

## BYLAWS OF NORTHEAST INDIANA WATER TRAILS

### ARTICLE I – NAME AND PURPOSE

Section 1: The name of the organization shall be the **Northeast Indiana Water Trails, Inc.** It shall be a nonprofit organization incorporated under the laws of the State of Indiana.

Section 2: The Northeast Indiana Water Trails is organized exclusively for charitable, recreational and educational purposes. The purpose of the corporation is: *Northeast Indiana Water Trails is a regional partnership working to increase recreation opportunities on our waterways by promoting boat access, water safety and stewardship, and the development of regional water trails that will empower our citizens to become more active and unified and such other purposes as are specified in the articles of incorporation.*

Section 3: The principal office of the corporation in Indiana shall be located in Allen County. The corporation shall have and continuously maintain in Indiana a registered office and a registered agent whose office is identical with the registered office. The registered office may be, but need not be, identical with the principal office in Indiana. The registered agent and the registered office may be changed from time-to-time by the board of directors.

### ARTICLE II – MEMBERSHIP

Section 1: Membership shall consist of the board of directors. The board of directors has the right and duty to govern all functions of the corporation and guide its future operations.

### ARTICLE III – BOARD OF DIRECTORS

Section 1: *Board role, size, and compensation:* The board is responsible for overall policy and direction of the organization, and delegates responsibility of day-to-day operations to the staff and committees. **The board shall have up to 20, but not fewer than 10 directors, unless and until changed by amendment to this bylaw.** The board receives no compensation other than reasonable expenses.

Section 2: *Terms:* All board directors shall serve two-year terms, but are eligible for re-election for one additional term. Terms of office for directors

Section 3: *Meetings and notice:*

- a. Meetings of the board of directors shall be held when designated by the board of directors or the chair. The purpose of such meetings shall be to

conduct any necessary business for the corporation and to guide its present and future operations.

- b. The board shall meet at least quarterly, at an agreed upon time and place. An official board meeting requires that each board member have written notice at least two weeks in advance.

*Section 4: Board elections:* During the last meeting of each fiscal year of the corporation, the board of directors shall elect Directors to replace those whose terms will expire at the end of the fiscal year. This election shall take place during a regular meeting of the directors, called in accordance with the provisions of these bylaws.

*Section 5: Election procedures:* New directors shall be elected by a majority vote of directors present at such a meeting, provided there is a quorum present. Directors so elected shall serve a term beginning on the first day of the next fiscal year.

*Section 6: Quorum:* A quorum must be attended by at least fifty percent of board directors for official business transactions to take place and motions to pass.

*Section 7: Officers and Duties:* There shall be four officers of the board, consisting of a Chair, Vice-Chair, Secretary and Treasurer. Officers shall serve a one year term at a minimum, but may be elected to serve more terms as long as there is a willingness to serve. A super majority, three-fourths of directors, must be present to elect officers. Officers so elected shall serve a term beginning on the first day of the next fiscal year. Their duties are as follows:

*The Chair* shall convene regularly scheduled board meetings, shall preside or arrange for other directors of the Executive Committee to preside at each meeting in the following order: Vice-Chair, Secretary, Treasurer.

*The Vice-Chair* shall chair committees on special subjects as designated by the board. In the event of death or disability of the Chair, the Vice-Chair shall act until the Board can fill the office.

*The Secretary* shall be responsible for keeping records of board actions, including overseeing the taking of minutes at all board meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each board member, and assuring that corporate records are maintained.

*The Treasurer* shall make a report at each board meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help create fund development plans, and make financial information available to board directors and the public. The Treasurer shall not be responsible for money or funds of the non-profit corporation paid out or disbursed upon checks or vouchers therefor which have been properly signed and executed pursuant to the terms provided by the Board.

Section 8: *Vacancies*: When a vacancy on the board exists mid-term, the Secretary must receive nominations for new directors from present directors two weeks in advance of a board meeting. These nominations shall be sent out to directors with the regular board meeting announcement, to be voted upon at the next board meeting. These vacancies will be filled only to the end of the particular board member's term.

Section 9: *Resignation, termination, and absences*: Resignation from the board must be in writing and received by the Secretary. Directors shall be terminated from the board due to excess absences, more than two unexcused absences from board meetings in a year. A board member may be removed from the Board of Directors for causing significant harm to the organization or for other reasons by a three-fourths vote of the remaining directors.

Section 10: *Special meetings*: Special meetings of the board shall be called upon at the request of the Chair, or one-third of the board. The Secretary shall send out notices of special meetings to each board member at least two weeks in advance. Special or emergency meetings may be held electronically pending that each director receives written, detailed information regarding the proposed action, and an email reply from each director with his or her vote must be received.

Section 11: *Voting Rights*: Each member of the board of directors shall be entitled to one vote on each matter submitted to a vote of the board of directors.

#### ARTICLE IV – INDEMNIFICATION

Section 1: The corporation shall, to the extent legally permissible, indemnify each person who may serve or who has served at any time as an officer, director, or employee of the corporation against all expenses and liabilities, including, without limitation, counsel fees, judgments, fines, excise taxes, penalties and settlement payments, reasonably incurred by or imposed upon such person in connection with any threatened, pending or completed action, suit or proceeding in which he or she may become involved by reason of his or her service in such capacity; provided that no indemnification shall be provided for any such person with respect to any matter as to which he or she shall have been finally adjudicated in any proceeding not to have acted in good faith in the reasonable belief that such action was in the best interests of the corporation; and further provided that any compromise or settlement payment shall be approved by a majority vote of a quorum of directors who are not at that time parties to the proceeding.

The indemnification provided hereunder shall inure to the benefit of the heirs, executors and administrators of persons entitled to indemnification hereunder. The right of indemnification under this Article shall be in addition to and not exclusive of all other rights to which any person may be entitled.

No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified person under this Article shall apply to such person with respect to those acts or omissions which occurred at any time prior to such amendment or repeal, unless such amendment or repeal was voted by or was made with the written consent of such indemnified person.

This Article constitutes a contract between the corporation and the indemnified officers, directors, and employees. No amendment or repeal of the provisions of this Article which adversely affects the right of an indemnified officer, director, or employee under this Article shall apply to such officer, director, or employee with respect to those acts or omissions which occurred at any time prior to such amendment or repeal.

#### ARTICLE V – COMMITTEES

Section 1: *Committee formation*: The board may create and dissolve committees as needed, such as fundraising, marketing, education, strategic direction, governance, etc. The board Chair is responsible for officially appointing all committee chairs. Committees will bring only recommendations to the board for approval and a vote.

Section 2: *Finance Committee*: The Treasurer is the chair of the Finance Committee, which must include at least one other board member. The Finance Committee is responsible for developing and reviewing fiscal procedures, fund development plan, and annual budget with staff and other directors. The board must approve the budget and all expenditures must be within budget. The Board of Directors must approve any major change in the budget. The fiscal year shall be the calendar year. Annual reports are required to be submitted to the board showing income, expenditures, and pending income. The financial records of the organization are public information and shall be made available to directors and the public.

#### ARTICLE V – CONFLICT OF INTEREST

Section 1: Whenever a director or officer has a financial or personal interest in any matter coming before the board of directors, the affected person shall a) fully disclose the nature of the interest and b) withdraw from discussion, lobbying, and voting on the matter. Any transaction or vote involving a potential conflict of interest shall be approved only when a majority of disinterested directors determine that it is in the best interest of the corporation to do so. The minutes of meetings at which such votes are taken shall record such disclosure, abstention and rationale for approval.

#### ARTICLE VII – DIRECTOR AND STAFF

Section 1: *Executive Director*: the board may elect to hire an Executive Director. The Executive Director has day-to-day responsibilities for the organization, including carrying out the organization's goals and policies. The Executive Director will attend all board

meetings; report on the progress of the organization, answer questions of the directors and carry out the duties described in the job description. The board can designate other duties as necessary. The Executive Director is tasked with review and amendment of the bylaws in conjunction with the Board of Directors. The Executive Director shall be a voting member of the Board of Directors on in the instance in which a tie vote must be decided only.

#### ARTICLE VIII — AMENDMENTS

Section 1: *Amendments*: These bylaws may be amended when necessary by a super majority of three-fourths, of the board of directors. Proposed amendments must be submitted to the secretary to be sent out with regular board announcements.

#### ARTICLE IV – MISCELLANEOUS

Section 1: *Not-for-Profit Purpose*: The corporation shall maintain adherence to state and federal laws governing not-for-profit organizations and shall adhere to the requirements of 26 U.S.C.A. § 501(c)(3).

Section 2: *Checks, Drafts, and Notes*. All checks, drafts, or other orders for payment of money, notes, or other evidences of indebtedness, issued in the name of or payable to the corporation, shall be signed or endorsed by such person or persons and in such manner as, from time-to-time, shall be determined by resolution of the board of directors. The funds of the corporation shall be deposited in such banks and other depositories as the board of directors may select.

Section 3: *Annual Report*. No annual report to members shall be required, but the board of directors may send to the members reports in such form and at such times as they deem appropriate.

#### CERTIFICATION

These bylaws were approved at a meeting of the board of directors by a two-thirds majority vote on \_\_February 6, 2018\_\_.