

*BYLAWS*  
*of*  
New Non-Profit, Inc.

Effective May 30, 2008

**ARTICLE I**  
**Name**

**Section 1.01. Name.** The name of this Corporation shall be **New Non-Profit, Inc.**, hereinafter referred to as "Corporation."

**ARTICLE II**  
**Purposes**

**Section 2.01. Purposes.** The purposes of the Corporation are:

(a) The Corporation is organized for the purpose of promoting [your non-profit purpose goes here]. **New Non-Profit, Inc.** will do all things not prohibited by law which shall accomplish the purpose set forth above and to exercise any and all rights, privileges, immunities, franchises and powers conferred upon corporations created by the Act, as amended from time to time, as is in furtherance of activities permitted to be carried on by a corporation exempt from federal income tax under Section 501(c)(3) of the Code and of corporations, contributions to which are deductible under Section 170(c)(2) of the Code.

(b) To perform any purpose which nonprofit corporations are authorized under the Indiana Nonprofit Corporation Act of 1991 ("the Act").

**ARTICLE III**  
**Membership**

**Section 3.1.** Membership shall consist of the members of the board of directors and any financial supporters meeting or exceeding contribution requirements for membership.

**ARTICLE IV**  
**Annual Meeting**

**Section 4.1. Annual Meeting.** The date of the annual meeting shall be set by the Board of Directors who shall also set the time and place.

**Section 4.2. Special Meetings.** Special meetings may be called by the President or the Executive Committee.

**Section 4.3. Notice.** Notice of each meeting shall be given to each voting member by mail or electronic mail not less than 14 days before the meeting.

**ARTICLE V**  
**Board of Directors**

**Section 5.01. Number.** There shall be no fewer than four (4) Directors.

**Section 5.02. Compensation.** The members of the Board of Directors will receive no compensation other than reimbursement of reasonable expenses as approved by a vote of the Board of Directors.

**Section 5.03. Duties.** The Board of Directors shall manage the affairs of this Corporation and shall have such powers as are given by law.

**Section 5.04. Qualifications.** The Directors shall be individuals. Other Directors may have such other qualifications as may be necessary.

**Section 5.05. Meetings.** An annual meeting of the Board of Directors shall be held in January of each year. Special meetings may be called by the President or upon request of any Director and upon not less than one day's notice to each Director.

**Section 5.06. Action by Unanimous Written Consent Without a Meeting/E-Vote.** Any action which is required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a written consent setting forth the action to be taken and the effective date thereof is signed by all of the Directors. A copy of the consent shall be filed with the minutes of the meetings of the Board of Directors. Written consent may be obtained via email vote.

**Section 5.07. Quorum.** A majority of the members of the Board of Directors shall constitute a quorum and an act of the majority of those present shall be an act of the Board of Directors.

**Section 5.08. Election and Term.** All Directors shall be elected by the current Directors at their annual meeting or at any time to fill a vacancy and shall serve until the next annual meeting of the Directors or until their successors are duly chosen and qualified. Each Director shall be elected for a term of three (3) years. Directors may not serve more than two (2) consecutive terms. Individuals shall be eligible for re-election after a one-year absence from the Board. The terms of the Directors shall be staggered so approximately one-third (1/3) of the Directors are elected annually.

**Section 5.09. Resignation.** Any Director may resign any time by giving written notice of such resignation to the Board of Directors, the President or Secretary of the Corporation. Such resignation shall take effect when the notice is effective unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

**Section 5.10. Removal.** A Board member shall be automatically removed from the Board if she or he has three (3) unexcused absences from Board meetings in a year. The Secretary will notify the absent Board Member in writing of his or her removal under this Section. A Board member may be removed for other reasons. A decision on the motion to remove a director must be voted by a 2/3 majority vote for the motion to be carried.

**ARTICLE VI**  
**Officers**

**Section 6.01. Officers.** The officers shall consist of an Executive Director, President, Vice-President, Secretary, Treasurer, and such other officers as the Board of Directors may from time to time establish.

**Section 6.02. Qualifications.** All officers shall be Directors. Any Director may hold more than one office.

**Section 6.03. Election and Term.** All officers shall be elected by the Directors at their annual meeting and shall serve until the next annual meeting of the Directors or until their successors are duly chosen and qualified. A vacancy in any office shall be filled by the Directors.

**Section 6.04. Executive Director.** The Executive Director shall be the chief executive officer of the Corporation and an ex-officio member of all committees. The Executive Director shall preside at all meetings of the Directors. The Executive Director shall have such other powers and from such duties as are delegated by the Board of Directors.

**Section 6.04. President.** The President shall be the chief executive officer of the Corporation; shall have general and active supervision and management of the affairs of the Corporation, all officers and agents of the Corporation; shall see that all orders and resolutions of the board are carried into effect, and, in general, shall exercise all powers and perform all duties incident to such office and such other powers and duties as may from time to time be assigned to him/her by the Board.

**Section 6.06. Vice-President.** The Vice-President shall assist the President and shall perform such duties as may be assigned them by the Board of Directors or the President. Unless otherwise provided by the Board, in the absence or disability of the President, the Vice President shall execute the powers and perform all of the duties of the President.

**Section 6.06. Secretary.** The Secretary shall be responsible for keeping records of Board actions, including the recording of all voting and overseeing the taking of minutes at all the board meetings and shall perform such duties as may be assigned them by the Board of Directors or the President.

**Section 6.08. Treasurer.** The Treasurer shall be the custodian of the funds of the Corporation and shall keep full and accurate books of account showing the financial condition of the Corporation and the results of its operation, and shall assume such additional duties as the Board of Directors may designate from time to time.

**ARTICLE VII**  
**Fiscal Policies**

**Section 7.01. Books and Records.** The Corporation shall maintain appropriate accounting records, minutes of all meetings of its Board of Directors, a record of all actions taken by the Board of Directors without a meeting, and a record of all actions taken by a committee of the Board of Directors in place of the Board of Directors on behalf of the Corporation. The Corporation or its agent shall maintain a complete and accurate list of Directors, giving the names and addresses of all Directors. All such books, records and lists of the Corporation shall be open to inspection and copying during the usual business hours for all proper purposes of the Corporation.

**Section 7.02. Authorization of Expenditures.** Any officer may make expenditures or obligations of funds of Corporation or combination of officers of Corporation as may be determined from time to time by the Board of Directors.

**Section 7.03. Contracts.** All contracts, agreements, deeds, conveyances, mortgages and similar instruments authorized by the Board of Directors shall be signed, unless otherwise directed by the Board of Directors or required by law, by the President or Vice President and attested by the Secretary.

**Section 7.04. Loans to Officers and Directors.** The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation

**Section 7.05. Dissolution of the Corporation.** In the event of the dissolution of the Corporation, the Board of Directors shall, after paying and making provisions of all of the debts and liabilities of the Corporation, dispose of all of the assets of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for educational purposes, specifically for art education, as shall at the time qualify as an exempt organization or organizations under 501(c)(3) of the Internal Revenue Code set in 1984 (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 a court of competent jurisdiction, exclusively for such purposes or to such organization or organizations as said Court shall determine, which are organized and operated exclusively for such purposes.

**Section 7.06. Fiscal Year.** The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

## **ARTICLE VIII Prohibited Activities**

**Section 8.01. Prohibited Activities of the Corporation.** Notwithstanding any other provision of this Code of Bylaws, no Director, officer, or agent of this Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision to provisions thereto.

## **ARTICLE IX Conflict of Interest**

**Section 9.01. General.** The Board and Staff of New Non-Profit, Inc., shall administer the affairs of New Non-Profit, Inc., honestly and economically and exercise their best care, skill, and judgment for the benefit of New Non-Profit, Inc. The Officers shall exercise the utmost good faith in all transactions relating to their duties for New Non-Profit, Inc. In their dealings with and on behalf of New Non-Profit, Inc., they are held to a strict rule of honest and fair dealings. They shall not use their position, or knowledge gained therefrom, so that a conflict might arise between New Non-Profit, Inc., interest and that of the individual or an organization affiliated with the individual.

**Section 9.02. Disclosure of Potential Conflict.** Any officer, Director or Staff member of New Non-Profit, Inc., shall have a duty to disclose any potential conflict of interest by virtue of business or charitable affiliation.

**Section 9.03. Conflict of Interest Defined.** A conflict of interest, or potential conflict of interest, or appearance of conflict of interest, occurs when an officer, Director, or Staff member of New Non-Profit, Inc., is in a position to exert influence, in dealings with or on behalf of New Non-Profit, Inc., which would give preference to any other business or charitable organization with whom the officer, Director, or Staff member is affiliated, by virtue of employment with, membership in, ownership of, appointment to or election to said business or charitable organization.

**Section 9.04. Waiver of Conflict.** Whenever a conflict of interest arises, or the appearance of a conflict of interest, such director or officer with the conflict who is present at the meeting of the Board of Directors or of a committee of the Board, shall disclose in good faith the material facts as to such interest, or financial interest, or appearance of conflict of interest, and any action of the Corporation to approve activity in which a conflict of interest, or appearance of conflict of interest, exists, shall be approved by a majority of the disinterested directors.

**Section 9.05. Recusal from Decision-making.** Any conflict of interest or appearance of conflict of interest will render the Director or officer ineligible from voting on any matters relating to that conflict of interest. Said Director or officer may not participate in any discussion (other than to present factual information or respond to questions). Such Director or officer may be counted on to determine whether a quorum is present, but may not participate in any action taken on the matter relating to the conflict. The minutes of the meeting shall reflect the disclosure of the conflict, the vote, the abstention from voting and participation and whether a quorum was present.

## **Article 10 Indemnification**

**Section 10.01. Indemnification of Officers and Directors.** Every person who is or was a director, officer or employee of the Corporation shall be indemnified by the Corporation against all liability and reasonable expense incurred by such person in his or her official capacity, provided that such person is determined in the manner specified in Indiana Code 23-17-16-12 to have met the standard of conduct specified in Indiana Code 23-17-16-8. Upon demand for such indemnification, the Corporation shall proceed as provided in Indiana Code 23-17-16-12 to determine whether such person is entitled to indemnification.

## **Article 11 Amendments**

**Section 11.01. Amendment to Bylaws.** These By-Laws may be altered, amended or repealed from time to time by a majority vote of the whole Board at any regular or special meeting if the notice or waiver of notice of such meeting shall have stated that the By-Laws are to be amended, altered or repealed or if all Directors at the time are present at such meeting.

**END OF BYLAWS**