

CODE OF BY-LAWS
OF
PARKE COUNTY NON-PARTISAN
COMMITTEE ON POLITICAL EDUCATION
ASSOCIATION

ARTICLE I
General

Section 1. Name. The registered name of the organization as recorded in the Parke County Recorder's Office is: Parke County Non-Partisan Committee on Political Education Association (the "Association")

Section 2. Address. The post office address of the Association's registered office is 2109 So. Beauty View Road, Rockville, IN 47872. This address coincides with the address of the elected President, and will be revised as part of election of Officers by the Board of Directors explained in ARTICLE III, Section 6.

Section 3. Records. There shall be kept in a designated office as defined by the elected Secretary and Treasurer records of membership and books of account of activities and transactions of the Association, including a minute book which shall contain a copy of the Certificate of Assumed Business Name, a copy of this Code of By-Laws and all amendments thereto, and all minutes of meetings of the members, and the Board of Directors.

Section 4. Fiscal Year. The fiscal year of the Association shall end at such time as the Board shall determine. In the event the Board shall not make a determination, the fiscal year shall coincide with the calendar year as described in ARTICLE VI.

Section 5. Purpose. The purpose of the Association is as follows:

1. Educate members of the committee and other interested persons about the functions, issues and duties of township, county and state government units and locally elected officials
2. Evaluate the progress of achieving the Goals and Objectives of the Parke County Comprehensive Plan Adopted March 2007
3. Evaluate the Indiana Commission on Local Government Reform report "Streamlining Local Government". Educate members and others on its impact on Parke County.
4. Provide Information to evaluate candidates for local offices.
5. Sponsor programs to accomplish items 1 thru 4.

ARTICLE II

MEMBERS AND MEMBERSHIP

Section 1. Acquisition of Membership. Any individual may be elected a member of the Association by meeting the requirements as specified in this section and fulfilling the annual dues requirement as specified by the Board of Directors.

A potential member must have attended 1 Presentation or General Membership Meeting. Attendance must be recorded on an attendance document as provided by the Secretary. The potential member can either check a box on the attendance document indicating the desire to be a member or request membership through any active member. The potential member's name and address will be provided to the Board of Directors for acceptance. Upon payment of one year's dues as defined by the Board and requested by the Treasurer membership will be granted by the Board. The new member will be notified

by the Board of his/her acceptance as a Member by E-mail or U.S. Mail as required. Upon receipt of this notification the new Member will be accorded all the rights of any other member of record.

Section 2. Termination of Membership. Subject to the provision of Section 1 and of Section 3 of this Article II, each member shall continue as such until he/she shall voluntarily withdraw by giving written notice to the effect to the Board of Directors. The membership of any member at any time may be terminated by unanimous vote of the Board of Directors, all directors being Present, or by a written instrument signed by all of the directors. If such a member shall also be one of the directors, then for such expulsion, it shall be sufficient that all the directors other than the member to be expelled, vote for such expulsion or that all of the directors, other than the member to be expelled, sign the aforesaid instrument in writing. A member may be expelled for falsifying information required to be eligible for Board of Director's membership.

Section 3. General Membership Meeting. The President and/or Secretary of the Association will schedule a meeting of the General Membership on a bimonthly basis. The purpose of these meetings will be to discuss general operating issues, develop Presentation Meeting agendas, and review potential issues of interest to be developed into future Presentations.

Section 4. Presentation Meeting. The President and/or Secretary of the Association will schedule Presentation Meetings for the general public consistent with the Statement of Purpose. These are meetings of the general public and are for the presentation of information unless special notice is made of alternative business.

Section 5. Annual Meeting. The annual meeting of the general membership for the election of directors as required by the terms of office of the existing directors, and for the transaction of such other business as may properly come before the meeting shall be held on the second Saturday of January in each year at 9:00am at a location in Parke County, Indiana to be determined by the Board and announced by the Secretary.

Section 6. Special Meetings. Special meeting of members shall be called by the Secretary upon the direction of the President, Board of Directors, or at least one-tenth of the general membership and shall be held at a location within Parke County determined by the Secretary.

Section 7. Meeting Notices.

a. Notice of place, day and hour of each meeting of members whether annual or special, shall be given by E-mail where applicable, or by mailing postage prepaid as required, to each member entitled to vote thereat, or by delivering such a notice to him/her in person at least ten (10) and not more than (40) days prior to such meeting. Such notices shall be addressed to such member at his/her address of record with the Association, unless such member shall have filed with the Secretary of the Association a written request that notice intended for him be mailed to some other address designated in such request. Notices of special meetings, besides stating the time and place of the meeting, shall state briefly the purpose or purposes for which the meeting is called, and no business other than that specified in such notice shall be transacted, except with the consent of all of the member entitled to vote at such a special meeting.

b. Presentation Meeting notices shall be prepared by the Secretary and forwarded by E-mail or mailing as required to all previous attendees of record at least 4 weeks prior to the presentation. Equivalent publicity shall also be released to interested publications. Notice of the time and place or purpose of any meeting of members, shall not be required to be given to any members who shall waive notice thereof in writing, either before or after the holding of thereof.

Section 8. Quorum At any meeting of the members, except as otherwise provided by law, 5% of the members, present in person shall constitute a quorum for the transaction of business. Whether or not a quorum be present, any meeting of the members may be adjourned, from time to time, and without notice other than by an announcement at the meeting, by a majority vote of the members present and entitled to vote thereat. At any adjourned meeting, any business may be transacted which might have been transacted at the original meeting, subject to the requirement with respect to a quorum.

Section 9. Voting. At any meeting of the members, each member shall be entitled to one vote in person.

ARTICLE III
BOARD OF DIRECTORS

Section 1. Powers and Duties. The entire direction and management of the affairs of the Association shall be vested in the Board of directors, and the Board of Directors shall have complete and exclusive discretion to determine all dues, investments and reinvestments and all expenditures, disbursements, or distributions to be made in carrying out the purposes of the Association. The Board of Directors is responsible for demonstrating and protecting the Non-Partisanship of the Association. To this end the Board of Directors will have overview responsibility of all "Programs" to be presented by The Association. All Public Relations documents will be reviewed by the Board of Directors with the same scrutiny as a Program to assure Non-Partisanship. To this end the Public Relations Committee, if established, will report to the Board of Directors either directly or through the President to expedite issues.

Section 2. Number and Qualification of Directors. The Board of Directors will consist of a minimum of 3 members with a maximum of 9 members. The number will be set by the Board. To qualify as a Director a candidate for the position must have been a General Member of the Association for at least 1 year. The member must not have held an Elective Political Office, run for an Elective Political Office or been an Officer or Staff Member of a Political Party for 1 year prior to nomination. If a board member decides to run for political office he/she must resign prior to filing for election. The Board of Directors will be elected by the General Membership at the Annual Meeting as defined in Article II, Section 5.

Section 3. Terms of Office. Each Member of the Board of Directors shall serve a term of 3 years and shall be elected so that the terms of one-third of the directors of the Board of Directors will expire annually. To this end, at the first election of directors, one-third of the directors of the Association shall be elected for a term of three years. Further, another one-third of the directors of the Association shall be elected for a term of two years. Finally, another one-third of the directors of the Association will be elected for a term of one year. The term of office of each director shall be until the date fixed by this Code of By-Laws for the annual meeting of members next after his election. A director may serve two full consecutive terms as defined by this Code of By-Laws followed by 1 term off of the Board. However, each director shall continue to serve thereafter until his successor shall have been duly elected and qualified.

Section 4. Vacancies. In case of any vacancy in the Board of Directors through death, resignation, incapacity to act or other cause, the remaining directors may call a special meeting of the General Members to fill such a vacancy.

Section 5. Resignation. Any director may resign at any time by giving written notice of such resignation to the Board of Directors, the President or the Secretary of the Association. A resignation is effective upon delivery unless the notice specifies a later date. The acceptance of the resignation shall not be necessary to make it effective.

Section 6. Regular Annual Meeting. The Board of Directors shall hold a regular annual Meeting for the election of officers and for the transaction of such other business as may properly come before the meeting as soon as practicable after each annual meeting of the Members.

Section 7. Place of Meeting. The Board of Directors may hold its meetings at such place or places within Parke County as the Board of Directors or the President may from time to time determine.

Section 8. Other regular Meetings and Special Meetings. In addition to the regular annual meeting, regular meetings of the Board of directors shall be held quarterly. Special meetings of the Board of Directors shall be called by the Secretary whenever directed by the President, the Board of Directors or at least 1 member thereof.

Section 9. Notice of Meeting. Notice of place, day and hour of any regular meeting of the Board of directors, and notice of the place, day, hour and purposes of every special meeting of the Board of Directors, shall be given to each director at least one week prior to such meeting, by delivering to him personally, or E-mailing, telephoning, or mailing such notice addressed to him/her at his/her last known address according to the records of the Association. It shall not be requisite to the validity of any meeting of the Board of Directors that notice thereof shall have been given to any director who is present thereat or who, if absent, waives notice thereof in writing, either before or after the holding thereof.

Section 10. Quorum. A majority of the actual number of directors elected and qualified at any time in office shall constitute a quorum for the transaction of business; but less than a quorum may adjourn any meeting from time to time until a quorum is present. No notice of any adjourned meeting of the Board of Directors need be given.

Section 11. Annual Report. At the annual meeting of the Board of Directors, the President shall present a report, verified by the President and Treasurer or by a Majority of the directors, showing: the amount of collections from dues and donations during the year immediately preceding such date, the amount of expended during the years immediately preceding such date, and the names, and places of residence of the persons admitted to membership during such year. Such report will be filed with the records of the Association and an abstract thereof entered in the minutes of the proceedings of the annual meeting.

ARTICLE IV OFFICERS

Section 1. Number of Officers, Election, Qualifications and Terms of Office . The Officers of the Association shall consist of a President, a Vice-President, a Treasurer, and a Secretary. The Board of Directors may at any time combine any of these positions under one elected Officer except for President and Vice- President. The officers shall be elected by majority vote of a quorum of the Board of Directors at each regular annual meeting of the Board of Directors, or , if not elected at such meeting, then at any subsequent meeting of the Board of directors, as the Board of Directors may determine. Any vacancy in any office caused by a reason whatsoever, including the creation of a new office, may be filled by the Board of directors at any meeting by like vote. Officers shall hold office until the next annual meeting of the Board of directors and until the election and qualification of the officers respective successors, provided, however, that the Board of Directors, by majority vote of the actual number of directors elected and qualified may at any time with or without cause remove any officer. An officer shall be a member of the Association, and also a director of the Association.

Section 2. President . The President shall be selected from the members of the Board of Directors. The President shall preside at all meetings of the Board of Directors, act as President at and call to order all meetings of the members, be the chief executive officer of the Association. Subject to the supervision of the Board of Directors, the President shall have charge of the affairs of the Association and shall see that all orders and resolutions of the Board of directors are carried into effect. The President shall, when required by the Board of Directors, make a full written report to any designated matter in connection with the Association of its affairs, and he/she shall execute and acknowledge on behalf of the Association all contracts, documents, checks, bonds, or other instruments authorized by the Board of Directors except incases where the signing and execution thereof shall be delegated by the Board of Directors of this Code of By-Laws to some other officer or agent of the Association, and, in general, shall perform all duties incident to the office of President and such other duties as may from time to time be delegated by the Board of Directors.

Section 3. Vice-President. The Vice-President shall have such powers and duties as may from time to time be delegated by the Board of Directors. In the absence or disability of the President, the Vice-President shall be vested with all the powers and perform all the duties of the President.

Section 4. Treasurer. The Treasurer supervises the moneys of the Association and deposits of the same in a bank as is deemed necessary by the Board of Directors based upon the balance of these funds. The Treasurer will also collect annual dues from the Association Members as defined by the Board of Directors. The Treasurer shall keep or cause to be kept a book or books setting forth a true record of all receipts and disbursements, and shall, when required by the President of Board of Directors, render a

statement of the financial condition of the Association and, in general, shall perform all duties incident to the office of Treasurer, and have such other powers and duties as may from time to time be delegated by the Board of Directors.

Section 5. Secretary. The Secretary shall be Secretary of the Board of Directors and shall also act as Secretary at all meetings of the members of the Association, give or cause to be given all required notices of meetings of directors and members, record all meetings of the directors and members in a book kept for that purpose, and in general, shall perform all duties incident to the office of Secretary, and have such

powers and duties as may from time to time be delegated by the Board of Directors. The Secretary will also be responsible for the advertisement and general public relations associated with all Presentation Meetings, unless or until he/she is replaced by a Public Relations Committee.

Article V
CONTRACTS, CHECKS, NOTES, BANK ACCOUNTS, ETC.

Section 1. Signing. All contracts of the Association and all checks and drafts and other for the payment of money out of the funds of the Association and all promissory notes and other evidences of indebtedness of the Association shall be signed on behalf of the Association by such officer, or officers, agent or agents and in such manner as shall from time to time be determined by resolution of the Board of Directors.

Section 2. Bank Accounts. At such time that the funds of the Association grow to a level that it is deemed necessary to open a bank account, all funds not otherwise employed shall be deposited to the credit of the Association in a general or special account in such banks, or other depositories as the Board of Directors selects. For the purpose of such deposit, not only the Treasurer, but also such officer or officers, agent or agents, to whom such power may be delegated by the Board of Directors, may endorse, assign, and deliver any checks, drafts, or other orders for the payment of moneys which are payable to the order of the Association.

Section 3. Securities and Valuable Papers. All valuable papers and documents of the Association shall, if the Board of Directors so determines, be deposited with or placed in the custody of such depository or depositories as the Board of Directors may from time to time select, or as may be selected from time to time by any officer or officers, agent or agents of the Association to whom such power may be delegated by the Board of Directors.

Section 4. Dissolution. Upon dissolution the assets of the Association shall be transferred and distributed to, and for the benefit of the Parke County Community Foundation Inc

Section 5. Committees. The Board of Directors may appoint Committees as deemed necessary to conduct the business or activities of the Association. The Board of Directors shall appoint or approve the selection of the President of a Committee that is chosen by the Committee Members.

ARTICLE VI
FISCAL YEAR

Unless otherwise determined by the Board of Directors the fiscal year of the Association shall commence on the first day of January of each year, except for the first fiscal year, which shall begin on _____, 2009.

ARTICLE VII
AMENDMENTS

This Code of By-Laws may be altered, amended, or repealed by a vote of the majority of the directors present at any meeting of the Board of Directors at which a quorum is present, provided that notice of such proposed action shall have been given as part of the notice of the meeting.

Approved by Board of Directors

March 2, 2009