BY-LAWS OF

NORTH COUNTRY CLUB NEIGHBORHOOD ASSOCIATION

ARTICLE I

SECTION 1. NAME

The name of this organization shall be the NORTH COUNTRY CLUB NEIGHBORHOOD ASSOCIATION, hereinafter referred to as **NCCNA.** No part of these By-Laws shall be construed as conflicting with city, state, or federal laws.

SECTION 2. PRINCIPAL OFFICE

The post office address and the location of the principal office of the association is: North Country Club Neighborhood Association, 5305 Chadwick Road, Evansville, IN 47710. The Board of Directors may, from time to time, change the address to coincide with the address of the person serving as President.

SECTION 3. PURPOSE

The purpose for which this association is formed is as follows:

a. To operate as an organization not organized for profit but operated exclusively for the promotion of social welfare, the membership of which shall be limited to persons described in ARTICLE II hereof, and the net earnings of which, if any, will be devoted to charitable, educational, or recreational purposes as set out in subparagraphs b, c and d below.

b. To work with the Department of Metropolitan Development of the City of Evansville, or any other federal, state or municipal governmental agency to apply for funds to be spent by such agencies for the improvement of the neighborhood area.

c. To promote through group action the correction of neighborhood problems brought to the attention of the association by its membership, thereby promoting an atmosphere of unity, cooperation, openness, and friendliness within the neighborhood.

d. To do any and all things necessary for the betterment of the area.

ARTICLE II

MEMBERSHIP

SECTION 1. MEMBERS

Membership shall be open to individuals of legal age who reside, own or represent a business or not-for-profit organization located within the geographical area covered by the Association.

SECTION 2. BOUNDARIES

The area covered is the East side of First Avenue beginning at Mill Road on the West boundary, the South side of Camp Ground Road to the intersection of Petersburg Road and Stringtown Road on the North boundary, the West side of Stringtown Road to Mill Road on the East boundary, and the North side of Mill Road to its intersection with First Avenue on the South boundary.

SECTION 3. DUES

The Board of Directors has the authority to require annual dues. Any dues requirement must be approved by a majority vote at a regular meeting of NCCNA. The initial membership dues have been established as $5.00 for individual membership, $8.00 for household membership and $10.00 for business membership. The fiscal year for the association shall be on a calendar year basis and membership fees are payable each year by January 31, and will be determined annually by the membership.

SECTION 4. RULE ON VOTING

To be considered a member in good standing and entitled to vote, dues must have been paid for the current year. Each member shall have no more than one vote. Voting by secret ballot may be requested by any member in good standing.

SECTION 5 RECORDS

The Secretary of the association shall at all times keep at the principal office of the association a complete and accurate list of all members entitled to vote, and such membership roll may be inspected by any member for any proper purpose at any reasonable time.

ARTICLE III

MEETINGS OF MEMBERS

SECTION 1. ANNUAL MEETING

The annual business meeting of the members shall be held within Vanderburgh County, Indiana, on the 3rd Tuesday in October of each year, at such time and place as designated by the Board of Directors. The principal business of the annual meeting shall be

the election of members to the Board of Directors who are to take office on January 1.

SECTION 2. REGULAR MEETINGS

Regular membership meetings shall be held on the 3rd Tuesday of January, April, July and October, unless the Board of Directors determines a more appropriate time for such meetings. Special membership meetings may be called by the Board of Directors.

SECTION 3. NOTICES

Notice of each meeting of the members shall be given by the Secretary, not less than ten (10) days or more than thirty (30) days before the meeting, to each member entitled to receive the same. Such notice shall set forth the place, date and hour of the meeting, and, in the case of special meetings, the purpose or purposes thereof, and the business transacted at any special meeting shall be confined to the purposes stated in such notice.

SECTION 4. QUORUM

At all meetings of the membership of the association, those individual members present shall constitute a quorum; provided, however, that no action required by law, or by these By-Laws to be authorized or taken by a designated proportion of the individual members may be authorized or taken by a lesser proportion thereof.

ARTICLE IV

BOARD OF DIRECTORS

SECTION 1. AUTHORITY; NUMBER

The governing body of this association shall be the Board of Directors, who shall consist of not less than four (4) nor more than twelve (12) members in good standing. The Board of Directors shall consist of the President, Vice-President, Secretary, and Treasurer, who shall be elected by the membership at each annual meeting; one (1) to eight (8) standing committee chairpersons, who are appointed by the Officers and approved by the membership at each annual meeting. The Board of Directors may invite non-voting advisors to serve on and/or assist the Board of Directors and may create additional committees and appoint chairpersons for such committees.

SECTION 2. MEETINGS

The Board of Directors shall meet on call by the President or Vice-President whenever them deem it necessary to carry out business in the intervals between regular meetings and shall report all action taken at the next regular meeting of the members.

Copies of the minutes of the Board shall be filed with the minutes of the meetings of the members.

SECTION 3. VACANCIES

Any vacancy existing on the Board of Directors shall be filled by special election held at the next regular meeting of members.

SECTION 4. QUORUM

A quorum for any regular or special meeting of the Board of Directors shall consist of the majority of the Board of Directors.

SECTION 5. REMOVAL

Removal shall only be for cause. Any member of NCCNA may present a petition to the Board of Directors for removal of an Officer based on cause. The petition will be presented at the next regular meeting. A majority vote is required for removal. "Cause" shall include, but not be limited to, failure to fulfill the obligations of such office, consistent absence from meetings, and failure to maintain membership in good-standing.

SECTION 6. NOMINATION AND TERM OF OFFICERS

a. Nomination of officers shall be made either by voluntary presentation of an application to the Board of Directors, or by nomination from the floor.

b. The candidate receiving a majority shall be the winner.

c. The terms of office for all officers shall be one (1) year each. The officers may be re-elected.

d. The Board of Directors may from time to time create additional offices and propose persons to fill such offices in accordance with this Article.

ARTICLE V

DUTIES

SECTION 1. DUTIES OF OFFICERS AND BOARD OF DIRECTORS

a. Duties of the President and Vice-President:
   (1) The Vice-President shall have and exercise the powers and duties of the President in the absence or inability to act of the President.
   (2) Preside at all meetings of the members and Board of Directors of NCCNA.
   (3) Present an annual report of the year's activities at the first appropriate meeting of members following the completion of each term of office.

(4) Represent NCCNA in communication with the officers of and representatives of the City of Evansville, either in person or by delegating the duty to another member of the Board or other individuals concerned.

b. Duties of the Secretary:
(1) Maintain a complete and accurate list of all members entitled to vote.
(2) Keep an accurate record of the proceedings of all meetings of NCCNA.
(3) Send a replacement for whatever meetings he or she cannot attend.
(4) Furnish copies of the minutes to the successor Secretary.
(5) Furnish copies of the minutes to the President or Vice-President.
(6) Perform all other duties usual to that office.

c. Duties of the Treasurer:
(1) Keep accurate records of expenses incurred by NCCNA.
(2) Present a financial report to the Board of Directors and the membership at their respective meetings.
(3) Be responsible for any monies such as dues or proceeds from money-making projects as applicable.
(4) Have the care and custody and general supervision of the books of account.
(5) Be responsible for an annual audit by a non NCCNA member.

d. Duties of the Board of Directors:
(1) Be responsible for:
(a) Carry on business between general meetings and preparing proposals to be presented at general meetings.
(b) Serve as a screening committee for nomination of officers and consider applications for new committees.
(2) Barring ill health, all members of the Board of Directors shall be in attendance at all Board of Directors meetings or otherwise represented by their appointed alternate.
(3) A vote of the majority of the Board of Directors is required for passage of a motion, with the President voting in a tie only.

SECTION 2. DUTIES OF STANDING COMMITTEES:

ANNUAL PROJECT Select and maintain a community project.

BY-LAWS Create the association's By-Laws and recommend amendments and additions as needed.

EVENTS Plan programs and social activities, invite speakers and coordinate meeting location.

FINANCE Assist Treasurer in preparing a budget, collection of dues, disbursing the funds of

the association and in making recommendations to the Board on finance related issues.

LIAISON Serve as a liaison to related public and private bodies and organizations, monitor activities of those organizations to assure concerns of the association.

MEMBERSHIP Process membership records, issue renewal notices, promote NCCNA to new residents, recruit business and residential members and write letters to welcome new members.

NOMINATION Identify members for committee appointments and nominate persons for Officer and member of Board of Directors.

STRATEGIC PLANNING Develop a strategic plan of the association's mission, primary goals and objectives, challenges, opportunities and problems.

ARTICLE VI

AMENDMENTS

These By-Laws may be amended by submitting such amendment or amendments in writing to the Board of Directors at least ten (10) days prior to vote. By-Laws may be established, amended, revised or repealed only by a majority vote of eligible voters of NCCNA in attendance at the general meeting announced for such purpose. Proxies may not be used.

ARTICLE VII

NONDISCRIMINATION

The members, officers, directors, committee members, employees and persons served shall be selected entirely on a nondiscriminatory basis, without respect to age, sex, race, religion or national origin.

ARTICLE VIII

DISSOLUTION

In the event of the dissolution of this association, the association shall transfer all of its assets remaining after all debts and liabilities have been paid or discharged to any other charitable organization selected by the Board of Directors of the association.

In no event shall any member receive any money or other property from this association in dissolution and liquidation or otherwise on account of or as a result of any contribution made or membership dues paid to the association.

ARTICLE IX

PARLIAMENTARY AUTHORITY

Robert's Rules of Order, Revised shall govern the conduct of business at meetings of the members of this association and the Board of Directors, in all cases in which they are applicable and not in conflict with these By-Laws.

THE EFFECTIVE DATE OF THESE BY-LAWS IS:

NOVEMBER 16, 1999

MISSION STATEMENT

The mission of the North Country Club Neighborhood Association strives to bring together neighbors to promote community involvement, safety, social activities and neighborhood pride.

RESOLVED, that Section 2. Regular Meetings, of ARTICLE III and Section 2. BOUNDARIES, of ARTICLE II of the By-Laws of North Country Club Neighborhood Association be amended as follows:

SECTION 2. REGULAR MEETINGS Regular meetings Shall be held on the 3rd Tuesday of March, June, September and December, unless the board of Directors Determines a more appropriate time for such meetings. Special membership meetings may be called by the Board Of Directors.

SECTION 2. BOUNDARIES The area covered is the East side of First Avenue, to Thornberry Drive to Hanover Road, to Berkeley Avenue, to Chadwick Road, to Stratford Road, to the North side of Mill Road.