

**AMENDED AND RESTATED BYLAWS OF
THE FORT WAYNE ARTISTS GUILD, INC.**

Amended (2/17/19)

Table of Contents

ARTICLE I General

ARTICLE II Corporate Purposes and Powers

ARTICLE III Membership and Dues

Section 1. Members

Section 2. Membership List

Section 3. Annual Dues

Section 4. Special Assessments

ARTICLE IV Member and Director Meetings

Member Meetings

Section 1. Annual Member Meetings

Section 2. Regular Member Meetings

Section 3. Special Member Meetings

Section 4. Notice of Meetings

Section 5. Waiver of Notice

Section 6. Quorum

Section 7. Rights of Voting Members

Section 8. Voting by Proxy

Section 9. Action by Written Consent

Section 10. Action by Written Ballot

Section 11. Means of Communication

Board of Directors Meetings

Section 1. Annual Directors Meeting

Section 2. Regular Directors Meetings

Section 3. Special Directors Meetings

Section 4. Notice of Special Directors Meetings and Waiver

Section 5. Quorum and Voting

Section 6. Action by Written Consent

Section 7. Absences and Removal

Section 8. Compensation

Board of Directors, Officers, Committee Chairs and Committees

Section 1. Directors

Section 2. General

Section 3. Election and Terms of Officer

Section 4. President

Section 5. Vice President

Section 6. Secretary

Section 7. Treasurer

Section 8. Committees

Section 9. Delivery of Records to Successors

Section 10. Executive Committee

Section 11. Nominating Committee

Section 12. Other Committees

ARTICLE VI Indemnification

Section 1. Indemnification by the Corporation

Section 2. Definitions

- Section 3. Entitlement to Indemnification
- Section 4. Relationship to Other Rights
- Section 5. Extent of Indemnification
- Section 6. Advancement of Expenses
- Section 7. Purchase of Insurance

- ARTICLE VII Standing Rules
- ARTICLE VIII Parliamentary Authority
- ARTICLE IX Contracts, Financial Transactions, Loans, Deposits and Gifts
 - Section 1. Contracts
 - Section 2. Financial Transactions
 - Section 3. Loans
 - Section 4. Deposits
 - Section 5. Gifts
- ARTICLE X Affiliation
- ARTICLE XI Regulation of Corporate Affairs
- ARTICLE XII Dissolution of Corporation
- ARTICLE XIII Amendments

ARTICLE I
General

- Section 1. Name.** The name of the corporation is The Fort Wayne Artists Guild, Inc. (“Corporation”).
- Section 2. Address.** The post office address of the Corporation’s registered office is P.O. Box 13437, Fort Wayne, IN 46869-3437. The registered agent in charge of the registered office is the current Treasurer of the corporation.
- Section 3. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of September and end on the last day of August next succeeding.

ARTICLE II
Corporate Purposes and Powers

- Section 1. Organization and Operations.** The Corporation is a public benefit corporation organized and operated exclusively to conduct, support, encourage, and assist such charitable and educational programs and projects as are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Internal Revenue Code of 1986 or corresponding provisions of any subsequent federal tax laws (the “Code”). Notwithstanding any provision of the Corporation’s Articles of Incorporation or these Bylaws to the contrary, neither the Board of Directors nor the Corporation shall have the power or authority to do any act that will prevent the Corporation from being an organization described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.
- Section 2. Purposes.** The purposes of the Corporation are to further the interest and knowledge of fine arts in the membership and the community and to encourage fellowship between members, the community and those of similar organizations.

ARTICLE III
Membership and Dues

- Section 1. Corporation Membership Qualifications and Definition.** Membership shall be open to all individuals eighteen (18) years of age or older, groups, and entities whose interests are consistent with the purposes of the Corporation. The term Member, contained within this document, signifies a Member of the Fort Wayne Artists Guild Incorporated. All Members of the Corporation who are current in the payment of their annual dues, at their designated level as set forth in Article III, Section I shall be deemed voting Members except for sponsoring members who are ineligible to vote.
- (A) **Member.** Open to all individuals who pay annual dues at the Member level.
- (B) **Signature Artist Member.** Open to Members who have three (3) individual works juried into one or more Ventures in Creativity Shows, and who pay dues at the Member level.
- (C) **Emeritus Member.**
- (1) Emeritus Members are entitled to lifetime membership in the Corporation.
 - (2) Previous Members designated as Life Members shall now be known as Emeritus Members.
 - (3) A perpetual list of Emeritus Members will be maintained in the records of the Membership Committee.
 - (4) The individual must have:
 - (a) been a Member of this Corporation for ten consecutive years or
 - (b) have held three Executive Committee or Board positions or;
 - (c) significantly participated in the Corporation’s activities or;
 - (5) A single contribution of five hundred dollars (\$500.00) or more shall entitle the contributor to Emeritus Membership.

(6) The qualifying member must be nominated by the Board.

Section 2. Membership List. The membership list is for the exclusive use of the Corporation and its Members; neither of whom shall sell, give, or otherwise disseminate the membership list to any other public or private entity. The Membership list is maintained by the Membership Chairperson.

Section 3. Annual Dues. Except as otherwise provided by these Bylaws, the Corporation shall collect from each Member annual dues in such amount as it shall, from time to time, deem necessary to achieve its purposes as set forth in Article II, Section 2.

(A) Payment of dues entitles the payer to all membership privileges during the ensuing fiscal year. A fiscal year begins on September 1 and ends on August 31 of the subsequent year;

(B) In the event that a Member resigns their membership, such Member shall forfeit any dues paid for the year in which such resignation occurs;

(C) If membership dues are not received by the Treasurer by September 1, the existing membership shall be deemed as expired and the member's name shall be removed from the corporate roster;

(D) Members who have resigned or who have automatically been removed from the membership roll of the Fort Wayne Artists Guild, for non-payment of dues, may be reinstated upon payment of the current fiscal year dues, but are not considered new members.

Section 4. Special Assessments. Nothing contained in this Article shall be construed to prevent or exclude the levying of an assessment for special purposes upon the members of the Corporation.

ARTICLE IV

Member and Director Meetings

Member Meetings

Section 1. Annual Member Meeting. Unless otherwise determined by the Board of Directors, there shall be an annual meeting of Members held on the third Wednesday of May of each year and at such time and place as the President shall specify. At the annual meeting, the President, Secretary, and Treasurer or their designees, shall report on the activities and financial condition. In addition, the members shall elect the officers and shall consider and act upon such other matters as may be raised consistent with the notice requirements of Article IV, Section 4.

Section 2. Regular Member Meetings. Except as herein provided regular member meetings shall be held on the third Wednesday of January, February, March, April, June, September, October, November, and December at such time(s) and place(s) as the president shall specify for purposes of;

(A) providing fine art instruction and workshops,

(B) considering and acting upon such matters as may be raised consistent with the notice requirements of Article IV, Section 4.

(C) A regular meeting of members shall be cancelled, without notice to the members due to weather conditions or other circumstances.

(D) The day on which and/or months in which the regular meetings of members are to be held may be changed by resolution and approval of a majority of the Board.

Section 3. Special Member Meetings. Special meetings of the Members of the Corporation shall be called by the President within thirty (30) days of his or her receipt of;

(A) a written request signed by a majority of the Board of Directors or

(B) a written petition describing the purpose of the meeting that is dated and signed by the holders of at least ten percent (10%) of the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting.

(C) a special meeting shall be held at such time and place as the President shall specify. Notice of such special meeting and the purposes of such special meeting shall be given in accordance with the requirements of Article IV, Section 4.

Section 4. Notice of Meetings. The Corporation shall give notice of meetings of Members in a fair and reasonable manner. Fair and reasonable notice shall be deemed to have occurred if;

(A) Members are given at least ten (10) days prior notification, of the date, time, and place of each regular meeting.

(B) Notice of special meetings must include a description of the purpose for which the meeting is called.

(C) Notification shall be in the Corporation's newsletter or other electronic means. This notice must include a description of any matter or matters to be considered at the meeting that require member approval.

(D) Except as provided by statute, if an annual, regular, or special meeting of Members is adjourned to a different date, time, or place, notice is not required to be given if this information is announced at the prior meeting before adjournment.

Section 5. Waiver of Notice. Notice may be waived in writing, signed by the Member entitled to notice, and filed with the minutes or the Corporate records. Attendance at or participation in any meeting shall;

(A) waive objection to lack of notice unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting and

(B) waive objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the Member objects to considering the matter when the matter is presented.

Section 6. Quorum. A quorum shall be and is defined as 25% of the total voting membership.

(A) The quorum status is to be reported, at any meeting, at the end of the Secretary's report.

(B) Any meeting of members, including annual and special meetings or any adjournments thereof, may be adjourned to a later date although less than a quorum is present.

(C) Unless at least 25% of the membership entitled to vote is voting, the only matters that may be voted upon at an annual or a regular meeting of members are those matters that are described in the meeting notice.

Section 7. Rights of Voting Members. Each voting members shall;

(A) Be entitled to one (1) vote on matters requiring a vote by the Members of the Association;

(B) Be admitted to any function of this Corporation, upon payment of fees, if any;

(C) Be eligible for election or appointment to any office or committee;

(D) Be eligible to receive other services provided by this Corporation.

Section 8. Voting by Proxy. A Member may vote by proxy executed in writing by the Member or by his or her duly authorized attorney-in-fact. No proxy shall be valid after eleven (11) months from the date of its execution, unless otherwise provided in the proxy. An appointment of a proxy is revocable by the Member.

Section 9. Action by Written Consent. Any action required or permitted to be taken at any meeting of the members of the Corporation may be taken without a meeting of members if the action is approved by members holding at least eighty percent (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions:

(A) is signed by that number of members representing eighty percent (80%) of the votes entitled to be cast on the action; and

(B) is filed with Corporation's minutes. Request for written consent must be delivered to Members entitled to vote on the action.

Section 10. Action by Written Ballot. Any action that may be taken at an annual, regular, or special meeting of the Members may be taken without a meeting if statutorily allowed and the Corporation delivers a written ballot to every Member. The written ballot must set forth proposed action and provides an opportunity to vote for or against each proposed action;

(A) approval by written ballot is valid only when:

(1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action and

(B) A solicitation for votes by written ballot must:

(1) indicate the number of responses needed to meet the quorum requirements;

(2) state the percentage of approvals necessary to approve each matter;

(3) specify the time by which a ballot must be received by the Corporation to be counted;

(C) A written ballot may not be revoked.

Section 11. Means of Communication. The Corporation and the Board of Directors may conduct any meeting of members through

(A) any means of communication by which all members participating may simultaneously hear each other during the meeting;

(B) or by electronic means such as e-mail if a majority have access to that means of communication. A member participating in a meeting by such means shall be considered present in person at the meeting.

Board Meetings

Section 1. Annual Directors Meeting. There shall be a meeting of the Board of Directors, hereinafter referred to as the annual meeting, for the purpose of addressing such matters as may be raised and for which notice was given to the members. The annual meeting of the board of directors shall be held prior to the regular meeting of members for the month of May.

Section 2. Regular Directors Meetings. The Board of Directors shall hold at least four (4) regular meetings for the purpose of transacting such business as may come before it.

Section 3. Special Directors Meetings. Notwithstanding the preceding Section 3 of this Article IV, the Board of Directors may hold special meetings for any lawful purpose upon proper notice, as described in Section 4 of this Article IV, upon call by the President of the Corporation, one-third (1/3) of the members of the Board of Directors, or the Executive Committee. A special meeting shall be held at such date, time, and place within or without the State of Indiana as is specified in the call of the meeting. The purpose of any such meeting need not be specified.

Section 4. Notice of Special Meetings and Waiver. Oral or written notice of the date, time, and place of each special meeting of the Board of Directors shall be communicated, delivered, or mailed by the Secretary of the Corporation, or by the person or persons calling the meeting, to each member of the Board of Directors so that such notice is effective at least three (3) days before the date of the meeting. The notice need not describe the purpose of the special meeting. Oral notice shall be effective when communicated. Written notice shall be effective at the earliest of the following:

(A) When received;

(B) Five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the Corporation;

(C) On the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or;

(D) Thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Notice may be waived in writing, signed by the Director entitled to notice, and filed with the minutes or the corporate records. Attendance at or participation in any meeting of the Board of Directors shall constitute a waiver of notice of such meeting unless the Director shall, at the beginning of the meeting or promptly upon the Director's arrival, object to holding the meeting and does not vote for or assent to any action taken at the meeting.

Section 5. Quorum and Voting. Each Board member holding office pursuant to Article V, Section 1 (A) and 1 (B) shall be entitled to one (1) vote on any matter coming before a meeting of the Board (those entitled to vote being hereinafter referred to as "voting directors").

A quorum of the Board consists of a majority of the Board in office immediately before a meeting begins. The quorum must not be fewer than the greater of the following: One-third (1/3) of the number of the Board in office or 3.

The Secretary shall report if a quorum is present.

Section 6. Action by Written Consent. Any action required or permitted to be taken at any meeting of the Board of Directors, or any committee thereof, may be taken without a meeting if a written consent describing such action is signed by all voting directors or all committee members, as the case may be, and such written consent is included in the minutes or filed with the corporate records reflecting the action taken.

Action taken by written consent shall be effective when the last director or committee member signs the consent, unless the consent specifies a prior or subsequent effective date. A consent received from a board member's e-mail address shall constitute written consent and shall be filed as such by the Secretary. A consent signed as described in this Section 6 shall have the effect of a meeting vote and may be described as such in any document.

Section 7. Absences and Removal. A director's absence from two (2) consecutive meetings without legitimate excuse shall be cause for removal by a two-thirds (2/3) vote of the Board of Directors. A letter shall be sent by certified mail to such absent director advising the individual of his or her removal. The individual may be reinstated by the Board of Directors, after a hearing, and approval for such reinstatement by a majority of the Board of Directors.

Section 8. Compensation. Members of the Board of Directors shall receive no compensation or remuneration for their services as directors of the Corporation as described herein.

ARTICLE V

Board of Directors, Officers, Committee Chairs and Committees

Section 1. Directors. The affairs of the Corporation shall be managed, controlled, and conducted by, and under the supervision of, the Board of Directors, subject to the provisions of the Corporation's Articles of Incorporation and these Bylaws. Except during any period in which the Corporation has an immediate Past President, the Board of Directors shall consist of the Executive Board and Chairpersons.

The Board of Directors shall be comprised of the following persons;

- (A) **Officers of the Corporation.** President, Vice President, Secretary, and Treasurer. Each of the foregoing officers shall take office at the time of their election. The Immediate Past President shall be an ex-officio director.
- (B) **Chairpersons.** The President, with the assistance of the other Officers shall appoint the necessary Chairpersons as needed.
- (C) **The Immediate Past President** shall take office on the Board of Directors on the first day after vacating the office of President. This position shall remain vacant during any period in which there is no Immediate Past President.

Officers and Committee Chairs

Section 2. General.

(A) No person may simultaneously hold more than one (1) office.

(1) A successor is elected, designated, or appointed and qualified or;

(2) There is a decrease in the number of directors.

(B) No person may hold the same office for more than three (3) consecutive terms.

(1) Any officer who has served three (3) consecutive one (1) year terms shall not be eligible for reelection to the office which he or she is vacating for at least one (1) year following the expiration of his or her third one (1) year term.

(2) A term of less than one (1) year shall not be counted in determining an officer's eligibility to serve consecutive terms as an officer of the Corporation.

(3) The Board of Directors may vote to allow an additional one (1) year term at its discretion.

(D) All officers shall be members in good standing with the Corporation at the time of being elected to office and, after his or her election to office, shall serve as a director of the Corporation.

(E) Any officer may be removed by a majority vote of the members of the Corporation at any time, with or without cause. However, a removed officer shall have the right to contest the removal by the procedures described in the Indiana Code as pertaining to public benefit corporations.

(F) Any vacancy occurring in any office shall be filled by the Board of Directors, and the person elected to fill such vacancy shall serve until the expiration of the term vacated.

Section 3. Election and Terms of Officer. At the annual meeting of the members of the Corporation immediately preceding the date of the expiration of the term of any officer, or at a special meeting called for such purpose, the members of the Corporation shall elect, from a list of nominees, a new officer to replace the officer whose term will expire, or has expired. All officers shall take office on the day after the meeting at which they are elected.

Section 4. President. The President shall;

- (A) preside at all meetings of the members and of the Board of Directors;
- (B) be responsible for the implementation of decisions made by and policies established by the Board of Directors;
- (C) serve as an ex-officio member of all committees, unless otherwise provided by the Board of Directors or by these Bylaws;
- (D) direct the publication of the Corporation's
 - (1) newsletters;
 - (2) the publication of all special meeting notices of the members and of the Board of Directors;
 - (3) the publication of the Corporation's membership list.

Section 5. Vice President. The Vice President shall;

- (A) act in the place of the President and be empowered to perform all acts which the President is authorized to perform;
- (B) arrange all programs for the regular meetings of the members;
- (C) appoint such committees as are necessary to provide enriching programs;
- (D) provide the President, on or before the first day of each regular meeting, the resume(s) of the guest speaker(s);
- (E) shall perform such other duties as the Board of Directors or President may prescribe.

Section 6. Secretary. The Secretary shall;

- (A) be the custodian of the certificate of incorporation, records (excepting financial records), and minutes of the meetings of members and of the board of directors;
- (B) the secretary shall prepare and enter in the minute book the minutes of all meetings of members and of the board of directors, and authenticate records of the corporation as necessary.
- (C) The Secretary shall perform the duties usual to such position and such other duties as the Board of Directors or President may prescribe.

Section 7. Treasurer. The Treasurer shall;

- (A) prepare and file all required tax statements and returns;
- (B) perform the duties usual to such a position and such other duties as the Board or President may prescribe;
- (C) receive membership applications and dues and forward applications to the Membership Chair;
- (D) be bonded; if the Treasurer is not bonded when elected, then the Corporation shall obtain bond insurance for the Treasurer and pay all premiums there in;
- (E) prepare and maintain correct, complete records of account showing accurately the financial condition of the Corporation;
- (F) disburse the funds of the Corporation based upon proper vouchers for such disbursement;
- (G) furnish directors with a written statement of the financial condition of the corporation at, or prior to, each board meeting or when requested;
- (H) make an oral report or publish in the newsletter the financial condition of the Corporation at each regular meeting of the members;
- (I) prepare and submit an annual budget to the Board Directors for approval at its annual meeting;
- (J) prepare and keep current a list of the Corporation's members, including names, addresses, telephone numbers, and membership categories, and email address- if available;

Committees.

Section 8. Committees. Committees shall be set annually by the Executive Board.

Section 9. Delivery of Records to Successors. Any retiring officer shall, within two (2) weeks of vacating his or her office, deliver to his or her successor all books, files, reports and equipment pertaining to the office he or she is vacating.

Section 10. Executive Committee. The Executive Committee shall;

- (A) be composed of the Corporate President, Vice President, Secretary, and Treasurer;
- (B) have and exercise all of the authority of the Board of Directors in the management of the Corporation's affairs during intervals between the meetings of the Board of Directors;
- (C) determine the actions of the Executive committee by a quorum vote;
- (D) maintain, in the Secretary's report, fair and accurate records of all proceedings of the Executive Committee to be distributed to the Board of Directors;
- (E) report all actions by the Executive Committee to the Board of Directors at its next regular meeting.

Section 11. Nominating Committee. The Nominating Committee shall;

- (A) be determined by the Board and composed of member(s) of the Corporation who are in good standing;
- (B) establish procedures, subject to the approval of the Board of Directors, for the identification of nominees for officers of the Corporation;
- (C) present a slate of nominees for office to the members of the Corporation at least thirty (30) days prior to the annual meeting.

Section 12. Other Committees. The President or the Board of Directors may establish other committees. to accomplish the goals and perform the programs of the Corporation. Such committees shall;

- (A) be composed of any corporate member(s), and have a Chairperson appointed by the President, subject to the approval of the Board;
- (B) be under the direction of the President or the Board of Directors;

ARTICLE VI

Indemnification

Section 1 Indemnification by the Corporation. To the extent not inconsistent with applicable law, every person (and the heirs and personal representatives of such person) who is or was a director, officer, employee, or agent of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him or her in connection with or resulting from any claim, action, suit, or proceeding

- (A) if such person is wholly successful with respect thereto or,
- (B) if not wholly successful, then if such person is determined as provided in Section 3 of this Article VI to have acted in good faith, in what he or she reasonably believed to be the best interests of the Corporation (or, in any case not involving the person's official capacity with the Corporation, in what he or she reasonably believed to be not opposed to the best interests of the Corporation) and, in addition, with respect to any criminal action or proceeding, is determined to have had reasonable cause to believe that the conduct was lawful (or no reasonable cause to believe that the conduct was unlawful). The termination of any claim, action, suit, or proceeding, by judgment, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that a person did not meet the standards of conduct set forth in this Article VI.

(C) Each Member of the Corporation shall indemnify and hold the Corporation harmless from;

- (A) any personal injury sustained by the Member at an event sponsored by the Corporation and
- (B) any damage to or theft of art work sustained at an event or exhibition sponsored by the Corporation.

Section 2. Definitions.

(A) As used in this Article VI, the terms "claim, action, suit, or proceeding" shall include any threatened, pending, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation, any other corporation or otherwise), civil, criminal, administrative, or investigative, whether formal or informal, in which a person (or her or his heirs or personal representatives) may become involved, as a party or otherwise:

- (1) By reason of his or her being or having been a director, officer, Employee, or agent of the Corporation or of any corporation where he or she served as such at the request of the Corporation; or
- (2) By reason of his or her acting or having acted in any capacity in a corporation, partnership, joint venture, association, trust or other organization or entity where he or she served as such at the request of the Corporation; or
- (3) By reason of any action taken or not taken by him or her in any such capacity, whether or not he or she continues in such capacity at the time such liability or expense shall have been incurred.

(B) As used in this Article VI, the terms "liability" and "expense" shall include, but shall not be limited to, counsel fees and disbursements and amounts on behalf of, a person.

(C) As used in this Article VI, the term "wholly successful" shall mean;

- (1) termination of any action, suit, or proceeding against the person in question without any finding of liability or guilt
- (2) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any action, suit, or proceeding; or
- (3) the expiration of a reasonable period of time after the making of any claim or threat of any action, suit, or proceeding without the institution of the same, without any payment or promise made to induce a settlement.

Section 3. Entitlement to Indemnification. Every person claiming indemnification hereunder (other than one who has been wholly successful with respect to any claim, action, suit, or proceeding) shall be entitled to indemnification if;

- (A) special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case selected by the Board of Directors, whether or not a disinterested quorum exists (such counsel or person or persons being hereinafter called the referee), shall deliver to the Corporation a written finding that such person has met the standards of conduct set forth in the preceding Section 1 of this Article VI, and
- (B) the Board of Directors, acting upon such written finding, so determines. The person claiming indemnification shall, if requested, appear before the referee and answer questions which the referee deems relevant and shall be given ample opportunity to present to the referee evidence upon which he or she relies for indemnification. The Corporation shall, at the request of the referee, make

available facts, opinions, or other evidence in any way relevant to the referee’s findings which are within the possession or control of the Corporation.

Section 4. Relationship to Other Rights. The right of indemnification provided in this Article VIII shall be in addition to any rights to which any person may otherwise be entitled.

Section 5. Extent of Indemnification. Irrespective of the provisions of this Article VI, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees, agents, or other persons to the fullest extent permitted by applicable law, or, if not permitted, then to any extent not prohibited by such law, whether on account of past or future transactions.

Section 6. Advancement of Expenses. Unless an individual is entitled to indemnification, expenses incurred with respect to any claim, action, suit or proceeding may be advanced by the Corporation through action of a quorum of the Board of Directors, if good cause is shown.

Section 7. Purchase of Insurance. The Board of Directors is mandated and directed to purchase insurance covering the Corporation’s liabilities and obligations under this Article VI and insurance protecting the Corporation’s directors, officers, employees, agents, or other persons.

ARTICLE VII

Standing Rules

In order to comply with the specific provisions of these Bylaws, the Board of Directors shall have the power to establish “Standing Rules,” which shall have the same force and effect as these Bylaws; provided, however, under no circumstances shall any Standing Rule have the effect of amending these Bylaws. Standing Rules may be amended or rescinded by the Board of Directors but shall be reported in writing to the members of the Corporation.

ARTICLE VIII

Parliamentary Authority

Robert’s Rules of Order Newly Revised shall be the parliamentary authority for all matters of procedure not specifically covered by these Bylaws or by specific rules of procedure adopted by the Corporation.

ARTICLE IX

Contracts, Financial Transactions, Loans, Deposits and Gifts

Section 1. Contracts. The Board of Directors may authorize one (1) or more officers or agents of the Corporation to enter into any contract or execute any instrument on its behalf. Such authorization may be general or confined to specific instances. Unless so authorized by the Board of Directors, no officer, agent, or employee shall have any power to bind the Corporation or to render it liable for any purpose or amount.

Section 2. Financial Transactions. Designated officers for financial transactions shall be the Treasurer or the President.

Section 3. Loans. Unless authorized by the Board of Directors, no loan shall be made by or contracted for on behalf of the Corporation and no evidence of indebtedness shall be issued in its name.

Section 4. Deposits. All funds of the Corporation shall be deposited to its credit in such bank, banks, or other depositories as the Board of Directors may specify.

Section 5. Gifts. The Board of Directors may accept on behalf of the Corporation any gift, bequest, devise, or other contribution for the purposes of the Corporation on such terms and conditions as the Board of Directors shall determine.

ARTICLE X

Affiliation

The Corporation may affiliate with other cultural or artist groups or foundations Upon the affirmative vote of a majority of the members present at a meeting of the members at which the issue of affiliation is considered, but only if the affiliation will not cause the Corporation to lose its identity or cause a conflict with any provision of the Corporation’s Articles of Incorporation or these Bylaws.

ARTICLE XI

Regulation of Corporate Affairs

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

(A) Notwithstanding any other provision of the Corporation’s Articles of Incorporation or these Bylaws, if for any taxable year the Corporation is deemed a “private foundation” described in Section 509(a) of the Internal Revenue Code of 1986, as amended (the “Code”), the Corporation’s income shall be distributed at such time and in such manner as not to subject the Corporation to the tax imposed by Section 4942 of the Code.

(B) Notwithstanding any other provision of the Corporation’s Articles of Incorporation or these Bylaws, at any time the Corporation is deemed a “private foundation” described in Section 509 (a) of the Code, the Corporation shall not:

- (1) Engage in any act of self-dealing as defined in Section 4941(d) of the Code;
- (2) Retain any excess business holdings as defined in Section 4943(c) of the Code;
- (3) Make any investment in such manner as to subject the Corporation to tax Section 4944 of the Code; or
- (4) Make any taxable expenditure as defined in Section 4945(d) of the Code.

- (C) Except as otherwise permitted by Section 501(h) of the Code, no substantial part of the activities of the Corporation shall be or consist of carrying on propaganda, or otherwise attempting, to influence legislation.
- (D) The Corporation 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.
- (E) None of the Corporation's net earnings shall inure to the benefit of any private individual.
- (F) No officer or director of the Corporation shall be liable for any of its obligations.
- (G) All parties dealing with the Corporation shall have the right to rely upon any action taken by the Corporation pursuant to authorization by the Board of Directors by resolution duly adopted in accordance with the Corporation's Articles of Incorporation, these Bylaws, and applicable law.

ARTICLE XII

Dissolution of Corporation

If the Corporation 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 Corporation, and that are described in Sections 170(c)(2)(B), 501(c)(3), 2055(a)(2), and 2522(a)(2) of the Code.

ARTICLE XIII

Amendments

Section 1. Amendments to Bylaws. The power to make, alter, amend, or repeal these Bylaws is vested in the members of the Corporation. The members of the Corporation may amend these Bylaws, subject to the provisions of Indiana Code Section 23-17-18 and the following provisions of this Article XVI.

(A) Presentation . A proposed amendment to these Bylaws shall;

(1) be presented at a regular member meeting and voted on at the following meeting.

* Draft revisions by members: Linda Galloway, Toni McAlhany, Randy Roberts on June 12, 2017

Final Draft Revisions

**Revised by Board of Directors and Chairpersons: Barb Yoder, Karen Harvey, Dianna Burt, Susan Wenger, Darlene Selzer-Miller, Terri Buchholz, John Kelty, Lynne Padget, Nancy Longmate on Feb. 6, 2019

Submitted by Dianna Burt 2/17/19