

# **AMENDED AND RESTATED BYLAWS OF WASHINGTON COUNTY HISTORICAL SOCIETY, INC.**

## **SECTION I PURPOSE, MISSION, VISION**

The purpose of this Society shall be: a) to collect and preserve historical information of Washington County, and to gather together and preserve relics and curios that may come into our possession. b) to purchase, own, control, hold, mortgage and sell property, both real estate and personal, in the name of the corporation.

Our mission: The Washington County Historical Society provides stewardship of the John Hay Center, in order to connect people to our past by collecting, preserving, and sharing the artifacts and information of our repository with all visitors.

Our vision: The vision of the Washington County Historical Society is to establish the John Hay Center as a thriving tourist destination that provides an immersive experience showcasing the history of Washington County. We accomplish this by preserving and enhancing the rich traditions of Washington County, inspiring and involving the youth of our community, increasing membership and volunteerism, while continuing to evolve and innovate the center in order to encourage return patronage. We ensure continued success through prudent financial management and adequate funding of capital improvement projects.

## **SECTION II MEMBERS**

The members of this Society shall consist of good moral citizens who support and uphold the purpose, mission and vision of the Society.

Membership is granted after completion and receipt of a membership application and annual dues are fulfilled.

Membership is classified as single or family. Adult members are entitled to one vote each, whether classified in a single membership or a family. Ref IC 23-17-11-3 Sec. 3. (A)

## **SECTION III GOVERNING BODY**

This Historical Society is governed by a republican form of government so that the Board of Directors, who are elected by the membership, carry on the business of the Society.

The governing body of this Society shall consist of a President, Vice President, Secretary, Treasurer and four Directors whose membership dues are paid in full. The duties of the Officers and the Board shall be such as usually pertain to their respective office and committees.

Each member of the Board of Directors shall attend at least nine monthly meetings of the Board each year.

Each member of the Board of Directors is expected to participate on some level, whether through financial support or through volunteerism, in organization events held throughout their term.

## **SECTION IV**

## **TERMS**

The election of 2019 set a unique term of office for the board of directors. (President: 3 years, Vice-President: 2 years, Treasurer: 3 years, Secretary: 1 year; Director 1: 4 years, Director 2: 1 year, Director 3: 4 years, Director 4: 2 years.) All subsequent terms to the Board of Director elected positions will be 4 year terms.

Directors are limited to 2 consecutive terms as Officers. Officers may be placed in a Director seat, but must wait an entire term (4 years) before being considered for an Officer seat. Directors are allowed to serve consecutive elected terms.

No married couple, immediate family members, or domestic partners will serve on the Board of Directors or hold office during the same term.

Any member of the Board of Directors who fails to fulfill any of her/his requirements outlined in the organizational constitution or bylaws shall automatically forfeit her or his seat on the Board. The Board of Directors have the power to determine fulfillment, and may immediately proceed to fill the vacancy through appointment. Members of the Board of Directors who are removed for failure to meet any or all of the requirements, are not entitled to run for reelection. The Board of Directors will appoint a director to fill any vacated officer seats. Vacancy could be by resignation, death, termination or open seat.

## **SECTION V MEETING INFORMATION; QUORUM**

Annual membership meetings will be held in November of each year, in conjunction with the November board meeting. The specific date, time and location will be designated by the Board. Membership notification regulations outlined in the most current Indiana Non-Profit laws (IC:23-17-10-5), will be followed.

At the annual meeting, the members shall elect Directors, vote upon any bylaw or article alterations, assist in determining the direction for the Society for the coming year, receive reports on the activities of the organization, and receive the Society financial report.

Presence at a regular, annual or special meeting shall be considered in-person, by proxy, or by accepted electronic presence (IC 23-17-10-1, IC 23-17-10-2) Proxy forms created for the 2019 election will be the standard form used.

A quorum at any meeting of the Board shall consist of five Directors. The President will be counted in the quorum, however, the President does not vote unless a deciding vote is necessary.

A quorum at the annual membership meeting shall consist of 10% of the membership. 10% of the membership is determined by the number of active members with paid dues, on the record date (set annually by the Board of Directors per IC 23-17-10-7). A lesser number shall have power to adjourn to a specified later date without notice, in the intent of gaining a quorum. The President will be counted in the quorum, however, the President does not vote unless a deciding vote is necessary. The President is allowed to vote during the annual meeting to participate as a member in any election process or amendment vote.

Special meetings may be called by the President, or a simple majority of the Board of Directors. A petition signed by 10% of voting members may also call a special meeting. Notification regulations for special meetings, outlined in the most current Indiana Non-Profit laws, will be followed (IC 23-17-10-5)

## **SECTION VI AMENDMENTS AND ADDITIONS**

The Bylaws Review Committee will propose amendments and additions to the Board in September for approval at the regular October board meeting. Approved changes will be voted upon for final ratification by the membership at the annual November meeting.

Any amendments or additions to be voted upon by the membership at the annual November meeting, are to be published and communicated to members as a tentative proposal for amendment, at least 30 days but no more than 70 days, prior to the regular October board meeting. The Board will approve proposed amendments and additions at the regular October Board meeting for presentation to and approval of the membership at the annual November meeting.

Members present at the annual November membership meeting will vote upon said amendments with an approve or disapprove response. Majority of present members (in-person, by proxy, or accepted electronic presence), provided there is a quorum, will vote approval or disapproval of such amendments at the annual membership meeting. Approved articles and/or bylaws will take effect immediately after the annual meeting adjourns. Disapproved amendments will remain as previously stated, but may be resubmitted for amendment.

## **SECTION VII CANDIDATES**

A nominating committee of three members (one of which must be a board member not up for election) shall be appointed by the President in September to present a slate of Directors at the November annual meeting.

Nominations will not be received from the floor for any election.

Candidates for open Director seats may submit applications through September and October. Candidate applications created for the 2019 election will be the standard form used. The nominating committee will present to the membership, a maximum of ten candidates for all open Board of Director seats via membership notice included with the November annual meeting notice.

Election shall be by ballot cast by majority of members present and voting (in-person, by proxy, or accepted electronic presence), provided a quorum is present, in the annual November election. Directors will assume duties January 1 of the following year.

Ballots are to be counted in the presence of the membership at the Annual Meeting by the President and the Secretary. The President may appoint additional Directors or members to assist in counting in the interest of efficiency.

The membership elects Directors to open seats, and the Board of Directors has the responsibility to place the elected Directors in the seats most appropriate for the betterment of the Society. The Board of Directors will set the Officer and Director seats in January, however, the Board may make changes at any meeting, given a notice was sent to the entire Board 3 days prior to the meeting.

## **SECTION VIII VACATED SEAT; APPOINTMENT**

In the event any office is vacated for any reason, the Director will be replaced by an appointee chosen by the Board of Directors to serve out the remaining term. The appointed Director may apply to run for election, following the candidate guidelines set forth in the Bylaws.

## **SECTION IX NON-PROFIT**

- a) The Corporation shall have no capital, shall issue no stock, pay no dividends at any time, and shall operate entirely without profit to its members, officers, and directors. None of the earning or assets of the Corporation shall at any time inure to a private individual.
- b) The Corporation shall not carry on propaganda or try to influence legislation in any way, or make any contribution for campaign expenses.
- c) No member, officer, director, or private individual shall receive any benefit of any kind as a result of the liquidation of the Corporation.

## **SECTION X MEMBERSHIP FEE**

The membership fee of this Society shall be set by the Board of Directors. Membership dues are to be reviewed annually by the September meeting and if changes are made, the Board will approve or disapprove at the October meeting. Any membership dues alterations will be in effect January of the following year.

Any member may resign by filing a written resignation with the Secretary. Resignation shall not relieve a member of unpaid dues, nor other charges previously accrued.

A member can have their membership terminated by a majority vote of the membership, so long as the process follows the most current version of IC 23-17-8-2.

Non-voting organizations: fellow historical societies and libraries across the nation with whom we have a participatory relationship do not hold voting rights, and are not considered members. If the non-voting organizations choose to become a full voting member for the November meeting, a membership application must be completed and dues paid in full prior to the Board set record date.

## **SECTION XI MEETINGS**

Regular meetings of the Society are the second Tuesday of each month, unless stated otherwise by the Board.

Meetings may be held in the state of Indiana, or elsewhere, at the discretion of the Board.

Annual meetings of the membership are held in November of each year, unless stated otherwise by the Board.

## **SECTION XII ORDER OF BUSINESS**

The order of business at regular Board meetings shall be as follows:

Calling to Order, Approval of Minutes, Report of Committees, and Miscellaneous Business.

The order of business at Executive meetings shall be Report of Monthly Financial Status, Miscellaneous Business, and Adjournment.

The order of business at the annual membership meeting shall be Calling to Order, Agenda Review, State of the Organization report, Report of Financial status, Election of directors, membership voting in other matters, such as amendments or additions to the bylaws or articles, program, voting result, and Adjournment. (IC 23-17-10-1)

### **SECTION XIII GIFTS**

Any gift whatsoever that is presented to the Washington County Historical Society, Inc. whether to the Board of Directors or to a member in good standing, by an individual, a group, an organization, trustee or a Board of Directors of any organization, shall become the property of the Society when deposited for safe-keeping in their depository, to do with whatever the Society sees fit.

No artifacts donated to the Society will be considered “on loan” to the Society, unless pre-arranged by the Executive Director and a written contract is signed and dated by the Executive Director and the loaner. No other arrangement for loaned items will be valid.

No artifacts will be loaned out from the Society to any party unless pre-arranged by the Executive Director, and a written contract is signed and dated by the Executive Director and the requesting party. No other arrangement for loaned items will be valid.

### **SECTION XIV BUILDING COMMITTEE CHAIRMAN**

Whenever renovations are being made on the Society’s property, the chairman of the Building Committee must be a member of the Board of Directors.

### **SECTION XV CONFIDENTIALITY**

Directors shall not discuss or disclose information about the Corporation or their activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of the organization’s purposes, or can reasonably be expected to benefit the organization. Directors shall use discretion and good business judgements discussing the affairs of the Society with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of the organization. Each Director shall complete a confidentially agreement consistent herewith upon being voted onto and accepting appointment or election to the Board of Directors.

### **SECTION XVI DIRECTOR REMOVAL**

Any elected or appointed member of the Board of Directors may be removed with or without cause, at any time by a majority vote of the Board of Directors if the Board decides the best interest of the Society is not being upheld, duties are not fulfilled, legal action toward the organization by said Director has occurred, or if said Director demonstrates conduct the Board determines to be a poor reflection of the Society. The Secretary shall notify the Director in writing that his or her seat has been declared vacant. Each member of the Board of Directors must receive notice (electronic or written) of the proposed removal at least 10 days in advance for the proposed action. Notice will also be sent to the membership via mail, concerning the nature of the meeting, prior to the meeting. A Director who has been removed as a member of the Board of Directors shall automatically be removed from office. Ref IC 23-17-12-8, IC 23-17-12-10

### **SECTION XVII**

## **DIRECTOR COMPENSATION**

Members of the Board of Directors shall not receive any compensation for their services as Directors.

## **SECTION XVIII**

### **ACTIONS WITHOUT MEETING**

Any action required to be taken at a meeting of the Directors, or any action which may be taken at a meeting of Directors, may be taken without a meeting. If consent is confirmed either electronically, via phone, or in person by majority of the Directors, following notice of the intended action to all members of the Board of Directors, the action is valid and binding.

## **SECTION XIX**

### **OFFICERS AND DIRECTORS**

Officers of the Board shall be the President, Vice-President, Secretary and Treasurer. All Officers must have the status of active Society members. The Four Directors must also have the status of active Society members.

#### The President

- A. The President serves as the primary representative of the Society, but may designate another board member to serve in that capacity.
- B. The President supports, upholds and communicates the overall purpose, mission and vision of the Society.
- C. The President serves as committee chair and participant as needed. She/He is the chair of the Marketing committee, and the Pricing committee. She/He is a participant in the Finance, Constitution and Bylaws Revision, and Membership committees.
- D. The President assists in the overall security and upkeep of the John Hay Center, as she/he is able to participate.
- E. The President shall preside at all meetings of the membership, or designate the Vice-President to preside in her/his absence.
- F. The President shall preside at all meetings of the Executive Board, or designate the Vice-President to preside in her/his absence.
- G. The President shall have general superintendence and direction of all other directors of this Society and see that their duties are properly performed.
- H. The President has no voting power beyond a deciding vote in regular and executive meetings, and the member right to vote in elections and amendment votes.
- I. The President has a \$500 spending limit to purchase materials or services benefiting the organization, without Board approval. Any expenditure over \$500 must be approved by the Board.
- J. The President shall have keys and access codes for buildings on the John Hay Center campus.

#### The Vice-President

- A. The Vice-President supports, upholds and communicates the overall purpose, mission and vision of the Society.
- B. The Vice-President serves as committee chair and participant as needed.
- C. The Vice-President assists in the overall security and upkeep of the John Hay Center, as she/he is able to participate.
- D. The Vice-President shall be vested with all the powers and shall perform all the duties of the President during the absence of the latter.
- E. The Vice-President also shall have keys and access codes for buildings on the John Hay Center campus if she/he desires.
- F. The Vice-President is the primary director responsible for planning the annual membership meeting. She/he may create a committee specifically for the event.

#### The Secretary

- A. The Secretary supports, upholds and communicates the overall purpose, mission and vision of the Society.
- B. The Secretary serves as committee chair and participant as needed.
- C. The Secretary assists in the overall security and upkeep of the John Hay Center, as she/he is able to participate.
- D. The Secretary shall record all minutes of all proceedings. Minutes are to be kept by the Secretary, and a copy provided to another director for safekeeping.
- E. The Secretary will ensure copies of meeting reports, actions by the members, and meeting minutes are stored at the Society headquarters for 3 years in a secure location.

#### The Treasurer

- A. The Treasurer supports, upholds and communicates the overall purpose, mission and vision of the Society.
- B. The Treasurer serves as chair on the Finance committee, and participates in other committees as needed.
- C. The Treasurer assists in the overall security and upkeep of the John Hay Center, as she/he is able to participate.
- D. The Treasurer shall ensure funds are adequate in accounts prior to approving expenditures.
- E. The Treasurer shall review, provide approval, and pay in a timely fashion regular monthly expenditures. Potential late payments or out-of-the-ordinary movement of funds must be discussed with the President expediently to determine the best avenue to avoid lasting negative ramifications.
- F. The Treasurer shall provide a report of proposed extenuating expenditures (ex. repairs, services, equipment and/or furniture) to the Board as quickly as possible if the need cannot wait until the next Board meeting.
- G. The Treasurer shall present a complete and accurate report of Society finances at each board meeting.

#### The Directors

- A. The Directors support the overall purpose, mission and vision of the Society.
- B. The Directors serve as committee chairs and participants as needed.
- C. The Directors assist in the overall security and upkeep of the John Hay Center, as they are able to participate.
- D. The Directors provide support, expertise and counsel to the Officers on all Board decisions.

### **SECTION XX COMMITTEES**

- A. The President announces and designates the chairs of the Capital Fundraising, Fundraising, Membership, Building, Finance, Pricing, Constitution and Bylaws Revisions, Marketing and Special Events committees in January. The Nominating committee will be designated in September. Participants may be designated by the President or committee chairs.
- B. The President is the chair of the Marketing committee, and the Pricing committee. She/He is a participant in the Constitution and Bylaws Revisions, Finance, and Membership committees.
- C. The Treasurer is the chair of the Finance committee.
- D. It shall be the duty of the Finance committee to assist in direct audits of Society funds according to funding source guidelines and generally accepted accounting principles. The financial records of the Society are public information and shall be made available to the membership, board members, and the public upon reasonable request.
- E. The Pricing Committee will review pricing of all John Hay Center offerings annually, present recommendations to the Board in September, and the Board will approve or disapprove recommendations at the October meeting to take effect January of the following year.

- F. While it is the expectation of every member, Officer, and Director of the Society to support and build membership, there shall be a Membership Committee of three appointed by the President, whose special duty shall be to look after the increase in membership of the Society.
- G. The Vice-President may create a committee to assist in planning the annual membership meeting.

## **SECTION XXI**

### **EXECUTIVE DIRECTOR**

The Board of Directors shall hire an Executive Director who shall serve at the will of the Board. The Executive Director may be hired at any Board meeting by a majority board vote and shall serve until removed through a vote of the majority of Board members present. Such removal may be with or without cause, and may occur at any Board meeting.

The Executive Director shall have immediate and overall supervision of the operations of the John Hay Center, and shall direct the daily business, maintain the properties, hire and discharge all staff members under her/his supervision, and perform such additional duties as may be directed by the Board.

The Executive Director has a \$500 spending limit to purchase materials or services benefiting the organization, without Board approval. Any expenditure over \$500 must be approved by the Board.

While employee termination is at the Executive Director's discretion, it is highly recommended that at least one Board member is present with the Executive Director at any termination proceeding.

The Executive Director shall make reports at the Board meetings, required by the President or the Board.

## **SECTION XXII**

### **CONFLICT OF INTEREST**

A person who has a financial interest may have a conflict of interest only if the majority of the Board decides that a conflict of interest exists.

Any Director considering entering into a financial arrangement with the Washington County Historical Society must first seek approval from the Board. Said Director can present the situation, however, cannot participate in, nor be present for, the Board vote. After exercising due diligence, the Board shall determine whether the Society can obtain, with reasonable efforts, a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest. If a more advantageous transaction or arrangement is not possible under circumstances not producing a conflict of interest, the Board shall determine by a majority vote of the disinterested Directors, whether the transaction or arrangements is in the Society's best interest and whether it is fair and reasonable.

## **SECTION XXIII**

### **PERIODIC REVIEWS**

To ensure the Society operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize tax-exempt status, periodic reviews shall be conducted by a committee of members appointed by the President. The periodic reviews shall, at a minimum, include the following subjects:

- A. Whether compensation arrangements and benefits are reasonable, based upon competent survey information, and the result of arm's length bargaining
- B. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Society's written policies, are properly recorded, reflect reasonable investment or payments for

goods and service, further charitable purposes and do not result in inurement, impermissible private benefit or in an excess benefit transaction.

# **AMENDED AND RESTATED ARTICLES OF INCORPORATION OF WASHINGTON COUNTY HISTORICAL SOCIETY, INC.**

The undersigned designated representative of Washington County Historical Society, Inc. (the "Society"), pursuant to the provisions of the Indiana Nonprofit Corporation Act of 1991, as amended (the "Act"), hereby executes the following Amended and Restated Articles of Incorporation (the "Articles"), which supersede and take the place of the previously existing Articles of Incorporation of the Society and all previous amendments thereto:

## **ARTICLE I NAME AND PRINCIPAL OFFICE**

Section 1. Name. The name of the Society is: Washington County Historical Society, Inc.

Section 2. Principal Office Address. The address of the principal office at the time of the adoption of these Articles is 307 E Market Street, Salem, IN, 47167.

## **ARTICLE II PERIOD OF DURATION**

The period during which the Society shall continue is perpetual.

## **ARTICLE III CORPORATION TYPE, MEMBERSHIP, AND DISSOLUTION**

Type of Corporation. The Society is a public benefit corporation.

Members. The Society shall have one class of members as that term is "member".

Dissolution. If Washington County Historical Society, Inc. (the "Society") is dissolved, all of its property remaining after payment and discharge of its obligations shall be transferred and conveyed, subject to any contractual or legal requirement, to one or more other organizations that have been selected by the Board of Directors, that are organized and operated for purposes substantially the same as those of the Society, and that are described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code, as the Board shall determine. Any such property not so transferred shall be disposed of by court of the appropriate jurisdiction in the county where the registered office of the Society is then located, exclusively for such tax-exempt purposes or to such tax-exempt organizations as such Court shall determine.

## **ARTICLE IV PURPOSES**

The Society shall be organized and operated exclusively for charitable purposes and other programs and projects as are described in §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986, as amended (the "Code"), or corresponding provisions of any subsequent federal tax laws.

The Society principally exists to: (a) collect and preserve historical information of Washington County; (b) gather together and preserve relics and curios that may come into our possession.; (c) solicit and receive funds for the accomplishment of the above purposes; (d) and pursue any other purpose permitted to be pursued by a charity (or, by a private foundation should this organization ever become a private foundation), as that term is defined in 26 USC §§ 501(a) and (c)(3) and associated regulations, as each may from time to time be amended.

**ARTICLE V  
PRINCIPAL INFORMATION**

President, Krista Martin, 307 E Market Street, Salem, IN, 47167.

Vice President Todd Baker, 307 E Market Street, Salem, IN, 47167.

Treasurer John Hughes, 307 E. Market Street, Salem, IN, 47167.

Secretary Tom Day, 307 E Market Street, Salem, IN, 47167.

**ARTICLE VI  
MANNER OF ADOPTION**

Section 1. Vote & Date; Action by Board of Directors. The Board of Directors duly adopted these Articles at a duly called meeting at which quorum was present or by resolution by unanimous written consent executed on \_\_\_\_\_, 20\_\_.

Section 2. Membership Vote & Date. The Membership duly voted upon and adopted these Articles at a duly called meeting at which quorum was present on \_\_\_\_\_, 20\_\_\_. The following counts applied:

Votes cast for amendment: \_\_\_\_\_

Votes cast against amendment: \_\_\_\_\_

Eligible members: \_\_\_\_\_

Section 3. Compliance. The manner of the adoption of these Amended and Restated Articles of Incorporation and the vote by which they were adopted constitute full legal compliance with the provisions of the Act, the Articles of Incorporation, and the Bylaws of the Society.

Section 4. Presentment. The undersigned officer of the Society hereby presents these Amended and Restated Articles of Incorporation to the Secretary of State of the State of Indiana for filing, representing beforehand to the Secretary of State and all persons whom it may concern that the manner of their adoption and the vote by which they were adopted constitute full compliance with the provisions of applicable law, the previously existing Articles of Incorporation, and the Society's Bylaws.

IN WITNESS WHEREOF, the undersigned President hereby verifies and affirms, subject to penalties of perjury, that the representations contained herein are true, this \_\_\_\_\_ day of \_\_\_\_\_, 20\_\_.

By:

Name: Krista Martin \_\_\_\_\_

Title: President

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END OF E-PORTAL PORTION OF ARTICLES OF INCORPORATION

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The following Additional Articles will be filed through the Indiana Secretary of State online portal as an attachment to the Amended and Restated Articles above.

**ADDITIONAL ARTICLES  
TO THE AMENDED AND RESTATED ARTICLES OF INCORPORATION OF  
WASHINGTON COUNTY HISTORICAL SOCIETY, INC.**

The following Additional Articles are supplemental to the Amended and Restated Articles of Incorporation to which they are attached. These Additional Articles and the Amended and Restated Articles of Incorporation should be read in conjunction and together constitute the entire Amended and Restated Articles of Incorporation of Washington County Historical Society, Inc. (the "Society").

**ARTICLE VII  
POWERS**

Section 1. Grant of Power. Notwithstanding any other provision of these Articles, neither the Board of Directors nor the Society shall have the power or authority to do any act that will prevent the Society from being an organization described in Code §§ 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2), or corresponding provisions of any subsequent federal tax laws. The Society shall be and hereby is empowered to acquire and own personal property, equipment, intellectual property and land for use for corporate purposes.

Section 2. Enumerated Powers. Subject to the foregoing statements, and subject to and in furtherance of the purposes for which it is organized, the Society shall possess all of the rights, privileges, and powers conferred by the Act or by other law and, in addition, the following rights, privileges, and powers:

(a) To indemnify any appropriate person against liability and expenses, and to advance the expenses incurred by such person, in connection with the defense of any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, investigative, or otherwise, and whether formal or informal, to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law.

(b) To cease its activities and to dissolve and surrender its corporate franchise.

**ARTICLE VIII  
MEMBERS**

Section 1. Creation, Classes and Voting of Members. The Society shall have one class of members as that term is defined in the Act. Each member shall be entitled to one vote.

Section 2. Criteria. Membership shall be open to good moral citizens who support and uphold the purpose, mission and vision of the Society, and to any other persons interested in the purposes of this Society

Section 3. Annual Meeting. There shall be an annual meeting of the membership for the election of Directors.

Section 4. Rights and Responsibilities. Rights and responsibilities are further delineated in the Bylaws of the Society and in the Act.

**ARTICLE IX  
DIRECTORS**

Section 1. Creation and Number. The exact number of Directors of the Society shall be specified in or fixed in accordance with the Bylaws of the Society (the "Bylaws") at a number no smaller than three (3).

Section 2. Election, Qualification, Selection, and Responsibilities. The directors of the Society shall be elected in the manner and for terms as specified in or fixed in accordance with the Bylaws. The qualification, selection, rights and responsibilities of the Directors shall be as laid forth in the Bylaws of the Society.

Section 3. Meetings. Meetings of the Board of Directors may be held at any location, either inside the State of Indiana or elsewhere.

**ARTICLE X  
REGULATION OF CORPORATE AFFAIRS**

The affairs of the Society shall be subject to the following provisions:

Section 1. No Inurement. None of the Society's net earnings shall inure to the benefit of any private individual. Notwithstanding this prohibition, the Society shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of its purposes as set forth above.

Section 2. Not a Private Foundation; Contingencies. Notwithstanding any other provision of these Articles, at any time the Society is deemed a "private foundation" described in Code § 509(a), the Society shall:

- (a) Refrain from any act of self-dealing as defined in Code § 4941(d);
- (b) Meet minimum distribution requirements in Code § 4942;
- (c) Not retain any excess business holdings as defined in Code § 4943(c);
- (d) Not make any jeopardizing investment as defined in Code § 4944; or
- (e) Not make any taxable expenditure as defined in Code § 4945(d).

Section 3. Charitable Status. Neither the Directors nor the Society shall have the power or authority to do any act that will prevent the Society from being a charity described in Code §§ 501(c)(3) and 509.

Section 4. Not an Action Society; No Political Intervention. Except as otherwise permitted by Code § 501(h), no substantial part of the activities of the Society shall be or consist of carrying on propaganda, or otherwise attempting to influence legislation. The Society shall not participate or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office, except as permitted under Code § 501(c)(3), the Code of Federal Regulations or other applicable Federal law.

Section 5. Power of Board. Subject to the provisions of these Articles and applicable law, the Board of Directors shall have complete and plenary power to manage, control and conduct all affairs of the Society.

Section 6. Amendments to Articles and Bylaws. The power to make, alter, amend, and repeal the Society's Articles and Bylaws shall be vested in the Board of Directors, subject to the provisions of these Articles, the Bylaws and applicable law.

Section 7. Liability. No officer, director, Member or employee of the Society shall be liable for any of the Society's debts or obligations.

Section 8. Reliance. All parties dealing with the Society shall have the right to rely upon any action taken by the Society pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Society's Articles, Bylaws, and applicable law.

Section 9. Committees. The Board of Directors may from time to time, in the Bylaws of the Society or by resolution, designate such committees as the Board of Directors may deem desirable for the furtherance of the purposes of the Society.

\*\*\*\*\*END OF ATTACHMENT\*\*\*\*\*

This instrument was prepared by Charitable Allies Inc.