

BY-LAWS
OF
CARMEL COMMUNITY PLAYERS, INC.

ARTICLE I
MEETINGS

Section 1 -- Place of Meeting.

Any or all meetings of the members and Board of Directors of this corporation shall be held within or without the State of Indiana as the Board of Directors of this corporation shall designate.

Section 2 -- Annual Meeting of Members.

Unless the Board of Directors otherwise designates, an annual meeting of the members shall be held in each year on the first Monday in May, at seven o'clock p.m., or at a time designated by the Board. One of the purposes of the annual meeting shall be the election of the Board of Directors.

Section 3 -- Notice of Annual Meeting of Members.

At least ten (10) days prior to the date fixed by Section 2 of this Article for the holding of the annual meeting of members, written notice of the time and place of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. Posting public notice on a community website such as www.indianaauditions.com shall suffice in the absence of written notice.

Section 4 -- Delayed Annual Meeting.

If, for any reason, the annual meeting of the members shall not be held on the day hereinbefore designated, such meeting may be called and held as a special meeting, and the same proceedings may be had thereat as at an annual meeting; provided, however, that the notice of such meeting shall be the same herein required for the annual meeting; namely, not less than a ten (10) day notice.

Section 5 -- Order of Business at Annual Meeting.

The order of business at the annual meeting of the members shall be as follows:

- (a) Roll call,
- (b) Reading Notice and proof of mailing,
- (c) Reading of minutes of last preceding meeting,
- (d) Report of President,
- (e) Report of Secretary,
- (f) Report of Treasurer,

- (g) Election of Directors,
- (h) Transaction of other business mentioned in the notice,
- (i) Adjournment,

provided that, in the absence of any objection, the presiding officer may vary the order of business at his or her discretion.

Section 6 -- Special Meeting of Members.

A special meeting of the members may be called at any time by the President, or by a majority of the Board of Directors. The method by which such meeting may be called is as follows: Upon receipt of a specification in writing setting forth the date and objects of such proposed special meeting, signed by the President, or by a majority of the Board of Directors, the Secretary or an assistant secretary shall prepare, sign and mail the notice requisite to such meeting. Such notice may be signed by the stamped, typewritten or printed signature of the Secretary.

Section 7 -- Notice of Special Meeting of Members.

At least ten (10) days prior to the date fixed for the holding of any special meeting of members, written notice of the time, place and purposes of such meeting shall be mailed, as hereinafter provided, to each member entitled to vote at such meeting. No business not mentioned in the notice shall be transacted at such meeting.

Section 8 -- Organization Meeting of Board.

At the place of holding the annual meeting of members and immediately following the same, the Board of Directors as constituted upon final adjournment of such annual meeting shall convene for the purpose of electing officers and transacting any other business properly brought before it, provided, that the organization meeting in any year may be held at a different time and place than that herein provided, by consent of a majority of the directors of such new board.

Section 9 -- Regular Meetings of Board.

Regular meetings of the Board of Directors shall be held at such time and place as the Board of Directors shall from time to time determine. Not less than ten such regular meetings shall be held during the calendar year. No notice of regular meetings of the board shall be required.

Section 10 -- Special Meetings of Board.

Special meetings of the Board of Directors may be called by the President or a majority of the directors at any time by means of such written notice by mail of the time, place and purposes thereof to each director as the President, in his or her discretion, shall deem sufficient, but action taken at any such meeting shall not be invalidated for want of notice if such notice shall be waived

as hereinafter provided. Conference calls shall be permitted and shall have the same effect as a meeting where all directors are physically present.

Section 11 -- Notices and Mailing.

All notices required to be given by any provision of these By-Laws shall state the authority pursuant to which they are issued (as, "by order of the President," or "by order of the Board of Directors" as the case may be) and shall bear the written, stamped, typewritten or printed signature of the Secretary. Every notice shall be deemed duly served when the same has been deposited in the United States mail, with postage fully prepaid, plainly addressed to the addressee at his, her or its last address appearing upon the membership record of this corporation. Service by electronic mail may substitute for U.S. Mail when such electronic service is approved in writing by the intended recipient(s) and under the same terms as herein provided for serving notice, except as hereinafter provided. It shall be the responsibility of the intended recipient(s) to provide to the Secretary a current valid electronic mail address and to update said address as needed.

Section 12 -- Waiver of Notice.

Notice of the time, place and purpose of any meeting of the members or of the Board of Directors may be waived by telegram, or other writing, either before or after such meeting has been held.

ARTICLE II

QUORUM

Section 1 -- Quorum of Members.

Presence in person or by proxy of members representing a majority of the voting rights of this corporation shall constitute a quorum at any meeting of the members.

Section 2 -- Quorum of Directors.

A majority of the directors shall constitute a quorum.

ARTICLE III

VOTING ELECTIONS AND PROXIES

Section 1 -- Who is Entitled to Vote.

Except as may be otherwise provided, each voting member shall, at every meeting of the members, be entitled to one vote in person or by proxy upon each subject properly submitted to a vote.

Section 2 -- Proxies.

No proxy shall be deemed operative unless and until signed by the member and filed with the corporation. In the absence of limitation to the contrary contained in the proxy, the same shall extend to all meetings of the members and shall remain in force eleven (11) months from its date, and no longer.

Section 3 -- Vote by Shareholder Corporation.

Any other corporation owning a membership in this corporation may vote on the same by the President of such shareholder corporation, or by proxy appointed by him, unless some other person shall be appointed to vote upon such shares by resolution of the Board of Directors of such shareholder corporation.

Section 4 -- Inspectors.

Whenever any person entitled to vote at a meeting of the members shall request the appointment of inspectors, a majority of the members present at such meeting and entitled to vote thereat shall appoint not more than three (3) inspectors, who need not be members. If the right of any person to vote at such meeting shall be challenged, the inspectors shall determine such right. The inspectors shall receive and count the votes either upon an election or for the decision of any question and shall determine the result. Their certificate of any vote shall be prima facie evidence thereof.

ARTICLE IV
BOARD OF DIRECTORS

Section 1 -- Number and Term of Directors.

The business, property and affairs of this corporation shall be managed by a Board of Directors composed of not less than three (3) nor more than fifteen (15) persons who shall be members of this corporation. Each director shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. The term of office for each director shall be three (3) years. No more than one-third of the members of the Board of Directors shall be elected at any given annual meeting. Terms of office of one-third of the board members shall rotate accordingly.

Section 2 -- Vacancies.

Vacancies in the Board of Directors shall be filled by appointment approved by a majority of the remaining directors. Each person so appointed to fill a vacancy shall remain a director until his or her successor has been elected by the members, who may make such election at their next annual meeting or at any special meeting duly called for that purpose and held prior to the vacancy. In all cases, prospective board members must be appointed by the existing Board prior to their election.

Section 3 -- Action by Unanimous Written Consent.

If and when the directors shall severally or collectively consent in writing to any action to be taken by the corporation, such action shall be as valid corporate action as though it had been authorized at a meeting of the Board of Directors.

Section 4 -- Power to Make By-Laws.

The Board of Directors shall have power to make and alter any by-law or by-laws, including the fixing of terms for and altering the number of directors.

Section 5 -- Power to Elect Officers.

The Board of Directors shall select a President, one or more Vice Presidents, a Secretary and a Treasurer. No officer except the President and one Vice President need be a member of the board.

Section 6 -- Power to Appoint Other Officers and Agents.

The Board of Directors shall have power to appoint such other officers and agents as the board may deem necessary for transaction of the business of the corporation. One such appointment may be an assistant or recording secretary.

Section 7 -- Removal of Officers and Agents.

Any officer or agent may be removed by the Board of Directors whenever in the judgment of the board the business interests of the corporation will be served thereby.

Section 8 -- Power to Fill Vacancies.

The Board of Directors shall have power to fill any vacancy in any office occurring from any reason whatsoever.

Section 9 -- Delegation of Powers.

For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board of Directors may delegate all or any of the powers and duties of any officer

to any other officer or director, but no officer or director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 10 -- Power to Appoint Executive Committee.

The Board of Directors shall have power to appoint by resolution an executive committee composed of two or more directors who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the corporation between meetings of the board.

Section 11 -- Power to Require Bonds.

The Board of Directors may require any officer or agent to file with the corporation a satisfactory bond conditioned for faithful performance of his or her duties.

Section 12 -- Compensation.

The compensation of directors, officers and agents may be fixed by the board.

Section 13 -- Power to Appoint Standing Committees.

The Board of Directors shall have power to appoint by resolution one or more permanent committees composed of members of this corporation, to perform specific tasks in furtherance of the purposes of the corporation.

Section 14 -- Duties and Responsibilities of Board Members.

Each member of the Board of Directors is expected to attend no less than 60% of all regular meetings of the board, and 80% of all special meetings. When a special meeting is called and a board member cannot attend, he or she is expected to use his or her best efforts to convey to the President or another director by proxy his or her vote on the business to be decided at that meeting.

Each member of the Board of Directors is expected to contribute to the corporation his or her time, talent, skills, and resources to the best of his or her ability. He or she shall make every effort to assist with recruiting new members, soliciting contributions, creating goodwill in the community, and furthering the purposes and mission of the corporation.

ARTICLE V

OFFICERS

Section 1 -- President.

The President shall be selected by, and from the membership of, the Board of Directors. He or she shall be the chief executive officer of the corporation. He or she shall preside over all meetings of the board and of the members. He or she shall have general and active management of the business of the corporation and shall see that all orders and resolutions of the board are carried into effect. He or she shall be ex officio a member of all standing committees and shall have the general powers and duties of supervision and management usually vested in the office of president of a corporation. The President shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. The term of office for the President shall be two (2) years.

Section 2 -- Vice Presidents.

At least one Vice President shall be chosen by, and from the membership of, the board. Such Vice Presidents as are board members, in the order of their seniority, shall perform the duties and exercise the powers of the President during the absence or disability of the President. Each Vice President shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. The term of office for each Vice President shall be two (2) years.

Section 3 -- Secretary.

The Secretary shall attend all meetings of the members and of the Board of Directors, and of the executive committee, and shall preserve in books of the corporation true minutes of the proceedings of all such meetings. He or she shall give all notices required by statute, by-law or resolution. He or she shall perform such other duties as may be delegated to him by the Board of Directors or by the executive committee. The Secretary shall hold office for the term for which he or she is elected and until his or her successor is elected and qualified. The term of office for the Secretary shall be two (2) years.

Section 4 -- Treasurer.

The Treasurer shall have custody of all corporate funds and securities and shall keep in books belonging to the corporation full and accurate accounts of all receipts and disbursements; he or she shall deposit all monies, securities and other valuable effects in the name of the corporation in such depositories as may be designated for that purpose by the Board of Directors. He or she shall disburse funds of the corporation as may be ordered by the board, taking proper vouchers for such disbursements, and shall render to the President and directors at the regular meetings of the board, and whenever requested by them, an account of all his or her transactions as Treasurer and of the financial condition of the corporation. If required by the board, he or she shall deliver to the President of the corporation, and shall keep in force, a bond in form, amount and with a surety or sureties satisfactory to the board, conditioned for faithful performance of the duties of his or her office, and for restoration to the corporation in case of his or her death, resignation, retirement or removal from office, of all books, papers, vouchers, money and property of whatever kind in his or her possession or under his or her control belonging to the corporation.

ARTICLE VI
EXECUTION OF INSTRUMENTS

Section 1 -- Checks, Etc.

All checks, drafts and orders for payment of money shall be signed by an officer of and in the name of the corporation and may be countersigned, by such officers or agents as the Board of Directors shall from time to time designate for that purpose.

Section 2 -- Contracts, Conveyances, Etc.

When the execution of any contract, conveyance or other instrument has been authorized without specification of the executing officers, the President, or any Vice President, and the Secretary, may execute the same in the name and behalf of this corporation. The Board of Directors shall have power to designate the officers and agents who shall have authority to execute any instrument on behalf of this corporation.

ARTICLE VII
POWER OF BOARD TO BORROW MONEY

The Board of Directors shall have full power and authority to borrow money whenever in the discretion of the board the exercise of said power is required in the general interests of this corporation, and in such case the Board of Directors may authorize the proper officers of this corporation to make, execute and deliver in the name and behalf of this corporation such notes, bonds and other evidence of indebtedness as said board shall deem proper, and said board shall have full power to mortgage the property of this corporation or any part thereof, as security for such indebtedness, and no action on the part of the membership of this corporation shall be requisite to the validity of any such note, bond, evidence of indebtedness or mortgage.

ARTICLE VIII
MEMBERSHIP AND DUES

Section 1 -- Election to Membership.

Any person may be elected to membership in this corporation by a majority vote of the members present at any annual or special meeting thereof, or by a majority vote of the directors at an annual or special meeting of directors.

The dues of all members shall be in a sum of money prescribed by the directors and payable as the directors may specify.

Any member in default in payment of dues shall, upon notice, be suspended from all privileges of membership if such default be not cured within a period of ninety (90) days following notice. Service by electronic mail shall not constitute valid notice under this provision.

Any member may be removed from membership by a majority vote of the directors present at any annual meeting or at any special meeting of the directors called for that purpose, for conduct deemed prejudicial to this corporation.

Section 2 – Privileges of Membership.

All Members shall have the right to vote for directors at any meeting which is called for the election of directors, except as provided in these By-laws. Candidates for director must be pre-approved by a majority of the Board as provided in Article IV, Section 2 of these By-Laws . Members are entitled to notice of a meeting for the election of directors.

ARTICLE IX

AMENDMENT OF BY-LAWS

Section 1 -- Amendments, How Effected.

These By-Laws may be amended, altered, changed, added to or repealed by the affirmative vote of a majority of the directors entitled to vote at any regular or special meeting of the directors if notice of the proposed amendment, alteration, change, addition, or repeal be contained in the notice of the meeting, or by the affirmative vote of a majority of the Board of Directors if the amendment, alteration, change, addition or repeal be proposed at a regular or special meeting of the board and adopted at a subsequent regular meeting.

ARTICLE X

MATTERS NOT ADDRESSED BY-LAWS

In the event that these By-Laws do not address a regulation, rule, or procedure governing the regulation of business of the corporation, the procedures, rules and regulations contained in the Indiana Nonprofit Corporation Act of 1991 (IC 23-17-1-1, *et seq.*) shall control.

ARTICLE XI

This corporation is organized exclusively for charitable and education 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 the corresponding section of any future federal tax code.

ARTICLE XII

No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private 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 the purposes set forth herein. No part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and 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. Notwithstanding any other provision of these articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

ARTICLE XIII

Upon the dissolution of the corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the 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 so disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the corporation 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.