

BY-LAWS OF
NATIONAL GUARD ASSOCIATION OF INDIANA FOUNDATION, INC.
Federal EIN: 81-1484056

ARTICLE I.
OFFICES

Section 1. Place. The principal offices shall be located in Indiana.

Section 2. Additional Offices. The Corporation may also have offices at such other places, both within and outside the State of Indiana, as the Board of Directors may from time to time determine or the business of the Corporation may require.

ARTICLE II.

NOT FOR PROFIT CORPORATION

Section 1. Not-for-Profit Organization. The Corporation is not for profit. The Corporation is irrevocably dedicated to and operated exclusively for non-profit purposes, and no part of the income or assets of the Corporation shall be distributed to or inure to the benefit of any individual.

(i) The purposes for which the Corporation is organized are exclusively charitable and within the meaning of Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law. This includes the purpose of:

A. Operate locally and regionally to assist National Guard Association of Indiana and the active, retired, and former members of the Indiana National Guard.

B. To financially support the families of the active, retired, and former members of the Indiana National Guard.

(ii) Notwithstanding any other provision of these Bylaws, this organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or the corresponding provision of any future United States Internal Revenue Law.

(iii) No substantial part of the activities of the Nonprofit Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Nonprofit Corporation shall not participate in or intervene in (including the publishing or distribution of statements for) any political campaign on behalf of any candidate for public office.

Section 2. Distribution of Assets upon Dissolution. In the event of dissolution, the residual assets of the Corporation will be turned over to one or more organizations which themselves are exempt as organizations described in Sections 501(c)(3) and 170(c)(2) of the Internal Revenue Code of 1986, as amended, or corresponding sections of any future Internal

Revenue Code, or to the federal government for exclusive public purpose and further, the Corporation's property shall not be conveyed to any organization created or operated for profit or to any individual for less than fair market value of such property, and all assets remaining after the payment of the Corporation's debts shall be conveyed or distributed only to an organization or organizations created and operated for non-profit purposes similar to those of the Corporation.

ARTICLE III.

MEMBERS

Section 1. Members. The sole member of the Corporation shall be the National Guard Association of Indiana Foundation, Inc., an Indiana nonprofit corporation. The Corporation shall not have nor issue shares. No dividend shall be paid and no part of the income or profits of the Corporation shall be distributed or paid to any of its Directors or Officers. Directors and Officers shall serve without compensation.

ARTICLE IV.

QUORUM AND VOTING

Section 1. Determination - Adjournment. At least fifty percent (50%) of the Board of Directors or any committee thereof, represented in person, or proxy, shall constitute a quorum at all meetings of the Board of Directors, or such respective committees, for the transaction of business, except as otherwise provided by statute or by the Charter. If, however, such quorum shall not be present at any meeting, those present shall have the power to adjourn the meeting until a quorum shall be present. At such adjourned meeting, at which a quorum shall be present, any business may be transacted which might have been transacted at the meeting as originally notified.

Section 2. Effect of Quorum. If a quorum is present in person or by proxy, the affirmative vote of a majority voting shall be the act of the Board of Directors or respective committee unless the vote of a greater number of Directors is required by law or by the Charter.

Section 3. Voting. Each Director or committee member having voting power shall be entitled to one vote in person, or by proxy, or electronically. There shall be voting by proxy permitted.

ARTICLE V.

DIRECTORS

Section 1. Election and Number of Directors. The number of Directors shall consist of a minimum of three and maximum of twenty-two natural persons.

The initial voting Directors of the Corporation shall be appointed by the Executive Council of National Guard Association of Indiana (NGAI), Inc. at the organizational meeting.

The Executive Director of National Guard Association of Indiana, Inc will serve as a non-voting ex-officio director.

The President of the Board of Directors of NGAJ shall be President of the NGAJ Foundation.

The Past President of the Board of Directors of NGAJ shall be the Past President of the NGAJ Foundation.

The Secretary of the Board of Directors of NGAJ shall be the Secretary of the NGAJ Foundation.

The Treasurer of the Board of Directors of NGAJ shall be the Treasurer of the NGAJ Foundation.

One NGAJ member appointed by the President.

Section 2. Vacancies. Any vacancy occurring in the Board of Directors shall be filled by the Executive Council. Appointed members serve at the pleasure of the appointing authority for a maximum of four years and may be reappointed one time.

Any directorship to be filled by reason of an increase in the number of Directors may be filled by the affirmative vote of a majority of the Executive Council present in person or by proxy at a meeting at which a quorum is present. A Director elected to fill a newly created directorship shall serve until the next succeeding annual meeting of Directors.

The Executive Council shall fill vacancies occurring in the Board by reason of the removal of Directors without cause or for cause.

Section 3. Powers of Directors. The business affairs of the Corporation shall be managed by its Board of Directors, which shall exercise all such powers of the Corporation.

Section 4. Books of the Corporation. The Directors shall keep the books of the Corporation at such place or places as they may from time to time determine.

Section 5. Conflicts of Interest. Each Director represents and acknowledges that he/she owes a fiduciary duty to the corporation and will recuse himself or herself on any matter which comes before the corporation's Board of Directors for approval if a conflict of interest, or potential conflict of interest exists between the action being considered by the Board of Directors and the financial or business interests of such Director or any of his or her affiliates. The following additional requirements shall apply to each matter being considered by the Board of Directors if a conflict of interest or a potential conflict of interest exists with respect to one or more of the Directors:

- (a) the interested Director must disclose the potential conflict of interest to the Board;
- (b) the Board may ask the interested Director to leave the meeting during discussion of the matter that gives rise to the potential conflict;
- (c) the interested Director will not vote on the matter that gives rise to the potential conflict;

(d) the Board must approve the transaction or arrangement by a majority vote of the Directors present at a meeting that has a quorum, not including the vote of the interested Director; and

(e) the Board meeting minutes' state which Directors were present for the discussion and vote, the content of the discussion, and any roll call of the vote.

In addition, if a Director has any interest in a transaction or arrangement that might involve personal financial gain or loss for the Director, in addition to the provisions described above; then in such event the following shall apply:

(f) if appropriate, the Board may appoint a non-interested person or committee to investigate alternatives to the proposed transaction or arrangement;

(g) in order to approve the transaction, the Board must first find, by a majority vote of the Directors then in office, without counting the vote of the interested Director, that the proposed transaction or arrangement is in the corporation's best interest and for its own benefit; the proposed transaction is fair and reasonable to the corporation; and, after reasonable investigation, the Board has determined that the corporation cannot obtain a more advantageous transaction or arrangement with reasonable efforts under the circumstances;

(h) the interested Director will not be present for the discussion or vote regarding the transaction or arrangement; and

(i) the transaction or arrangement must be approved by a majority vote of the Directors, not including interested Directors.

ARTICLE VI.

MEETINGS OF THE BOARD OF DIRECTORS

Section 1 Place of Meetings. Meetings of the Board of Directors, whether regular or special, may be held either within or outside the State of Indiana.

Section 2. First Meeting of Directors. The first meeting of each newly appointed Board of Directors shall be held at such time and place as shall be fixed by the vote of the Directors at the annual meeting, and no notice of such meeting shall be necessary to the newly appointed Directors in order to legally constitute the meeting, provided a quorum shall be present, or it may convene at such place and time as shall be fixed by the consent in writing of all the Directors.

Section 3. Annual and Regular Meetings of Directors. Meetings of the Board of Directors may be held upon such notice or upon written waiver of notice and at such time and at such place as shall from time to time be determined by the Board. In addition, the Board, by resolution, may determine the date of the annual meeting and of other regular meetings of the Board and, upon such determination, said meetings may be held without additional notice.

Section 4. Notice of Special Meetings. Special meetings of the Board of Directors may be called by the Chair on five (5) days' notice to each Director, either personally, by mail, by fax, or email or other electronic means. Special meeting shall be called by the Chair in like manner and on like notice on the written request of three (3) Directors.

Section 5. Waiver of Notice. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting, except when a Director attends for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted nor the purpose of any regular or special meeting of the Board need be specified in the notice of waiver or notice of such meeting.

Section 6. When Meeting Not Required. Any action required or permitted to be taken at a meeting of the Board of Directors may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to the subject matter thereof, or by email response on a specific action(s).

ARTICLE VII.

NOMINATION AND BY-LAWS COMMITTEES

The Corporation through its Board of Directors shall establish a Nomination and By-Laws Committee consisting of representatives of the Board of Directors. This committee shall make recommendations to the NGA Executive Council for the selection of individuals for appointment to the Board of Directors and for the selection of officers. Such recommendations shall be advisory only and ultimate decision making authority shall remain in the Executive Council.

ARTICLE VIII.

OTHER COMMITTEES

Section 1 Creation, Powers and Duties. The President may designate such committees as he deems advisable to assist with the affairs of the Corporation. By resolution adopted by a majority of the number of the Board of Directors, any such committee, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the Corporation, except as otherwise required by law; in such event, such committee shall keep regular minutes of its proceedings and report the same to the Board.

ARTICLE IX.

NOTICES

Section 1 How Given. Whenever, under the provisions of the statutes of the Charter or these Bylaws, notice is required to be given to any Director or committee member, it shall not be construed to mean personal notice. Such notice may be given in writing, by mail, by fax, or email or other electronic means, addressed to such Director at his or her address as it appears on the records of the Corporation, with postage thereon prepaid, and such notice shall be deemed to be given at the time the same shall be deposited in the United States mail, otherwise as customarily sent electronically.

Section 2. Waiver of Notice. Whenever any notice is required to be given under the provisions of the statutes or under the provisions of the Charter, or these Bylaws, a waiver thereof in writing, signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

ARTICLE X
OFFICERS

Section 1. Number. The officers of the Corporation shall be a President, Past President, Secretary and Treasurer. The Board of Directors may also choose additional officers, including assistant officer positions.

Section 2. Election. The Board of Directors, at its annual meeting, shall choose the officers. Thereafter, officers shall be elected at each annual meeting of the Corporation, or where appropriate, at a regular or specially called meeting in which a quorum is present.

Section 3. Other Officers and Agents. The Board of Directors may appoint such other officers and agents as it may deem necessary, who shall hold their offices for such terms and shall exercise such powers and perform such duties as shall be determined from time to time by the Board of Directors.

Section 4. Compensation of Directors. Officers and Directors shall serve without compensation for service on the Board.

Section 5. Term of Office - Removal. The officers of the Corporation shall hold office until their successors are chosen and qualified. Any officer elected or appointed by the Board of Directors may be removed at any time by the affirmative vote of a majority of the Board of Directors. Any vacancy occurring in any office of the Corporation shall be filled by the Board of Directors.

ARTICLE XI.

INDEMNIFICATION

Section 1. General Rule. The Corporation, to the fullest extent permissible under Indiana Code Annotated, Sections IC 23-17-16 et seq., and any other applicable law, shall indemnify and hold harmless Directors, Officers and employees acting in an official capacity on behalf of the Corporation against personal liability, and may advance, pay for or reimburse the reasonable expenses incurred in the defense of any proceeding to which such individuals may be named. This right of indemnification shall not be deemed exclusive of any other right to which said persons otherwise may be entitled. This indemnification shall extend to such persons whether or not they continue to hold a position with the Corporation at the time such expenses and costs may be incurred.

ARTICLE XII.

GENERAL PROVISIONS

CHECKS

Section 1. Signatures. All checks or demands for money and notes of the Corporation shall be signed by such officer or officers or such other person or persons as the Board of Directors may from time to time designate.

FISCAL YEAR

Section 2. Determination. The fiscal year of the Corporation shall be 1 January thru 31 December, or such other time as may be determined by the Board of Directors.

SEAL

Section 3. No Seal. The Corporation shall have no seal.

Section 4. Masculine Gender is Generic. Nouns and pronouns of the masculine gender used herein are used generally and shall be deemed to refer equally to the masculine or feminine gender.

ARTICLE XIII.

AMENDMENTS

Section 1. Amendment. The power to make, alter, amend or repeal this Code of Bylaws of the Corporation providing for the internal regulation and conduct of the affairs of the Corporation shall be vested in the Board of Directors. This Code of Bylaws may be amended by an affirmative vote of at least seventy-five percent (75%) of the Directors present and voting at a duly scheduled meeting of the Board of Directors of the Corporation.

CERTIFICATE

The above Bylaws were duly approved effective February 18, 2016.

NATIONAL GUARD ASSOCIATION OF INDIANA FOUNDATION, INC.

By: 

Michael R. Sturm, Incorporator