

**BY-LAWS**  
**OF**  
**HAMILTON COUNTY PUBLIC BUILDING CORPORATION**

**ARTICLE I.**

**Name**

Section 1.1. The name of the Corporation is Hamilton County Public Building Corporation ("Corporation").

**ARTICLE II.**

**Fiscal Year**

Section 2.1. The fiscal year of the Corporation shall begin each year on the first day of January and end on the last day of December of the same year.

**ARTICLE III.**

**Members**

Section 3.1. Membership. The Corporation shall have no members

**ARTICLE IV.**

**Board of Directors**

Section 4.1. Appointment, Number and Term of Office. The Directors shall be appointed for terms of three (3) years, except for the filling of vacancies on the Board as provided in Section 4.2 of this Article.

The number of Directors of the Corporation shall be five (5) unless changed by amendment of this section.

All Directors, except in the case of earlier resignation, removal or death, shall hold office until their respective successors are chosen and qualified.

Section 4.2. Vacancies. Any vacancy on the Board of Directors caused by an increase in the number of Directors shall be filled in the same manner as the initial Board of Directors was appointed. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity shall be filled in the same manner as the initial Board of Directors was appointed.

Section 4.3. Annual Meeting of Directors. The Board of Directors shall meet each year on the first Monday in April, at such place either within or without the State of Indiana as shall be set forth in the notice of the meeting, for the purpose of election of officers and consideration of any other business that may properly come before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 4.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, either within or without the State of Indiana, as may be fixed by the Directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the Directors.

Section 4.5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or by not less than one-third of the members of the Board of Directors. Notice of the time and place, either within or without the State of Indiana, of a special meeting shall be served upon, telephoned, mailed, telegraphed or cabled to each Director at his or her usual place of business or residence at least forty-eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice.

Section 4.6. Quorum. A majority of the actual number of Directors in office immediately before a meeting begins, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of a majority of the Directors present at the 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 the Indiana Nonprofit Corporation Act of 1991 (the "Act"), by the Articles of Incorporation, or by these By-Laws. For the filling of vacancies by the Board of Directors, a majority of the Directors then holding office shall be necessary to constitute a quorum.

Section 4.7. Participation in Meetings. A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. The right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

## ARTICLE V.

### Officers

Section 5.1. Principal Officers. The officers of the Corporation shall be a President, a Treasurer, a Secretary, Vice President and such assistant officers as may be determined from time to time by the Board of Directors. The same individual may simultaneously hold more than one (1) office of the Corporation.

Section 5.2. Election and Term of Office. The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

Section 5.3. Removal. Any officer may be removed, either with or without cause, at any time, by resolution adopted at any meeting of the Board of Directors by a majority of the actual number of directors elected and qualified from time to time.

Section 5.4. Subordinate Officers. The Corporation may have one or more assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation.

Section 5.5. Vacancies. Any vacancy in any office for any cause may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment to such office for such term.

Section 5.6. President. The President shall be chosen from among the Directors and shall have all such powers and duties as, from time to time, may be assigned to him by the Board of Directors.

Section 5.7. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President. The Vice President shall perform such other duties and have such other powers as the Board of Directors may from time to time assign.

Section 5.8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He or she shall upon request exhibit at all reasonable times the books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation where such books and records shall be kept; shall render upon request by the Board of Directors a statement of the condition of the finances of the Corporation at any meeting of the Board of Directors; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

Section 5.9. Secretary. The Secretary shall keep or cause to be kept in the

books provided for that purpose the minutes of the meetings of the Board of Directors; shall duly give and serve all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provisions of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

## ARTICLE VI.

### Miscellaneous

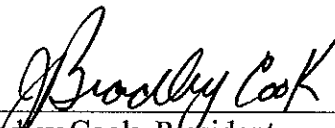
Section 6.1. Corporate Seal. The seal of the Corporation shall be circular in form with the name of the Corporation around its periphery, and the word "Seal" through the center.

Section 6.2. Execution of Contracts and Other Documents. Unless otherwise authorized or directed by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or a Vice President, and, if required, attested by the Secretary or an Assistant Secretary.

## ARTICLE VII.

### Amendments

Section 7.1. Except as indicated in the Articles of Incorporation, the power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alteration, amendment or repeal of these By-Laws.

  
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J. Bradley Cook, President

ATTEST:

  
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William G. Crandall, Secretary