

By-Laws of Indiana State Guardianship Association Corporation

(Effective as of January 1, 2015)

Article I

Name and Seal

Section 1. Name

The name of this Association is Indiana State Guardianship Association.

Section 2. Seal

The Seal of this Association shall contain the words, "Indiana State Guardianship Association", and "Association Seal".

Article II

Purpose

The purposes for which the Association is organized are exclusively charitable and educational within the meaning of Section 501 (c) (3) of the Internal Revenue Code of 1954, as amended and as so expressly shall be:

- A. To Define, Promote, and Support Guardianship Best Practices in Indiana, including but not limited to: The promotion of relevant public policy, advocacy, research, and the development of standards for providing services to vulnerable persons who are incapacitated, at-risk, and require guardianship services.
- B. To acquire by gift, devise, bequest, grant or purchase, and hold and maintain real and personal property, for the aforesaid purposes.
- C. To accept and administer any gift, devise or bequest of personal or real property for the aforesaid purposes.

Article III

Structure

- A. The Association shall consist of a Board of Directors and Members.
- B. The Board of Directors shall consist of those members as hereinafter defined in Article V entitled, "Board of Directors".
- C. The Members shall consist of those members as hereinafter defined in Article IV, entitled "Members and Meetings".

Article IV

Members and Meetings

Section 1. Members

All persons interested in the purpose of the Association shall be eligible for membership in the Association without regard to race, age, religion, national origin, sex, sexual orientation, or level of physical or cognitive ability. Guidelines for acceptance of membership shall be developed by the Board of Directors and incorporated by Board resolution.

Section 2. Duties

- A. All members shall be required to pay annual dues, which shall be established by resolution of the Board of Directors, unless the payment of dues for any specific member is expressly waived by the Board of Directors.
- B. Members not paying the annual dues within ninety (90) days of the renewal date will be dropped from membership.

Section 3. Voting and Elections

- A. Each Member shall be entitled to one (1) vote on any and all matters submitted to the Members at a regular or special meeting of the General Membership.
- B. The General Membership shall elect Directors in accordance with the established policies of the governing body of the Association.
- C. Any Members of the Association may nominate an individual for election to the Board of Directors.

Section 4. Meetings of Members

- A. The annual meeting of the General Membership shall be held for the purpose of installing the Board of Directors and for the transaction of such other business as may come before the meeting. The Secretary of the Association shall mail a written notice or e-mail notice of the time and place of all meetings to each Member not less than seven (7) days or more than forty-five (45) days prior to the meeting.
- B. Special meetings of the General Membership may be called by the President of the Board, a majority of the Board of Directors, or by twenty percent (20%) of the General Membership. The Secretary of the Association shall mail a written notice of the time and place of all special meetings specifying the agenda and other matters to be discussed at the special meeting to each Member, not less than twenty-one (21) days prior to the special meeting.

- C. The President, or Vice President in the President's absence, shall preside at annual and special meetings of the General Membership and the Secretary of the Board shall serve as Secretary.
- D. Twenty percent of the total number of Members shall constitute a quorum for the transaction of business. In the event that a quorum is not present at any meeting, a majority of those present may adjourn the meeting at any time without further notice.

Article V

Board of Directors

Section 1. Management

- A. The Board of Directors shall consist of the officers and Directors of the Association.
- B. The management, direction, and control of the properties, organization and activities of the Association shall be vested in the Board of Directors.

Section 2. Qualifications

All Directors and Officers must be members of the association.

Section 3. Number and Election

- A. The Board of Directors will consist of nine (9) members.
- B. The Directors shall be elected by the General Membership at the annual meeting.
- C. The term of office for all Directors shall be three years.

Section 4. Vacancies

- A. Any vacancy occurring in the Board of Directors caused by death or resignation and any vacancy occurring by reason of an increase in the number of Directors may be filled by the Board of Directors.
- B. Nonattendance at any two (2) regular meetings of the Board of Directors within a year may be considered by the Board of Directors as a resignation of that Director or Officer.

Section 5. Powers and Duties

- A. The Board of Directors shall determine the general policies for the operation and control of the Association and its various activities. It shall acquire funds for the operation, maintenance and repair of the buildings and other annual budget and control of revenue and

expenditures not covered by the annual budget. It shall report these matters to the Members in an Annual Report.

- B. The Board of Directors shall have direction of all funds of whatever character held for the benefit of the Association, to convey, sell, assign, lease, transfer, mortgage, pledge, exchange, or otherwise dispose of any real or personal property of the Association, and to borrow money for its corporate purposes at such rates of interest as said Board may determine, and shall have the power and right to authorize the Officers of the Association to execute, acknowledge, and deliver conveyances, deeds, leases, notes, trust deeds, mortgages, contracts and other instruments for the Association shall be valid unless authorized or approved by the Board of Directors.

Article VI

Officers

Section 1. Officers

- A. The Officers of the Association shall be elected by the Board of Directors of the Association. Each Officer shall serve a three-year-term.
- B. The Officers shall be a President, Vice President, Secretary, and Treasurer. No one person shall hold the same office for more than two consecutive three-year terms.
- C. A vacancy in any office because of death, resignation, removal, disqualification, or otherwise, may be filled by appointment of the Board of Directors for the unexpired portion of the term. Any Officer may be removed from that office by 2/3 vote of the Board of Directors currently in office in accordance with these Bylaws.

Section 2. Duties of Officers

- A. The President shall preside at the meetings of the Board of Directors and at meetings of the Members, and shall also perform such other duties as the board of Directors may, from time to time, assign. The President may sign on behalf of the Association all instruments which the board of Directors has authorized. The President shall preside at the meetings of the Board of Directors and at meetings of the Members, and shall also perform such other duties as the Board of Directors may, from time to time, assign. The President may sign on behalf of the Association all instruments which the Board of Directors has authorized to be executed.
- B. The Vice President, in the absence of the President, shall perform the duties of the President and when so acting have all the powers of and

be subject to all the restrictions of the President. The Vice President shall act as the liaison to the National Guardianship Association and shall participate in affiliate activities, as appropriate and necessary.

- C. The Secretary shall be responsible for keeping a true and accurate record of all proceedings at the meetings of the Board of Directors and Members. In addition, the Secretary shall see that all notices are duly given in accordance with the provisions of these By-laws, or as required by law.

The Secretary shall act as custodian of the Association Records and of the seal of the Association. When authorized by the Board of Directors or the President, the Secretary shall affix the seal of the Association to any instrument requiring it.

- D. The Treasurer shall report on the financial matters and transactions of the Association as recorded in books provided for that purpose and kept for the Indiana State Guardianship Association. The Treasurer shall act as custodian of the Association's financial records. The treasurer shall require that all monies of the Association be deposited in the name of the Association in such Bank or other depository as shall be selected by the Board of Directors and may withdraw funds therefrom by check signed by the Treasurer or as fixed by the resolution of the Board of Directors. The books shall be maintained in accordance to resolutions submitted with generally accepted accounting principles and will be reviewed annually by the Board of Directors.

Article VII

Executive Director

Section 1 Appointment

The Board of Directors shall, at such time as it sees fit, appoint an Executive Director as the chief Executive Officer of the Indiana State Guardianship Association

Section 2 Duties and Powers

- A. The Executive Director shall have the authority and power to deal with any and all matters of the Indiana State Guardianship Association and its interface with subsidiary, support and related Association or entities, and to take action to connection therewith.
- B. The Executive Director shall have all authority and power to handle the daily management aspects of the Indiana State Guardianship Association and its interrelationship with all other entities.

- C. The Executive Director shall be empowered to act at the direction of the Association Board of Directors.
- D. The Executive Director shall be responsible for the management, direction and control of the properties, operations, and activities of the Indiana State Guardianship Association under the direction of the Board of Directors.

Article VIII

Committees

Section 1. Committee Formation

The President, with the approval of the Board of Directors shall have the power to establish and appoint committees including the chairperson thereof, as may be deemed necessary or expedient for properly conducting the affairs of the Association, and may vest such committees with such powers as the Board may deem advisable. Committees shall serve until the purpose for which they were created has been accomplished. The President shall be an ex-officio member of each committee. All committees shall be subject to the control and direction of the Board of Directors or as the President may request. The President shall appoint at least one Director to each committee that is formed.

Section 2. Committee Meetings and Procedure

Each Committee shall establish its own Procedures and otherwise conduct its affairs so long as no action by a Committee conflicts with or otherwise violates the Articles of Incorporation, By-Laws or the Laws of the State of Indiana.

Article IX

Fiscal Year

The fiscal year of the Association shall be the calendar year.

Article X

Amendments

These By-Laws may be altered, amended, or repealed at any time by vote of not less than two-thirds of the Board of Directors present, provided there is a quorum at any regular or special meeting thereof, provided, however, that no alteration, amendment or repeal of any of these By-Laws shall be valid unless written or e-mail notice of the subject of the proposed amendment shall be mailed to each member of the Board not less than fourteen (14) days prior to the date of the meeting. To be official and implemented, all alterations, amendments, or repeals to the By-Laws of

the Association must be presented at the next regular meeting of the General Membership.

Article XI

Dissolution

Voluntary dissolution of the Association may only occur upon a majority vote of the General Membership following notification. In the event of dissolution of the Association, the funds and assets of the Association, after payment of all obligations, shall be distributed to an organization which is qualified under Sections 501 (c) (3) and 509 (A) (1) and (2) which has purposes and objectives similar to the entities being supported by the Indiana State Guardianship Association or other entities as determined by the Board of Directors.

Article XII

Indemnification of Officers, Directors, and Employees

The Association shall indemnify, to the fullest extent authorized or permitted by Indiana law, any person, and such person's heirs and legal representatives, who is made or threatened to be made party to any action, suit or proceeding (whether civil, criminal, administrative or investigative) whether brought by or in the right of the Association or otherwise, by reason of the fact that such person is or was member, trustee, officer, employee or agent of the Association or such person served on any formally constituted advisory body or voluntary committee of the Association, of the Board, or any such person served at the request of the Association, as trustee, shareholder, member, officer, director, employee or agent of any other corporation, business corporation, partnership, joint venture, trust, association, or any other enterprise, against expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and reasonably incurred by the person in connection with such action, suit or proceeding if the person acted in good faith and in a suit or proceeding if the person acted in good faith and in a manner the person reasonably believed to be in or not opposed to the best interest of the Association or its members, and with respect to any criminal action or proceeding, had no reasonable cause to believe that the conduct was unlawful.

Article XIII

Effective Date

These By-Laws shall become effective as of the close of the General Membership business meeting on May 14, 1996.