

FIRST AMENDMENT AND COMPLETE RESTATEMENT OF THE BY LAWS
OF
THE VETERANS DAY COUNCIL OF INDIANAPOLIS, INCORPORATED

ARTICLE I
Identification

Section 1.01 Name. The name of the Corporation is THE VETERANS DAY COUNCIL OF INDIANAPOLIS, INCORPORATED (hereinafter referred to as the “Corporation”). The primary purpose of the Corporation is to perform all acts necessary and proper in the recognition of the Veterans of the State of Indiana and the United States of America including the performance of such matters and events on November 11 of each year as well as throughout the year to enhance and encourage the recognition of veterans within the Indianapolis community.

Section 1.02 Place of Keeping Corporate Books and Records. The books of account, records, documents and papers of the Corporation shall be kept at any place or places within or without the State of Indiana as directed by the Board of Directors. In the absence of a direction, the books of accounts, records, documents and papers shall be kept at the principal office of the Corporation.

Section 1.03 Fiscal Year. The fiscal year of the Corporation shall be January through December of each year until such time as changed by resolution of the Board of Directors of the Corporation.

ARTICLE II
The Board of Directors

Section 2.01 General Powers. Except as otherwise provided in the Articles of Incorporation, the business, property, and affairs of the Corporation shall be managed by the Board of Directors to the fullest extent permitted under the Indiana Non-Profit Corporation Act of 1991 as amended. The Board may make delegations of authority pursuant to these By-Laws or by resolution of the Board at a regular or special meeting thereof.

Section 2.02 Chairman. The President of the corporation as elected shall also serve as the Chairman of the Board of Directors. The Chairman shall preside at all meetings of the Board of Directors. The powers to be delegated by the Board of Directors to the Chairman of the Board shall be determined by the Board of Directors from time to time.

Section 2.03 Number. The number of Directors resident on the Board of Directors of the Corporation shall be the number that may be established from time to time by the Board of Directors of the Corporation, but the minimum number of Directors shall never be less than eleven (11).

Section 2.04 Annual Meeting. The annual meeting of the Board of Directors shall be held during the month of March or April of each calendar year unless otherwise specified by the Board of Directors. The Board of Directors may provide, by appropriate written correspondence, the time and place for holding of such additional regular meetings throughout the year as the Board may direct without notice other than such written correspondence.

Section 2.05 Other Meetings. Regular meetings of the Board of Directors may be held without notice, at such time as may be from time to time fixed by written notification of the Board. Special meetings of the Board of Directors may be called at any time by the Chairman and shall be called on the written request of any member of the Board of Directors. If no Executive Committee is in place, the Chairman shall call a special meeting of the Board of Directors on the written request of any Director. Any request for a special meeting shall state the purpose or purposes of the proposed meeting. Notice of such a special meeting shall be sent by the Secretary to each Director at his residence or usual place of business by letter or e-mail at such time that, in the regular course, such notice would reach such place not later than during the second (2nd) day immediately preceding the day of such meeting; or may be delivered by the Secretary to a Director personally at any time during such second (2nd) preceding day. At any meeting at which all Directors are present, notice of the time, place and purpose thereof shall be deemed waived; and notice may be waived (either before or after the time of the meeting) by absent Directors, either by written instrument or facsimile or e-mail message. Such meetings may be held at any place within or without the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Section 2.06 Participation in Meetings. Any or all Directors may participate in a meeting of the Board, or committee of the Board, by any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by such means is deemed to be present in person at the meeting.

Section 2.07 Action without a Meeting. Any action which may be taken at a Board of Directors meeting may be taken without a meeting if evidenced by one (1) or more written consents describing the action taken, signed by each Director and included in the minutes or filed with the corporate records reflecting the action taken.

Section 2.08 Quorum. A majority of the actual number of Directors consisting of at least 6 members elected and qualified, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation or the Code of By-Laws.

Section 2.09 Election, Term of Office and Qualification. The President, Senior Vice President, six Vice Presidents, Treasurer, Secretary and Immediate Past President of the Veterans Day Council of Indianapolis, Incorporated shall serve for a term of office of one year.

Section 2.10 Removal. Any Director may be removed either with or without cause, as provided by law, at any time by two-thirds (2/3) vote of the entire Board of Directors.

Section 2.11 Vacancies. Any Vacancy occurring in the Board of Directors caused by removal, resignation, death, or other incapacity may be filled by the Board of Directors at any meeting, special or regular, of the Board of Directors. Notwithstanding any provision that may be contained in this Article II to the contrary, the composition of the Board of Directors shall, at all times, include certain individuals who are then serving in the representative capacities described below. The number of these representative Director positions on the Board of Directors, and the specific requirements pertaining to each such representative capacity, shall be changed only upon a supermajority vote of the Board of Directors, with supermajority being defined as eighty percent (80.0% or 9) of the members of the Board of Directors who are then serving in such capacity.

Section 2.12 Compensation of Directors. Members of the Board of Directors shall receive no compensation for acting in such capacity.

ARTICLE III **EXECUTIVE COMMITTEE**

Section 3.01 Designation of Executive Committee. The Board of Directors may, by appropriate written media adopted by a majority of the actual number of Directors elected and qualified, from time to time, designate members to constitute an Executive Committee. The Board of Directors shall have the power at any time to increase or decrease the number of members of the Executive Committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof. If an Executive Committee is appointed by the Board, all of the individuals who are members of the Board of Directors by virtue of serving in a representative capacity described in Section 2.11 of Article II above shall also automatically be members of such Executive Committee.

Section 3.02 Powers of the Executive Committee. During the intervals between meetings of the Board of Directors and subject to such limitations as may be required by law or by resolution of the Board of Directors, the Executive Committee shall have and may exercise all of the authority of the Board of Directors, except those specifically reserved to the Board by the Articles of Incorporation or this Code of By-Laws.

Section 3.03 Meetings; Procedures; Quorum. Regular meetings of the Executive Committee may be held without notice, at such time and place as may from time to time be fixed by written correspondence of the Board of Directors. Special meetings of the Executive Committee may be called at any time by any member of the Board of Directors. Notice of such special meeting shall be sent to each member of the Executive Committee at that member's residence or usual place of business by letter or email, at such time that, in the regular course, such notice would reach such place not later than during the day immediately preceding the day of such meeting; or may be delivered to a member personally at any time during such immediately preceding day. Notice of any such meeting need not be given to any member of the Executive Committee who has waived such notice, either in writing or by letter or by email, arriving either before or after such meeting, or who shall be present at the meeting. Any meeting of the Executive Committee shall be a legal meeting, without notice thereof having been given, if all the members of the Executive Committee who have not waived notice thereof in writing or by telegram or by email, shall be present in person. A majority of the Executive Committee from time to time, shall be necessary to constitute a quorum for the transaction of any business and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the Executive Committee. The members of the Executive Committee shall act only as a Committee and the individual members shall have no power as such. All minutes of meetings of the Executive Committee shall be submitted to the next succeeding meeting of the Board of Directors for approval; but failure to submit the same or to receive the approval thereof shall not invalidate any completed or uncompleted action taken by the Corporation upon authorization by the Executive Committee prior to the time at which the same shall have been, or were, submitted as above provided.

ARTICLE IV

Officers of the Corporation/Board of Directors

Section 4.01 Election. At its meeting in December each year, the Board of Directors, Executive Committee and all members present shall elect a President, a Senior Vice-President, a Secretary, a Treasurer, and six (6) Vice Presidents. **A voting member shall be defined as a member of the Board of Directors, a member of the Executive Committee or a volunteer who attends no less than three (3) Veterans Day Council of Indianapolis meetings each calendar year.** The immediate Past President will automatically serve for an additional one year term without election.

Section 4.02 Vacancies. Whenever any vacancies occur in any office by death, resignation, increase in the number of offices of the Corporation, or otherwise, such vacancy shall be filled by the Board of Directors and the Officer so elected shall hold office until his successor is chosen and qualified, unless sooner removed as provided for by applicable law.

Section 4.03 Removal. Any elective Officer of the Corporation may be removed, either for or without cause, at any time by two-thirds (2/3) vote of the entire Board of Directors.

Section 4.04 The President. The President shall be the Chief Executive Officer of the Corporation. Said President shall also serve as the Chairman of the Board of Directors, and shall preside at the meetings of the Board of Directors.

Subject to the approval of the Board of Directors, the President shall direct the policies and management of the Corporation. The President shall discharge all the duties inherent to a presiding officer and perform such other duties as from time to time may be assigned to the President by the Board of Directors or as prescribed by law or these By-Laws. Additionally, the President shall have full authority to direct the Corporation's business office, if any, and shall be responsible for all management functions of the Corporation. The President shall manage and conduct the daily operations of the Corporation, be responsible for and have authority to implement and supervise approved policies and programs. The President shall report to the Board of Directors and shall be a designated member of the Executive Committee where appropriate. In conjunction with the Secretary of the Corporation, the President shall keep a correct record of the proceedings at all meetings of the Board of Directors and the Executive Committee. Additionally, the President may have such authority and perform such duties as from time to time may be assigned by the Board of Directors of the Executive Committee.

Section 4.05 The Senior Vice President. The Senior Vice President shall perform all duties incumbent upon the President during the absence or disability of the President and perform such other duties as these By-Laws may require or the Board of Directors may prescribe; provided that if the Board of Directors elects more than one Vice President, their right to act during the absence or disability of the President shall be in the order in which their names appear in the resolution or resolutions electing such Vice Presidents.

Section 4.06 The Secretary. The Secretary shall attend all meetings of the Board of Directors and Executive Committee, and shall keep or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all standing committees appointed by the Board of Directors when required. The Secretary shall attend to the giving and serving of all notices of the Corporation. The Secretary shall keep the books and records of the Corporation, all contracts and agreements, and shall perform such other duties as these By-Laws may require, or the Board of Directors may prescribe.

Section 4.07 The Treasurer. The Treasurer shall maintain a correct and complete record of account showing accurately at all times, the financial condition of the Corporation. The Treasurer shall be the legal custodian of all moneys, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into his/her hands in some reliable bank or other depository to be designated by the Board of Directors and shall keep such bank account in the name of the Corporation.

In the event no Senior Vice President has been elected by the Board of Directors, the Treasurer shall perform all duties incumbent upon the President during the absence or disability of the President.

Section 4.08 Vice Presidents. Vice Presidents shall serve as officers of the Board of Directors and shall serve the corporation in their specific area of expertise as designated by the Board of Directors and shall have such powers and duties as the positions they are elected to perform shall specify. In addition the Board of Directors shall delegate to them such other powers and duties as these By-Laws or the Board of Directors may prescribe. The Vice Presidents of the Corporation shall be:

Vice President of Awards and Scholarships

Vice President of Banquet

Vice President of Corporate Development and Recognition

Vice President of the Veterans Day Memorial Service

Vice President of the Veterans Day Parade

Vice President of Public Affairs

Section 4.09 Delegation of Authority. In case of the absence of any Officer of the Corporation, or for any other reason that the Board may deem sufficient, the Board may delegate the powers or duties of such Officer to any other Officer or to any Director for the time being provide a majority of the entire Board concurs therein.

ARTICLE V
Contracts, Checks, Notes, Etc.
Special Corporate Acts

Section 5.01 Contracts and Checks. All contracts and agreements entered into by the Corporation and all checks, drafts and bills of exchange and orders for the payment of money shall, in the conduct of the ordinary course of business of the Corporation, be executed by either the President, Secretary or Treasurer, singly, unless otherwise provided for by resolution of the Board of Directors. If appropriate documents may be executed by any other corporate officers such as vice presidents and assistant secretaries or general managers, when by resolution of the Board of Directors, such Officers are empowered to execute any documents necessary to effectuate the intent of any corporate resolution.

ARTICLE VI
Indemnification

Section 6.01 Indemnification. Any Director, Officer, former Director, or former Officer of the Corporation, all members of the Executive Committee or any person who may have served at the request of a Director or Officer of the Corporation, shall be indemnified against all liability and against expenses actually and reasonably incurred by such person in connection with the defense of any civil action, suit, or proceeding in which such person is made, or threatened to be made, a party by reason of being, or having been, an Officer of Director, except in relation to matters as to which that person is adjudged in the action, suite, or proceeding to be liable for negligence or misconduct in the performance of duty to the Corporation. Expenses incurred in defending any action, suit, or proceeding, civil or criminal, may be paid by the Corporation in advance of the final disposition of such action, suit, or proceeding notwithstanding any provision of this Article to the contrary. Advancement of monies shall be conditioned upon receipt of any undertaking by or on behalf of the Director, Officer, or agent to repay the amount paid by the Corporation if it shall ultimately be determined that the Director, Officer, or agent is not entitled to indemnification as provided for in this section.

Section 6.02. Liability of Officers and Directors. No personal shall be liable to the Corporation for any loss, damage, or expense suffered by it on account of any action taken or omitted as a Director or Officer unless the acts of omission or co-omission amount to gross misconduct or gross negligence or other acts which, pursuant to the Indiana Non-Profit Corporation Statute of 1991, would result in individual liability on the part of an officer or director. Action may be taken or omitted based upon good faith reliance on past Corporation activities, activities generally carried on by corporations of similar nature, the advice of counsel, certified public accountants, or upon statements made or information furnished by Directors, Officers, employees or agents of the Corporation, or of any other person entity that he/she had no reasonable grounds to disbelieve.

Section 6.03. Interest of Directors and Contracts. Any contract or other transaction between the Corporation and any affiliated firm or entity of which one (1) or more of its Directors are members or employees, or in which they are interested, or between the Corporation and any corporation, partnership or association of which one (1) or more of its directors are shareholders, members, directors, officers or employees, or in which they are interested, or in which the Corporation is a member, shareholder or otherwise interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the Board of Directors of the Corporation which acts upon or in reference to such contract or transaction and notwithstanding his/her or their participation in such action, if the facts of such interest shall be disclosed or known to the Board of Directors and the Board of Directors, shall, nevertheless, authorize, approve or ratify such contract or transaction by a vote of a majority of the disinterested Directors present, notwithstanding the fact that such majority of the disinterested Directors present may not constitute a quorum, a majority of the Board of Directors or a majority of the Directors present at the meeting at which the contract or transaction is considered.

This Section 6.03 shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common or statutory law applicable thereto. Notwithstanding anything contained herein to the contrary, no transaction may be entered into by the Corporation which would not be permitted by the Indian Non-Profit Corporation Act of 1991, as amended, or which would invalidate the Corporation's exemption under Section 501(c)(3) of the Internal Revenue Code, as amended.

ARTICLE VII
Prohibition against Pecuniary Remuneration to Directors

Section 7.01. Prohibition against Pecuniary Remuneration. Pursuant to the provisions of Indiana Code 23-7-1.104(c), the Corporation shall not, by any implication or construction, possess the power of engaging in any activities for the purpose of or resulting in pecuniary remuneration as such; but this provision shall not prohibit reasonable compensation to directors for services actually rendered if allowed by the Articles of Incorporation and these By-Laws; nor shall the Corporation be prohibited from engaging in any undertaking for profits so long as such undertaking does not inure to the profit of its directors or their immediate family. The Corporation shall use its funds only for the furtherance of the objectives and purposes as specified in the Articles of Incorporation and the By-Laws. In the event of dissolution of the Corporation, any funds remaining shall then be distributed to one (1) or more organizations qualified as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended. Said distributions shall be made only to organizations that are exempt and which are selected by majority vote of the Board of Directors. No such distributions or property shall inure to the benefit of any director or their immediate family.

ARTICLE VIII
Amendments

Section 8.01. Amendments. The power to make, alter, amend or repeal these By-Laws is vested in the Board of Directors of the Corporation, but such action shall be taken only at an annual meeting of the Board of Directors or special meeting of the Board of Directors specifically called for such purpose. If such meeting is properly called, these By-Laws may be repealed, altered or amended or new By-Laws adopted, by a majority of the Board of Directors. However, no such amendment may be made which would violate the Indiana Non-Profit Corporation Statute of 1991, as amended, or jeopardize the Corporation's tax exempt status under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended.

THIS AMENDMENT AND COMPLETE RESTATEMENT has been adopted by unanimous vote of the Corporation this _____ day of _____, 2010 at Indianapolis, Indiana.

President and Chairman of the Board

