

**BYLAWS FOR THE**  
**[Name of Nonprofit], Inc.**

[Name of Nonprofit], Inc. (the "Corporation") is governed by the applicable provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act").

**Article I. Name**

The name of the Corporation is [Name of Nonprofit], Inc.

**Article II. Classification of Corporation**

The Corporation is a public benefit corporation.

**Article III. Purposes and Powers**

1. Purposes. The purposes for which the Corporation is formed are:
  - a. **The Corporation is organized exclusively for** the public benefit purpose of [Purpose of Nonprofit]
  - b. In furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act, provided such business is not inconsistent with the Corporation being organized and operated exclusively for purposes consistent with Section 501(c)(6).
2. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provisions of these Articles of Incorporation, the Corporation shall have the power:
  - a. To do everything necessary, advisable or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation, and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and
  - b. To have, exercise and enjoy in furtherance of the purposes hereinbefore set forth all the general rights, privileges and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

**Article IV. Membership**

1. Membership Eligibility. Membership shall consist of the members of the board of directors and any financial supporters meeting or exceeding contribution requirements for membership. Membership Classes and Dues Rates will be determined by the Board of Directors and published at least annually.
2. Membership Rights and Duties. Members in good standing, who have paid all dues and show an active interest in participating in the activities of the Corporation are eligible to vote on issues and nominate and elect Director candidates at Annual Meetings and to be elected to serve as Directors and Officers of the Corporation.

**Article V. Board of Directors**

1. Duties and Qualifications. The business and affairs of the [Name of Nonprofit], Inc. (the "Corporation") shall be managed by the Board of Directors.
2. Number of Directors. The Board of Directors shall consist of a minimum of six (6) directors and a maximum of twelve (12) directors, with the exact number of directors specified from time to time by resolution of the Board of Directors. The number of Elected Directors must be fewer than Approved Directors.
3. Elected Directors. The directors shall be elected at the annual meeting of the directors by a plurality of the votes cast by the directors. The term of office of Elected Directors shall be staggered. One group of Elected Directors shall be elected at each annual meeting of directors. Each Elected Director shall serve for a term of three (3) years. Despite the expiration of a director's term, the director continues to serve until a successor is elected and qualifies, or until there is a decrease in the number of Elected Directors.
4. Term Limits. No person shall serve as Director for more than three (3) consecutive terms. No one shall be eligible for a term as a director which would, if completed, exceed the term limit. Term limited directors are eligible to serve after one (1) intervening year.
5. Qualifications. Each director shall be a United States citizen. Each director is to be selected for knowledge of [specific purpose of organization], and shall serve without compensation except for payment of reasonable expenses incurred for the Corporation. Directors who are holders of any other office or position are to act in their own right as directors, and not as representatives or delegates of their own or any other organization, interest or group.
6. Duties. The Board of Directors shall manage the business and affairs of the Corporation. The Board of Directors shall have the power:
  - a. To establish the policies of the Corporation, develop strategic and operational plans, establish budgets, and select, supervise, and evaluate the executive director.
  - b. To purchase real estate, personal property, and inventory and enter into contracts in the Corporation name.
  - c. To initiate litigation in the Corporation name To annually submit to the Alliance a report of the total income received and a report of its total expenditures, which said expenses are broken down by category as well as disclose the salary of any and all full time staff members and fees paid to consultants
7. Vacancies. Any vacancy among the directors caused by death, resignation, removal, increase in the number of directors or otherwise may be filled by a majority vote of the remaining members of the Board of Directors. The term of office of a director chosen to fill a vacancy shall expire at the next annual meeting of the Board of Directors, at which time any vacancy in a Director position shall be filled as provided in Section 3.
8. Removal. Any Elected Director may be removed, with or without cause, by the remaining directors whenever the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. A Director who fails to attend three (3) consecutive meetings without excuse shall be presumed to have resigned.
9. Annual Meeting. The Board of Directors shall meet each year at a time and place as specified each year for the purpose of election of directors and officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall

be necessary for the holding of an annual meeting. The annual meeting may be conducted as part of a regular meeting.

10. Other Meetings. Regular meetings of the Board of Directors may be held pursuant to a resolution of the Board to such effect, and shall be held whenever convenient for the Board of Directors, but at least quarterly. Unless otherwise provided by the Board of Directors, regular meetings shall be held at the Corporation's principal office. No notice shall be necessary for any regular meeting. Special meetings of the Board of Directors may be held upon the call of the President or of any three (3) members of the Board of Directors and upon at least forty-eight (48) hours' notice specifying the date, time, place and purpose or purposes of the meeting, given to each director either personally or by regular mail, electronic mail, facsimile transmission or telephone. Oral notice is authorized. A director may waive any required notice of an annual, regular or special meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes of the Corporation records. A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting, or promptly upon the director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.
11. Participation. A director may participate in an annual, a regular, or a special meeting of the Board of Directors by or through the use of any means of communication by which all directors participating may simultaneously hear each other during the meeting. A director participating by this means is considered to be present in person at the meeting.
12. Quorum; Voting. A majority of the entire Board of Directors shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present when the act is taken 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 these Bylaws.
13. E-Vote. Voting by electronic mail (e-mail) is permitted under these Bylaws. Such calls of vote are to be reserved for issues of importance. This may arise, for example, in the event a quorum is not present at a formal meeting, or in the event that Board action is considered desirable at a time between regularly scheduled meetings. In such cases, all Board Directors have the right to submit a vote within a specified time period (no less than 48 hours, no more than 7 calendar days). Vote by e-mail will be conducted in the following manner:
  - a. The President or any three (3) Directors may request a vote via e-mail. Directors shall have 3 options regarding their vote:
    - i. Vote to pass the motion
    - ii. Vote to reject the motion
    - iii. Express the opinion that the motion is not amenable to an electronic vote.
  - b. If any member objects to the electronic vote, the motion would remain subject to the "in person" quorum voting rules. If no objections are received, a simple majority of all Board Directors is required to pass the vote.
  - c. All directors must have access to electronic mail, and it is the responsibility of each director to inform the Executive Director of the correct e-mail address for purposes of correspondence and e-mail voting.

14. 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 the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this Section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date.
15. Executive Committee. There shall be no executive committee.

**Article VI. Officers**

1. President. The President, if present, shall preside at all meetings of the Board of Directors. At each annual meeting of directors, the President or the President's designee shall report on the activities of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all of the affairs of the Corporation and shall perform all of the usual duties of the chief executive officer of a corporation. The President or the President's designee will work with any Executive Director of the Corporation in managing the day-to-day affairs of the Corporation.
2. Vice President. Subject to the general control of the Board of Directors, if the President is not present, the Vice President shall discharge all the usual functions of the President and shall have such other powers and duties as these Bylaws, the Board of Directors or an officer authorized by the Board may prescribe.
3. Secretary. The employed executive director of the organization shall be the Secretary, who will not be a volunteer member of the Board of Directors. The Secretary shall attend all meetings of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these By-laws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these By-laws, the Board of Directors, or an officer authorized by the Board may prescribe.
4. Treasurer. The Treasurer shall chair the Finance Committee. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the directors, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer.
5. Assistant Officers. The Board of Directors may from time to time designate and elect 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 these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the

Secretary, attest the execution of all documents by the Corporation. Assistant officers may be employees of the Corporation and, if volunteers, need not members of the Board of Directors.

**Article VII. Committees**

1. Authority. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation.
2. Governance
  - a. Led by the President of the Corporation.
  - b. Serves as the nominating committee for all positions, all task groups, and general membership.
  - c. Serves as the personnel committee, within requirements for confidentiality.
3. Finance
  - a. Led by the Treasurer of the Corporation.
  - b. Supervises the conduct of financial transactions of the Corporation Develops the budget and plans fundraising strategies for the Corporation's operation.
4. Other Committees. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken.

**Article VIII. Fiscal Policies**

1. Insurance. The Corporation shall carry casualty and liability insurance for any owned or leased premises.
2. Books and Records. The Corporation shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors. All such books, records and lists of the Corporation shall be open to inspection and copying during the usual business hours for all proper purposes of the Corporation.
3. Authorization of Expenditures. Any officer may make expenditures or obligations of funds of Corporation or combination of officers of Corporation as may be determined from time to time by the Board of Directors.
4. Contracts. All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or Vice President and attested by the Secretary

5. Loans to Officers and Directors. The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation

**Article IX. Miscellaneous**

1. Corporate Seal. The Corporation shall not have a corporate seal.
2. Execution of Contracts and Other Documents. Unless otherwise ordered 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 and, if required, attested by the Secretary.
3. Fiscal Year. The fiscal year of the Corporation shall begin on January 1 of each year and end on the immediately following December 31.
4. Audit. An independent auditor appointed or approved by the Board of Directors shall at such time as the Board of Directors may determine, but at least biennially, prepare for the Corporation as a whole a consolidated financial statement, including a statement of combined capital assets and liabilities, and a statement of income, expenses, and distributions, and a list of projects, and/or organizations to or for which funds were used or distributed for charitable purposes, and such other additional reports or information as may be ordered from time to time by the Board of Directors. The auditor shall also prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation.

**Article X. Indemnification**

1. Rights to Indemnification and Advancement of Expenses. The Corporation shall indemnify as a matter of right every person made a party to a proceeding because such person is or was:
  - a. a member of the Board of Directors of the Corporation,
  - b. an officer of the Corporation, or
  - c. while a director or officer of the Corporation, serving at the Corporation's request as a director, officer, partner, trustee, employee or agent of another foreign or domestic corporation, partnership, limited liability company, joint venture, trust, employee benefit plan or other enterprise, whether for profit or not (each an "Indemnitee"),

against all liability incurred by such person in connection with the proceeding; provided that it is determined in the specific case that indemnification of such person is permissible in the circumstances because such person has met the standard of conduct for indemnification specified in the Act. The Corporation shall pay for or reimburse the reasonable expenses incurred by an Indemnitee in connection with any such proceeding in advance of final disposition thereof in accordance with the procedures and subject to the conditions specified in the Act. The Corporation shall indemnify as a matter of right an Indemnitee who is wholly successful, on the merits or otherwise, in the defense of any such proceeding against reasonable expenses incurred by the person in connection with the proceeding without the requirement of a determination as set forth in the first sentence of this paragraph.

Upon demand by a person for indemnification or advancement of expenses, as the case may be, the Corporation shall expeditiously determine whether the person is entitled thereto in accordance with this Article and the procedures specified in the Act.

The indemnification provided under this Article shall be applicable to any proceeding arising from acts or omissions occurring before or after the adoption of this Article.

2. Other Rights Not Affected. It is the intent of this Article to provide indemnification to directors and officers to the fullest extent now or hereafter permitted by law consistent with the terms and conditions of this Article. Nothing contained in this Article shall limit or preclude the exercise of, or be deemed exclusive of, any right under the law, by contract or otherwise, relating to indemnification of or advancement of expenses to any person who is or was a director, officer, employee or agent of the Corporation, or the ability of the Corporation to otherwise indemnify or advance expenses to any such individual.
  - a. Notwithstanding any other provision of this Article, there shall be no indemnification with respect to matters as to which indemnification would result in inurement of net earnings of the Corporation "to the benefit of any private shareholder or individual," or an "excess benefit transaction" within the meaning of Sections 501(c)(3) or 4958 of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.
3. Definitions. For purposes of this Article:
  - a. A person is considered to be serving an employee benefit plan at the Corporation's request if the person's duties to the Corporation also impose duties on, or otherwise involve services by, the person to the plan or to participants in or beneficiaries of the plan.
  - b. The estate or personal representative of a person entitled to indemnification or advancement of expenses shall be entitled hereunder to indemnification and advancement of expenses to the same extent as the person.
  - c. The term "expenses" includes all direct and indirect costs (including, without limitation, counsel fees, retainers, court costs, transcripts, fees of experts, witness fees, travel expenses, duplicating costs, printing and binding costs, telephone charges, postage, delivery service fees and all other disbursements or out-of-pocket expenses) actually incurred in connection with the investigation, defense, settlement or appeal of a proceeding or establishing or enforcing a right to indemnification under this Article, applicable law or otherwise.
  - d. The term "liability" means the obligation to pay a judgment, settlement, penalty, fine, excise tax (including an excise tax assessed with respect to an employee benefit plan) or reasonable expenses incurred with respect to a proceeding.
  - e. The term "party" includes an individual who was, is or is threatened to be made a named defendant or respondent in a proceeding.
  - f. The term "proceeding" means any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative and whether formal or informal.

**Article XI. Conflict of Interest**

1. General. The Board and Staff of the Corporation shall administer the affairs of the Corporation, honestly and economically and exercise their best care, skill, and judgment for the benefit of the Corporation. The Officers shall exercise the utmost good faith in all transactions relating to their duties for the Corporation. In their dealings with and on behalf of the Corporation, they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between the Corporation's interest and that of the individual or an organization affiliated with the individual.
2. Disclosure of Potential Conflict. Any officer, Director or Staff member of the Corporation, shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.
3. Conflict of Interest Defined. A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of the Corporation, is in a position to exert influence, in dealings with or on behalf of the Corporation, which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.
4. Waiver of Conflict. Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.
5. Recusal from Decision-making. Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

**Article XII. AMENDMENTS**

Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to the Bylaws is to be considered and voted upon.

Effective Date: \_\_\_\_\_, 2015