

BYLAWS
OF
COMMUNITY PARTNERSHIPS, INC.

ARTICLE I

Identification

Section 1.01. Name. The name of the Corporation is Community Partnerships, Inc. (hereinafter referred to as the "Corporation").

Section 1.02. Principal Office. The principal office of the Corporation shall be in Fort Wayne, Indiana. The Corporation may have such other offices, either within or without the County of Allen, Indiana, as the Board of Directors may determine or as the affairs of the Corporation may require from time to time.

ARTICLE II

General Information

Section 2.01. Purposes. The purposes for which the Corporation is formed are:

- (a) Exclusively for charitable and educational purposes, and no other, and including (but without limitation thereto) the support of community partnerships to facilitate charitable activities that help carry out the purposes of the Fort Wayne Community Foundation, Inc., but only if the specific purposes and any activities incident thereto are included in the general purposes set forth in this subparagraph (a) and are within the meaning of Section 501(c)(3) of the Internal Revenue Code or the corresponding section of any future federal tax code.
- (b) To solicit, receive, hold, invest, administer, allocate, use, distribute and dispose of its assets solely in furtherance of the purposes set forth in paragraph (a) above.
- (c) Solely in furtherance of the purposes set forth in paragraph (a) above, to have and to exercise all of the rights, powers and privileges which may now or hereafter be lawfully exercised under the Indiana Nonprofit Corporation Act of 1991 (hereinafter referred to as the "Act") and all acts amendatory thereof or supplemental thereto.
- (d) Solely in furtherance of the purposes set forth in paragraph (a) above, to solicit, receive, hold, invest and reinvest, and administer gifts, bequests, service fees, membership dues and other income or property of every kind, without limitation; to use, apply, expend and disburse the income and/or principal thereof; to purchase, acquire, own, operate, invest, trade or deal in real and personal property of every kind and character; and to make distributions of such property to organizations which qualify as exempt organizations under section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

Section 2.02. Earnings. The Corporation shall not engage in any activities that result in the private profit of its members, directors, officers or employees or of any other persons. No part of the net earnings of the Corporation shall inure to the benefit of its members, directors, officers or employees or of any other persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes.

Section 2.03. Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda or otherwise attempting to influence legislation. The Corporation shall not participate in or intervene in (including the publishing or distribution of statements) any political campaign on behalf of or in opposition to any candidate for public office.

Section 2.04. Dissolution or Liquidation. Upon the dissolution of the Corporation, but prior to the completion thereof and after the payment and satisfaction of all of its liabilities and obligations, all of the remaining assets of the Corporation shall be distributed to the Fort Wayne Community Foundation, Inc., which is an organization described in Section 501 (c) (3) of the Internal Revenue Code; but if said entity is not an organization described in that section, then all remaining assets of the Corporation shall be distributed for one or more of the purposes set forth in paragraph (a) of Article II of these Articles of Incorporation but only if those purposes are within the meaning of Section 501 (c) (3) of the Internal Revenue Code or the corresponding section of any future federal tax code.

ARTICLE III

Membership

Section 3.01. Membership. The Corporation shall not have members.

ARTICLE IV

Board of Directors

Section 4.01. General. The affairs of the Corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Indiana.

Section 4.02. Number and Qualifications. The Board of Directors shall be composed of three (3) members, and the number of Directors may not be increased to more than seven (7) Directors by any amendment to the Bylaws unless such amendment is approved by an affirmative vote of all of the members of the Board of Directors. Each Director shall be chosen in the manner specified in Section 4.03. Each Director shall hold office until the next annual meeting of the Board of Directors and until his/her successor shall have been appointed and qualified.

Section 4.03. Membership and Tenure. A majority of the Directors shall be appointed annually by the Fort Wayne Community Foundation, Inc. or its successors. Said Directors shall then appoint the other Director or Directors who will serve on the Board during that year.

Section 4.04. Regular and Annual Meetings. The Board of Directors shall meet at least four (4) times each year, one of which meetings shall be the Annual Meeting of the Board. The Annual Meeting shall be held on or before June 30 of each year.

Section 4.05. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chair of the Board or by any one Director. The person or persons authorized to call special meetings of the Board may fix any place within the City of Fort Wayne, Indiana, as the place for holding any special meeting of the Board called by him/her or them. A written notice of any special meeting stating the place, date, and hour of the meeting shall be delivered or mailed to each member of the Board at his/her address at least ten (10) days before the date of the meeting.

Section 4.06. Waiver of Notice of Meeting. Any Director may waive notice of any meeting of the Board. The attendance of a Director at any meeting shall constitute 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these Bylaws.

Section 4.07. Quorum. The presence of a majority of all of the Directors at any meeting shall constitute a quorum for the transaction of business of the Board.

Section 4.08. Manner of Acting. 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 or by these Bylaws.

Section 4.09. Vacancies. Any Director may resign at any time by delivering written notice of such resignation to the Corporation, and the acceptance of such resignation, unless required by the terms thereof, shall not be necessary to make such resignation effective. Any vacancy occurring in the Board of Directors caused by any reason whatsoever shall be filled by the person or persons having the power to appoint such Director as provided in Section 4.03.

Section 4.10. Compensation. Directors as such shall not receive any compensation for their services. Nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation therefor.

Section 4.11. Personnel. The Board of Directors may employ, or contract for, personnel to supervise and conduct the business affairs of the Corporation, including an Executive Director of the Corporation. Definition of the job description or duties, compensation rate and other pertinent criteria, including but not limited to hiring and discharge, of each employee or consultant may be delegated to the Executive Director or to such other persons, committees or councils designated by the Board, subject only to Board review and approval.

Section 4.12. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if prior to such action a written consent to such action is signed by all of the members of the Board of Directors and such written consent is filed with the minutes of the proceedings of the Board of Directors.

Section 4.13. Meetings by Telephone or Other Communication. The Board of Directors may permit any or all Directors to participate in a regular or special meeting by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

ARTICLE V

Officers

Section 5.01. Officers. The officers of the Corporation shall be a President, a Treasurer, and a Secretary and such other officers as may be elected in accordance with the provisions of this article. The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties proscribed from time to time by the Board of Directors. Any two or more offices may be held by the same person except the offices of President and Secretary.

Section 5.02. Election and Term of Office. The officers of the Corporation shall be elected each year by the Board of Directors at the Annual Meeting. New offices may be created and filled at any meeting of the Board of Directors. Each officer shall hold office until his/her successor shall have been duly elected and shall have qualified.

Section 5.03. Removal. Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors whenever in its judgment the best interests of the Corporation would be served thereby.

Section 5.04. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise may be filled by the Board of Directors for the unexpired portion of the term.

Section 5.05. President. The President shall be the Chair of the Board of the Corporation and shall be responsible for the general supervision and control of all of the business and affairs of the Corporation. He/she shall preside at all meetings of the Board of Directors. He/she may sign, with the Secretary or any other proper officer of the Corporation authorized by the Board of Directors, any deeds, mortgages, bonds, contracts, or other instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the Corporation; and in general he/she shall perform all duties incident to the office of the Chair and such other duties as may be proscribed by the Board of Directors from time to time.

Section 5.06. Treasurer. The Treasurer shall keep, or cause to be kept, the accounts of this Corporation and shall be responsible for all monies, payment of all bills when properly approved by the appropriate officer, and preservation of all financial records. The accounts, books and records shall, at all times, be open to inspection by any member of the Board.

(a) The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation as approved by the Board.

(b) At each regular meeting of the Board, the Treasurer shall make, or cause to be made, a statement of the financial condition of the Corporation, and at the Annual Meeting the Treasurer shall submit a report of the financial transactions of the Corporation for the preceding fiscal year.

(c) The Treasurer shall ensure that the books of the Corporation are submitted for an annual independent audit.

(d) If the President is not available, the Treasurer shall perform the duties of the President.

(e) The Treasurer shall perform such other duties as may be assigned by the Board of Directors or may be required by these Bylaws and the laws of the State of Indiana.

Section 5.07. Secretary. The Secretary shall be responsible for keeping accurate minutes of the meetings of the Board of Directors, for seeing that all notices are duly given in accordance with the provisions of these Bylaws or as required by law, for safekeeping of the corporate records, and for performing such other duties as may be assigned by the Board of Directors.

ARTICLE VI

Governance Councils and Committees

Section 6.01. Governance Councils. The Board of Directors shall have the right to create and monitor the activities of a Governance Council to oversee any appropriate community initiative. The Board shall delegate to the Council the powers necessary to accomplish the goals of the initiative and shall periodically review reports from the Council regarding its progress. The members of the Council shall be appointed annually by the Board of Directors and shall include the chief executive officer of each nonprofit organization that is essential to the success of the initiative.

Section 6.02. Committees. The Board of Directors shall have the right to create Committees as needed from time to time to carry out the activities of the Corporation and to determine their duties and powers, as it desires.

Section 6.03. Quorum and Action. The presence of a majority of all of the members of a Council or Committee at any meeting shall constitute a quorum for the transaction of business of the Council or Committee. The act of a majority of all of the members of a Council or Committee shall be the act of the Council or Committee, unless the act of a greater number is required by law or by these Bylaws.

Section 6.04. Review of Activities. The Board of Directors shall periodically review the activities of all Councils and Committees and shall evaluate the need for their continued operation.

ARTICLE VII

Contracts, Checks, Deposits and Gifts

Section 7.01. Contracts. The Board of Directors may authorize any officer(s) or agent(s) 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 instances.

Section 7.02. Checks and Drafts. 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(s) or agent(s) of the Corporation and in such manner as shall be determined by resolution of the Board of Directors.

Section 7.03. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors may select.

Section 7.04. Gifts. The Board of Directors may accept on behalf of the Corporation any gift or bequest for the general purposes or for any special purpose of the Corporation.

ARTICLE VIII

Miscellaneous

Section 8.01. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January and end on the last day of December of each year.

Section 8.02. Nondiscrimination. Directors, officers, employees and consultants of this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion and national origin.

Section 8.03. Rules of Order. The rules contained in Robert's Rules of Order - Latest Edition shall govern the meetings of the Corporation in all cases not covered by these Bylaws.

Section 8.04. Amendments to Bylaws. Except as provided in Section 4.02, the Board of Directors shall have the power to make, alter, amend or repeal the Bylaws of this Corporation by an affirmative vote of a majority of all of the members of the Board of Directors, provided that written notice of the proposed amendment(s) shall be given at least ten (10) days prior to the meeting at which the vote is taken.