of the assets of the Corporation, may not elect, appoint, or remove directors or fill vacancies on the Board of Directors or on a Committee, may not adopt, amend, or repeal the Corporation's Articles of Incorporation or Bylaws, nor take any other action prohibited by law.

The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

The Executive Committee shall meet at such times and places as it may determine, or as directed by the Board of Directors. Meetings may also be called by the President, or by the Secretary upon the request of two (2) members of the Executive Committee.

Section 11.2. Nominating Committee.

The Nominating Committee shall consist of three (3) members, including a chair, two (2) of whom shall be members of the Board of Directors, and one (1) of whom shall be a member of the Corporation but not a member of the Board of Directors.

The President shall annually nominate the members of the Nominating Committee for appointment by the Board of Directors. The President is not eligible to serve on the Nominating Committee.

The duties of the Nominating Committee shall be: (1) to nominate at least as many candidates for election as directors of the Board of Directors as there are vacancies to be filled, to be elected by the Members at the Annual Meeting of the Corporation, (2) to nominate candidates for election as Officers of the Corporation, to be elected by the Board of Directors at the Annual Meeting of the Corporation (3) to nominate candidates to fill vacancies occurring among the directors and officers of the Corporation, to be elected by the Board of Directors at any regular or special meeting, such officers and directors to serve until the next Annual Meeting of the Corporation.

Section 11.3. Finance and Fund-Raising Committee.

The Finance and Fund-Raising Committee shall consist of no fewer than three (3) nor more than five (5) members, all of whom shall be members of the Board of Directors. The Treasurer shall serve as chairperson of the Finance and Fund-Raising Committee. No fewer than two (2) nor more than four (4) members of the Finance and Fund-Raising Committee shall be nominated annually for appointment by the Board of Directors, and such nominations shall be made by the President. In addition, however, the Finance and Fund-Raising Committee may establish such informal subcommittees, ad hoc committees, or task forces as may be necessary to assist the Finance and Fund-Raising committee in the fulfillment of its duties. All such committees and task forces shall be amenable to and accountable to the Finance and Fund-Raising Committee. The membership of such committees and task forces may be but need not necessarily be members of the Board of Directors. All appointments to such committees or task forces shall be subject to approval by the Board of Directors.

The duties of the Finance and Fund-Raising Committee with respect to financial oversight shall be to 1) propose annual operating budgets for the Corporation, based on consideration of requests and recommendations of the President or other committees of the Board, to be adopted by the Board of Directors; 2) oversee all financial operations of the Corporation, advise the President regarding financial operations, make policy recommendations to the Board of Directors pertaining to financial operations, and keep informed regarding the financial condition of the corporation, and make regular reports of such condition to the Board of Directors; 3) obtain and attend to the report of an independent audit of the Corporation's assets and liabilities and books of account, performed by an independent Certified Public Accountant approved by the Board of Directors, and report to the Board of Directors the results of both the independent audit and the Finance Committee's attention to it; 4) manage, or oversee the management of, the Corporation's capital assets, including, but not limited to, cash, investments, equipment, and art treasures.

The duties of the Finance and Fund-Raising Committee with respect to fund development are 1) to develop, for Board of Directors approval, an annual "Case Statement" of the Corporation's need for funds, 2) to develop and recommend for adoption by the Board of Directors the policies

and standards to be followed by the corporation in all of its fund raising efforts, 3) to plan and implement, subject to approval by the Board of Directors, a comprehensive fund development strategy which may include elements of individual and corporate giving, special events, and planned giving for long range as well as annual needs, 4) to explore and recommend application for grants from foundations and trusts, 5) to explore and recommend application for grants from governmental entities and agencies, as appropriate, and 6) to review and make recommendations as necessary for meeting the building, major equipment, and other capital needs of the Corporation.

Section 11.4. Program and Policy Committee.

The Program and Policy Committee shall consist of no fewer than three (3) nor more than five (5) members, no fewer than two (2) of whom shall be directors, and all of whom shall be nominated annually by the President for appointment by the Board of Directors. The President shall nominate the chairperson of the committee for appointment by the Board of Directors. In addition, the Program and Policy Committee may establish such informal subcommittees, ad hoc committees, or task forces as may be necessary to assist the Committee in the fulfillment of its duties. All such committees and task forces shall be amenable to and accountable to the Program and Policy Committee. The membership of such committees and task forces may be but need not necessarily be members of the Board of Directors. All appointments to such committees or task forces shall be subject to approval by the Board of Directors.

The duties of the Program and Policy Committee are 1) to oversee the Corporation's public benefit programs, evaluate their efficiency and effectiveness, and make regular reports of program activities, and make recommendations for needed changes, if any, to the Board of Directors, 2) assess needs and recommend priorities for new programs and services; study need and feasibility for expansion of services, and make recommendations to the Board of Directors, 3) study, assess priorities, and make recommendations to the Board of Directors, when necessary, regarding retrenchment, reduction, contraction, or consolidation of services to conform to the Corporation's financial and human resource capacities, 4) develop policies regarding program delivery and recommend adoption of such policies by the Board of Directors, 5) develop policies and procedures governing the recruitment, screening, training, supervision, evaluation, recognition, and, as may be necessary, discharge, of volunteers and recommend adoption of such policies by the Board of Directors, 6) develop and recommend to the Board of Directors policies and procedures regarding the handling of internal and external complaints and grievances, and 7) develop and recommend to the Board of Directors an annual program plan to serve as the basis for budget and financial planning.

Section 11.5. Artworks Committee.

The Artworks Committee shall consist of no fewer than three (3) and no more than five (5) members, no fewer than two (2) of whom shall be members of the Board of Directors, and no fewer than three (3) of whom shall be artists whose work has been accepted for display in the Artworks facility, including the Artworks Coordinator. All members of the Artworks Committee other than the Artworks Coordinator shall be nominated annually by President in conjunction with the Artworks Coordinator for appointment by the Board of Directors.

The duties of the Artworks Committee shall be 1) to oversee the operation of the program and facility known as "Artworks" and make periodic reports of its operations to the Board of Directors, 2) develop and submit an annual budget for the operation of the Artworks program and facility, and submit such budget to the Board of Directors for action 3) recommend to the Board of Directors policies and protocols for developing and maintaining positive relationships

with artists in the community, 4) recommend to the Board of Directors such changes in program, policies, and purposes for the Artworks program as may be necessary or desirable to maximize the program's contribution to the fulfillment of the Corporation's mission, keep the program relevant to changing conditions, needs, and opportunities, or that may be necessary to accommodate growth, reduction, or discontinuation of the program, and 5) oversee and support the Artworks Management Group.

The Artworks Management Group shall be the operating arm of the Artworks program, responsible for performing the management and staff functions of the Artworks program and facility. The Artworks Management Group shall consist of the members of the Artworks Committee and all artists whose work is accepted for display in the Artworks facility. Other persons may be appointed by the Artworks Management Group to assist in the operation of the Artworks facility, or otherwise assist the Artworks Management Group. All persons on the Artworks Management Group shall, while serving in that role, be deemed volunteers, and shall adhere to such policies, procedures, and protocols regarding volunteers as may be from time to time promulgated by the Board of Directors.

The chief operating officer of the Artworks Management Group shall be the Artworks Coordinator. Nominees for the position of Artworks Coordinator shall be presented for election by the Artworks Management Group with the consent of the Artworks Committee. The Artworks Management group shall be responsible for judging art presented for display, admitting artists to the Artworks Management Group, scheduling personnel to staff the facility, and the performance of all other day to day operations of the facility and the Artworks program.

All personnel serving on the Artworks Management Group shall be accountable to the Artworks Committee, and ultimately, to the Board of Directors. Further, all artists serving on the Artworks Management Group shall be members of the Corporation, with all the rights, privileges, and duties thereof, and subject to the conditions regarding membership in the Corporation specified elsewhere in these Bylaws, the Articles of Incorporation, and in Indiana law.

Section 11.6. Other Committees.

The Board of Directors may from time to time create and appoint standing, special, or other committees, ad hoc task forces, or study groups for the purpose of efficiently accomplishing the mission of the Corporation. The President may nominate members to serve on such committees and shall appoint the chairpersons of such committees from the committee members appointed by the Board of Directors.

Section 11.7. Terms of Committee Members and Chairpersons.

Unless otherwise specified in these Bylaws, the terms of members of committees and committee chairpersons shall be one year, expiring at the later of the Annual Meeting of the Corporation or the appointment of their successors. Unless otherwise specified in these Bylaws, there shall be no limit on the number of terms to which a committee member or chairperson of a committee may be appointed, so long as the member or chairperson meets the qualifications of committee membership or chairmanship.

Section 11.8. Committee Quorum.

Provided that notice of the committee meeting was given at least three (3) days in advance of the meeting, and that such notice was not withheld from any committee member, one third (1/3) of the committee membership, but not less than two persons, shall constitute a quorum, with the

exception of the Executive Committee, for which a majority of the members shall constitute a quorum. A member's attendance at a committee meeting waives objection to lack of notice or defective notice, and waives any valid objection to consideration of any matter not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 11.9 Minutes of Committee Meetings

Minutes of all committee meetings shall be kept and made part of the Corporation's permanent records. Such minutes shall include, at minimum, the date and place of the meeting, the names of the persons in attendance, a summary of the decisions made or actions taken, and the name of the person who prepared the minutes.

ARTICLE XII

Indemnification of Officers and Directors

The provisions regarding Indemnification in the Amended and Restated Articles of Incorporation of the Corporation (Article XI) shall in all cases prevail and control the Corporation's actions regarding indemnification. The following paragraph(s) of this Article XII of these Bylaws provide a general summary of the Corporation's policies regarding indemnification.

The Corporation shall indemnify any director or officer of the Corporation, or former director or officer, or any administrative employee directly accountable to the Board of Directors, against any expense actually and necessarily incurred by him or her in connection with the defense of any action, suit, or proceeding in which he is made a party by reason of being or having been a director or officer of the Corporation, except in relation to matters with respect to which he shall be adjudged to be liable for gross negligence or misconduct in the performance of his duties as such director or officer along with the reasonable cost of settlement of any such action, suit, or proceeding, if it shall be found by a majority of the disinterested members of the Board of Directors at a meeting duly called for that purpose, that it was in the best interests of the Corporation that such settlement be made and that such director or officer was not guilty of negligence or misconduct in the performance of his duties as such director or officer. The Board of Directors is authorized and empowered to purchase insurance covering the Corporation's liabilities and obligations under this Article and insurance protecting the Corporation's directors or officers, or other persons.

ARTICLE XIII

Miscellaneous

Section 13.1. Fiscal Year.

The fiscal year of the Corporation shall begin on June 1 of each year and end on May 31 of the following year.

Section 13.2. Corporate Seal.

The Board of Directors may authorize the Corporation to have a corporate seal and to cause the seal to be affixed to documents executed by, and certificates of, the Corporation. However, the use of the corporate seal or an impression thereof shall not be required upon, and shall not affect the validity of, any instrument whatsoever. The form of any such corporate seal may be specified in a resolution of the Board of Directors.

Section 13.3. Execution of Contracts and Other Documents; Signing of Checks.

Unless otherwise ordered by the Board of Directors, or as otherwise provided by these Bylaws, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President, and, if required, attested by the Secretary.

All checks shall be signed by any two persons, at least one of whom shall be a member of the Board of Directors, from a list of persons authorized to sign checks by resolution of the Board of Directors. At all times, the President and the Treasurer shall have access to the Corporation's financial transaction history. Electronic access to information from the Corporation's bank account(s) shall be deemed to meet this requirement.

Rules and procedures for approval of expenditures and disbursement of funds and for accounting of receipts and deposit of funds shall be as recommended from time to time by the Finance Committee and approved by the Board of Directors.

Section 13.4. Bonding

All persons authorized to be directly involved in the acceptance and disbursement of funds shall be bonded at the expense of the Corporation.

ARTICLE XIV

Amendments

Subject to law and the Articles of Incorporation, the power to make, alter, amend or repeal all or any part of these Bylaws except as such amendment would alter corresponding provisions of the Articles of Incorporation, is vested in the Board of Directors. Any such redundancy in these Bylaws may be, and will automatically be, amended by amendment of the corresponding provisions in the Articles of Incorporation, by the means of amendment specified in the Articles of Incorporation. The registered office and registered agent, however, (Article VI) may be changed by action of the Board of Directors and filing appropriate documents with the Indiana Secretary of State.

The Corporation must provide notice to the Directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

ADOPTION:

Adopted by the Board of Directors at its regular meeting on February 21, 2008, a meeting at which a quorum of the Board of Directors was present and voting.

(Secretary)

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