

Revised March 16, 2016

BY-LAWS for
 Association for Educational Communications and Technology
 Association for Educational Communications and Technology International
Indiana Nonprofit Corporations

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Association for Educational Communications and Technology
Association for Educational Communications and Technology International
Indiana Nonprofit Corporations

November 9, 2009
Revised March 16, 2016

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Association for Educational Communications and Technology
Association for Educational Communications and Technology International
Indiana Nonprofit Corporations

These Bylaws are effective as of November 9, 2009.

Preamble, Goal, and Rationale

The Association for Educational Communications and Technology brings together individuals who are actively engaged in the field of educational communications and technology to enhance their individual and cooperative creativity and productivity.

Mission:

The mission of the Association for Educational Communications and Technology is to provide international leadership by promoting scholarship and best practices in the creation, use, and management of technologies for effective teaching and learning.

Goals:

- Define the disciplines and professional activities that comprise the field of educational communications and technology.
- Serve and represent professionals in the field and support their intellectual and professional growth.
- Advance scholarship and practice that contribute to and enlarge the knowledge base of the field.
- Promote policies that ensure the humane and ethical use of educational communications and technology at all levels, from the personal through the international.

1. OFFICES

The Principal Office of the Association for Educational Communications and Technology (hereinafter the “Association”, “AECT” or “AECTI”) shall be 320 West 8th Street, Ste. 101, Bloomington, Indiana, 47404. The Corporation may have such other offices, either within or without the State of Indiana as the Board of Directors may designate, or as the business of the Corporation may from time to time require. The Association shall also maintain a national headquarters office, which may be the same as the Principal Office, which shall be responsible for the promotion of the objectives of the Association, its Divisions, and Affiliates. The national headquarters office shall be established as such place and with such facilities as the Board may direct.

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2. MEMBERSHIP

2.1. Members. Any person or organization interested in the purposes and objectives of the Association may become a member upon payment of dues as provided for in these Bylaws for classes of membership as the board of Directors may from time to time establish.

2.2. Classes of Membership. There shall be Five (5) classes of Membership. The types of memberships shall be determined by the Board to best attain the objectives of the Association. The Board shall determine the privileges of the types of memberships and the duration of such privileges. The Board shall publish information on types of membership, attendant privileges, dues and publications.

2.3. Dues. The basic dues of the Association shall be determined by the Board and shall include subscriptions to such publications as may be determined by the Board. The annual dues to be paid by International Affiliates and students, and the publications of the Association to which they shall be entitled, shall be determined by the Board. The Board may also authorize special subscription rates to publications of the Association for special groups of subscribers.

2.4. Resignation or Termination of Membership. A Member has the right to terminate his/her Membership at any time. Such termination shall be accomplished by a written notice to the President of the Association or by failure to comply with the requirements for Membership. Membership shall be terminated by the Association if the annual dues have not been paid by 90 days of the year due or if the Member no longer satisfies the criteria for Membership. Membership may also be terminated for violation of the Bylaws or for conduct or actions detrimental to the welfare and interest of the Association or its Members. Charges against any Member with respect to any cause for dismissal shall be made by not less than Five (5) Members in good standing, addressed to the Board of Directors. At least 30 days' written notice, specifying such charges in reasonable detail and setting forth the date on which the Board of Directors proposes to take disciplinary action shall be mailed via first class or certified mail to the Member concerned at his last address appearing upon the records of the Association, and such Member shall be afforded an opportunity if he/she shall demand the same in a written notice mailed to the President of the Association at least 5 days prior to the date proposed for the taking of the disciplinary action, to appear in person before the Board of Directors to reply to the charges against him/her. Both the Member concerned and the Board of Directors shall take such steps necessary to ensure that this appearance be held within one year of the effective date of the termination of Membership as required by IC 23-17-8-2. All proceedings under this Section except any disciplinary action taken by the Board of Directors shall be confidential. The Board of Directors shall be responsible for taking action on all matters in this Section 2 and its actions if approved by a majority vote of the Board shall be final.

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2.5. Termination of Rights. All rights of a Member to vote, and all his right, title or interest in or to the Corporation, or its property, shall cease upon the termination of Membership.

3. MEMBER MEETINGS

3.1. Annual Meeting. There shall be an announced annual convention of the Association at such time and place as may be determined by the Board of Directors. For all persons attending any meeting or convention, there may be a registration fee fixed by the Board of Directors.

3.2. Regular Meeting. Regular meetings of the Association may be held at such time and such place as shall be determined by the Board of Directors.

3.3. Special Meeting. Special meetings of this organization may be called by the President when s/he deems it in the best interest of the organization. Special meetings may also be called if the holders of at least five percent (5%) of the voting power of the Association sign, date and deliver to the Association's Executive Secretary one or more written demands for the meeting describing the purpose or purposes for which it is to be held.

3.4. Notice. Notice of an annual, regular or special meeting shall be published in a manner consistent with Association practices, but in no event shall such publication take place fewer than ten (10) days before the meeting and shall include a description of any matter or matters which must be submitted to the Members for approval in accordance with the Indiana Code. Notice of a special meeting shall include a description of the purpose or purposes for which the meeting is being called and shall not be inconsistent with IC 23-17-10-5.

3.5. Voting. Voting on any action required to be submitted to the Members may be conducted by mail as long as number of votes received either for or against any action would constitute a quorum as if the action were voted upon at a regular or special meeting.

3.6. Quorum. The presence of not less than 2 % of the Members shall constitute a quorum and shall be necessary to conduct the business of this organization; but a lesser percentage may adjourn the meeting for a period of not more than eight (8) weeks from the date scheduled by these By-Laws and the Executive Secretary shall cause a notice of this scheduled meeting to be sent to all those Members who were not present at the meeting originally called. A quorum as herein before set forth shall be required at any adjourned meeting.

4. BOARD OF DIRECTORS

4.1. General Powers. The business and affairs of the Association will be managed by its Board of Directors. The Directors shall, in all cases, act as a Board and may adopt such rules and regulations for the conduct of their meetings

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and the management of the Association, as they deem proper, not inconsistent with these Bylaws and the laws of the State of Indiana.

4.2. Number, Tenure and Qualifications

4.2.1. **Number.** The Board of Directors shall consist of the following elected officers of the Association (4): President, President-elect, Executive Secretary and the immediate Past-President as well as one (1) director from each Division, elected by preferential ballot to serve staggered three-year terms. The Board of Directors will confirm annually one (1) director recommended by the Graduate Student Assembly and (1) director who is a member selected from the (*Professional*) Ethics Committee. Additionally, the Past President of the ECT Foundation shall serve as non-voting Ex Officio member of the Board. Directors shall be selected to hold office until their successors have been elected and qualified, subject to prior death, resignation or removal. A member shall not be eligible for re-election or reappointment until one year after the expiration of his/her term.

4.2.2. **Removal of Director.** A Director may be removed from an office by an affirmative vote of a majority of the Members taken at a meeting for that purpose.

4.2.3. **Term of Office.** The President and other elected officers, directors elected at large, and confirmed directors elected from Graduate Student Assembly shall assume their responsibilities during the annual convention. In the event an annual convention is not held, they shall assume their responsibilities twelve months after the preceding convention and annually thereafter at twelve-month intervals until a convention is held.

4.3. Newly Created Directorships and Vacancies. Newly created Directorships resulting from an increase in the number of Directors and vacancies occurring in the Board for any reason shall be filled by appointment by the body. Directors representing a Division shall be replaced by that Division by special election or appointment by the Division Board. A Director elected to fill a vacancy caused by resignation, removal or death shall hold such office for the unexpired term of his predecessor.

4.4. Regular Meetings. Regular meetings of the Board of Directors shall be held not less frequently than semi-annually at a time and in a manner to be specified by a vote of the Board of Directors. The Board of Directors shall have authority to take such actions as are necessary for the conduct of the Association's affairs in accordance with the Bylaws and the laws of the state of Indiana.

4.5. Special Meetings. Special Meetings of the Board of Directors may be called by or at the request of the Executive Director, the President of the Association, or any two (2) Directors. The Executive Director, the President or

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the Directors calling a Special Meeting of the Board of Directors may fix any reasonable place, either within or without the State of Indiana, as the place for holding the Special Meeting of the Board of Directors called by them.

4.6. Notice. Notice of any Special Meeting of the Board of Directors shall be given to each Director not less than seventy-two (72) hours prior to such meeting either:

4.6.1. By written notice delivered personally or mailed or given by electronic communication to such Director at his business address or at such other address as said Director shall have designated in writing and filed with the Executive Secretary of the Association; or by word of mouth, telephone or voice mail personally to such Director in each case. If mailed, the notice shall be deemed delivered when the notice is given to the transmitting company.

4.6.2. Whenever any notice is required to be given to any Director of the Association under the Articles of Incorporation or these Bylaws, or provision of any law, a waiver thereof, in writing, signed at any time, either before or after the time of meeting, by a Director entitled to such notice, shall be deemed equivalent to the giving of such notice. The attendance of a Director at a meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting and objects to the transaction of business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of any annual, regular or Special Meeting of the Board of Directors need be specified in the notice of waiver or the notice of such meeting, except as other provided for in these Bylaws.

4.7. Quorum. A majority shall constitute a quorum of the Board of Directors.

4.8. Manner of Acting. The act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the act of a greater number is required by law or by the Articles of Incorporation or by these Bylaws.

4.9. Resignation. A Director may resign at any time by giving notice to the Board, the President or the Executive Secretary of the Association. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board of such Officer and the acceptance of the resignation shall not be necessary to make it effective.

4.10. Compensation. No compensation shall be paid to the Directors, as such, for their services, but, by resolution of the Board of Directors, Directors may receive reimbursement for their expenses incurred for actual attendance at each regular meeting or Special Meeting of the Board of Directors and/or other expenses incurred by said Director in the course of duties on behalf of the Association. Nothing herein contained shall be construed to preclude any Director from serving the Association in any other capacity and receiving compensation therefor, provided such action does not violate the provisions of the Indiana Nonprofit Corporation Act of 1991.

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4.11. Presumption of Assent. A Director of the Association who is present at a meeting of the Board of Directors or a committee thereof of which the Director is a member in which any action on any corporate matter is taken shall be presumed to have assented to the action taken, unless that Director's dissent shall be entered in the minutes of the meeting or unless the Director files written dissent of such action with the person acting as the Secretary of the meeting before adjournment thereof or forward such dissent by registered mail to the Executive Secretary of the Association immediately after the adjournment of the meeting. Such right to dissent shall not apply to a Director who voted in favor of such action.

4.12. Unanimous Consent Without Meeting. Any action required or permitted by the Articles of Incorporation or Bylaws or any provision of law, to be taken by the Board of Directors or any committee thereof, at a meeting by resolution, may be taken without a meeting if consent in writing, setting forth the action so taken, shall be signed by all of the Directors entitled to vote with respect to such action.

4.13. Executive and Other Committees.

4.13.1. Executive Committee. The Board of Directors shall designate five members of its group as an Executive Committee which shall have and exercise the authority of the Board of Directors in the intervals between the meetings of that body. The President of the Association shall serve as Chairperson of the Executive Committee. The Executive Committee shall be composed of the President, President-Elect, Executive Secretary, Immediate Past President, and one member of the elected Board of Directors selected by the Board as a Whole.

4.13.2. Other Committees. The Governance committees of the Association shall consist of a Nominating Committee, the Executive Committee and an Ethics Committee. Other governance committees as needed may be established by the Board or the President. Task Forces and Ad Hoc Committees may be established and appointed by the President with Board approval for the completion of specific tasks and/or duties.

4.13.3. Standing Committees. Standing committees shall be established as needed to carry out the goals, objectives, and policies of the Association. The chairpersons and members of the various standing committees shall be appointed by the President-elect and shall serve a term of office as indicated in the official letter of appointment, generally three years.

4.13.4. Standing committees may be dissolved for specified reason by a 2/3 majority vote of the Board of Directors.

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5. OFFICERS

5.1. Number. The Corporation shall have at least a President, President-Elect, Executive Secretary and Immediate Past-President and shall perform the duties of their respective offices and such other duties as may be approved by the Board of Directors. The President-Elect shall serve the second year as President and the third year as Immediate Past-President. The duties of the Officers shall be those enumerated herein and any further duties designated by the Board of Directors or by the law.

5.2. Removal. Any Officer or agent may be removed by the Board of Directors whenever, in its judgment, the best interests of the Association will be served thereby, and such removal shall be without prejudice to any contract rights, if any, of the person so removed. Election or appointment shall not, of itself, create a contract right between the person so elected and the Corporation.

5.3. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise shall be filled by the Board of Directors for the unexpired portion of the term or such term as the Board of Directors may designate. At any meeting where an election to fill a vacancy in a position of Officer to the Association occurs, any nominees may be added to the slate of candidates placed in nomination by a nominating committee or at the request of the Board member with an accompanying second motion.

5.4. Executive Director. The Board of Directors shall appoint an Executive Director for the Association. This person is responsible for managing the national headquarters office, for performing duties as directed by the Board, and for annually reporting to the Board on activities, financial status, management, and personnel matters of the Association. The terms and conditions of this position shall be established by the Board. An annual performance review will be made prior to any change in contractual or compensation considerations pertaining to this position. The Executive Director shall be appointed for a term not to exceed three years and may be reappointed. The Board of Directors may terminate the services of the Executive Director upon giving four (4) months' notice.

5.5. President and President-Elect. The President of the Association shall be the executive head of the organization, shall preside at all business meetings, and shall carry out the instructions of the Executive Committee and the Board of Directors and shall be the person elected as President-Elect by the membership the previous year. In the absence of the President, the President-Elect shall assume the duties of the President. Further delegations of authority shall be determined by the Board of Directors. The President and President-Elect shall be appointed for a term of one (1) year and shall hold office until their successors are elected and shall qualify. In the event that the President shall not

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serve out his/her full term, the President-elect shall succeed to the unexpired remainder thereof and continue through his/her own term.

5.6. Executive Secretary. The specific duties of the Executive Secretary shall be as prescribed by the Board of Directors. The Executive Secretary shall be elected for a term of three (3) years and shall hold office until their successors are elected and shall qualify.

5.7. Immediate Past-President. The specific duties of the immediate Past-President shall be as prescribed by the Board of Directors.

5.8. Salaries. The salaries, compensation and fringe benefits of the Officers shall be fixed from time to time by the Board of Directors or by a duly authorized committee thereof, and no Officer shall be prevented from receiving such salary by reason of the fact that such Officer is also a Director of the Association.

5.9. Appointments. The Board of Directors shall appoint all other officers of the Association not provided for herein.

6. NOMINATIONS

6.1. Appointment of Committee. By August 1, the President-elect designate shall appoint a Nominating Committee of not less than nine members representing the Association by geographic location, levels of education, types of positions and sex/race, to the extent that it is possible and practical. The chairperson of this committee shall be the Immediate Past-President.

6.2. Meeting. The Nominating Committee shall meet during the annual convention to discuss criteria and potential candidates. A public call for nominations shall be through print and/or electronic means as determined by the Board of Directors and Associations leaders shall be solicited for nominations. Nominations shall be closed no later than July 1 of the following year, to allow sufficient time for potential candidates to submit documentation for review and ranking by the Nominating committee.

6.3. Ballots. By September 15, the Nominating Committee shall prepare an official ballot listing two nominees for President-elect, two nominees for Executive Secretary (every third year) with the provision for write-in candidates. Not later than February 1 following, the Executive Director shall present the official ballot with biographical sketches to each member in good standing through print and/or electronic means.

6.4. Eligibility. The Nominating Committee shall determine the eligibility of nominees and ascertain that all the nominees for any office are willing to stand for office. Eligibility shall consist of membership in the Association.

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6.5. Restrictions. Individuals selected to be on the ballot in the general association election for President-Elect and/or Executive Secretary may not simultaneously be candidates for election to the Board or a Division.

6.6. Closing of Voting Period. Forty-five (45) days after presentation of the final ballot, the Nominating Committee shall close the election. The Executive Director shall be responsible for counting the votes. Tie votes shall be resolved by a vote of the Board of Directors. The election results shall be reported by the Executive Director to the general membership no later than May 1.

7. DIVISIONS

7.1. Divisions may be organized to represent major educational communications and technology areas and professional interests that lie within the national or international scope of the Association.

7.2. Each AECT member in designated categories will receive membership in a Division or Divisions of his or her choice. Members shall not be required to maintain a divisional affiliation. All Division members must be members of the Association.

7.3. A Division shall be established whenever two percent (2%) or more of the members of the AECT petition for it and a two-thirds (2/3) majority of the Board of Directors of AECT approve. Divisions, when formed from existing societies or organized as new societies, may use the society name provided they append it to the phrase: "A Division of the Association for Educational Communications and Technology International." A Division may affiliate itself with any regional, state or local group interested in the concerns of the Division.

7.4. A Division may be dissolved by the Board of AECT when: a) the number of Division members falls below one percent (1%) of the members of the AECT, or b) the Division votes to recommend dissolution. A Division may also be dissolved for good and sufficient reason by a two-thirds (2/3) majority vote of the AECT Board.

7.5. A Division has freedom to pursue matters within its professional or academic area that are not reserved to AECT or its Board. It may determine the right of its members to vote on Divisional matters, provided that a Division may engage in no activity which is, in the opinion of the Board of AECT, inconsistent with the purposes and objectives of AECT or which is inconsistent with the requirements for a 501(c)(3) organization. The AECT Board shall at least annually review the activities of each Division and shall at all times have the right to prohibit any activity not consistent with this paragraph.

7.6. A Division shall have a President, a director on the AECT Board, a Webmaster, and a Secretary and such other officers as it may desire.

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7.7. A Division will draw up its own Bylaws and rules of procedure which shall be consistent with those of AECT and with the requirements for a 501(c)(3) organization and file them with the Executive Director of AECT. Committees proposed by the division which are more properly committees of AECT may become committees of AECT upon recommendation of the AECT's Board.

7.8. Each Division shall annually submit a budget request to the Board of AECT reflecting its financial requirements for the following year. The AECT Board may allocate Association funds as deemed appropriate for Division activities. Funds so allocated shall be expended by the Division strictly in accordance with the budget approved by the Board of Directors of AECT.

8. AFFILIATED ORGANIZATIONS

8.1. Any active local, state, regional, national or international organization whose interests and purposes are similar to those of AECT, and whose constitution and/or Bylaws are consistent with the Bylaws of AECT, and whose membership includes the number of AECT members stipulated in sub-paragraphs (1) through (4) below, may, upon written request and on approval of the Executive Committee of the Board of Directors of AECT become affiliated with the Association to work together more effectively in the achievement of their common goals. Each affiliated organization shall report annually to the Board of Directors of AECT the names and address of all members, the nature and extent of its program(s) and any changes in the organization and purpose.

8.2. There shall be five (5) types of affiliated organizations: State, Regional, National, International and Chapter.

8.2.1. State Affiliate: Each state educational communications and technology association representing an entire state may affiliate provided that the president and the president-elect of the state association are members of AECT. Any state association wishing to initiate a new affiliation with AECT or reinstatement of affiliation which has been discontinued, must within three (3) years have as members 25 joint members of AECT or twenty percent (20%) of its membership, whichever is less.

8.2.2. Regional Affiliate: Any regional professional organization concerned with educational communications and technology and not eligible to become a chapter, state, national or international affiliate may upon written request and approval of the Executive Committee of AECT, affiliate with AECT as a Regional Affiliate. It is required that the president and president-elect and at least 25 members or twenty percent (20%) of the Regional Association's members, whichever is less, be active members in AECT.

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- 8.2.3. National Affiliate: Any national professional organization concerned with educational communications and technology and not eligible to become a chapter, state, regional, or international affiliate, may, upon written request and approval of the Executive Committee of AECT, affiliation with AECT as a National Affiliate. It is required that the president and president-elect and a minimum of 25 members or twenty percent (20%), whichever is less, of the National Affiliate's members be active members in AECT.
- 8.2.4. International Affiliate: Any international professional organization concerned with educational communications and technology and not eligible to become a chapter, state, regional, or national affiliate, may, upon written request and approval of the Executive Committee of AECT, affiliation with AECT as a National Affiliate. It is required that the president and president-elect and a minimum of 25 members or twenty percent (20%), whichever is less, of the International Affiliate's members be active members in AECT.
- 8.2.5. Chapter Affiliate: Any group of individuals concerned with educational communications and technology on a university campus or in a city/metropolitan area or region and not eligible to become a, state, regional, national or international affiliate, may, upon written request and approval of the Executive Committee of AECT, affiliation with AECT as a Chapter Affiliate. After a two (2) year probationary period, it is required that the president and president-elect and a minimum of 25 members or twenty percent (20%), whichever is less, of the Chapter Affiliate's members be active members in AECT.

8.3. The Board of Directors of AECT shall determine what privileges of AECT may be granted to Affiliates, including representation on the AECT Board of Directors.

8.4. The Board of Directors of AECT may sever the affiliation of an affiliate organization when it is no longer in the best interests of AECT and after notification of the affiliate's officers that termination has been voted by two-thirds (2/3) of the Board of Directors of AECT.

9. ETHICS.

9.1. Adherence to the AECT Code of Ethics shall be a condition of membership in the Association.

9.2. A Professional Ethics Committee shall be appointed by the Board. The committee shall, after due notice and hearing, have power to censure, suspend, or expel any member for violation of the code subject to review by the Board of Directors.

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9.3. A member may, within sixty (60) days after receiving notice of action by the Professional Ethics Committee, file an appeal of the decision in writing to the Board. The Board will then take action on the appeal.

10. CONTRACTS, LOANS, CHECKS AND DEPOSITS

10.1. Contracts. The Board of Directors may authorize any Officer or Officers or agent or agents to enter into any contract or execute or deliver any instrument in the name of and on behalf of the Association, and such authorization may be general or confined to specific instances. In the absence of other designation, all deeds, mortgages and instruments of assignment or pledge made by the Association shall be executed in the name of the Association by the President and by the Executive Secretary-and when so executed, no other party to such instrument or any third party shall be required to make any inquiry into the authority of the signing Officer or Officers.

10.2. Loans. No indebtedness for borrowed money shall be contracted on behalf of the Association and no evidence of such indebtedness shall be issued in its name unless authorized by or under the authority of a resolution of the Board of Directors. Such authorization may be general or confined to specific instances.

10.3. Checks, Drafts, etc. All checks, drafts or other orders for the payment of money and notes or other evidences of indebtedness issued in the name of the Association shall be signed by such Officer or Officers or agent or agents of the Association, and in such manner, including by means of facsimile signatures, as shall from time to time be determined by or under the authority of a resolution of the Board of Directors.

10.4. Deposits. All funds of the Association not otherwise employed shall be deposited from time to time to the credit of the Association in such banks, trust companies or other depositories as may be selected by or under the authority of a resolution of the Board of Directors.

11. OFFICERS' AND DIRECTORS' LIABILITY AND INDEMNITY

Each Director or Officer or former Director or former Officer of the Association, or any person who may have served at its request as a Director or Officer of another Corporation of which it is a creditor, will be indemnified by the Corporation against all liability, costs and expenses, including but not limited to attorneys' fees and costs, reasonably imposed upon or incurred by her or him in connection with or arising out of any action, suit, proceeding or appeal in which she or he may be involved or to which she or he may be a party by reason of being or having been a Director or Officer of the Corporation, such expenses to include the cost of reasonable settlement, including without limitation reasonable attorneys' fees and costs (other than amounts paid to the Corporation itself), made with a view to curtailment of costs of litigation; provided, however, that any such Director, Officer or person shall not be entitled to indemnification in relation to matters as to which she or he shall be finally adjudged in such action, suit, proceeding or appeal to be liable

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for negligence or misconduct in the performance of duty to the Corporation or liable for improperly receiving personal benefit. Such indemnification will not be deemed exclusive of any other rights to which those indemnified may be entitled to as a matter of law. The Corporation shall have the right to indemnify its Directors and Officers to the fullest extent permitted by law or by contract. The Corporation may pay for or reimburse any reasonable expense incurred by a Director who is a party to a proceeding in advance of final disposition of the proceeding; provided that the Director furnish both a written affirmation of her or his good faith belief that she or he has met the applicable standard of conduct as required by law and a written undertaking, either personally or on her or his behalf, that the advance will be repaid if it is ultimately determined that the Director did not meet the proper standard of conduct.

A Director's or Officer's personal liability to the Corporation for monetary damages is eliminated for any act or omission committed as a Director or Officer occurring after the effective date of the Articles of Incorporation; provided, that the personal liability of a Director is not eliminated or limited for:

- (a) any breach of the Director's duty of loyalty to the Corporation;
- (b) acts or omissions not in good faith or which involved intentional misconduct or a knowing violation;
- (c) any unlawful distribution; or
- (d) any transaction from which the Director involved derived an improper personal benefit.

If the Indiana Nonprofit Corporation Act of 1991 hereafter is amended to authorize further elimination or limitation of the liability of Directors provided herein, then the liability of a Director of the Corporation, in addition to the limitation or personal liability provided herein, shall be limited to the fullest extent permitted by the amended Indiana Nonprofit Corporation Act. Any repeal or modification of this paragraph shall be prospective only and shall not adversely affect any limitation on personal liability of a Director of the Corporation existing at the time of such repeal or modification.

12. FISCAL YEAR

The fiscal year of the Association shall begin on the first day of January and end on the last day of December each year.

13. AMENDMENTS

13.1. Amendments to Articles. The Members of the Association may vote by mail or electronic means on any amendments to the Articles of Incorporation that require Member approval in accordance with IC 23 17 17.

13.2. Amendments by Directors. The Bylaws may be altered, amended or repealed and new Bylaws may be adopted by the Board of Directors by an affirmative vote of the majority of the Directors present at any meeting at which

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a quorum is in attendance, unless such amendment requires approval by the Members in accordance with IC 23 17 18. Proposals for amendments of the By-Laws may originate in the Board, in a Division, or by petition submitted to the Board by one-half of one percent (0.5%) of active members as of the date of submission of the petition.

13.3. Implied Amendments. Any action authorized by the Members and taken by the Board of Directors which would be inconsistent with the Bylaws then in effect but which is taken or authorized by an affirmative vote of not less than the number of Members required to amend the Bylaws so that the Bylaws shall be consistent with such action shall be given the same effect as though the Bylaws had been temporarily amended or suspended only so far as necessary to permit the specific action so taken or authorized.

14. DIVIDENDS

No dividends or profits shall be declared to any Director, Officer or employee of the Corporation. The income of the Corporation shall be applied, distributed or donated in accordance with the Articles of Incorporation or with these By-laws, as determined by the Board of Directors. ADOPTED this twentieth day of August, 2009.

Mary Beth Jordan

Mary Beth Jordan, Executive Secretary

Phillip Harris

Phillip Harris, Executive Director

Pat Miller

Pat Miller, President

Approved August 20, 2009

Update to Fiscal Year

Approved by Board of Directors January 16, 2013

Updated to reflect

New Address and Board of Directors Membership March 16, 2016