

Be it resolved by the Board of Near East Side Community Organizations, Inc, that the bylaws of the corporation be amended in the following manners:

- ❖ Strike the entire text of the document
- ❖ Insert the following text in place of the struck portion of the text:

Code of By-Laws
of
Near East Side Community Organization, Inc.
As amended February 12th 2008

ARTICLE 1

Identification

Section 1.01. Name. The name of the Corporation is Near East Side Community Organization, Inc. (the “Corporation”).

ARTICLE 2

Membership

There shall be no members of the Corporation.

ARTICLE 3

Board of Trustees

Section 3.01. Functions. The business, property and affairs of the Corporation shall be managed and controlled by a Board of Trustees (the “Board”) as from time to time constituted.

Section 3.02. Number. The number of Board Members (“Trustees”) may be adjusted from time to time as the Board may by resolution provide; so long as the resolution be adopted by not less than a majority of the Board, and the number not exceed thirty-one (31) board members. The members of the board shall be of two classes. The first class shall consist of representatives of corporation’s constituent neighborhoods. The second class shall consist of at-large Board Members. At no time shall the number of at large Trustees exceed thirty-three percent (33%) of the total number of Trustees. Except as otherwise provided in these By-Laws, all Trustees shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 3.03. Selection. Each of the Corporation’s Constituent Neighborhoods shall have the right to appoint one Trustee to the Board. The Constituent Neighborhoods shall certify the selection of their Trustee in writing as the individual governing bodies of the Constituent Neighborhoods shall from time to time resolve. At large Trustees shall

from time to time be nominated by the Corporation's Nominating Committee as the needs of the Corporation shall dictate and shall be approved for such term as the Board shall by resolution provide; so long as no single resolution shall approve the selection of more than one At-large Trustee.

Section 3.04. Vacancies; Resignation. Any vacancy among the Trustees caused by death, resignation, removal or otherwise shall, subject to Board approval, be filled by the neighborhood association that had been represented on the Board by the departed Trustee. Any vacancy among the at-large Trustees shall be filled by the remaining Board, or if the Trustees remaining in office constitute fewer than a quorum, by the affirmative vote of a majority of the Trustees remaining in office. Any Trustee may resign at any time by giving written notice of such resignation to the Board, the President or the Secretary of the Corporation. A resignation is effective upon delivery. The acceptance of a resignation shall not be necessary to make it effective.

Section 3.05. Removal. A Trustee may be removed for any reason when in the judgment of not less than an affirmative vote of 75% of the total number of Trustees it is in the best interest of the Corporation. Additionally a Trustee shall be removed for failure to attend more than 75% of the meetings of the Board during a 12-month period.

Section 3.06. Meetings. The Board shall hold regular meetings at least six (6) times in a calendar year at such time and place as determined by resolution of the Board at the final meeting of the Board in the preceding year. Additionally, the Board shall elect officers of the corporation at the final meeting of the Board in the year preceding the officers' term of service.

Section 3.07. Quorum. A quorum of the Board at any meeting of the Board shall be one-half ($\frac{1}{2}$) of the duly qualified members of the Board then occupying office, but in no case shall there be less than eight (8) Trustees present. Except that a majority of Trustees present shall have the power to adjourn a meeting of the board though less than a quorum. The act of a majority of the Trustees present at a meeting who constitute a quorum shall be the act of the Board and of the Corporation.

Section 3.08. Board Action Permitted Without Meeting. All actions of the Board that may be taken at a meeting thereof may also be taken by written consent of the Trustees so long as all Trustees have equal opportunity to express their support or dissent from the action and so long as a majority of all board members do, in writing, vote in the affirmative.

Section 3.9. Meeting by Telephone, etc. Any or all of the

Trustees of the Board or of any committee designated by the 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.

ARTICLE 4 **Officers**

Section 4.01. Officers and Agents. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary, a Treasurer and the chairs of the standing committees of the corporation. Additionally, these officers shall constitute the Executive Committee of the Board. The Board may by resolution appoint such other officers as the Board may from time to time consider necessary for the benefit of the corporation.

Section 4.02. Election, Term of Office and Qualification. All officers shall be chosen by the Board at the first meeting of the board in a new calendar year. All officers shall be selected from among the members of the Board. Each officer shall hold office for a two-year term (unless the officer resigns, is removed, or dies) and shall serve until the officer resigns, is removed, or dies or until a successor is chosen and qualified. No officer shall serve consecutive terms in any one officer position.

Section 4.03. Vacancies. In the event an office of the Corporation becomes vacant by death, resignation, retirement, removal or any other cause, the Board shall elect a person to fill such vacancy from among the members of the Board, and the person so elected shall hold office and serve for the remainder of the current term or until the officer's death, resignation or removal.

Section 4.04. President. The President shall preside at all meetings of the Board, if present, and shall do and perform such other duties as this Code of By-Laws provides or as may be assigned by the Board. Additionally, The President shall be the Chair of the Executive Committee and the Chair of the Fundraising Committee.

Section 4.05. Vice-President. The Vice-President shall exercise and perform all powers of, and perform duties incumbent upon, the President during the absence or disability of the President and shall exercise and perform such other powers and duties as this Code of By-Laws, the Board, or the President may prescribe. Additionally, the Vice President shall be the Chair of the Nominating Committee.

Section 4.06. Secretary. The Secretary shall have the custody and care

of the corporate records and the minutes book of the Corporation. The Secretary shall attend all the meetings of the Board, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees of the Board when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board or the President.

Section 4.07. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. All funds of the Corporation coming into the Treasurer's hands shall be immediately deposited in some reliable bank or other depository to be designated by the Board, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board, or whenever reasonably requested, a statement of the financial condition of the Corporation and shall perform such other duties as may be required by this Code of By-Laws or as may be prescribed by the Board or the President.

Section 4.08. Assistant Officers. The Board may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and entrust to them, and such other powers and duties as may be prescribed by this Code of By-Laws, the Board or the President.

Section 4.09. Multiple Offices. All officers shall be prohibited from holding more than one of the following offices; President, Vice-President, Secretary and Treasurer. An officer may hold one of these offices and be the chair of a standing committee.

Section 4.10. Removal. An officer may be removed upon the affirmative vote of 75% of the total number of Trustees.

Section 4.11. Resignations. Any officer may resign at any time by delivering notice to the Board, the President or the Secretary. A resignation is effective upon delivery.

ARTICLE 5

Loans to Officers and Trustees

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

ARTICLE 6
Financial Affairs

Section 6.01. Checks, etc. All checks, drafts, notes, bonds, bills of exchange, and orders for the payment of money and other evidences of indebtedness shall, unless otherwise directed by the Board or required by law, be signed by any two (2) of the following individuals who are different persons: An employee of the Corporation, the President, Vice-President, Secretary or Treasurer. The 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 6.02. 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.

ARTICLE 7
Fiscal Year

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

ARTICLE 8
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 Trustee or officer of the Corporation shall be indemnified by the Corporation as provided in the Act.

ARTICLE 9
Prohibited Activities

Notwithstanding any other provision of this Code of By-Laws, no member, Trustee, 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)(4) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.

ARTICLE 10
Committees

Section 10.01. Standing Committees. The Board shall have the

following standing committees: Executive Committee, Nominating Committee, Finance Committee, Public Policy Committee, Crime Reduction Committee, Asset Development Committee, Youth Engagement Committee, Transportation Improvement Committee.

Section 10.02. Executive Committee. The Executive Committee shall be composed of the President, the Vice-President, the Secretary, the Treasurer, the Director of Asset Development, the Director of Crime Reduction, the Director of Youth Engagement, and the Director of Transportation Improvement and shall be chaired by the President of the Corporation. In the absence of a quorum of the board or between meetings of the Board the Executive Committee shall exercise the full powers of the Board subject to the ratification of their actions at the next meeting of the Board where a quorum is present.

Section 10.03. Nominating Committee. The Nominating Committee shall be chaired by the Vice-president of the Corporation. The Nominating Committee shall be responsible for locating, qualifying, and training individuals to serve as at-large Trustees of the corporation. Additionally, the Nominating Committee shall be responsible to locate, qualify, and train individuals to fill any positions requested by the Board of the corporation or by the Chairs of the various committees of the board.

Section 10.04. Fund Raising Committee. The Fund Raising Committee shall be chaired by the President of the Corporation and shall have at least one committee member from each of the other committees of the board. The Fund Raising Committee shall be responsible for locating and securing the resources necessary to complete the operations of the corporation. This shall include the obtaining funds, volunteers, publicity, and other resources requested by the Board of the corporation or by the Chairs of the other committees and approved by the Board.

Section 10.05. Public Policy Committee. The Public Policy Committee shall be chaired by the Vice-president of the Corporation. The Public Policy Committee shall be responsible for advancing the legislative agenda of the corporation as approved by the Board. Additionally, the Public Policy Committee shall be responsible for identifying all governmental actions and proposed actions that need action by the corporation. Finally, the Public Policy Committee shall be responsible to coordinate the actions of the corporations as regards governmental actions and proposed actions.

Section 10.06. Crime Reduction Committee. The Crime Reduction Committee shall be chaired by the Director of Crime Reduction of the Corporation. The Crime Reduction Committee shall be responsible developing and advancing the crime reduction agenda of the corporation

in line with the strategic objectives of the corporation as approved by the Board.

Section 10.07. Asset Development Committee. The Asset Development Committee shall be chaired by the Director of Asset Development of the Corporation. The Asset Development Committee shall be responsible developing and advancing asset development in the NESCO area in line with the strategic objectives of the corporation as approved by the Board.

Section 10.08. Youth Engagement Committee. The Youth Engagement Committee shall be chaired by the Director of Youth Engagement of the Corporation. The Youth Engagement Committee shall be responsible developing and advancing Youth Engagement in the NESCO area in line with the strategic objectives of the corporation as approved by the Board. Such efforts shall include efforts to engage youth with the Corporation and efforts to engage youth in other beneficial causes in the NESCO area.

Section 10.09. Transportation Improvement Committee. The Transportation Improvement Committee shall be chaired by the Director of Transportation Improvement of the Corporation. The Transportation Improvement Committee shall be responsible improving the availability and functionality of transportation in the NESCO area in line with the strategic objectives of the corporation as approved by the Board. This shall particularly focus on mass transit and non-motorized personal transportation.

Section 10.10. Additional Committees. The Board, by resolution adopted by a majority of the Board, may designate additional committees and sub-committees as the needs of the Corporation shall from time to time require so long as all such committees be chaired by a Member of the Board. Said committees, to the extent provided in said resolution, shall have and exercise the authority of the Board in the management of the Corporation

ARTICLE 11 **Amendments**

The power to make, alter, amend or repeal the Code of By-Laws is vested in the Board, which power shall be exercised by affirmative vote of not less than sixty (60) percent of the total number of Trustees.

