

CODE OF BY-LAWS
OF
CEDAR HALL ASSOCIATION FOR IMPROVING THE NEIGHBORHOOD, INC.

ARTICLE I
MEMBERS

Section 1.1. Classes of Members. The Corporation shall have two classes of members: voting members and non-voting members.

Section 1.2. Membership Boundaries. Voting membership is limited to property owners and residents of the area bounded by Pigeon Creek to First Avenue, First Avenue south to Tennessee Street, Tennessee Street west to Fulton Avenue, Fulton Avenue south to Division Street, and Division Street west to Pigeon Creek, in the City of Evansville, Indiana, and members of the Board of Directors. Non-voting membership shall be open to other interested parties.

Section 1.3. Annual Dues. The Board of Directors may determine from time to time the amount of the annual dues payable to the Corporation by members. The current annual dues are \$3.00 per member.

Section 1.4. Payment of Dues. Dues shall be due and payable in advance on the first day of each fiscal year.

Section 1.5. Default and Termination of Membership. When any member shall be in default in the payment of dues for a period of 12 months from the beginning of the fiscal year, his membership shall thereupon automatically be terminated.

Section 1.6. Termination of Membership. The Board of Directors, by affirmative vote of two-thirds (2/3) of all of the directors, may suspend or expel a member for cause after an appropriate hearing.

Section 1.7. Voting Rights of Members. Each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 1.8. Resignation. Any member may resign by filing a written resignation with the Secretary.

Section 1.9. Reinstatement. Upon request, the Board of Directors may, by the affirmative vote of two-thirds (2/3) of the Directors, reinstate such former member to membership upon such terms as the board of Directors may deem appropriate.

Section 1.10. Transfer of Membership. Membership in this Corporation is not transferable or assignable.

ARTICLE II

MEETINGS OF MEMBERS

Section 2.1. Annual Meeting. An Annual meeting of the members shall be held on the second Tuesday in the month of November at the hour of 6:00 P.M., for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting shall be a legal holiday in the State of Indiana, such meeting shall be held on the next succeeding business day.

Section 2.2. Special Meetings. Special meetings of the members may be called by the president, the Board of Directors, or not less than one-third (1/3) of the members having voting rights.

Section 2.3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for any annual meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of the meeting shall be the principal office of the Corporation in the State of Indiana, but if all of the members shall meet at any time and place, either within or without the State of Indiana, and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 2.4. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the secretary, or by the officer or person calling the meeting, at the address that appears on the records of the Corporation, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the secretary or by attendance in person.

Section 2.5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action that may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 2.6. Quorum. One-tenth (1/10) of persons qualified to vote as members at any meeting, represented in person or by proxy, shall constitute a quorum.

Section 2.7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy.

Section 2.8. Voting List. The secretary of 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 at any meeting of the members that may be inspected by any member, for any purpose, at any reasonable time.

ARTICLE III BOARD OF DIRECTORS

Section 3.1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors must be members of the Corporation.

Section 3.2. Number. The number of Directors shall be not less than three (3) nor more than fifteen (15). The principal of Cedar Hall Community School, the president of Cedar Hall Community School PTA, a teacher from Cedar Hall Community School selected by the principal of Cedar Hall Community School, and a designee appointed by the manager of Fulton Housing Development shall be directors, ex officio, of the board. The remaining directors shall be members-at-large.

Section 3.3. Tenure. Each member-at-large shall hold office for a term of three (3) years or until his successor shall have been elected and qualified. Each Director shall be eligible for re-election. The Board of Directors shall have the right to increase or decrease the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors.

Section 3.4. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without other notice than by these by-laws, immediately after, and at the same place as, the annual meeting of members. The Board of directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 3.5. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the president or any two (2) Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them.

Section 3.6. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail to each Director at his address as shown by the records of the Corporation. Any Director may waive notice of any meeting. The attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these By-Laws.

Section 3.7. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 3.8. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 3.9. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 3.10. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two (2) or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 3.11. Power to Make By-Laws. The Board of Directors shall have the power to make and alter any By-Law or By-Laws, including the fixing and altering of the number of Directors.

Section 3.12. Power to Elect and Appoint Officers. The Board of Directors shall select a president, one or more vice presidents, a secretary and a treasurer. The Board shall have the power to appoint such officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of directors whenever in the judgment of the Board the interests of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in the office occurring for any reason whatsoever.

Section 3.13. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

ARTICLE IV OFFICERS

Section 4.1. Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be a president, a first vice president, a second vice president, a secretary, a treasurer, and such other officers as may be deemed desirable by the Board of Directors. Any two (2) or more offices may be held by the same person, except the offices of the president and secretary.

Section 4.2. Election and Term of Office. The officers of the Corporation shall be elected annually from among and by the Board of Directors. Each officer shall hold office for one (1) year or until his successor shall have been duly elected and shall have qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for re-election.

Section 4.3. President. The president shall be the chief executive officer of the corporation. He shall preside at all meetings of the Board of Directors and membership. Under the Board's direction, he shall have general supervision over the affairs of the Corporation and over the other officers. He shall sign all written contracts of the Corporation. He shall perform all such other duties as are incident to his office.

Section 4.4. First Vice President. The first vice president shall perform the duties specified in Section 4.3 of this Article in the absence or disability of the president. In addition, he shall perform duties and assignments that may from time to time be delegated by the president or the Board.

Section 4.5. Second Vice President. The second vice president shall perform the duties specified in Section 4.3 of this Article in the absence or disability of the president and the first vice president. In addition, he shall perform duties and assignments that may from time to time be delegated by the president or the Board.

Section 4.6. Treasurer. The treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon faithful performance of his office. He shall perform all such other duties as are incident to his office as treasurer.

Section 4.7. Secretary. The secretary shall have the responsibility for providing that notices required by these meetings of the Board of Directors and membership be adequately kept. He shall have responsibility for all corporate books, records and papers, and any and all written contracts of the Corporation. He shall perform all such other duties as are incident to his office.

Section 4.8. Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

ARTICLE V COMMITTEES

Section 5.1. Standing Committees. The Corporation shall have the following standing committees: Membership, Job Placement, Neighborhood Improvement, Education, Health, Social and Legal, Finance and Nominating.

Section 5.2. Special Committees. The president shall, with the approval of the Board of Directors, appoint such 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. Such committees shall perform as the president or the Board of Directors may direct.

ARTICLE VI
CONTRACTS, CHECKS, DEPOSITS AND FUNDS

Section 6.1. 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 these 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.

Section 6.2. Checks, Drafts, etc.. All checks, drafts or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 6.3. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 6.4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE VII
BOOKS AND RECORDS

Section 7.1. Books and Record. The Corporation shall keep correct and complete books and records of the account and shall also keep minutes of the proceedings of its members, Board of Directors, and committees having any of the authority of the Board of Directors and shall keep at the principal office a record giving the names and addresses of the members entitled to vote. All books and records of the Corporation may be inspected by any member or his agent or attorney for any proper purpose at any reasonable time.

ARTICLE VIII

FISCAL YEAR

Section 8.1. Fiscal Year. The fiscal year of the Corporation shall begin on the 1st day of January and end on the 31st day of December in each year.

ARTICLE IX

CORPORATE INDEMNIFICATION

Section 9.1. Indemnification. To the extent not inconsistent with the law of the State of Indiana, every person (and their 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 X

RULES OF ORDER

Section 10.1. Rules of Order. The current edition of Robert's Rules of Order, Newly Revised shall serve as the Corporation's parliamentary authority.

ARTICLE XI

AMENDMENTS TO BY-LAWS

Section 11.1. Amendments. These By-Laws may be amended by the affirmative vote of a majority of the Board of Directors, provided that the text of the proposed amendments shall have been sent to all Directors with the call for the meeting at least ten (10) days in advance of such meeting.