

Bylaws of The Call of America Inc.

ARTICLE I. MEMBERSHIP

Section 1. Membership Requirements. Persons may be elected to membership only by majority vote of the Board of Directors. Application for membership shall be made in writing. The application shall be regarded as a guarantee by the applicant to adhere to the Corporation's Bylaws, rules and regulations.

Section 2. Dues and Benefits. The Corporation's Membership Committee shall present recommendations to the Board regarding the dues, rights, and benefits of membership. The Board of Directors shall consider the recommendations, revise them as the Board deems necessary and proper, and promulgate a schedule of dues, rights, and benefits. The schedule may be amended from time to time by the Board of Directors, after consultation with the Membership Committee.

Section 3. Termination of Membership. Membership in the Corporation shall terminate upon the death or resignation of a member or upon the failure of a member to pay annual dues within 60 days after the due date.

Section 4. No Property Rights. No member shall have any right, title, interest or privilege with respect to any of the Corporation's property or assets, including any earnings or investment income of the Corporation, nor shall the Corporation's assets or property be distributed to any member on the dissolution or winding up of the Corporation.

Section 5. Liability of Members. No member of the Corporation shall be personally liable for any of the Corporation's debts, liabilities or obligations, nor shall any member be subject to any assessment other than annual dues.

ARTICLE II. MEETINGS OF MEMBERS

Section 1. Meetings. Meetings of the members of this Corporation shall be held when determined by the Board of Directors and at such time and place as designated by the Board of Directors.

Section 2. Place. Meetings of members shall be held at the principal office of the Corporation or at any other place designated by the Board of Directors.

Section 3. Notice. Written notice stating the place, day and hour of the meeting shall be delivered to each member of record not less than 10 and not more than 60 days before the meeting. Delivery of the notice for the meeting shall be made by the Secretary, unless the President designates another person. Notice by mail shall be deemed delivered when deposited in the United States mail addressed to the member at his address as it appears on the membership book of the Corporation.

Section 4. Notice of Adjourned Meeting. When a meeting is adjourned to another time or place, it shall not be necessary to give any notice of the adjourned meeting, provided that the time and place to which the meeting is adjourned are announced at the meeting at which the adjournment is taken, and any business which might have been transacted on the original date of the meeting may be transacted at the adjourned meeting. If the Board of Directors fixes a new record date for the adjourned meeting after the adjournment, however, a notice of the adjourned meeting shall be given as provided in this Article to each member of record.

Section 5. Member Quorum and Voting. A majority of the members shall constitute a quorum at a meeting of members. If a quorum is present, in person or by proxy, the affirmative vote of a majority of the members present at the meeting and entitled to vote on the subject matter shall be the act of the members unless otherwise provided by law.

Section 6. Voting. The members will be entitled to vote only on the matters submitted to the members by the Board of Directors or as required by law or these Bylaws. Each member shall be entitled to one vote only on matters submitted to a vote by the Board of Directors.

Section 7. Proxies. A member may vote either in person or by proxy executed in writing by the member or his duly authorized attorney-in-fact. No proxy shall be valid after the duration of 11 months from the date of the proxy unless otherwise provided in the proxy.

Section 8. Action by Members Without a Meeting. Any action required or permitted to be taken by law, these Bylaws, or the Articles of Incorporation at any meeting of members may be taken without a meeting and without prior notice if a written consent that sets forth the action taken is signed by the members necessary to authorize or take such action at a meeting at which all members entitled to vote thereon were present and voted. Within 10 days after action has been taken by written consent, a copy of the Written Consent shall be given to those members who have not consented in writing.

ARTICLE III. DIRECTORS

Section 1. Function. All corporate powers shall be exercised by or under the authority of the Board of Directors, and the affairs of the Corporation shall be managed under the direction of the Board of Directors.

Section 2. Qualification. Directors need not be residents of Indiana.

Section 3. Compensation. No director shall receive any compensation from the Corporation.

Section 4. Presumption of Assent. A director of the Corporation who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless the director votes against such action or abstains from voting because of an asserted conflict of interest.

Section 5. Number. This Corporation shall have a minimum of three directors. The number of directors shall be determined from time to time by the Board of Directors.

Section 6. Election and Term. Each director shall hold office until the person's earlier resignation, expiration of one-year term, removal from office or death. Each director shall serve a one year term. The current Board of Directors shall vote every year to elect the persons who will serve on the new Board of Directors. Any person elected to the Board of Directors may serve an unlimited number of one-year terms.

Section 7. Vacancies. Any vacancy occurring in the Board of Directors, including any vacancy created by reason of an increase in the number of directors, may be filled by the affirmative vote of a majority of the remaining directors though less than a quorum of the Board of Directors. If there are no remaining directors, the vacancy shall be filled by the members.

Section 8. Quorum and Voting. A majority of the number of directors shall constitute a quorum for the transaction of business. The act of a majority of directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 9. Executive and Other Committees. By resolution adopted by a majority of the full Board of Directors, the Board of Directors may designate from among its members an executive committee and one or more other committees each of which may exercise all the authority of the Board of Directors to the extent provided in such resolution, except as otherwise provided by law.

Section 10. Place of Meeting. Regular and special meetings of the Board of Directors shall be held at the principal office of the Corporation or at such other place as may be designated by the person calling the meeting.

Section 11. Time, Notice and Call of Meetings. Regular meetings of the Board of Directors shall be held without notice at the time and on the date designated by resolution of the Board of Directors. Written notice of the time and place of special meetings of the Board of Directors shall be given to each director at least two days before the meeting.

Notice of a meeting of the Board of Directors need not be given to any director who signs a waiver of notice either before or after the meeting. Attendance of a director at a meeting shall constitute a waiver of notice of that meeting and waiver of any and all objections to the place of the meeting, the time of the meeting, or the manner in which it has been called or convened, except when a director objects at the beginning of the meeting to the transaction of 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 of Directors need be specified in the notice or waiver of notice of the meeting.

A majority of the directors present, whether or not a quorum exists, may adjourn any meeting of the Board of Directors to another time and place. Notice of any adjourned meeting shall be given to the directors who were not present at the time of the adjournment and, unless the time and place of the adjourned meeting are announced at the time of the adjournment, to the other directors.

Meetings of the Board of Directors may be called by the President of the Corporation or by any two directors.

Members of the Board of Directors (or any committee thereof) may participate in a meeting of the Board (or committee) by means of a conference telephone or similar communications equipment by means of which all persons participating in the meeting can hear each other at the same time. Participation by such means shall constitute presence in person at a meeting.

Section 12. Action Without a Meeting. Any action required or permitted to be taken at a meeting of the Board of Directors or a committee thereof may be taken without a meeting if a written consent that sets forth the action taken is signed by all of the directors or the committee members and is filed in the minutes of the proceedings of the Board.

ARTICLE IV. OFFICERS

Section 1. Officers. The corporation shall have the officers and assistant officers that the Board of Directors appoint from time to time. Any two or more offices may be held by the same person.

Section 2. Duties. The officers of the Corporation shall have such powers and duties in the management of the Corporation as may be prescribed by the Board of Directors and, to the extent not so provided, as generally pertain to their respective offices, subject to the control of the Board of Directors.

Section 3. Removal of Officers. An officer or agent elected or appointed by the Board of Directors may be removed, with or without cause, by the Board whenever in its judgment the best interests of the Corporation will be served thereby. Any vacancy in any office may be filled by the Board of Directors.

ARTICLE V. MEMBER CERTIFICATES

Section 1. Issuance. Certificates representing membership in the Corporation may be issued.

Section 2. Form. In the event membership certificates are issued, such certificates shall be signed by the President and the Secretary.

ARTICLE VI. BOOKS AND RECORDS

This Corporation shall keep correct and complete books and records of account and shall keep minutes of the proceedings of its members, Board of Directors and committees of directors, and a membership book containing the names and addresses of the members. This Corporation shall keep at its registered office or principal office a record of the names and addresses of all members.

ARTICLE VII. INDEMNIFICATION

Each person (including the heirs, executors, administrators, or estate of such person) (a) who is or was a director, manager, trustee or officer of the Corporation, (b) who is or was an agent or employee of the Corporation other than an officer and as to whom the Corporation has agreed to grant such indemnity, or (c) who is or was serving at the request of the Corporation as its representative in the position of a director, manager, trustee, officer, agent or employee of another corporation, partnership, joint venture, trust or other enterprise and as to whom the Corporation has agreed to grant such indemnity shall be indemnified by the Corporation as of right to the fullest extent permitted or authorized by current or future legislation or judicial or administrative decision, against any fine, liability, cost or expense, including attorneys' fees, asserted against him or incurred by him in that capacity or arising out of his status as director, officer, agent, employee or representative. The foregoing right of indemnification shall not be exclusive of other rights to which those seeking an indemnification may be entitled. The Corporation may maintain insurance, at its expense, to protect itself and any of those persons against fines, liabilities, costs or expenses, whether or not the Corporation would have the legal power directly to indemnify the person against such liability.

ARTICLE VIII. AMENDMENT

These Bylaws may be altered, amended or repealed, and new Bylaws adopted, only by a majority vote of the Board of Directors.

I certify that these are the Bylaws adopted by the Board of Directors of the Corporation.

Secretary

Date Signed

