

**BYLAWS
OF
NORTHEAST NEIGHBORHOOD COUNCIL INC.
OF SOUTH BEND, INDIANA**

(Last amended 8/07)

ARTICLE I

The name Northeast Neighborhood Council Inc. of South Bend, Indiana hereinafter shall be referred to as the NENC.

ARTICLE II

Purposes

2.1 To promote, without profit to the NENC, social, recreational, cultural, educational, health, safety, legal and other needed community services to the residents of the northeast side of South Bend, Indiana.

2.2 To develop partnerships between the residents of the northeast side of South Bend, Indiana, and intercommunity relations with neighboring communities, including universities, colleges, businesses, religious institutions, government agencies, and any other interested parties.

ARTICLE III

Membership

3.1 Qualifications. Primarily, any individual who desires to see the goals of the NENC accomplished and who resides within the boundaries of the Northeast Neighborhood Council shall be eligible for membership upon paying dues established by the Board of Directors and upon signing the membership roll. Other persons not residing within the boundaries prescribed herein shall be eligible for membership if recommended for membership by the Board of Directors and elected to membership by the existing members of the NENC.

3.2 Boundaries. The aforementioned boundaries of the NENC are Twyckenham Drive on the East; the St. Joseph River to Michigan Street on the West; Angela Boulevard and Edison Road on the North; and Jefferson Boulevard on the South.

3.3 Dues. The Board of Directors shall set the amount of Dues.

3.4 Membership List. Upon receipt of a completed application and paid dues, the membership chair committee chair shall promptly record the member's name on the general or voting membership list. The membership committee chair shall maintain a list of members' names and addresses with records of their payment of dues.

3.5 Regular Meetings. Regular meetings shall be held as determined by the membership.

3.6 Notice. A written or printed notice stating the place, date, and time of the Annual Membership Meeting, and in the case of a special membership meeting, the purpose for which such meeting is called, shall be delivered or mailed by the corresponding Secretary, or by the officer or person calling the meeting, to each member at the member's address as determined by the records of the NENC. Each member shall receive notice of the Annual Membership Meeting and any special membership meetings at least 48 hours in advance of such meeting.

3.7 Voting. Each member shall have the right at the Annual Membership Meeting to one (1) vote. A member's voting rights may only be exercised in person and not by proxy.

3.8 Quorum. A quorum for the purpose of conducting business at an annual, regular, or special meeting shall be one third (1/3) of the voting membership. Quorum requirements may not be fulfilled or exercised by proxy or in any manner other than personal attendance at the meeting.

ARTICLE IV

Membership Meetings

4.1 Annual Meeting. The Annual Membership Meeting of the membership shall be held in June for the purpose of electing the Board of Directors.

4.2 Special Meetings. Special meetings of the membership may be called by the President, fifty one (51) percent of the Board of Directors, or by written petition to either the President or the Secretary requesting a special meeting signed and dated by at least ten (10) percent of the voting membership of record.

4.3 Notice of Meetings. The NENC shall notify, in writing, all members of the meeting date, time, place and purpose of each annual and special meeting no fewer than ten (10) nor more than fifteen (15) days before each meeting. Notice for annual and special meetings shall indicate the purpose(s) to be conducted.

ARTICLE V

Board of Directors

5.1 Composition of the Board. The Board of Directors of the NENC shall be composed of not less than (9) nor more than thirty (30) members. All the members of the Board shall be members in good standing in the NENC. The Board of Directors shall be composed of the officers of the NENC, at least five residents of the Northeast Neighborhood and non-voting representative, from other stakeholders.

5.2 Term. If the initial number of directors elected shall be an even number, one-half of those initial directors shall be elected for terms of one (1) year and the other one-half for terms of two (2) years. If the initial number of directors elected shall be an odd number, then one-half of that total number of directors minus one shall be elected initially for terms of one (1) year, and the remaining number of that initial number of directors shall be elected for terms of two (2) years. At expiration of the initial term of each of these initial directors, each successor shall be elected for a term of two years so that the terms of one-half of the directors shall expire in one year and terms of the other half in the next year. In the event that the total number of directors increase within the range of nine (9) through thirty as provided by the By-laws, the terms of the directors shall run so that, as nearly as possible, one-half of the directors shall be elected in one year and the other half the next year.

5.3 Nominating Committee for Directors. Two months prior to the Annual Membership Meeting of the NENC, the President of the NENC shall appoint a nominating committee consisting of a least five of the current directors of the NENC which shall be directed to nominate one candidate for each directorship to be vacated which shall report its selections at the Annual Membership Meeting. Additional nominations from the floor shall be in order at the Annual Membership Meeting. Any person nominated from the floor must be present.

5.4 Election of Directors. The directors of the NENC shall stand for election at the Annual Membership Meeting. They shall be elected by a majority vote of the members present at such meeting. Only persons present at such meeting shall be permitted to vote as voting by proxy is prohibited.

5.5 Filling Vacancies for Board of Directors. Any vacancy occurring in the Board of Directors shall be filled by a majority vote of the remaining members of the Board until the expiration of that term or the next Annual Membership Meeting, whichever occurs first.

5.6 Commencement of Term of Office. The term of office of all newly elected Directors shall commence with the first Board meeting after the Annual Membership Meeting at which they were elected.

5.7 Attendance. Board members are expected to attend all Board meetings. A Board member with more than three (3) consecutive unexcused absences may be subject to removal from the Board of Directors. A Board member's absence from a meeting may be excused by notifying a member of the Executive Committee prior to the meeting. Any board members subject to removal for attendance reasons shall receive a letter from the Board explaining the proposed action at least ten (10) days prior to the date of the meeting at which the action is to be considered. Attendance will be taken at every board meeting and those excused shall be noted.

5.8 Regular Meetings. Regular meetings of the Board of Directors may be held at dates and times determined by the Board of Directors. The Corresponding Secretary shall give notice to all Directors of the regular meetings.

5.9 Special Meetings. Special meetings of the Board of Directors may be held upon the call of the President or upon the written request of three (3) members of the Board of Directors and upon notice to each Board member specifying the time, place and general purposes of the special meeting.

5.10 Quorum. One-Third of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business and the act of a majority of the Board members present at a meeting at which a quorum is present shall be the act of the Board of Directors. Neither quorum nor voting rights may be fulfilled or exercised by proxy.

5.11 Power to Elect and Appoint Officers. The Board of Directors shall elect a president, vice-president, second vice-president, recording secretary, corresponding secretary, and a treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for the transaction of the NENC business. Any officer or agent may be removed by the Board of Directors. The Board shall also have power to fill any vacancy in any office occurring for any reason at the judgment of the Board.

5.12 Removal of Directors. The Board of Directors may remove any director, if such action in the judgment of the Board is in the best interest of the NENC. A two-thirds (2/3) affirmative vote of all directors shall be required to remove a director from the Board. No action shall be taken to remove a director unless ten (10) days written notice has been given to the director against whom such proposed action is to be taken. This notice must be given prior to the meeting of the Board at which the vote to remove is scheduled to be on the agenda and must be signed by the President of the Board or the next highest ranking officer.

ARTICLE VI

Officers

6.1 Officers. The Board of Directors shall elect the officers of the NENC. The officers of the NENC shall be a President, 1st Vice-President, 2nd Vice-President, Recording Secretary, Corresponding Secretary, a Treasurer and such other officers as may be deemed desirable by the Board of Directors.

6.2 Election and Term of Office. The officers of the NENC shall be elected annually from among and by the Board of Directors at the annual meeting. Each officer shall hold no more than one office for (1) year.

6.3 President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the Board of Directors and membership and, under the Board's direction, shall have general supervision over the affairs of the Corporation and over the other officers. The President shall sign all written contracts of the Corporation and shall perform all such other duties as are necessary to this office.

6.4 1st Vice-President. The 1st Vice-President shall perform the duties specified in Section 6.3 of this Article in the absence or disability of the President. In addition, the Vice-President shall perform duties and assignments, which may, from time to time, be delegated by the President or the Board.

6.5 2nd Vice-President. The 2nd Vice President shall perform all duties incumbent upon the 1st Vice President during absence or disability of the 1st Vice President and shall perform such other duties as the President or the Board of Directors may delegate.

6.6 Treasurer. The Treasurer shall have custody of all moneys and securities of the Corporation and shall keep regular books of account for the Corporation. The Treasurer shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of his or her office. The Treasurer shall perform all such other duties as are necessary to this office as Treasurer.

6.7 Recording Secretary. The Recording Secretary shall keep a permanent record of all minutes from meetings of the NENC's members and Board of Directors, a record of actions taken by the members or Board of Directors without a meeting, and a record of actions taken by the committees of the Board of Directors. The Recording Secretary shall have the responsibility for all records, papers, all written contracts of the NENC and shall be custodian of the non for profit records. The Recording Secretary shall perform all such duties as are necessary to the office.

6.8 Corresponding Secretary. The Corresponding Secretary shall have the responsibility for providing notices required by the Board of Directors and as directed under the bylaws. The Corresponding Secretary shall perform all such duties as are necessary to the office.

6.9 Vacancies. Vacancies among elected officers during the annual terms thereof shall be filled by the Board of Directors.

6.10 Removal of Directors. The Board of Directors may remove any officer, if such action, in the judgment of the Board, is in the best interest of the NENC. A two-thirds (2/3) affirmative vote of all directors shall be required to remove an officer from the officer's position. No actions shall be taken to remove an officer unless ten (10) days written notice has been given to the officer against whom such proposed action is to be taken. The notice must be given prior to the meeting of the Board at which the vote to remove is scheduled to be on the agenda and must be signed by the President of the Board or the next highest ranking officer.

ARTICLE VII

Committees

7.1 Standing and Special Committees. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and affect the purposes of the Corporation. The President shall, with the approval of the Board of Directors, appoint a Chair for each committee.

7.2 The Executive Committee shall consist of all officers and as needed other committee chairs or directors shall attend as deemed necessary by the President. The Executive Committee shall meet prior to the Board of Directors meeting for the purpose of setting the agenda and conducting any other necessary duties.

ARTICLE VIII

Contract, Checks, Deposits and Funds

8.1 Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by the By-laws, 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 specific instances.

8.2 Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes and other evidence of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers of the Corporation and in such manner as shall, from time to time, be determined by the resolution of the Board of Directors.

8.3 Deposits. All funds of the Corporation shall be deposited in a timely manner to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

8.4 Gifts. The Board of Directors may accept, on behalf of the Corporation, any contribution, gift, bequest device for the general purpose or for any special purpose of the Corporation.

ARTICLE IX

Books and Records

9.1 Books and Records. The NENC shall keep correct and complete books and records and shall also keep minutes of the proceedings of its members and Board of Directors. Committee Chairs will give a report at the monthly Board of Directors meeting. Any member or director may inspect all books and records of the NENC at any reasonable time.

ARTICLE X

Fiscal Year

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

ARTICLE XI

Corporate Indemnification

11.1 Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and heirs 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 XII

Amendment to By-Laws

12.1 Amendments. These by-laws may be amended by the affirmative vote of the Board of Directors, provided that the text of the proposed amendment shall have been sent to all Directors with the call for the meeting at least TEN (10) days in advance of such meeting.

ARTICLE XIII

Dissolution of Organization

13.1 Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of Section 501 © 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not disposed of shall be disposed of by Court of Common Pleas of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

ARTICLE XIV

Use of Assets Upon Dissolution

14.1 Use of Assets Upon Dissolution. No part of the net earnings of the organization shall inure to the benefit of, or be distributable to its members, trustees, officers or other private persons, except that the organization shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in the purpose clause thereof. No substantial part of the activities of the organization shall be carrying on of propaganda, otherwise attempting to influence legislation, and the organization 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.

Notwithstanding any other provision of this document, the organization shall not carry on any other activities not permitted to be carried on (a) by an organization exempt from federal income tax under Section 501 © 3 of the Internal Revenue Code, or corresponding section of any future federal tax code, or (b) by an organization, contributions to which are deductible under Section 170 © (2) of the Internal Revenue Code, or corresponding section of any future federal tax code.