

Bylaws
of
Indianapolis Chinese Community Center, Inc.

An Indiana Nonprofit Corporation

WP₄

Amended July 16, 1996

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BYLAWS
of
INDIANAPOLIS CHINESE COMMUNITY CENTER, INC.

An Indiana Nonprofit Corporation

.C.ARTICLE I. PURPOSE

.c.Section 1.01 Organization.; This corporation ~~is a nonprofit corporation and is not~~ organized for the private gain of any person. It is organized under the Indiana Nonprofit Corporation Act of 1991 for charitable and educational purposes.

.c.Section 1.02 Purpose. The specific purpose of this corporation is:

To promote Chinese language education ~~and cultural diversity in the Greater Indianapolis area.~~

.c.Section 1.03 Compliance with Internal Revenue Code.; The organization is organized exclusively for charitable, and educational purposes, ~~including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.~~

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 hereof.~~ No substantial part of the activities of the organization shall be the carrying on of propaganda, or 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(c)(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(c)(2) of the Internal Revenue Code, or corresponding section of any future federal tax code.

Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of ~~section 501(c)(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~~ the 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.

~~.C.ARTICLE II OFFICES~~

.c.Section 2.01 Principal Office.; The corporation shall maintain its principal office in the metropolitan Indianapolis area, ~~State of Indiana.~~

.c.Section 2.02 Other Offices. ;The corporation may also have offices at such other places, within or without the ~~State of Indiana, where it is qualified to do business, as its business may~~ require and as the Board of Directors, may, from time to time. designate.

~~.C.ARTICLE III MEMBERS~~

.c.Section 3.01 Members. ;The corporation shall have no members. Any action which would otherwise, under law or the provisions of the ~~Articles of Incorporation or Bylaws of this~~ corporation, require approval by a majority of all members, or approval by members, shall only require the approval of the Board of Directors.

.C.ARTICLE IV. DIRECTORS

.c.Section 4.01 Members.; ~~The corporation shall have seven Directors. The Directors shall~~ collectively be known as the Board of Directors.

.c.Section 4.02 Powers.; Subject to the ~~provisions of the Indiana Nonprofit Corporation Act~~ governing public benefit corporations and any limitations in the Articles of Incorporation and these Bylaws, the activities and affairs of this corporation shall be conducted, and all corporate powers shall be exercised, by or under the direction of the Board of Directors. Directors need not be residents of the State of Indiana.

.c.Section 4.03 Duties. It shall be the duty of the Directors to:

- (a) Perform any and all duties imposed on them, collectively or individually, by law, by the Articles of Incorporation of this corporation, or by these Bylaws.
- (b) Appoint and remove, employ and discharge, and except as otherwise provided in these Bylaws, prescribe the duties and fix the compensation, if any, of all officers, agents, and employees of The corporation.
- (c) Supervise all officers, agents, and employees of the corporation to assure that their duties are properly performed.
- (d) Meet at such times and places as required by these Bylaws.
- (e) Register their addresses with the Secretary of the corporation. Notices of meetings mailed, telephoned, or faxed to them at such addresses shall be valid notices thereof.

.c.Section 4.04 Terms of Office.; Each Director shall hold office until the next annual meeting for election of the Board of Directors, as specified in these Bylaws, and until his or her successor is elected and qualified.

.c.Section 4.05 Place of Meetings. Meetings shall be held at the principal office of the corporation, unless otherwise provided by the Board, or at such place within or without the State of Indiana which has been designated from time to time by resolution of the Board of Directors.

In the absence of such designation, any meeting not held at the principal office of the corporation shall be valid if held on the written consent of all Directors given either before or after the meeting and filed with the Secretary of the corporation, or after all Board members have been given written notice of the meeting, as hereinafter provided for special meetings of the Board. Any meeting, regular or special, may be held by conference telephone or similar communications equipment, so long as all Directors participating in such meetings can hear one another.

.c.Section 4.06 Regular and Annual Meetings. Regular meetings of the Board of Directors shall be held on the first Saturday of each quarter.

The Annual Meeting of the Board of Directors shall be held each August at a date and time determined by the Chairman of the Board. At the Annual Meeting, Directors shall be elected by the Board of Directors. Cumulative voting for the election of Directors shall not be permitted. The candidates receiving the highest number of votes up to the number of Directors to be elected shall be elected. Each Director shall cast one vote, with voting being by ballot only.

.c.Section 4.07 Special Meetings.; Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, the Vice-President, the Secretary, or by any two Directors, and such meetings shall be held at the place, within or without the State of Indiana, designated by the person or persons calling the meeting, and in the absence of such designation, at the principal office of the corporation.

.c.Section 4.8 Notice of Meetings. ~~Regular meetings may be held without notice.~~ Special meetings of the Board shall be held upon four (4) days' notice by first-class mail, or forty-eight (48) hours' notice delivered personally or by telephone or telegraph. If sent by mail or telegram, the notice shall be deemed to be delivered on its deposit in the mails or on its delivery to the telegraph company. Such notices shall be addressed to each Director at his or her address, as shown on the books of the corporation. Notice of the time and place of holding an adjourned meeting need not be given to absent Directors, if the time and place of the adjourned meeting are fixed at the meeting adjourned, and if such adjourned meeting is held no more than twenty-four (24) hours from the time of the original meeting. Notice shall be given of any adjourned regular or special meeting to Directors absent from the original meeting if the adjourned meeting is held more than twenty-four (24) hours from the time of the original meeting.

.c.Section 4.8 Contents of Notice.; Notice of meetings not herein dispensed with shall specify the place, day, and hour of the meeting. The purpose of any Board meeting need not be specified in the notice.

.c.Section 4.10 Waiver of Notice and Consent to Holding Meetings. The transactions of any meeting of the Board, however called and notice, or wherever held, are as valid as though the meeting had been duly held after proper call and notice, provided a quorum, as hereinafter defined, is present, and provided that either before or after the meeting, each Director not present signs a Waiver of Notice, a Consent to holding such meeting, or an Approval of the minutes thereof. All such Waivers, Consents, or Approvals, shall be filed with the corporate records and made a part of the minutes of the meeting.

.c.Section 4.11 Quorum for Meetings.; A majority of the Board of Directors shall constitute a quorum for the transaction of the business at any meeting of the Board; but if less than a majority of the Directors are present at said meeting, a majority of the Directors present may adjourn the meeting from time to time without further notice.

.c.Section 4.12 Majority Action as Board Action.; Every act or decision done or made by a majority of the Directors present at a meeting duly held at which a quorum is present is the act of the Board of Directors, unless the Articles of Incorporation or the Indiana Nonprofit Corporation

Act, or Indiana Business Law, particularly those provisions relating to appointment of committees, approval of contracts or transactions in which a Director has a material financial interest, and indemnification of Directors, require a greater percentage or different voting rules for approval of a matter by the Board.

.c. Section 4.13 Conduct of Meetings. Meetings of the Board of Directors shall be presided over by the Chairman of the Board, or, if no such person has been so designated, or in his or her absence, the President of the corporation. or in his or her absence, by the Vice-President of the corporation. or in the absence of each of these persons, by a Chairman chosen by a majority of the Directors present at the meeting. The Secretary of the corporation shall act as Secretary of all meetings of the Board, provided that in his or her absence, the presiding Officer shall appoint another person to act as Secretary of the meeting.

.c. Section 4.14 Action by Unanimous Written Consent Without Meeting.; An action required or permitted to be taken by the Board of Directors under any provision of law may be taken without a meeting if all members of the Board shall individually or collectively consent in writing to such action. Such written consent or consents shall be filed with the minutes of the proceedings of the Board. Such action by written consent shall have the same force and effect as the unanimous vote of the Directors. Any certificate or other document filed under any provision of law which related to action so taken shall state that the action was taken by unanimous written consent of the Board of Directors without a meeting, and that the Bylaws of this corporation authorize the Directors to so act. Such statement shall be prima facie evidence of such authority.

.c. Section 4.15 Vacancies.; Vacancies on the Board of Directors shall exist (1) on the death, resignation or removal of any Director, and (2) whenever the number of authorized Directors is increased.

Any vacancy occurring in the Board of Directors may be filled by majority vote of the remaining Directors. A Director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Directors may be removed without cause by a majority of the Directors then in office.

Any Director may resign effective upon giving written notice to the Chairman of the Board, the President, the Secretary or the Board of Directors, unless the notice specifies a later time for the effectiveness of such resignation.

.c.Section 4.16 Non-Liability of Directors.; The Directors shall not be personally liability for the debts, liabilities or other obligations of the corporation.

.c.Section 4.17 Indemnification by Corporation of Directors, Officers, Employees and other Agents.; To the extent that a person, who is, or was, a Director, Officer, employee, or other agent of this corporation, has been successful on the merits in defense of any civil, criminal, administrative or investigative proceeding brought to procure a judgment ~~against~~ such person by reason of the fact that he or she is, or was, an agent of the corporation, or has been successful in defense of any claim, issue, or matter, therein, such person shall be indemnified against expenses actually and reasonably incurred by the person in connection with such proceeding.

If such person either settles any such claim or sustains a judgment against ~~him~~ or her, then indemnification against expenses, judgments, fines, settlements and other amounts reasonably incurred in connection with such proceedings shall be provided by this corporation, but only to the extent allowed by, and in accordance with, the requirements of Indiana Nonprofit Corporation Act.

.c.Section 4.18 Insurance for Corporate Agents.; The Board of Directors may adopt a resolution authorizing the purchase and maintenance of insurance on behalf of any agent of the corporation (including a Director, Officer, employee, or other agent of the corporation) against any liability other than for violating provisions of law relating to self-dealing asserted against or incurred by the agent in such capacity or arising out of the agent's status as such, whether or not the corporation would have the power to indemnify the agent against such liability under the provisions of Indiana Nonprofit Corporation Act.

.c.ARTICLE V. OFFICERS

.c.Section 5.01 Number of Officers.; The Officers of this corporation shall be a President a Secretary, and a Chief Financial Officer who shall be designated the Treasurer. The corporation may also have, as determined by the Board of Directors, a Chairman of the Board, one or more Vice-Presidents Assistant Secretaries, Assistant Treasurers, or other Officers. Any number of offices may be held by the same person, except that neither the Secretary nor the Treasurer may serve as the President or Chairman of the Board.

.c.Section 5.02 Qualification, Election, and Term of Office. ;Any person may serve as Officer of this corporation. Officers shall be elected by the Board of Directors, at any time, and

each officer shall hold office until he or she resigns or is removed or is otherwise disqualified to serve, or until his or her successor shall be elected and qualified, whichever occurs first.

.c.Section 5.03 Subordinate Officers. ;The Board of Directors may appoint such other Officers or agents as it may deem desirable, and such Officers shall serve such terms, have such authority, and perform such duties as may be prescribed from time to time by the Board of Directors.

.c.Section 5.04 Removal and Resignation. ;Any Officer may be removed, either with or without cause, by the Board of Directors, at any time. Any officer may resign at any time by giving written notice to the Board of Directors or to the President or Secretary of the corporation. Any such resignation shall take effect at the date of the receipt of such notice or at any later date specified therein, and, unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The above provisions of this Section shall be superseded by any conflicting terms of a contract which has been approved or ratified by the Board of Directors relating to the employment of any Officer of the corporation.

.c.Section 5.05 Vacancies. ;Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer shall be filled by a majority vote of the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be as the filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

.c.Section 5.06 Duties of President. ;The President shall be the Chief Executive Officer of the corporation and shall, subject to the control of the Board of Directors, supervise and control the affairs of the corporation and the activities of the Officers. He or she shall perform all duties incident to his or her office and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be prescribed from time to time by the Board of Directors. Unless another person is specifically appointed as Chairman of the Board of Directors, he or she shall preside at all meetings of the Board of Directors. Except as otherwise expressly provided by law, by the Articles of Incorporation, or by these Bylaws, he or she shall, in the name of the corporation, execute such deeds, mortgages, bonds, contracts, checks, or other instruments which may from time to time be authorized by the Board of Directors.

.c.Section 5.07 Duties of the Vice-President. ;In the absence of the President, or in the event of his or her inability or refusal to act, the Vice-President shall perform all of the duties of the President, and when so acting shall have all of the powers of, and be subject to all the restrictions

on, the President. The Vice-President shall have other powers and perform such other duties as may be prescribed by law, by the Articles of Incorporation, or by these Bylaws, or as may be prescribed by the Board of Directors.

.c. Section 5.08 Duties of Secretary. ;The Secretary shall:

Certify and keep at the principal office of the corporation the original, or a copy, of these Bylaws as amended or otherwise altered to date.

Keep at the principal office of the corporation or at such other place as the Board may determine the book of minutes of all meetings of the Directors, recording therein the time and place of holding, whether regular or special, how called, how notice thereof was given, the names of those present or represented at the meeting, and the proceedings thereof.

See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law.

Be custodian of the records and of the seal of the corporation and see that the seal is affixed to all duly executed documents, the execution of which on behalf of the corporation under its seal is authorized by law or by these Bylaws.

Exhibit at all reasonable times to any Director of the corporation, or to his or her agent or attorney, request therefor, the Bylaws and the minutes of the proceedings of the Directors of the corporation

In general, perform all duties incident to the office of Secretary and such other duties as may be required by law, by the Articles of Incorporation of this corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

.c. Section 5.09 Duties of Treasurer.; Subject to the provisions of these Bylaws relating to the "Execution of Instruments, Deposits and Funds," the Treasurer shall:

Have charge and custody of, and be responsible for, all funds and securities of the corporation, and deposit all such funds in the name of the corporation in such banks, trust companies, or other depositories as shall be selected by the Board of Directors.

Receive, and give receipt for, monies due and payable to the corporation from any source whatsoever.

Disburse or cause to be disbursed the funds of the corporation as may be directed by the Board of Directors, taking proper vouchers for such disbursements.

Keep and maintain adequate and correct accounts of the corporation's properties and business transactions, including accounts of its assets, liabilities, receipts, disbursements, gains, and losses.

Exhibit at all reasonable times the books of account and financial records to any Director of the corporation, or to his or her agent or attorney, on request therefor.

Render to the President and Directors, whenever requested, an account of any or all of his or her transactions as Treasurer, and of the financial condition of the corporation.

Prepare, or cause to be prepared, and certify, or cause to be certified, the financial statements, to be included in any required reports.

In general, perform all duties incident to the office of Treasurer and such other duties incident to the office of Treasurer and such other duties as may be required by law, by the Articles of Incorporation of the corporation, or by these Bylaws, or which may be assigned to him or her from time to time by the Board of Directors.

.c.Section 5.10 Compensation.; The salaries of the Officers, if any, shall be fixed from time to time by resolution of the Board of Directors, and no Officer shall be prevented from receiving such salary by reason of the fact that he or she is also a Director of the corporation, provided, however, the such compensation paid a Director for serving as an Officer of this corporation shall only be allowed if permitted under the provisions of ARTICLE IV, Section 5, of these Bylaws. In all cases, any salaries received by Officers of this corporation shall be reasonable and given in return for services actually rendered the corporation and which relate to the performance of the charitable purposes of this corporation.

. C. ARTICLE VI. COMMITTEES

.c.Section 6.01 Executive Committee. ;The Board of Directors may, by a majority vote of Directors then in office, designate two (2) or more of its members (who may also be serving as Officers of this corporation) to constitute an Executive Committee, and delegate to such Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

- (a) The filling of vacancies on the Board or on any committee which has the authority of the Board.

- (b) The fixing of compensation of the Directors for serving on the Board or any committee.
- (c) The amendment or repeal of Bylaws or the adoption of new Bylaws.
- (d) The amendment or repeal of any resolution of the Board which by its express terms is not so amendable or repealable.
- (e) The appointment of committees of the Board thereof.
- (f) The expenditure of corporate funds to support a nominee for Director after there are more people nominated for Director than can be elected.
- (g) The approval of any transaction to which this corporation is a party and in which one or more of the Directors has a material financial interest, except as expressly provided in the Indiana Nonprofit Corporation Law.

By a majority vote, the Board may at any time revoke or modify any or all of the authority so delegated, increase or decrease but not below two (2) the number of its members, and fill vacancies therein from the members of the Board. The

Committee shall keep regular minutes of its proceedings, cause them to be filed with the corporate records, and report the same to the Board from time to time as the Board may require.

c. Section 6.02 Other Committees. The corporation shall have such other committees as may from time to time be designated by resolution of the Board of Directors. Such other committees may consist of persons who are not also members of the Board. These additional committees shall act in an advisory capacity only to the Board and shall be clearly titled as "advisory" committees.

c. Section 6.03 Meetings and Action of Committees. Meetings and action of committees shall be governed by, noticed, held, and taken in accordance with the provisions of these Bylaws concerning meetings of the Board of Directors, with such changes in the context of such Bylaw provisions as are necessary to substitute the committee for the Board of Directors, except that the time for regular meetings or committees may be fixed by resolution of the Board of Directors or by the committee. The time for special meetings of committees may also be fixed by the Board of Directors. The Board of Directors may also adopt rules and regulations pertaining to the conduct of meetings of committees to the extent that such rules and regulations are not inconsistent with the provisions of these Bylaws.

.C.ARTICLE VII. EXECUTION OF INSTRUMENTS, DEPOSITS, AND FUNDS

.c.Section 7.01 Execution of Instruments. ~~;~~The Board of Directors, except as otherwise provided in these Bylaws, may by resolution authorize any Officer or agent of the corporation 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. Unless so authorized, no Officer, agent, or employee shall have any power or authority to bind the corpora[ion by any contract or engagement or to pledge its credit or to render it liable monetarily for any purpose or in any amount.

.c.Section 7.02 Checks and Notes. ~~;~~ Except as otherwise specifically determined by resolution of the Board of Directors, or as otherwise required by law, checks, drafts, promissory notes, orders for the payment of money, and other evidence of indebtedness of the corporation shall be signed by the Treasurer and countersigned by the Assistant Treasurer of the corporation.

.c.Section 7.03 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 of Directors may select.

.c.Section 7.04 Gifts. ~~;~~The Board of Directors may accept on behalf of the corporation any contribution, gift, bequest, or devise for the charitable purposes of this corporation.

.C.ARTICLE VIII. CORPORATE RECORDS, REPORTS, AND SEAL

.c.Section 8.01 Maintenance of Corporate Records. ~~;~~ The corporation shall keep at its principal office in the State of Indiana:

- (a) Minutes of all meetings of Directors and committees of the Board, indicating the time and place of holding such meetings, whether regular or special, how called. the notice given, and the names of those present and the proceedings thereof.
- (b) Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains and losses.
- (c) A copy of the corporation's Articles of Incorporation and Bylaws, as amended to-dale, which shall be open to inspection by the Board of Directors of the corporation al all reasonable limes during office.

.c.Section 8.02 Corporate Seal. ;The Board of Directors may adopt, use, and at will alter, a corporate seal. Such seal shall be kept at the principal office of the corporation. Failure to affix the seal to corporate instruments, however, shall not affect the validity of any such instrument.

.c.Section 8.03 Directors' Inspection Rights. ;Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind, and to inspect the physical properties of the corporation.

.c.Section 8.04 Right to Copy and Make Extracts. ;Any inspection under the provisions of this Article may be made in person or by agent or attorney and the right to inspection includes the right to copy and make extracts.

.c.Section 8.05 Annual Report. ;The Board shall cause an annual report to be furnished no later than one hundred and twenty (120) days after the close of the corporation's fiscal year to all Directors of the corporation. The report shall contain the following information in appropriate detail:

- (a) The assets and liabilities, including the trust funds, or the corporation as of the end of the fiscal year.
- (b) The principal changes in assets and liabilities, including trust funds, during the fiscal year.
- (c) The revenue or receipts of the corporation, both unrestricted and restricted to particular purposes, for the fiscal year.
- (d) The expenses or disbursements of the corporation, for both general and restricted purposes, during the fiscal year.
- (e) Any information required by Section 6 of this Article.

The annual report shall be accompanied by any report thereon of independent accountants, or, if there is no such report, the certificate of an authorized Officer of the corporation that such statements were prepared without audit from the books and records of the corporation.

.C.ARTICLE IX. FISCAL YEAR

.c.Section 9.01 Fiscal Year of the Corporation. ;The fiscal year of the corporation shall end on Dec 31 of each year.

.C.ARTICLE X. BYLAWS;

.c.Section 10.01 Amendment. ;Subject to any provision of law applicable to the amendment of Bylaws of nonprofit corporations, these Bylaws, or any of them, may be altered, amended, or repealed, and new Bylaws adopted, by a majority vote of the Board of Directors.

.C.ARTICLE XI. AMENDMENT OF ARTICLES

.c.Section 11.01 Amendment of Articles.; Amendment of the Articles of Incorporation may be adopted by the approval of a majority of the Board of Directors of this corporation.

.c.Section 11.02 Certain Amendments.; Notwithstanding the above Section of this Article, this corporation shall not amend its Articles of Incorporation to alter any statement which appears in the original Articles of Incorporation and any of the names and addresses of the first Directors of this corporation, nor the name and address of its initial agent, except to correct an error in such statement, or to delete either statement after the corporation has filed a "Amended Article of Incorporation" with the Office of the Indiana Secretary of Sate, pursuant to the Indiana Nonprofit Corporation Law.

.C.ARTICLE XII. PROHIBITION AGAINST SHARING CORPORATE PROFITS AND ASSETS

.c.Section 12.01 Prohibition Against Sharing Corporate Profits and Assets. ;No member, Director, Officer, employee, or other person connected with this corporation, or any private individual, shall receive, at any time, any of the net earnings or pecuniary profit from the operations of the corporation; provided, however, that this provision shall not prevent payment to any such person for reasonable compensation for services performed for the corporation in effecting any of its charitable purposes; provided that such compensation is otherwise permitted by these Bylaws and is fixed by resolution of the Board of Directors; and no such person or persons shall be entitled to share in the distribution of, and shall not receive, any of the corporate assets on dissolution of the corporation. Upon dissolution of the corporation, whether voluntarily or involuntarily, the assets of the corporation, after all debts have been satisfied, then remaining in the hands of the Board of Directors, shall be distributed as required by the Articles of Incorporation of this corporation and not otherwise.

.c.