

# INDIANA STATE WRESTLING ASSOCIATION, INC. BY-LAWS



## ARTICLE I. NAME

**Section 1.** This organization shall be known as the Indiana State Wrestling Association, Inc. (ISWA).

## ARTICLE II. PURPOSES, POWERS AND LIMITATIONS

**Section 1.** Purpose: This Corporation is organized exclusively for the following charitable and educational purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c) (3) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

- A) To promote safe and enjoyable amateur wrestling in the state of Indiana.
- B) To be organized and exist, and to conduct its business as a not-for-profit organization within the definition of the Internal Revenue Code Section 501 (c) (3), under the Indiana Not-for-Profit Corporation Act of 1971, (hereinafter referred to as the “Act”), and other applicable federal and state laws that pertain to operations of such a not-for-profit organization.
- C) To make the disciplines of Amateur Wrestling available to all persons who qualify and are registered with the ISWA.
- D) To promote and protect the mutual interest of it’s registered members and constituent clubs.
- E) To cooperate with other groups and organizations in the promotion of Amateur Wrestling.
- F) To seek sources of local support including but not limited to:
  - 1. Junior and Senior High School facilities, coaches meeting places.
  - 2. YMCA and YWCA
  - 3. Boys and Girls Clubs
  - 4. CYO
  - 5. Parks and Recreation Departments
  - 6. Churches
  - 7. Local Parents Groups
  - 8. Former Wrestlers
  - 9. News Media
- G) To govern and control the conduct of all Amateur Wrestling meets and activities held under the sanction of the ISWA as prescribed by the National Governing Body for Wrestling, with ISWA modifications.
- H) To review and update policies and procedures relating to the corporations wrestling program.
- I) To obtain, train and certify qualified personnel to carry out the programs of the ISWA.
- J) To develop plans for effective communications with the local media for coverage and assist with the wrestling program.
- K) To coordinate all activities which further the purpose of the ISWA.
- L) To foster national and international wrestling under the guidance, auspices and in

accordance with the Articles of Incorporation, By-Laws and policies established by the National Governing Body for Wrestling. Further, to assist the NGB in the administration and enforcement of the provisions of the By-Laws, policies and decisions of the NGB, within and upon its members and or within its jurisdiction.

- M) To perform any purpose which such not-for-profit corporations are authorized under the “Act.”

**Section 2. Powers:** The Corporation shall have all of the general rights, privileges, and powers conferred upon Corporations created by the Act, but shall be limited to the exercise of only such powers as are in furtherance of the purposes expressly provided for in Section 1 of this Article and as are in furtherance of activities permitted to be carried on by a corporation exempt from Federal income tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 and a Corporation, contributions to which are deductible under Section 170(c) (2) of the Internal Revenue Code of 1986 (or the corresponding provisions of any future United States Internal Revenue Law).

Subject to any limitations or restrictions imposed by law, or these By-Laws, or any amendment hereto, the Corporation shall have the following general rights, privileges and powers:

- A) To continue as a Corporation under it’s corporate Name perpetually.
- B) To sue and be sued in its corporate name.
- C) To acquire, own, hold, use, lease, mortgage, pledge, sell, convey, or otherwise dispose of property, real or personal, tangible or intangible, which shall be dedicated to furtherance of the purposes provided for in Section 1 of this Article.
- D) To borrow money and to issue, sell or pledge its obligations and evidences of indebtedness, and to mortgage its property to secure the payment thereof.
- E) To appoint such officers and agents as the affairs of the Corporation may require and define their duties and fix their compensation, provided that such compensation is a fair and reasonable amount for services actually rendered to the Corporation.
- F) To indemnify any director or officer or former director or officer of the Corporation against expenses actually and reasonable incurred by him/her in connection with the defense of any civil action, suit, or proceeding in which he/she is made or threatened to be made, a party by reason of being or having director or officer.
- G) To make By-laws for the government and regulation of its affairs.
- H) To cease its activities and dissolve and surrender its Corporate franchise.
- I) To do all acts and things necessary, convenient or expedient to carry out the purposes for which it is formed.

**Section 3. Limitations:** The Corporation shall not possess the power of engaging in any activities for the purpose of or resulting on the pecuniary remuneration to its members as such. This provision shall not prohibit fair and reasonable compensation to members for services actually rendered; nor shall it prohibit the Corporation from charging a fee for services rendered; nor shall it prohibit from charging a fee for admission to all activities or other undertakings so long as any funds so raised do not inure to the profit of its members.

### **ARTICLE III. MEMBERSHIP**

**Section 1.** Membership shall consist of three classes:

- A) Lifetime Members: Consisting of those specified in the year of incorporation, 1978, and

those so nominated annually by the Board of Directors.

- B) Wrestling Club Representatives: An Amateur Wrestling Club shall be any organization with ten or more members, which has been recognized as an Amateur Wrestling Club by the Board of Directors. The membership of a club representative shall be terminated at any given time with cause by the Board of Directors giving written notice to such club member.
- C) Honorary Members: This class is limited to representatives from other amateur sports or mutual interest organizations (ie: Indiana High School Wrestling Coaches Association, Indiana College Wrestling Coaches Association, etc.)

**Section 2. Fees:** A club shall not be a member of the Indiana State Wrestling Association, Inc. until the corporation has received payment for the club's annual dues as determined by the Governing Body.

- A) Any and all registered member clubs, upon payment of applicable fees and submitting of appropriate forms, are entitled to the following:
  - 1. A vote at all Meetings of the Governing Body.
  - 2. Materials provided by the ISWA and/or National Organizations.
  - 3. Publications, schedules and newsletters concerning Local and National Events.
  - 4. Liability coverage provided club athletes are registered with the ISWA.
- B) Other State and/or National Organizations as determined by the members of the Board of Directors.

**Section 3. Rights, Preferences, Limitations, and Restriction of Classes:**

Each member of the corporation agrees to abide by the By-Laws of the Corporation and all other rules and regulations adopted by the Governing Body. Any member who shall fail to comply with the requirements of the By-Laws or the rules and regulations made pursuant thereto shall, if the Governing Body so determines, forfeit his/her membership and any and all rights in the corporation and its property.

#### **ARTICLE IV. THE GOVERNING BODY OF THE CORPORATION**

**Section 1.** The Governing Body of the Corporation shall be made up of the following:

- A) Officers of the Corporation: Shall each have one (1) vote on any matter concerning the corporation.
- B) Board of Directors of the Corporation: Shall each have one vote on any matter concerning the corporation.
- C) Section Directors: Shall have one vote on any matter concerning the Corporation
- D) Lifetime Members: Shall have one vote on any matter concerning the Corporation.
- E) Each Wrestling Club Representative shall have one vote for their club at the Annual Meeting as well as all called meetings of the Corporation. This vote must be cast in person by a duly authorized representative of the club. This authorization must be on file with the ISWA Secretary at any meeting where this vote may be cast. This officer must be listed on the current club application.
- F) Honorary Members: In no event shall an Honorary Member be entitled to a vote on any corporate matter.
- G) In no case will votes by proxy be allowed.
- H) In no case will any person, who is eligible to vote at any meeting of the Corporation or

Board of Directors, have more than one (1) vote.

**Section 2.** The ISWA shall affiliate with and register its members with the USOC designated National Governing Body for Wrestling in the United States.

## **ARTICLE V. MEETINGS**

**Section 1.** The corporation shall have one Annual Meeting per year.

- A) This meeting for the corporation shall be held the second Sunday in September.
- B) A notice of the time and place of the Annual Meeting will be sent USPS as well as electronically to all voting delegates thirty days in advance of the meeting.
- C) A quorum at the Annual Meeting will be composed of twenty percent of the Governing Body. All action taken will require a 50% plus 1 vote of the eligible voting members present.
- D) The order of business shall include the following:
  - 1. Roll Call
  - 2. Presentation of the previous minutes
  - 3. Treasurers report
  - 4. Election of Officers
  - 5. Old Business
  - 6. New Business
  - 7. Directors reports will be placed in publication for review
  - 8. Adjournment

**Section 2.** The State Chair shall call at least seven additional meetings of the Governing Body of the Corporation annually.

- A) No more than one meeting of the corporation will be held in any month.
- B) Each Voting Delegate will be notified by mail and/or email, by the ISWA office, at least ten days prior to all called meetings.
- C) At all called meetings of the Governing Body a quorum shall consist of the voting delegates present, and in no case shall a quorum consist of less than six voting delegates, at least three of which are elected officers.
- D) Special Board of Directors or Executive Committee meetings as called by the State Chair or Chairman of the Board, will require a minimum of twenty-four hours notice.

## **ARTICLE VI. OFFICERS, EXECUTIVE COMMITTEE AND BOARD OF DIRECTORS**

**Section 1.** The officers for the Governing Body of the Corporation shall consist of the following:

- A) State Chair, 2 Vice-Chairs, Secretary and Treasurer
- B) Each officer shall be elected by the Governing Body for a term of one (1) year. The officers shall constitute the Executive Committee and become members of the Board of Directors.
  - 1). In order to be eligible for election to the position of State Chair, the candidate must have served at least 2 years on the board of directors or executive committee within the last 15 years. This requirement is in place to allow the board to continue operations, uninterrupted.
- C) The elected Officers shall take office on the first day of the month following the Annual Meeting of the Corporation.

- 1.) If the state chair is unable to complete his term, the senior Vice Chair (most years on the Executive Board) shall assume the office of state chair until the annual meeting in which each of the voting delegates determine the new elected officer.
- 2.) If an elected officer (other than State Chair) is unable to complete their term, the executive board shall place nominees for the vacant position on a ballot. Voting will be conducted at the next monthly board meeting to fill the vacancy for the remainder of the term.

D) The duties of the Elected Officers are as follows:

1. State Chair
  - a. Shall preside over the meetings of the Corporation.
  - b. Shall be responsible for carrying out the policies as established by the Corporation.
  - c. Shall appoint necessary committees.
  - d. Shall serve as ex-officio member, without the privilege of a vote, of all standing committees.
  - e. Shall serve in all decisions of expenditures of the sub-committee funds in the Subcommittee chairperson's absence.
  - f. Calls all meetings of the corporation of which there shall be at least seven annually (not to include the Annual Meeting).
2. Vice Chair
  - a. Each as designated - shall assist with the Administration and Program segments of the corporation.
  - b. Each shall be readily available to act and or chair meetings in the absence of the State Chair.
3. Secretary
  - a. Shall keep the minutes and recordings of all proceedings of the corporation.
  - b. Shall provide the minutes of each meeting to the designated person for delivery to Directors for review at least two weeks prior to the next board meeting. Minutes will then be delivered to Club Representatives after approval by board in accordance with the By-Laws.
4. Treasurer
  - a. Shall receive all monies accruing to the corporation.
  - b. Shall deposit these monies in the accounts as directed.
  - c. Shall pay all expenses as approved by the corporation.
  - d. Shall submit an accounting of the Treasury at the Annual Meeting and at least four called meetings of the corporation.
  - e. Shall provide a monthly report of all assets and liabilities along with a monthly balance sheet of all assets of all bank accounts.

**Section 2. Executive Committee:**

- A) The Executive Committee shall consist of the five elected officers of the Corporation.
- B) The Executive Committee shall, consistent with the policies established by the Board, exercise the powers and perform duties of the Board between meetings of the Board, if the Board has a lapse of two months without a called meeting,
- C) The Executive Committee shall make a report of its activities since the last Board meeting and present it at the regular Board meeting.

**Section 3.** The Officers shall have the authority to nominate additional Directors to assist with the business of the Corporation. The elected officers will meet within two weeks after the election to review the nominated Board Members as recommended by the State Chair. These nominees will then come before the current Board Members for a vote.

- A) Each member of Board of the Directors shall be appointed for one year. In no case will the total number of directors exceed 30.
- B) Each appointed member shall take office on the first day of the month following approval by the board the Annual Meeting of the Corporation. And/or
- C) Each appointed director shall be responsible for:
  - 1. Carrying out all duties and functions as their title indicates, in accordance with their job description, provided by the officers of the corporation.
  - 2. Work in any other area as assigned by the State Chair.
  - 3. Furnish a written report of their segment at the Annual meeting of the Corporation.
- D) Board members automatically lose their position as a board member upon
  - 1. if that person misses 34% of board meetings in one year
  - 2. if the person is convicted of a felony

(These reasons can be nullified by the Executive Committee for special circumstances, with prior approval).

**Section 4.** Section Directors shall be approved by the Board of Directors annually. The responsibility for nominating a director from each designated section, as defined in Article XIII, shall be the duty of the elected officers.

#### **Section 5. Nominations**

- A) The nominating committee shall consist of one Board Member, Section Directors or their appointees and one member at large as chosen by the Board of Directors. The Chairman of the nominating committee shall be one of these designated members of the nominating committee and shall be appointed to that position by the Board of Directors.
- B) The committee will select a slate of nominees to be presented at the Annual meeting. This slate shall be selected by names submitted by eligible voting delegates and shall have background checks completed. If it is not possible to draw from these submitted names, this committee shall have the authority to fill the slate from duly registered ISWA members.
- C) Requests for nominations will go out to eligible voting delegates by mail no later than July 1. All nominations must be returned postmarked no later than August 1st.
- D) At the Annual meeting the selected slate of Officers, as prepared by the committee, shall be presented to those Voting Delegates in attendance. At that time, additional nominations shall be allowed from the floor.
- E) In case of a tie vote, the State Chair shall cast the deciding vote, unless the tie breaking vote is for the State Chair position. The senior Vice Chair position shall have the deciding vote if this is the case.

### **ARTICLE VII. FINANCES**

**Section 1.** Income for the Corporation and its subcommittees shall be derived from the State Tournaments and any other ISWA sponsored or sanctioned event in the state. (Sanctioned events are defined as those events of any of the disciplines in any age group levels for amateur wrestling).

**Section 2.** Income for the ISWA annual program shall include, but not be limited to, athlete registration, club registration, sanction fees and any contribution or other source deemed appropriate by the Corporation, such as donations and grants.

## **ARTICLE VIII. SANCTIONING**

**Section 1.** The legal responsibility of sanctioning an event is up to the sponsoring club. The ISWA will provide the service of securing the event sanction.

## **ARTICLE IX. RULES OF ORDER**

**Section 1.** The Robert's Revised Rules of Order shall govern the procedures in all matters not covered in the By-Laws of the Corporation.

## **ARTICLE X. SELECTING VENDORS FOR THE STATE FINALS**

**Section 1.** The Board of Directors shall approve all non-food vendors participating in the State Finals. Vendors who wish to participate shall submit a written application to the ISWA office at least 60 days prior to competition to allow time for the Board to review.

## **ARTICLE XI. ADMINISTRATION AND MANAGEMENT DIVERSITY TO CARRY OUT PROGRAM**

**Section 1.** Annually the Board of Directors shall apply geographic areas, referred to as a section, for the purpose of carrying out the program of the ISWA. The number of sections are to be determined by the growth potential in any one segment of the state.

**Section 2.** The state will be divided into five geographic sections defined as follows:

- A) SECTION 1 - This section includes the counties of Benton, Carroll, Cass, Fulton, Jasper, Lake, Laporte, Marshall, Newton, Porter, Pulaski, Starke, Tippecanoe and White.
- B) SECTION 2 - This section includes the counties of Adams, Allen, Blackford, DeKalb, Elkhart, Grant, Howard, Huntington, Kosciusko, Lagrange, Miami, Noble, St. Joseph, Steuben, Wabash, Wells and Whitley.
- C) SECTION 3 - This section includes the counties of Boone, Clay, Clinton, Fountain, Hamilton, Hendricks, Marion, Montgomery, Morgan, Owen, Parke, Putnam, Tipton, Vermillion, Vigo and Warren.
- D) SECTION 4 - This section includes the counties of Bartholomew, Dearborn, Decatur, Delaware, Fayette, Franklin, Hancock, Henry, Jay, Jefferson, Jennings, Johnson, Madison, Ohio, Randolph, Ripley, Rush, Shelby, Switzerland, Union and Wayne.
- E) SECTION 5 - This section includes the counties of Brown, Clark, Crawford, Daviess, Dubois, Floyd, Gibson, Greene, Harrison, Jackson, Knox, Lawrence, Martin, Monroe, Orange, Perry, Pike, Posey, Scott, Spencer, Sullivan, Vanderburgh, Warrick and Washington.

## **ARTICLE XII. AMENDMENTS**

**Section 1.** Amendments to the By-Laws will require a 50% plus 1 vote of the eligible voting members present at the Annual Meeting where amendments would be submitted for consideration.

**Section 2.** Proposed amendments must be submitted to the corporation Secretary, in writing, at least thirty days in advance of the annual meeting at which they are to be presented.

## **ARTICLE XIII. DISCIPLINARY PROCEDURES AND APPEAL**

**Section 1.** The ISWA shall respect the right of every individual who is eligible under reasonable local, national, and applicable international Amateur Athletic rules and regulations to participate if selected, or attempt to qualify for selection, as an athlete, coach, trainer, manager, administrator or other official, representing ISWA in any Amateur Athletic competition, so long such competition is conducted in compliance with reasonable local and national requirements.

**Section 2.** Due Process - If you are charged with an offense you will receive:

- A) Notice, preferably in writing, of the specific offenses with which you are charged.
- B) An opportunity to defend yourself and a reasonable time within which to prepare your defense.
- C) The right to have counsel represent you, if you wish.
- D) A hearing before a disinterested, objective body at a specific time under such circumstances as to give you full opportunity to present your defense.
- E) Notice of how to appeal the decision if it is against you.

**Section 3.** Board of Review

- A) Composition: The Board of Review shall be composed of the Law & Legislation Consultant, Tournament Director, and three other members of the Board of Directors appointed from time to time by the State Chair. The Law & Legislation Consultant shall act as chairperson of this board.
- B) Powers: The ISWA Board of Review may:
  - 1. Impose and enforce penalties for any violation of the By Laws of the ISWA.
  - 2. Consider the eligibility and conduct of an athlete and determine the right to compete.
  - 2. Vacate, modify, sustain or reverse any mandate or order properly submitted for review or remand the matter for further action.
  - 3. Interpret any provision, suspension, or reinstatement of membership to assure due process.

**Section 4.** Procedures and Appeal:

- A) As hereinafter set forth, the Board of Review of the ISWA may censure, suspend for a definite period or indefinite period of time, or expel any member of the ISWA, including any athlete, coach, official, member of any committee, delegate or any person participating in any capacity whatsoever in the affairs of the ISWA, who has contravened any of its rules or regulations, or who has acted in a manner which brings disrepute upon the ISWA or any sport.  
The procedures to be taken in reference to such suspension or expulsion shall be as follows: The person shall be notified, in writing, sent to their last known address by either certified or registered mail, return receipt requested, or by a personal service, of the charges against them in detail, or of the circumstances which are believed to require answers, explanation or clarification. In the case of a registered athlete, the notice shall be sent to the address on file with the ISWA.

The written statement of charges shall also set out the penalties which may ensue if such charges are proved; the statement shall contain a date at which time a hearing



will be held with the request that the person charged shall appear before the Board of Review with the right to have counsel of his/her own choice to represent them at the hearing; the written statement to the person charged shall set a date of hearing not less than 30 days nor more than 60 days after the date of mailing of such notification with the demand that the person charged shall answer, in writing, to the Law & Legislation Consultant of the ISWA all charges set forth in such written statement, with such answers to be delivered to the Law & Legislation Consultant of the ISWA by either certified mail or registered mail, return receipt requested, no later than 10 days prior to the date of the hearing.

The statement shall also set forth the right of appellate review if the decision is rendered against the person charged. The decision shall be rendered at the time of the hearing or within 24 hours thereafter.

- B) When compliance with the regular procedures would not be likely to produce a sufficiently early decision to do justice to the affected parties, the ISWA, or its duly authorized agent and representative, is authorized, upon such notice, as the circumstances may dictate, to the parties concerned to hear and decide a matter relating to scheduled Amateur Athletic competition.

The individual or entity charged may be suspended from participating from any activities of the ISWA whatsoever after such notice and hearing. The hearing may be conducted at the site of the athletic competition or by telephone if necessary, but in any event under such circumstances as to fully protect rights of procedural due process of the individual or entity charged.

The notice to be given to the individual or entity charged must be in writing and shall, in every instance contain the notice requirements set forth in sub-paragraph (1) of this section.

If an aggrieved party shall demand further hearing, such hearing shall be held in accordance with the provisions and procedures set forth in sub-paragraph (1) of this section.

- C) Unless original jurisdiction of the matter is assumed by the ISWA the decisions of the Board of Review shall be final in all cases, subject only to appeal to the ISWA. An appeal to the ISWA must take place within 10 days after mailing of written notice to the parties concerned of the decision of the Board of Review. A petition to the ISWA must be filed with the Secretary of the ISWA within 30 days after mailing of written notice of the decision of the Board of Review.

**Section 5. Disqualification:** A person shall cease to be eligible to compete or exhibit in open or closed events given or sanctioned (certified) by the ISWA while disqualified or under suspension of the ISWA.

**Section 6.** Types: A person disqualifies himself/herself from competing as an amateur by committing any of the following acts:

- A) Fraud: Is the falsification of the truth for the purpose of participation in any competition, or exercise in any sport wherein the athlete, coach, manager or other person has acted with deceit, or is guilty of misrepresentation, or concealment, or a misstatement of fact or intention.
- B) Competing for Money: Is directly or indirectly receiving pay or financial benefits in consideration of or as a reward for participating in any athletic competition or exhibition or, disposing of prizes from athletic competition for personal gain.
- C) Becoming a Professional in the sport in which he/she is competing: When an athlete receives compensation to compete or participate in any professional competition or exhibition in a sport, he/she shall be subject to being declared ineligible to compete as an amateur in that sport.
- D) Miscellaneous: The following are other means by which an athlete, coach, manager, Club members or other parties can be disqualified from participation in ISWA activities. It shall be within the province of the ISWA to suspend for such a time, as it may deem proper any person guilty of unfair dealing in connection with athletic competition, ungentlemanly or unladylike conduct, or for violation of the rules of the ISWA. The following, among other things, shall be considered as unfair dealing and ungentlemanly or unladylike conduct.
  - 1 .The use of obscene or profane language in the competition area (on or off the wrestling surface).
    - ii - The doing of any act which tends to disturb or obstruct a competition or to bring the ISWA or Amateur Athletics into disrepute.
  - 2. An athlete who fails to compete after entering an event in a bona fide way, and according to the rules, shall be requested to furnish a satisfactory excuse for such failure or render himself/herself liable to censure or suspension by the ISWA.
  - 3. Any person who shall refuse to appear to testify before the Board of Review upon any hearing or to answer any question which such board shall rule to be proper shall be liable to suspension or such other discipline as the Board may determine until they have purged themselves of such refusal.
  - 4. Doping is the employment of drugs with the intention of increasing athletic efficiency by their stimulating action upon muscles or nerves or by paralyzing the sense of fatigue. Any athlete who uses drugs as above defined shall be disqualified from the pertinent competition and suspend for a period to be fixed by the Board of Review. In the case of repeated infringements, the competitor can be suspended permanently.
  - 5.Failure to follow Safe Sport requirements as determined by the National Governing Body. Whether it is failure to complete the required Safe Sport certification or found in violation of Safe Sport guidelines and rules.

**Section 7.** Persons Other than Athletes:

- A) Any person aiding or abetting in the use of controlled substances or doping by athletes

- may be permanently excluded from all ISWA activities.
- B) Any person aiding or abetting any athlete to disqualify himself/herself in any way as an amateur may be barred from participating in any capacity in the ISWA program.

**Section 8. Tournament Technical Committee:**

- A) All ISWA sanctioned tournaments will require using a technical committee. This committee will be composed of five members including the following:
1. Tournament Director
  2. Tournament Official
  3. Tournament Head Pairing Official
  4. Two Members at Large
- B) It is recommended that whenever possible at least one of the five members be a certified member of FILA. This committee will have the authority to hear formal protests filed at their tournaments and render a final decision for those protests.
- C) Committee shall also have the authority to impose discipline on an athlete, coach, manager, official, member of any committee or any person participating in any capacity whatsoever with the tournament. Discipline may be imposed as related to conditions of determining the result of a bout, remaining in the tournament or making a formal request for a hearing of the accused.
- D) Discipline as applied could include disqualification from the bout or the tournament or both. Written reports of all protests and or action of the Technical Committee shall be submitted to the ISWA Law & Legislation Consultant within ten days after the tournament.

**ARTICLE XIV. REVIEW**

**Section 1.** The By-Laws shall be reviewed by the Officers of the Corporation on the even number years. Proposed changes to the By-Laws shall be submitted at the Annual Meeting in accordance with these By-Laws.

**ARTICLE XV. PROVISIONS FOR REGULATION AND CONDUCT OF THE AFFAIRS OF THE CORPORATION**

**Section 1. Prohibition of Distribution to Private Persons:**

- A) No part of the net earnings of the Corporation shall inure to the benefit of, or to be distributable to, its members, Directors, Officers, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensations for services rendered and to make payments and distributions in the furtherance of the purposes set forth in these By-Laws.
- B) Prohibition of Legislative and Political Activity: No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of Statements) any political campaign on behalf of or in opposition to any candidate for public service.
- C) Prohibition of Activities not Permitted by Exempt Organizations: Notwithstanding any other provision of these Articles, the Corporation shall not carry on any other activities not permitted to be carried on by a Corporation exempt from Federal Income

Tax under Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law) or by a corporation, contributions to which are deductible under Section 170 (c) (2) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

**Section 2.** Distribution of Property Upon the Voluntary or Involuntary Dissolution of the Corporation: Upon the Voluntary or Involuntary desolation of the Corporation the Board of Directors, shall, after paying or making provision for payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation exclusively for the purposes of the Corporation in such a manner, 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 Section 501 (c) (3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Circuit Court of Marion County, Indiana, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which organization organized and operated exclusively for such purposes.

**Section 3.** Indemnification: To the extent not inconsistent with the law of the State of Indiana, every person (and their heirs and personal representatives of such person) who is or was a director or officer of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense that may be incurred by him/her in connection with or resulting from any claim, action, suit or proceeding if such a director or officer is wholly successful with respect thereto or if not wholly successful, then if such director or officer is determined to have acted in good faith, in what he/she reasonably believed to be the best interests of the Corporation and, in addition, with respect to any criminal action or proceeding, is determined to have had no reasonable cause to believe that his conduct was unlawful. The termination of any claim, action, suit or proceeding, by judgement, settlement (whether with or without court approval), conviction, plea of guilty or plea of nolo contendere (or its equivalent) shall not create a presumption that a director or officer did not meet the standards of conduct set forth in this Section.

A) As used in this Section, the terms “claim, action, suit or proceeding” shall include any 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, or threat thereof, in which a director or officer of the Corporation (or his/her heirs and personal representatives) may become involved, as a party or otherwise:

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

- B) As used in this Section the terms “liability” and “expense” shall include, but not be limited to, counsel fees and disbursements and amounts of judgments, fines or penalties against and amounts paid in settlement by or on behalf of, a director or officer.
- C) As used in this Section 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 against him/her.
  2. Approval by a court, with the knowledge of the indemnity herein provided, of a settlement of any action, suit or proceeding.
  3. The expiration of a reasonable period of time after the making of any claim or threat of an action, suit or proceeding without the institution of the same, without any payment or promise made to induce a settlement.
- D) 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:
1. If special independent legal counsel, which may be regular counsel of the Corporation or other disinterested person or persons, in either case s elected 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 written findings that such director or officer has met the standards of conduct set forth herein, and
  2. If 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/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.
- E) The rights of indemnification provided in this Section shall be in addition to any rights to which any such director or officer may otherwise be entitled.
- Irrespective of the provisions of this Section, the Board of Directors may, at any time and from time to time, approve indemnification of directors, officers, employees or other persons to the full extent permitted by the law of the State of Indiana, whether on account of past or future transactions.

**Section 5.** The Board of Directors is authorized and empowered to purchase insurance covering the Corporation’s liabilities and obligations under this Section and insurance protecting the Corporation’s directors, officers, members and employees.

THIS PRINTING OF THESE BY-LAWS AS AMENDED SEPTEMBER 2020.