

BYLAWS OF THE INDIANAPOLIS TRADITIONAL MUSIC & DANCE GROUP, INC.

Article 1. Name

This organization shall be known as The Indianapolis Traditional Music & Dance Group, Inc. (hereinafter, "the Corporation").

Article 2. Purposes

Section 1.

To develop, fund and promote charitable, literary, scientific and education organizations and purposes, as set forth in Section 501(c)(3) of the *Internal Revenue Code* (hereinafter, "the Code").

Section 2.

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributed to its Directors, Officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distribution in furtherance of the purposes set forth in the Articles of Incorporation and these Bylaws.

Section 3.

No substantial part of the activities of the Corporation shall include the carrying on of propaganda, or otherwise attempting to influence legislation as defined in Section 4945 of the *Code*, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign in behalf of any candidate for public office.

Section 4.

The Corporation shall distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by Section 4942 of the *Code*. Further, the Corporation shall not engage in any act of self-dealing as defined in Section 4941(d) of the *Code*, nor retain any excess business holdings as defined in Section 4943(c) of the *Code*, nor make any investments in such manner as to incur tax liability under Section 4944 of the *Code*, nor make any taxable expenditures as defined in Section 4945(d) of the *Code*.

Section 5.

To do any and all other acts necessary or desirable in the furtherance of the foregoing purposes and as the Board of Directors (hereinafter, "the Board") deems necessary.

Article 3. Membership

Section 1. Classes:

The Board may establish membership classes at its discretion, but may not assign persons in any membership class more or less than a single vote, unless approved by a vote of the membership.

Section 2. Members:

Members of the Corporation shall be those persons who have paid the dues amount established for an appropriate class for the current dues period. The dues period and dues amounts shall be established by the Board and may be changed at any time by the Board after 90-day written notice to the members. Persons who are listed as members of the group at the time of adoption of these Bylaws shall be the initial members of the Corporation.

Section 3. Powers:

The members shall elect the Directors of the Corporation, shall constitute the quorum at the Annual Meeting and at any special meeting of the membership, may cause a special meeting of the membership to be called, and may recall any Director by a special election or at a membership meeting at which the possibility of that action was announced.

Section 4. Preferred Method of Receipt of Notices:

If a member wishes to be notified of membership meetings, the member must provide at least one of an email address, a telephone number, or a postal mailing address, to the Secretary. It shall be each member's responsibility to keep their information current with the Secretary. Each member may inform the Secretary of their preferred method of receiving notice of membership meetings: email, telephone or postal mail.

Article 4. Board of Directors

Section 1. General Powers:

The business of the Corporation shall be managed by the Board.

Section 2. Number and Tenure:

There shall be seven (7) Directors of the Corporation. Annually, as many Directors shall be elected as the total of the terms expiring that year plus any vacancies in continuing terms. No more than four Directors' terms may expire in the same year. If more than four openings are filled at one time, the four candidates with the most votes shall receive two-year terms. Other winning candidates shall receive one-year terms.

Section 3. Voting:

Each Director shall have one vote in meetings of the Board. No proxies shall be allowed.

Section 4. Regular Meetings:

Regular meetings of the Board shall be established at least once a quarter by resolution of the Board. The Board shall notify all members in writing of the schedule of regular meetings. Members may attend any meeting of the Corporation and the Board.

Section 5. Special Meetings of the Board:

Special meetings of the Board may be called by or at the request of the President or the majority of the Board.

Section 6. Notice:

Four (4) days minimum notice of any special meeting shall be given by written notice delivered by U.S. Mail service or personally to each Board member at his or her business or home address,

by telephone or by email so long as each email recipient has acknowledged receipt of the notice. Waiver of Notice of any meeting shall be allowed if in writing and if all members approve. Attendance at a meeting shall constitute a waiver of this notice.

Section 7. Quorum:

A quorum for the conduct of business shall consist of at least a majority of the members of the Board.

Section 8. Vacancies:

The Board by majority vote may fill vacancies on the Board from among the general membership. Directors appointed to fill vacancies shall serve until the next Annual Election and are eligible to run in that election.

Section 9. Conflicts of Interest:

No member of the Board shall vote on any matter directly affecting himself or herself or an organization with which they are connected.

Section 10. Bonds:

The Board shall bond its members as deemed necessary.

Article 5. Officers

Section 1. Number:

The officers of the Board and of the Corporation shall be a President, Vice President, and Treasurer and Secretary. Upon resolution of the Board of Directors, the offices of Treasurer and Secretary can be combined, or, if combined, separated.

Section 2. President:

The President shall be the Chief Executive Officer of the Corporation and shall, in general, supervise and control all of the business and affairs of the Corporation. The President shall preside at all meetings of the Board and of the members. The President shall serve as an ex-officio member on all committees. The President may sign, with the Secretary or any other proper officer of the Corporation who is authorized by the Board, any bonds, contracts or other instruments which the Board has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general shall perform all duties as may be prescribed by the Board from time to time.

Section 3. Vice President:

In the absence of the President or in the event of the inability or refusal of the President to act, the Vice President shall perform the duties of the President, and when so acting shall have all the powers of and be subject to all the restrictions upon the President.

Section 4. Treasurer:

The Treasurer shall discharge his or her duties in such sum and with such surety or sureties as the Board shall determine. The duties of the Treasurer shall include:

Having charge and custody of and being responsible for all funds and securities of the Corporation; receiving and giving receipts for money due and payable to the Corporation from any source whatsoever, and depositing all such funds in the name of the Corporation in such banks, trust companies or other depositories as shall be selected in accordance with these Bylaws; Preparing and presenting a treasurer's report at each regular Board meeting and a financial statement at each Annual Meeting; In general performing all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the Board.

Section 5. Secretary:

The Secretary shall:

Keep minutes of meetings in one or more books provided for that purpose; See that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; Be custodian of the corporate records and of the seal, if any, of the Corporation and see that the seal, if any, of the Corporation is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with provisions of these Bylaws; Keep the membership records, including each member's preferred method of notice of membership meetings, and produce a roster of this information at the frequency decided by the Board; In general, perform all the duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the Board.

Section 6. Election and Term of Office:

The officers of the Corporation shall be elected by the Board each year for a term of one year from among its members at the first Board meeting after the ballots for the Annual Election are counted and new Directors are seated. No individual may hold more than one office simultaneously.

Section 7. Removal:

The Board may replace any officer by vote of a majority of the full Board at any Board meeting.

Article 6. Membership Meetings

Section 1. Annual Meeting.

The Board shall plan and hold an Annual Meeting of the membership.

Section 2. Special Meetings of the Members.

The Board may, or by petition of at least ten (10) members delivered to the President or the Secretary must, call a special meeting of the membership. The time, place and purpose(s) of any special meeting may be stated by the person(s) calling or petitioning for the meeting. Additional topics, not related to the purpose(s) for which the special meeting was called, may not be taken up.

Section 3. Location.

Membership meetings shall be held in Marion County, Indiana, or one of the seven adjacent counties.

Section 4. Notice.

Notice of each membership meeting shall be announced and posted at no fewer than two (2) weekly dance events held by the Corporation immediately preceding the date of each meeting and a list of members who have read it shall be kept with the notice. A message sent at least five (5) days before a scheduled membership meeting to a member, using the notice method they have registered as their preferred method, or a member's name being on the list posted at the weekly events as required above, or the member's presence at the meeting, shall be deemed sufficient notice of such meeting to that member. No notice shall be required to be given to members for whom the Secretary does not have current contact information as described in Article 3 Section 4.

Section 5. Quorum of a Membership Meeting.

A quorum for conducting business at meetings of the members shall be twenty percent (20%) of the number of members on the Membership Roster at the time of the meeting.

Section 6. Powers of a Membership Meeting.

So long as a quorum was present, decisions of a majority of the members present at a membership meeting shall be binding on the Corporation and its Board. The membership may take any action at a membership meeting that the Board may take, and may recall Directors.

Article 7. Annual Election.

Section 1. Responsibility.

Each year, at least a month before the closing date of the Annual Election, the Board shall appoint a committee to recruit candidates, to produce the ballot and cause it to be mailed or otherwise delivered to all members, to receive and keep unopened returned ballots, after the closing date of the election to count the ballots, and to announce the winning candidates and their terms of office.

Section 2. Dates.

The Board shall establish the closing date of the election. Ballots must be prepared and mailed or delivered to all members at least two (2) weeks before the closing date.

Section 3. Ballot Issues.

The Board may cause any issue of concern to the Corporation to be placed on the ballot for a vote of the members. By petition of at least ten (10) members, a question as written on the petition must be placed on the ballot.

Section 4. Quorum for the Election.

The quorum for the Annual Election shall be twenty percent (20%) of the members.

Article 8. Committees

The Board may establish and dissolve committees and appoint members and the chairs of these committees by majority vote at any meeting.

Article 9. Financial Policy

Section 1. Finances:

The Board shall decide all matters pertaining to the day-to-day finances of the Corporation.

Section 2. Contracts:

The Board may authorize any officer or officers, agent or agents to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation and such authority may be confined to specific instances.

Section 3. Loans:

No loans shall be contracted on behalf of the Corporation and no evidences 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.

Section 4. 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 Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board.

Section 5. Deposits:

All funds of the Corporation not otherwise employed shall be deposited from time to time to the credit of the Corporation in such banks, trust companies or other depositories as the Board may select.

Section 6. Fund Raising:

With the approval of the Board, the Board or its agent or agents may solicit sponsors and contributions; receive gifts, bequests and devices from any person, firm or Corporation; and administer such fees, gifts and devices on behalf of the Corporation.

Article 10. Sites of Principle Operation

The principle operation of this organization shall be in and about the city of Indianapolis, County of Marion, and the State of Indiana.

Article 11. Fiscal Year

The Fiscal Year of the Corporation shall be the calendar year.

Article 12. Seal

The Board may provide a corporate seal which shall be in the form of a circle and shall have inscribed thereon the name of the Corporation and such words and items as the Board may, from time to time, designate.

Article 13. Distribution of Assets

Any and all assets of the Corporation are permanently dedicated to exempt purposes within the

meaning of Section 501 (c) (3) of the Internal Revenue Code of 1968 (or corresponding provisions of future laws). The Corporation shall not be operated for pecuniary profit and shall have no capital stock and shall make no distribution of dividends to its members, directors, officers or persons having a private interest in the activities of the Corporation, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in these Bylaws, including reimbursements to members for payments made on behalf of the Corporation.

Article 14. Parliamentary Authority.

The rules contained in the current edition of *Robert's Rules of Order Newly Revised* shall govern the Corporation in all cases in which they are applicable and in which they are not inconsistent with these Bylaws and any special rules of order the Corporation may adopt.

Article 15. Amendments

These Bylaws may be altered, amended or repealed and new bylaws may be adopted either (a) by a 2/3rds affirmative vote of the membership in the Annual Election so long as a quorum for the election returns a ballot or (b) by a 2/3rds affirmative vote of the members present at the Annual Meeting or a special meeting called for that purpose, so long as at least fifty percent (50%) of the members are present.

APPROVED AND ADOPTED this 16th day of November, 1999, by vote of the membership.

Historical Notes:

Bylaws Originally Approved: November 16, 1999