

BYLAWS
OF
SISTER CITIES OF GREENFIELD, INC.

ARTICLE I
NAME

Section 1. Name. The name of the organization shall be Sister Cities of Greenfield, Inc.

ARTICLE II
PURPOSE

Section 1. Purpose. The purpose of this organization is educational and charitable. The organization's objectives are:

a) To cause the people of the City of Greenfield, Indiana, and the people of similar cities of foreign nations to acquire a consciousness of each other, to understand one another as individuals, as members of their community, as citizens of their country and as part of the family of nations.

b) To foster as a consequence of such knowledge and consciousness a continuing relationship of mutual concern between the people of the City of Greenfield, Indiana, and the people of similar cities of other nations.

c) To undertake both in seeking and in consequence of such consciousness and concern any activities and programs as will provide to one another appropriate aid and comfort, education and mutual understanding.

d) To participate as an organization in the promoting, fostering and publicizing of local, state and national programs of international municipal cooperation organizations, and thereby to encourage other organizations and residents of American communities to engage and participate in such programs, to foster and promote friendly relations and mutual understanding between peoples of American communities and peoples of friendly nations outside of the United States of America, and to act as a coordinating body, committee, or agency among those organizations, groups and individuals desiring to engage and engaging in the activities of such international municipal cooperation organizations.

e) The corporation also has such powers as are now or may hereafter be granted by the General Not For Profit Corporation Act of the State of Indiana.

ARTICLE III
MEETINGS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held at the offices of the Mayor of Greenfield, Indiana, once annually, on the last Monday of January of each year and at all other times as deemed necessary by the Board of Directors or the Mayor of Greenfield, Indiana. The first meeting to be held on the 21st day of January, 1999, for the purpose of appointment of a Board of Directors and transacting such other business as may come before the meeting.

Section 2. Notice of Regular Meeting. The President shall order the Secretary to give members of the Board of Directors ten days notice of a regular meeting by mail, stating in such notice the time, place and business to be transacted at said meeting. In case the office of the Secretary be vacant, any director or person designated by the President may mail the notice of meeting to members of the Board of Directors.

Section 3. Special Meetings. Special meetings of the Board of Directors may be called at any time by the President of the Board, by the Mayor of the City of Greenfield, Indiana, or by one-third of the Board of Directors. At special meetings of the members of the Board of Directors, only such business as slated in the call for such meeting shall be transacted. The Secretary shall give the members of the Board of Directors ten days notice of such meeting by mail therein stating time, place and the business to be transacted at the special meeting.

Section 4. Quorum. At any meeting of the Board of Directors, a majority of the Board of Directors, as appointed, who attend in person shall constitute a quorum for all purposes, except when other wise provided by law.

ARTICLE IV
BOARD OF DIRECTORS

Section 1. Numbers. The affairs of the corporation shall be exercised, conducted and controlled by a Board of Directors consisting of not more that twenty (20) individuals.

Section 2. Qualifications. The initial Board of Directors shall be appointed by the Mayor of Greenfield, Indiana.

Section 3. Compensation. The directors shall receive no compensation as salary from the Corporation but may receive expenses for special activities on behalf of the Corporation and such special expenses shall be approved by vote of the Board of Directors.

Section 4. Term of Office. The Board of Directors shall serve a three-year term and each shall hold such office until their successors are appointed, except that the term of the directors appointed at the first meeting at the Board of Directors shall be as follows: One group of 6 of the directors for a term of one year, one group of 7 of the directors for a two year term, and one group of 7 of the directors for a three year term. Directors shall not serve more than 3 consecutive terms.

Section 5. Appointment of Directors. As each director's term shall end, the director's replacement shall be nominated by the Board of Directors and approved by the Mayor at the annual meeting of the Board of Directors as each term expires, at the first regular meeting after the expiration of any term, or as set forth below.

Section 6. Vacancies. Vacancies in the Board of Directors shall be filled by an individual nominated by the Board of Directors and approved by the Mayor of the City of Greenfield, Indiana, and such person filling the vacancy shall hold office until the expiration of the term being filled.

Section 7. Regular Meetings. The first meeting of the directors shall be held immediately after their appointment by the Mayor of Greenfield, Indiana. The regular meetings of the Board shall be held as needed, but not less than once per year.

Section 8. Special Meetings. The President, when he deems necessary, seven members of the Board of Directors, or the Mayor of Greenfield, Indiana, shall call a special meeting of the Board of Directors and each call for a special meeting shall be in writing, given ten days notice to members of the Board and stating the purpose of the meeting.

Section 9. Quorum. A majority of the Board of Directors shall constitute a quorum.

Section 10. Powers and Duties of Directors.

- a) The directors shall have the power to conduct, manage and control the affairs and business of the corporation.
- b) The directors shall maintain a complete record of all their business transactions, their minutes and acts, and proceedings of the Board of Directors, and present a full statement at the regular annual meeting of the Board of Directors, showing in detail the condition of the affairs of the corporation.
- c) The Board of Directors shall have the authority to create and fill the office and the position of executive secretary or executive director.

ARTICLE V
OFFICERS

Section 1. All officers of the corporation shall be elected by the Board of Directors annually from their numbers except as hereinafter provided.

Section 2. Officers of the corporation shall be the President, Vice President, Secretary and Treasurer.

Section 3. The Mayor of the City of Greenfield shall, ex-officio, be a member of the corporation and serve as the honorary chairman of the corporation.

Section 4. Officers shall receive no compensation as salary from the corporation but may receive expenses for special activities on behalf of the corporation and such special expenses shall be approved by a vote of the Board of Directors.

Section 5. Powers and Duties of Officers.

- a) The President shall preside at all meetings of the Board of Directors. He shall sign, as President, all contracts or other instruments.
- b) The Vice President shall assume the duties of President in his absence, and assume such duties assigned to him from time to time by the Board of Directors.

c) The Secretary shall:

1. Keep records and minutes of all Bard meetings;
2. Be custodian of the corporate seal;
3. Keep the records showing the name, address and phone number of each member of the Board of Directors and pertinent information relevant to each director; and
4. Sign, where required, all corporate papers in conjunction with the President.

d) The Treasurer shall;

1. Be the custodian of all funds of the corporation, depositing such funds in banks designated by the Board of Directors;
2. Disburse funds only as prescribed by the directors and in no instance, other than petty cash, except by bank, bearing the signature of either the President or Vice President in addition to that of the Treasurer; and
3. Keep detailed records of all contributions and disbursements, as well as make a full and complete accounting each year at the annual meeting of the Board of Directors.

Section 6. Vacancies. Vacancies in any office of the corporation shall be filled by election of the Board of Directors and such person filling the vacancy shall hold the office until the expiration of the term being filled.

ARTICLE VI
COMMITTEES

Section 1. There shall be the following committees:

Public Relations
Fundraising
Executive Committee
Program Volunteers / Host
Education / School

Kakuda Travel
History
Youth Cultural Programs
Any other committees appointed by the Board
of Directors.

Section 2. The President shall appoint a chairperson to each of the committees set forth above. Each chairperson shall serve for 1 year and may be reappointed by the President for successive 1 year terms.

Section 3. The President, with the approval of the Board of Directors, or the Board of Directors, shall have the power to call for the establishment of additional committees for such occasions as deemed necessary by the Board of Directors.

ARTICLE VII ADMINISTRATION

Section 1. Offices. The corporation shall have and continuously maintain in the City of Greenfield, a registered office and a registered agent whose office is identical with such registered office. This office shall be located at City Hall, 110 S. State Street, Greenfield, Indiana.

Section 2. Fiscal Year. The fiscal year shall commence on the first day of January.

Section 3. Financial Records. Financial records shall be open for inspection upon the reasonable request of any member of the Board of Directors. A complete statement of receipts and expenditures shall be presented at the annual meeting.

Section 4. Vacancies. Vacancies in a committee shall be filled by a nomination, by a member of a Board of Directors and confirmed by a majority vote of the Board of Directors.

ARTICLE VIII AMENDMENTS

These bylaws may be altered or amended at any annual meeting of the members of the Board of Directors or any other meeting called for that purpose, by a vote of a majority of the entire Board of Directors, at such meeting duly called. The written

consent of two-thirds of the membership of the Board of Directors is required to effectively repeal or amend any bylaws or to adopt any additional bylaws without the necessity of a formal Board of Director's meeting.

ADOPTED: January 21, 1999

____signed on original)____
Robert Young, President

Attest:

____(signed on original)____
Debbie Fervert, Secretary

AMENDMENT TO BYLAWS

January 20, 2000

Dear Fellow Directors:

At the recent annual meeting, by motion duly made, seconded, and passed unanimously, two (2) amendments to the By-Laws were approved. The language for those By-Laws is as follows:

ARTICLE III
MEETINGS

Section 1. Regular Meetings. A regular meeting of the Board of Directors shall be held at a designated location and time, once annually, on the third Monday of January of each year and at all other times as deemed necessary by the Board of Directors or the Mayor of Greenfield, Indiana. The first meeting is to be held on the 21st day of January, 1999, for the purpose of appointment of a Board of Directors and transacting such other business as may come before the meeting.

ARTICLE IV
BOARD OF DIRECTORS

Section 10. Powers and Duties of Directors.

d) Each member of the Board of Directors shall have the duty of attending at least fifty percent (50%) of the board meetings annually and shall not fail to attend more than three (3) consecutive meetings. If any member of the Board of Directors shall fail to attend monthly meetings as provided in this section, said Director is subject to removal upon motion made, seconded, and passed by the remaining members of the Board of Directors.