

BYLAWS
OF
CARROLL COUNTY FOCUS ON THE FUTURE, INC
A NON-PROFIT CORPORATION

Purpose

The purpose of the organization is to:

- Create a forum whereby the many diverse interests in Carroll County can come together to shape a shared vision for the county.
- Dialogue about critical issues facing the future of the county.
- Motivate emerging leaders of all ages to drive a positive change and inspire community spirit and pride.
- Build unity across Carroll County and create a network of knowledgeable, committed leaders whose purpose is the betterment of Carroll County

ARTICLE I

Office

Section 1.01 Principal Office.

The principal office of the corporation in the State of Indiana shall be located at Delphi, County of Carroll.

Section 1.02 Registered Office and Agent

The corporation shall have and continuously maintain in the State of Indiana a registered office and registered agent whose office is identical with such registered office.

ARTICLE II

Meeting of Directors

Section 2.01 Annual Meeting.

An annual meeting of the members, hence fore known as board of directors and/or directors, shall be held on the 3rd Thursday of January each year for the purpose of electing officers 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 said State, such meeting shall be held on the next succeeding business day. If the election of officers shall not be held on the day designated herein for any annual meeting, or at any adjournment thereof, the board shall cause the election to be held at a special meeting of the directors as soon thereafter as convenient.

Section 2.02 Place of Meeting.

The board of directors may designate any place within Carroll County as the place for an annual meeting or for any special meeting called by the board. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the registered office of the corporation in said State.

Section 2.03 Notice of Meetings.

Written or printed notice stating the place, day, and hour of any meeting of directors shall be delivered either personally, e-mail or by mail, to each member entitled to vote at such meeting, not less than seven or more than thirty days before the date of such meeting, by or at the direction of the chairperson, or the secretary, or the officers or persons calling the meeting. In case of a special meeting or when required by statute or these bylaws, the purpose for which the meeting is called shall be stated in the notice. If mailed, the notice of a meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid.

Section 2.04 Informal Action by Directors.

Any action required by law to be taken at a meeting of the directors, or any action which may be taken at a meeting of the directors, may be taken without a meeting upon written consent, by e-mail or approval of all directors, setting forth the action so taken.

Section 2.05 Quorum.

At such a meeting a majority of the incumbent directors of the board of directors (51%) shall constitute a quorum for the transaction of business at any meeting of the board of directors, but if less than a majority of the directors are present at said meeting a majority of the directors (51%) present may adjourn the meeting.

Section 2.06 Proxies.

- (a) At any meeting of the directors, a member entitled to vote may vote by proxy executed in writing by the member. No proxy shall be valid after eleven months from the date of its execution. A proxy may be cancelled by notice executed by the member with like formality and delivered to the secretary.
- (b) At each meeting of the directors, every member shall be entitled to vote in person or by proxy and shall be entitled to cast one vote. The votes for directors shall be by ballot. Only the person in whose name the membership is standing on the books of the corporation on the day of such meeting shall be entitled to vote in person or by proxy.
- (c) For any person to represent a member by proxy, such person must submit his power of attorney to the secretary of the board for examination at least one hour before the time of the meeting. When the secretary has certified the power of attorney is in good order, the proxy holder shall have the right to do any and all things which might be done by the member were he present in person, which right shall include the establishment of a quorum and the organizing of any meeting.

ARTICLE III

Board of Directors

Section 3.01 General Powers.

The affairs of the corporation shall be managed by its board of directors.

Section 3.02 Number, Tenure, Qualifications.

The number of directors shall be not less than five (5) and not more than fifteen (15). The directors elected at the annual meeting to succeed the directors named in the Articles of Incorporation shall be elected

for terms of two (2) years. As the terms of such directors expire, their successors shall be elected for terms of two (2) years until the successors are elected, have qualified and the meet the following criteria.

- (a) Each geographical area of the county will be represented.
- (b) The elected governing bodies of the county will either be represented on the board or remain in close communication with Carroll County Focus on the Future, Inc.
- (c) The Economic Development Corporation, Carroll County Chamber of Commerce, and the Carroll County Community Foundation will be represented.
- (d) The chairperson (or his/her designee) of each committee will be represented.
- (e) The board of directors shall regularly seek the advice and counsel of the beneficiaries of the activities and programs promoted by the Corporation.

Section 3.03 Regular Meetings.

The board may provide by resolution that time and place within Carroll County for holding of additional regular meetings of the board without other than such resolution.

Section 3.04 Special Meetings.

Special meetings of the board may be called by or at the request of the chairperson and shall be called by the secretary at the request of any two directors. The authorized person or persons calling a special meeting of the board may fix any place within Carroll County as the place for holding such meeting.

Section 3.05 Notice.

Notice of any special meeting of the board shall be given at least five days previously thereto by written notice delivered personally, or four days notice sent by mail or by e-mail to each director at his address as shown by the records of the corporation. If mailed such notice shall be deemed to be delivered when deposited in the United States mail or a post card so addressed, with postage thereon prepaid. 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. The business to be transacted at the meeting need not be specified in the notice or waiver of notice of such meeting unless specifically required by law or these bylaws.

Section 3.06 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, unless the act of a greater number is required by law or by these bylaws. The board may also act by written consent or approval of all the directors of the corporation setting forth the action taken.

Section 3.07 Vacancies.

Any vacancy occurring in the board shall be filled by the board until the next meeting of the directors and until a successor has been elected by the directors and qualified. A director elected by the directors to fill a vacancy shall be elected for the unexpired term of this predecessor in office.

Section 3.08 Compensation.

Directors shall not receive any compensation for their services as directors.

Section 3.09 Directors – Absence from Meetings.

Any director who is absent from three (3) consecutive meetings without excuse satisfactory to the board shall be deemed to have surrendered his office as director.

Section 3.10 Directors – Residuary Powers.

The board shall have the powers and the duties necessary or appropriate for the administration of the affairs of the corporation. All powers of the corporation except those specifically granted or reserved to the directors by law, the articles of incorporation, or these bylaws shall be vested in the board.

Section 3.11 Directors – Removal from Office.

A director may be removed from office, for cause, by the vote of not less than three-fourths of the directors present at a meeting of the directors, provided notice of such proposed action shall have been duly given in the notice of the meeting and provided the director has been informed in writing of the charges preferred against him at least 10 days before such meeting. Any vacancy created by the removal of a director shall be filled by a majority vote, which may be taken at the same meeting at which such removal takes place.

ARTICLE IV

Officers

Section 4.01 Officers.

The officers of the corporation shall be a chairperson, a vice chairperson, a secretary, and a treasurer. The board may elect or appoint such other officers as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the board. The offices of secretary and treasurer may be combined and held by one person.

Section 4.02 Election and Term of Office.

- (a) The officers of the corporation specified in Section 5.01 shall be elected from the membership of the board by the board at its annual meeting or as soon thereafter as feasible. New officers may be created and filled at any meeting of the board. Each officer shall hold office until the next annual election of directors and until his successor shall have been duly elected and shall have qualified.
- (b) The term of office shall be two (2) years. Election of officers shall take place at the annual board meeting and shall be by ballot cast by qualified directors. A plurality of votes cast shall elect.

Section 4.03 Removal.

Any officer elected or appointed by the board may be removed by the board by two-thirds vote of the remaining directors whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the rights if any of the officer so removed.

Section 4.04 Vacancies.

A vacancy in any office because of death, resignation, removal, disqualification, or otherwise may be filled by the board by majority vote for the unexpired portion of the term. When vacancies occur, the board shall consider the following criteria for the selection of board members:

- (a) Each geographical area of the county will be represented.
- (b) The elected governing bodies of the county will either be represented on the board or remain in close communication with the Carroll County Focus on the Future, Inc.
- (c) The Economic Development Corporation, Carroll County Chamber of Commerce, and the Carroll County Community Foundation will be represented.
- (d) The chairperson (or his/her designee) of each committee will be represented.
- (e) The board of directors shall regularly seek the advice and counsel of the beneficiaries of the activities and programs promoted by the Corporation.

Section 4.05 Chairperson.

The chairperson shall be the principal executive officer of the corporation and shall in general supervise and control all the business and affairs of the corporation. He shall preside at all meetings of the directors and of the board. He may sign, with attestation of the secretary or any other proper officer, any document the corporation authorizes to be executed except in cases where the signing and execution thereof shall be expressly delegated by the board or these bylaws or statute to some other officer or agent of the corporation and in general he shall perform all duties incident to the office of chairperson and such other duties as may be prescribed by the board from time to time.

Section 4.06 Vice Chairperson.

In the absence of the chairperson or in the event of his inability or refusal to act, the vice chairperson shall perform the duties of the chairperson and when so acting shall have all the powers of and be subject to all the restrictions upon the chairperson. Any vice chairperson shall perform such other duties as from time to time may be assigned to him by the chairperson or the board.

Section 4.07 Treasurer.

The treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever; deposit all such moneys in the name of the corporation in such banks, trust companies, or other depositories as shall be selected in accordance with the provisions of these bylaws; and in general perform all duties incident to the office of treasurer and such other duties as from time to time be assigned to him by the chairperson or the board. The treasurer may be bonded if the board sees fit to do so in such sums with such surety as the board sees fit.

Section 4.08 Secretary

The secretary shall keep the minutes of the meeting of the directors and of the board in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of

these bylaws or as required by law, be custodian of all documents; keep a register of the post office address and e-mail address of each member which shall be furnished to the secretary by such member; and in general perform all duties incident to the office secretary and such other duties as from time to time may be assigned to him by the chairperson or the board.

ARTICLE V

Order of Business

Section 5.01 Order of Business

The order of business at any regular or special meeting of the directors or the board shall be:

- (a) Reading and approval of any unapproved minutes.
- (b) Reports of officers and committees.
- (c) Unfinished business.
- (d) New business.
- (e) Adjournment.

Section 5.02 Parliamentary Procedure

On questions of parliamentary procedure not covered in these bylaws, a ruling by the chairperson shall prevail.

ARTICLE VI

Fiscal Policies

Section 6.01 Contracts

The board may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these bylaws, 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 instance.

Section 6.02 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. In the absence of such determination by the board, such instruments shall be signed by the treasurer with notification to the chairperson of the corporation.

Section 6.03 Deposits.

All funds of the corporation shall be deposited from time to time to the credit of the corporation in such banks, trust companies or other depositories as the board may select.

Section 6.04 Gifts.

The board may accept on behalf of the corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the corporation.

Section 6.05 Insurance. The Corporation shall carry casualty and liability insurance for any owned or leased premises.

Section 6.06 Books and Records. The Corporation shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors. All such books, records and lists of the Corporation shall be open to inspection and copying during the usual business hours for all proper purposes of the Corporation.

Section 6.07 Authorization of Expenditures. Any officer may make expenditures or obligations of funds of Corporation or combination of officers of Corporation as may be determined from time to time by the Board of Directors.

Section 6.08 Loans to Officers and Directors. The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

Section 6.09 Dissolution of the Corporation. In the event of the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code set in 1984 (or the corresponding provision of any future United States Internal Revenue Law) as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

Section 6.10 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 VII

Prohibited Activities

Section 7.0 Prohibited Activities of the Corporation. Notwithstanding any other provision of this Code of Bylaws, no Director, officer, 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 501c3 of the Internal Revenue Code of 1986, as amended, or any successor provision to provisions thereto.

ARTICLE VIII

Conflict of Interest

Section 8.01 General. The Board and Staff of the Corporation shall administer the affairs of the Corporation, honestly and economically and exercise their best care, skill, and judgment for the benefit of the Corporation. The Officers shall exercise the utmost good faith in all transactions relating to their duties for the Corporation. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefore, so that a conflict

might arise between the Corporation's interest and that of the individual or an organization affiliated with the individual.

Section 8.02 Disclosure of Potential Conflict. Any officer, Director or Staff member of the Corporation, shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

Section 8.03 Conflict of Interest Defined. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of the Corporation, is in a position to exert influence, in dealings with or on behalf of the Corporation, which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

Section 8.04. Waiver of Conflict. Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

Section 8.05. Recusal from Decision Making. Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

ARTICLE IX

Indemnification

Section 9.01 Indemnification of Officers and Directors. Every person who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Indiana Code 23-17-16-12 to have met the standard of conduct specified in Indiana Code 23-17-16-8. Upon demand for such indemnification, the Corporation shall proceed as provided in Indiana Code 23-17-16-12 to determine whether such person is entitled to indemnification.

ARTICLE X

Repeal or Amendment of Bylaws

These bylaws may be repealed or amended by a majority vote of the directors present at any annual meeting of the directors, or at any special meeting of the directors called for such purpose, at which a quorum is present; provided, however, no such actions shall change the purpose of the corporation so as to impair its rights and powers under the laws of said State, or to waive any requirements of bond or any provision for the safety and security of the property and funds of the corporation or its directors or to deprive any member without his express assent of rights, privileges or immunities then existing. Notice of

any amendment to be offered at any meeting shall be given not less than 7 or more than 30 days before such meeting and shall set forth such amendment.

These bylaws were adopted on the 21st day of July, 2010.