

CODE OF BYLAWS
Of
Indiana Resource Center for Families with Special Needs, Inc.
DBA: IN*SOURCE

ARTICLE I

Name and Purpose

Section 1. Name. The name of this corporation shall be Indiana Resource Center for Families with Special Needs, Inc. (DBA: IN*SOURCE) (the "Corporation").

Section 2. Purposes. The purposes for which the Corporation is formed are:

- A. For the following charitable purposes with the meaning of section 501(c)(3) of the Internal Revenue Code and the Regulations promulgated thereunder, as may be in effect from time to time:
 - 1. To develop a better understanding by the public of the problems of education for persons with disabilities.
 - 2. To cooperate with all public and private agencies, whether federal, state or local, and with departments of education and social services, in furtherance of the Corporation's purposes.
 - 3. To gather information on education for persons with disabilities.
 - 4. To disseminate information on the education services for persons with disabilities.
 - 5. To further education for persons with disabilities.
 - 6. To give and receive information and counsel to parents of persons with disabilities and to enable persons with disabilities to realize their fullest potential as persons and citizens.
- B. To have, hold and exercise and enjoy in furtherance of the purposes set forth herein all the rights, powers, privileges, and immunities granted, and not expressly denied by the Indiana Nonprofit Corporation Act of 1991, as thereafter amended (the "Act"), and under the common law as may be necessary, convenient, or expedient in order to accomplish the purposes set forth above, not subject to any limitation or restriction imposed by the Act, by any other law or by this Code of Bylaws.
- C. Neither the Corporation, nor its staff or agents, shall engage in any activity prohibited under Section 501 of the Internal Revenue Code and its regulations influence legislation by propaganda or otherwise, nor shall it participate in a political campaign on behalf of, or in opposition, to any candidate for public office.

ARTICLE II

Board of Directors

Section 1. Board of Directors. The business and affairs of the Corporation shall be managed by a Board of Directors.

Section 2. Number and Terms of Office. There shall be a minimum of 9 but no greater than 15 members of the Board of Directors each of whom shall serve 3-year terms with additional terms being granted by a vote of the Board. To the greatest extent possible, one third of the Board of Directors will begin new terms each year on July 1st.

Section 3. Vacancies. When vacancies occur, the Secretary of the Board will submit recommendations from the Nominating Committee for new members to be considered by the full Board of Directors. Any vacancy will be filled through a majority of all the remaining members of the Board. Any Director so elected by the Board of Directors shall hold office for the unexpired term of the previous Director and shall be offered an additional first full term of three years after the expiration of the unexpired term.

Section 4. Removal of Directors. At a meeting of the Board of Directors any member of the Board of Directors may be removed for cause by an affirmative vote of a majority of the members of the Board, not including the member sought to be removed. A successor may be elected at the same meeting for the unexpired term of the Director removed.

Section 5. Increase in the Number of Directors. In the event of an increase in the number of Directors, the election of additional Directors, to fill such increased positions shall be by a majority vote of the members of the Board of Directors and the term of such new Directors shall be designated by the Board so that, as nearly practical, one-third of terms expire each year.

Section 6. Meetings. The Board of Directors shall schedule to meet at least four (4) times per year. Meetings will be held the third Thursday of the designated months at 5:00 p.m. EST. Notice thereof shall be given as provided in Section 7 of this Article. Meetings of the Board Directors may be held or rescheduled upon the call of the President, the Secretary, or any five members of the Board of Directors upon the giving of a 48-hour notice as prescribed in Section 7 hereof.

Section 7. Notice of Meetings. Written notice of meetings shall state the place, the date and hour, and the purpose or purposes for which such meeting is called (the "Meeting Notice"). The Meeting Notice shall be hand-delivered, mailed, or emailed to each Board Member by the Secretary of the Corporation or the Secretary's designee or by the Directors calling such a meeting at least 48 hours in advance.

Section 8. Quorum. The attendance of at least fifty-one percent (51%) of the members of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business except as otherwise specified in the Bylaws. The act of the majority of Directors present at a meeting at which a quorum is present shall be the act of the entire Board of Directors.

Section 9. Proxy. In the event that a member of the Board of Directors is unable to attend a Board of Directors meeting, the Director may appoint a proxy to officially act on his or her behalf. A proxy may only be assigned to another Director. A proxy may vote on all matters of business that may come before the Board of Directors. Prior to the convening of a meeting of the Board of Directors, the Director who will be absent may verbally notify an officer of the Board who will inform the Board President of his or her intent to assign a proxy. At the beginning of any meeting of the Board of Directors, all proxies must be declared and recorded in the meeting minutes by the Secretary.

Section 10. Waiver of Notice. Notice of any meeting may be waived in writing by a Director if the waiver sets forth in reasonable detail the time and place of the meeting and the purposes thereof. Such waiver may be executed before, during, or after the meeting to which it relates.

Section 11. Action without a Meeting. Any action required by law to be taken at a meeting of the Board of Directors or any other action which may 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 to be taken, is signed by all of the Directors and filed with the minutes of proceedings of the Board of Directors.

ARTICLE III

Officers

Section 1. Number and Qualifications. There shall be four officers of the Board of Directors: a president; a vice president; a secretary; and a treasurer. All officers shall be elected as provided in Section 2 below, from current members of the Board of Directors.

Section 2. Election. Each officer shall be elected to a term of two years. Officers shall be elected by the Board of Directors. No officer may serve more than two consecutive full terms in the same office. An officer can serve multiple terms as an executive officer if elected to a different office. If a vacancy occurs prior to the expiration of the term, the office may be filled by a vote of the Board to complete that term.

Section 3. Removal. Any officer of the Board of Directors may be removed by the Board with a majority vote of the Board of Directors, not including the vote of the officer sought to be removed.

ARTICLE IV

Powers and Duties of Officers

Section 1. President. The President, subject to the general control of the Board of Directors, shall manage and supervise all affairs of the Corporation and shall make an annual report to the Board of Directors. The President shall preside at all meetings of members and directors and shall have such other powers and duties as the Code of Bylaws or the Board of Directors may prescribe. The President may choose to serve, ex officio, as a member of all committees, and have no vote except on the Executive Committee.

Section 2. Vice President. It is the intention of the Corporation that in the event of the President's inability to accept a second term, the Vice President assumes the office of the President at the expiration of the President's term of office, in order to assure continuity leadership for the Corporation. In the event that the Vice President is unable or unwilling to assume these responsibilities, a new President shall be elected as set out in Article 5, Section 2.

The Vice President shall be chair of the Advancement Committee and may choose to be a non-voting member of every other committee of the Board. The Vice President shall render such assistance to the President as may be required and shall preside at meetings of the Corporation in the absence of the President. In the absence of the President, the Vice President shall be vested with all powers of the President.

Section 3. Secretary. The secretary shall attend all meetings of the Board of Directors and shall keep, or cause to be kept, a true and complete record of the proceedings of such meetings, and when required shall perform a like duty for all standing committees appointed by the Board. The Secretary shall give all notices of the Corporation and shall perform such other duties as the Bylaws or the Board may prescribe. The Secretary shall be chair of the Nominating Committee.

Section 4. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing at all times the actual financial condition of the Corporation. The Treasurer shall perform such other duties as the Bylaws or the Board may prescribe. The Treasurer shall be chair of the Audit and Finance Committee.

ARTICLE V

COMMITTEES

Section 1. Executive Committee. The Executive Committee shall consist of the President, Vice President, Secretary, and Treasurer of the Board of Directors. The Executive Committee shall have and exercise all of the powers of the Board in the interim between Board meetings. Meeting shall be at the call of the President and shall be preceded by a two-day notice. Three members of the Executive Committee at any such meeting shall constitute a quorum. All actions of the Executive Committee shall be reported to the Board of Directors at the next meeting.

Section 2. Other Standing Committees. The Board of Directors creates the following standing committees to provide advice to the Board and to assist in Board and Corporation activities. A majority of the members of each committee shall constitute a quorum at any meeting of each committee.

A. **Advancement Committee**

Plans for the long-term goals and increases the financial support of the Corporation. The committee shall be chaired by the Vice President of the Board.

B. **Nominating Committee**

Recommends nominations for Board Membership as vacancies occur or terms expire, prepares a slate of officers, coordinates Board orientation. Chaired by the Secretary of the Board

C. **Personnel Committee**

Reviews and recommends policies and procedures governing employees of the Corporation. Hires and evaluates the Executive Director. Chaired by the President of the Board.

D. **Audit and Finance Committee**

Prepares an annual budget, recommends and monitors policy regarding financial matters. Reviews audits and financial statements. Chaired by the Treasurer of the Board.

E.

Section 3. Special Committees. The Board of Directors, by resolution, may authorize such other committees as it may deem advisable. The President of the Board will appoint the chair and detail the duties and responsibilities of these other committees.

ARTICLE VI

Executive Director

The Corporation, through the Board of Directors, shall employ an Executive Director who shall be paid a salary as determined by the Board of Directors and who shall:

- A. Be responsible for carrying out the policies and plans of the Corporation in consultation with the Board of Directors, offices, and committees.

- B. Initiate, develop, plan, implement, and monitor the programs and activities of the Corporation consistent with the goals, policies, and objectives as established by the Board of Directors.
- C. Be responsible for hiring and implementing personnel decisions and supervise all other employees of the Corporation, both paid and volunteer, consistent with eh policies and objectives of the Corporation as determined by the Board of Directors.
- D. Serve or designate a staff member to serve, ex officio, as a member of all Board committees; and
- E. Perform such other duties as may be prescribed by the Board of Directors.

ARTICLE VII

Amendment of Bylaws

Subject to law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or part of these Bylaws is vested in the Board of Directors. The affirmative vote of the majority of all members of the Board of Directors shall be necessary to effect such changes in these Bylaws.

SO APPROVED this _____ day of _____, 2022.

_____, Secretary