

# Non-Profit Organization Bylaws

## 4 A Better Chandler

### ARTICLE 1 – NAME

- 1.1 Name. This corporation shall be known as 4 A Better Chandler, Inc., hereinafter referred to as the “Organization.” It shall be a nonprofit public benefit organization incorporated under the laws of the State of Indiana.

### ARTICLE 1 – PURPOSES AND POWERS

- 2.1 Purpose. The purpose of the Organization as set forth in its Articles of Incorporation are exclusively charitable and educational in nature, to wit:  
*The Organization shall operate exclusively for charitable and educational purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code. The Organization’s purpose is to improve the quality of life for residents of Chandler, Indiana, by implementing programs and projects that inspire, empower, educate, and enrich the lives of residents in the community.*  
*To maximize our impact on current efforts, we may seek to collaborate with other nonprofit organizations which fall under the 501(c)(3) Section of the Internal Revenue Code, or the corresponding section of any future Federal tax code, and are operated exclusively for educational and charitable purposes.*
- 2.2 Powers. The Organization shall have the power, directly or indirectly, alone or in conjunction or cooperation with others, to do any and all lawful acts which may be necessary or convenient to affect the charitable purposes for which the corporation is organized, and to aid or assist other organizations or persons whose activities further accomplish, foster, or attain such purposes. The powers of the Organization may include, but not be limited to, the acceptance of contributions from the public and private sectors, whether financial or in-kind contributions.

## **ARTICLE 3 – BOARD OF DIRECTORS**

- 3.1 General Powers. The affairs of the Organization shall be managed by the Board of Directors, hereinafter referred to as the “Board.”
- 3.2 Number and Terms.
- 3.2.1 The Board shall be composed of at least five (5) and no more than fifteen (15) Directors. The number of Directors may be changed from time to time by amendment to these Bylaws, but no decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director unless such effect is the result of Board action taken under Section 3.10 of this Article.
- 3.2.2 A Director shall hold office for a term of two years, or until: (a) he or she dies or resigns; (b) a qualified successor is elected, designated, or appointed; or (c) there is a decrease in the number of Directors.
- 3.2.3 The terms of office shall be considered to begin on January 1 of the year appointed or elected and end on December 31 of the second year in office.
- 3.3 Regular Meetings. By resolution, the Board may specify the time and place, either inside or outside of the State of Indiana, for holding regular meetings without other notice than such resolution. The Board shall have a minimum of four (4) regular meetings each calendar year.
- 3.4 Special Meetings. Special Board meetings may be called by or at the request of (a) the presiding officer of the Board; (b) the President; (c) the Vice President; (d) the Secretary; (e) the Treasurer; or (f) twenty percent (20%) of the Directors then in office. The person or persons authorized to call special meetings may fix any place, either inside or outside of the State of Indiana, as the place for holding any special Board meeting called by them.
- 3.5 Notice of Special Meetings. Written notice stating the date, time, and place of each special Board meeting shall be delivered personally or by mail, facsimile, electronic mail, or telegraph to each Director at his/her address shown on the records of the Organization at least two (2) days before the meeting. Notice shall be effective upon delivery at such address, provided that notice by mail shall also be deemed effective if deposited in the United States mail properly addressed with postage prepaid at least five (5) days before the meeting, notice by facsimile or electronic mail shall be deemed effective when transmitted, and notice by telegraph shall also be deemed effective if the content thereof is delivered to the telegraph company at least three (3) days before the meeting. Neither the business

to be transacted at, nor the purpose of any special meeting, need be specified in the notice of such meetings.

3.6 Waiver of Notice.

3.6.1 Whenever any notice is required to be given to any Director under the provisions of these Bylaws, the Articles of Incorporation, or the Indiana Nonprofit Corporation Act, 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. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the Board need be specified in the waiver of notice of such meeting. Such waiver shall be filed with the minutes or the corporate records.

3.6.2 A Director's attendance at or participation in a meeting waives any required notice to the Director of the meeting unless the Director, at the beginning of the meeting or promptly upon the Director's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

3.7 Meeting Participation. Except as required otherwise by law, Directors may participate in or conduct a regular or special meeting through the use of any means of communication by which all Directors participating may simultaneously hear each other during the meeting, including in person, internet video meeting, or by telephone conference call. Such participation shall constitute presence in person at the meeting.

3.8 Manner of Acting.

3.8.1 Quorum. A majority of the total number of Directors in office immediately before a meeting begins shall constitute a quorum for the transaction of business at any Board meeting.

3.8.2 Majority Vote. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board, unless the act of a greater number is required by law or by these Bylaws.

3.8.3 Hung Board Decisions. On the occasion that Directors are unable to make a decision based on a tied number of votes, the president or treasurer, in the order of presence, shall have the power to swing the vote based on his or her discretion.

3.8.4 Action without Meeting. Any action which could be taken at a meeting of the Board may be taken without a meeting if a written consent setting forth the action so taken is signed by each of the Directors. Any such written consent has the effect of a meeting

vote, and may be described as such in any document; such written consent shall be inserted in the minute book as if it were the minutes of a Board meeting. Action taken under this section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date.

**3.9 Resignation.**

3.9.1 Any Director may resign at any time by delivering written notice to one (1) of the following: (a) the Board; (b) the presiding officer of the Board; or (c) the president or the secretary of the Organization.

3.9.2 If any Director shall fail to attend three (3) consecutive meetings of the Board without excuse accepted as satisfactory by the Board, such Director shall be deemed to have resigned and the vacancy shall be filled.

**3.10 Removal.** A Director may be removed by two-thirds (2/3) vote of the Directors then in office, for cause or no cause, if before any meeting of the Board at which a vote on removal will be made, the Director in question is given electronic or written notification of the Board's intention to discuss his or her case and is given the opportunity to be heard at a meeting of the Board.

**3.11 Vacancies.** The Board may fill vacancies due to the expiration of a Director's term of office, resignation, death, or removal of a director, or may appoint new directors to fill a previously unfilled Board position, subject to the maximum number of Directors under these Bylaws.

3.11.1 The term of a Director filling a vacancy due to resignation, death, or removal shall be filled by the Board for the balance of the term of the Director being replaced.

3.11.2 A vacancy that will occur at a specific later date because of a resignation effective at a later date may be filled before the vacancy occurs. However, the new Director may not take office until the vacancy occurs.

**3.12 Presumption of Assent.** A Director of the Organization present at a Board meeting at which action on any organizational matter is taken shall be presumed to have assented to the action taken unless his or her dissent is entered in the minutes of the meeting, or unless he or she files his or her written dissent to such action with the person acting as the secretary of the meeting before the adjournment thereof, or unless he or she forwards such dissent by registered mail to the secretary of the Organization immediately after the adjournment of the meeting. A Director who voted in favor of such action may not dissent.

**3.13 Compensation for Board Service.** Directors shall receive no compensation

for carrying out their duties as Directors. The Board may adopt policies providing for reasonable reimbursement of Directors for expenses incurred in conjunction with carrying out Board responsibilities, such as travel expenses to attend Board meetings.

- 3.14 Compensation for Professional Services by Directors. Directors are not restricted from being remunerated for professional services provided to the Organization. Such remuneration shall be reasonable and fair to the Organization and must be reviewed and approved in accordance with the Board Conflict of Interest Policy and state law.
- 3.15 Loans. No loans shall be made by the Organization to any of its Directors.

## **ARTICLE 4 – COMMITTEES**

- 4.1 Committees. The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of two or more Directors, to serve at the pleasure of the Board. Any committee, to the extent provided in the resolution of the Board, shall have all the authority of the Board, except that no committee, regardless of Board resolution, may:
- (a) authorize distributions;
  - (b) take any final action on matters which also requires Board members' approval or approval of a majority of all Board members;
  - (c) fill vacancies on the Board or in any committee which has the authority of the Board;
  - (d) amend or repeal Bylaws or adopt new Bylaws;
  - (e) amend or repeal any resolution of the Board which by its express terms is not so amendable or repealable;
  - (f) appoint any other committees of the Board or the members of these committees;
  - (g) expend Organization funds to support a nominee for Director; or
  - (h) approve any transaction:
    - (i) to which the Organization is a party and one or more Directors have a material financial interest; or
    - (ii) between the Organization and one or more of its Directors or between the Organization and any person in which one or more of its Directors have a material financial interest.
- 4.2 Meetings and Actions of Committees. Meetings and action of the committees shall be governed by and held, and taken in accordance with,

the provisions of Article IV of these Bylaws concerning meetings of the Directors, with such changes in the context of those Bylaws are necessary to substitute the committee and its members for the Board and its members, except that the time for regular meetings of committees may be determined either by resolution of the Board or by resolution of the committee. Special meetings of the committee may also be called by resolution of the Board. Notice of special meetings of the committee shall also be given to any and all alternate members, who shall have the right to attend all meetings of the committee. Minutes shall be kept of each meeting of any committee and shall be filed with the organization's records. The Board may adopt rules for the governing of the committee not inconsistent with the provision of these Bylaws.

- 4.3 Informal Action by the Board of Directors. Any action required or permitted to be taken by the Board at a meeting may be taken without a meeting if consent in writing, setting forth the action so taken, shall be agreed by the consensus of a quorum. For purposes of this section, an email transmission from an email address on record constitutes a valid writing. The intent of this provision is to allow the Board to use email to approve actions, as long as a quorum of Board members gives consent.

## **ARTICLE 5 – OFFICERS**

- 5.1 Board Officers. The officers of the Organization shall be a Board president, vice-president, secretary, and treasurer, all of whom shall be chosen by, and serve at the pleasure of, the Board of Directors. Each Board officer shall have the authority and shall perform the duties set forth in these Bylaws, or to the extent consistent with Bylaws, by resolution of the Board or by direction of an officer authorized by the Board to prescribe the duties and authority of other officers. The Board may also appoint additional vice-presidents and such other officers as it deems expedient for the proper conduct of the business of the Organization, each of whom shall have such authority and shall perform such duties as the Board may determine. One person may hold two or more Board offices, but no Board officer may act in more than one capacity where action of two or more officers is required. The election or appointment of an officer does not create contract rights.
- 5.2 Term of Office. Each officer shall hold office for a term of one year, or until: (a) he or she dies or resigns; (b) a qualified successor is elected, designated, or appointed; or (c) he or she is removed. Unless elected by

the Board to fill a vacancy in an officer position, each Board officer's term of office shall begin upon the adjournment of the Board meeting at which elected and shall end upon the adjournment of the Board meeting during which a successor is elected.

- 5.3 Removal and Resignation. The Board may remove an officer at any time, with or without cause, by two-thirds (2/3) vote of the Directors then in office. Any officer may resign at any time by giving written notice to one (1) of the following: (a) the Board; (b) the president of the Board; or (c) the secretary of the Board. Any resignation shall take effect at the date of the receipt of the notice or at any later time specified in the notice. The acceptance of the resignation shall not be necessary to make it effective. Removal or resignation of an officer does not affect the officer's contract rights, if any, with the Organization.
- 5.4 Board President. The Board president shall be the chief volunteer officer of the Organization. The Board president shall lead the Board in performing its duties and responsibilities, including, if present, presiding at all meetings of the Board, and shall perform all other duties incident to the office or properly required by the Board.
- 5.5 Vice-President. In the absence or disability of the Board president, the ranking vice-president or vice-president designated by the Board shall perform the duties of Board president. When so acting, the vice-president shall have all the powers of and be subject to all the restrictions upon the Board president. The vice-president shall have such other powers and perform such other duties prescribed for him or her by the Board or the Board president. The vice-president shall normally accede to the office of the Board president upon the completion of the Board president's term of office.
- 5.6 Secretary. The secretary shall keep or cause to be kept a book of minutes of all meetings of Directors and committees of Directors. The minutes of each meeting shall state the time and place that it was held and such other information as shall be necessary to determine the actions taken and whether the meeting was held in accordance with the law and these Bylaws. The secretary shall cause notice to be given of all meetings of Directors and committees as required by the Bylaws. The secretary shall be responsible for authenticating, maintaining, and storing the records of the Organization. The secretary shall have such other powers and perform such other duties as may be prescribed by the Board or the Board president. The secretary may appoint, with approval of the Board, a director to assist in performance of all or part of the duties of the secretary.
- 5.7 Treasurer. The treasurer shall be the lead Director for oversight of the

financial condition and affairs of the Organization. The treasurer shall oversee and keep the Board informed of the financial condition of the Organization and of audit or financial review results. In conjunction with other Directors or officers, the treasurer shall oversee budget preparation and shall ensure that appropriate financial reports, including an account of major transactions and the financial condition of the Organization, are made available to the Board on a timely basis or as may be required by the Board. The treasurer shall perform all duties properly required by the Board or the Board president. The treasurer may appoint, with approval of the Board, a qualified fiscal agent or member of the staff to assist in performance of all or part of the duties of the treasurer.

- 5.8 Non-Director Officers. The Board may designate additional officer positions of the Organization and may appoint and assign duties to other non-Director officers of the Organization.

## **ARTICLE 6 – MEMBERSHIP**

- 6.1 No Membership. This Organization shall have no members.

## **ARTICLE 7 – CONTRACTS, CHECKS, LOANS, INDEMNIFICATION AND RELATED MATTERS**

- 7.1 Contracts. The Board may authorize any officer or officers, or agent or agents, to enter into any contract or execute and deliver any instrument in the name of, and on behalf of, the Organization. Such authority may be general or confined to specific instances.
- 7.2 Checks, Drafts, Etc. All checks, drafts, or other orders for the payment of money, notes, or other evidences of indebtedness issued in the name of the Organization shall be signed by such officer or officers, or agent or agents, of the Organization and in such manner as is from time to time determined by resolution of the Board.
- 7.3 Deposits. All funds of the Organization not otherwise employed shall be deposited from time to time to the credit of the Organization in such banks, trust companies, or other depositories as the Board or a designated committee of the Board may select.
- 7.4 Loans. No loans shall be contracted on behalf of the Organization and no evidence of indebtedness shall be issued in its name unless authorized by



a resolution of the Board. Such authority may be general or confined to specific instances.

7.5 Gifts and Contributions. The Treasurer may accept on behalf of the Organization any contribution, gift, bequest, or device as may be consistent with the established purposes of the Organization and as may be permitted by any applicable local, state, or federal law.

7.6 Indemnification.

7.6.1 Mandatory Indemnification. The Organization shall indemnify a Director or former Director, who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which he or she was a party because he or she is or was a Director of the Organization against reasonable expenses incurred by him or her in connection with the proceedings.

7.6.2 Permissible Indemnification. The Organization shall indemnify a Director or former Director made a party to a proceeding because he or she is or was a Director of the Organization, against liability incurred in the proceeding, if the determination to indemnify him or her has been made in the manner prescribed by the law and payment has been authorized in the manner prescribed by law.

7.6.3 Advance for Expenses. Expenses incurred in defending a civil or criminal action, suit, or proceeding may be paid by the Organization in advance of the final disposition of such action, suit, or proceeding, as authorized by the Board in the specific case, upon receipt of (i) a written affirmation from the Director, officer, employee, or agent of his or her good faith belief that he or she is entitled to indemnification as authorized in this article, and (ii) an undertaking by or on behalf of the Director, officer, employee, or agent to repay such amount, unless it shall ultimately be determined that he or she is entitled to be indemnified by the Organization in these Bylaws.

7.6.4 Indemnification of Officers, Agents, and Employees. An officer of the Organization who is not a Director is entitled to mandatory indemnification under this article to the same extent as a Director. The Organization may also indemnify and advance expenses to an employee or agent of the Organization who is not a Director, consistent with Indiana Law and public policy, provided that such indemnification, and the scope of such indemnification, is set forth by the general or specific action of the Board or by contract.

## **ARTICLE 8 – MISCELLANEOUS**

- 8.1 Books and Records. The Organization shall keep correct and complete books and records of account, and shall keep minutes of the proceedings of all meetings of its Board, a record of all actions taken by the Board without a meeting, and a record of all actions taken by committees of the Board. In addition, the Organization shall keep a copy of the Organization's Articles of Incorporation and Bylaws as amended to date. All books and records of the Organization may be inspected by a Director for any proper purpose at any reasonable time, upon reasonable notice to the Secretary of the Organization.
- 8.2 Fiscal Year. The fiscal year of the Organization shall be from January 1 to December 31 each year.
- 8.3 Conflict of Interest. The Board shall adopt and periodically review a conflict of interest policy to protect the Organization's interest when it is contemplating any transaction or arrangement which may benefit any Director, officer, employee, or member of a committee with Board-delegated powers.
- 8.4 Nondiscriminatory Policy. The officers, Directors, committee members, employees, and persons served by this Corporation shall be selected entirely on a nondiscriminatory basis with respect to age, sex, race, religion, national origin, and sexual orientation. It is the policy of 4 A Better Chandler, Inc. not to discriminate on the basis of race, creed, ancestry, marital status, gender, sexual orientation, age, physical disability, veteran's status, political service or affiliation, color, religion, or national origin.
- 8.5 Bylaw Amendment. These Bylaws may be amended, altered, repealed, or restated by a vote of the majority of the Directors then in office at a meeting of the Board, provided, however, that:
- (a) no amendment shall be made to these Bylaws which would cause the Organization to cease to qualify as an exempt Organization under Section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future Federal tax code; and,
  - (b) an amendment does not affect the voting rights of Directors. An amendment that does affect the voting rights of Directors further requires ratification by a two-thirds (2/3) vote of a quorum of Directors at a Board meeting; and
  - (c) all amendments be consistent with the Articles of Incorporation.

## **ARTICLE 10 – AMENDMENT OF ARTICLES OF INCORPORATION**

10.1 Amendment. Any amendment to the Articles of Incorporation may be adopted by approval of two-thirds (2/3) of the Directors then in office.

### **CERTIFICATE OF ADOPTION OF BYLAWS**

I do hereby certify that the above state Bylaws of 4 A Better Chandler, Inc. were approved by 4 A Better Chandler, Inc.'s Board of Directors on this 28 day of April, 2015, and constitute a complete copy of the Bylaws of the Organization.

  
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Amber Chambers, Secretary

Date: April 28, 2015