

INDIANAPOLIS PROFESSIONAL FOOTBALL CHEERLEADERS ALUMNI ASSOCIATION, Inc.

BYLAWS of The Indianapolis Professional Football Cheerleaders Alumni Association, Inc.

ARTICLE ONE NAME AND LOCATION

1.1. The name of this organization, which is a nonstock corporation organized under the Nonstock Corporation Act of the State of Indiana, shall be the Indianapolis Professional Football Cheerleaders Alumni Association (CC Alumni-Indy).

1.2. The principal office of this Corporation shall be situated in the State of Indiana at such specific location as the Board of Directors shall determine from time to time. The Corporation may also have such other offices as the Board of Directors determines from time to time.

ARTICLE TWO PURPOSE

2.1. **General Purpose.** The Corporation is organized and operated for the following general purposes:

(a) Exclusively as a Social Club organized and operated for the pleasure and recreation of its members within the meaning of 501(c)(7) of the Internal Revenue Code of 1986 (as amended) or the corresponding provision of any future United States Revenue law.

(b) To exercise such of the rights, powers, duties, and authority of a Nonstock Corporation Act of the State of Maryland which are consistent with the preceding paragraph.

2.2. **Specific Purposes.** The specific purposes of the Corporation include, without limitations, to the following:

(a) To maintain the camaraderie of all former Indianapolis Professional Football Cheerleaders.

(b) To support local and national charitable organizations.

ARTICLE THREE

MEMBERSHIP

3.1. **Qualifications for Membership.** The members of the Corporation shall consist of such persons as: 1) apply for membership on a form approved by the Board; 2) subscribe to the purposes and goals of the organization; and 3) agree to abide by the Corporation bylaws and Code of Ethics as amended from time to time;

3.2. **Classes of Members.** The membership of the Corporation shall have one class: regular members.

(a) **Regular Members.** Any person who completed auditions and was selected to be an Indianapolis Professional Football Cheerleader during final auditions and performed at one regular season game.

3.3. **Voting Rights.** Each regular member in good standing shall be entitled to cast one vote with respect to those matters submitted to the members for action or approval. There shall not be any voting of members by proxy. Votes may be taken by voice, by a show of hands, or by written ballot. Voting members shall have no right to cumulate their votes.

3.4. **Membership Dues.** The cost of dues shall be determined by the Board based on estimated operating and administrative expenses of the Corporation. Payment is due on January 1st of that current year. All members shall pay annual membership dues to the Corporation in such amounts and in such manner as the Board of Directors determines from time to time, unless otherwise specified by the Board. Each year the Board of Directors shall specify a date, and give all members prior notice thereof, when membership dues are due, and permit members to pay their dues at any time throughout the year. Membership is based on a calendar year.

3.5. **Meetings.** The Board of Directors shall conduct Board meetings deemed necessary by the President or presiding officer of the Corporation. A majority of the Executive Board, when present at any meeting, shall constitute a quorum. In the event that there is no quorum, the presiding officer can adjourn the meeting until a quorum is present.

Special meetings of the voting members for any purpose or purposes may be called by the President, Co-Founders or by a majority of the Directors.

3.6. **Notice of Meetings of Members.** In the event the Board of Directors determines a Members Meeting should be held, a notice of such meeting must be given to each member entitled to vote thereat, either personally or by prepaid mail, or by electronic means, addressed to each member at the address appearing on the books of the Corporation. Such notices should be sent not less than ten (10) and not more than sixty (60) days before each meeting, and shall specify the place, day, and hour of the meeting, and shall state the general nature of the business to be considered in such meeting. The notice of the meeting shall designate it as such.

3.7. **Quorum.** The presence in person of 80% of the voting membership shall constitute a quorum. The members present in person at such meeting may continue to do business until adjournment, notwithstanding the withdrawal of enough members to leave less than a quorum. Whether or not a quorum is present, the meeting can be adjourned by a vote of the members present.

3.8. **Termination of Membership.** The membership for each member of the Corporation will terminate upon the member's death, resignation, expulsion, or failure to pay dues as next described. Members terminated as a result of expulsion, may not renew their membership in the Corporation without obtaining the affirmative vote of at least two thirds (2/3) of all the Directors.

3.9. **Suspension and Expulsion.** Any member may be suspended or expelled from membership upon affirmative vote by at least two thirds ($\frac{2}{3}$) of all Directors if, in the discretion of the Board as indicated by such vote, such suspension or expulsion would be in the best interest of the Corporation. Nothing in these Bylaws shall be construed as granting to any member a continued membership or expectation of membership in this Corporation. Cause shall include, without limitation, a violation of the National Football Cheerleaders Alumni Organization (NFCAO) "Code of Ethics."

ARTICLE FOUR **DIRECTORS**

4.1. **Powers.** Subject to any limitations in the articles of incorporation, the Indiana Nonstock Corporation Act or these bylaws, all corporate powers shall be exercised by, or under the authority of, and the business and affairs of the Corporation shall be controlled by the Board of Directors. Without prejudice to such general powers, but subject to the same limitations, it is hereby expressly declared that the Directors shall have the following powers:

- (a) To appoint and remove all officers of the Corporation subject to such limitations that may appear in the bylaws, and to prescribe such powers and duties for officers as may not be inconsistent with law, with the articles of incorporation, or the Bylaws.
- (b) To conduct, manage and control the affairs of the Corporation, and to make such rules and regulations therefore, not inconsistent with law, with the articles of incorporation, or the Bylaws, as they may deem best.
- (c) To manage in such manner as they may deem best, funds received and acquired by the Corporation.
- (d) To amend the Corporate charter.

4.2. **Number of Directors.** The number of Directors constituting the entire Board shall be a minimum of five (5) and a maximum of seven (7), always an odd number, as fixed by resolution of the Board. Subject to the foregoing, the number of Directors may be determined from time to time by the action of the Board of Directors, provided that any action by the Board of Directors to effect such increase above the maximum or decrease below the minimum shall require the

vote of at least two thirds ($\frac{2}{3}$) of all Directors then in office. No decrease in the number of Directors shall shorten the term of any Director then in office.

4.3. **Qualifications for Office.** Every Director must be a regular member in good standing of this Corporation. Each Director must be a U.S. citizen. Each Director will serve without compensation except for reasonable expenses incurred for the Corporation.

4.4. **Election of Director.** The Board of Directors shall choose their own members.

4.5. **Term of Office.** All Directors shall hold office until a successor has been duly elected by the Board or until the Director's prior resignation or removal has hereinafter provided.

4.6. **Resignation and Removal.** Any Director may resign from office at any time by giving written notice thereof to an officer of the Corporation. Any Director may be removed with or without cause by a two thirds ($\frac{2}{3}$) vote by all the other Directors then in office.

4.7. **Filling of Vacancies.** Any vacancy occurring on the Board of Directors may be filled on the vote of the majority of the remaining Directors. In the event that less than a quorum of the Board remains to fill vacancies, then in that event, a vote of one hundred percent (100%) of the remaining Directors shall be required to fill any vacancy.

4.8. **Ex-Officio Board Advisors.** All current officers of the Corporation and the immediate past President of the Corporation, to the extent such persons are not elected directors, shall be *ex-officio* advisers to the Board of Directors. *Ex-officio* advisers are entitled to attend and participate in meetings of the Board of Directors, but not to vote in their *ex-officio* capacity. However, the immediate past President may vote solely in the event of a tie vote among directors present at a duly convened meeting of the Board, to break the tie. The immediate past President shall be *ex-officio* advisor for term of one year with one year extension(s) upon approval of Board of Directors.

4.9. **Committees.** Committees of the Board of Directors shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such standing or special committees as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things that committee is prohibited from doing under the Indiana Nonprofit Corporation Act. The Board shall appoint the members of such committees. Persons other than directors may be appointed to such committees, but the chair of each committee must be a director of the Corporation.

ARTICLE FIVE **OFFICERS**

5.1. **Responsibility.** All officers are subordinate and responsible to the Board of Directors.

5.2. **Number and Selection.** The Board of Directors shall appoint a President, Vice President, Secretary, and Treasurer and such other officers as they determine. Vacancies in office shall be filled by election by the Board of Directors at any time to serve unexpired terms.

5.3. **Resignation and Removal.** Vacancies in any office shall be filled from nominations made by the Board of Directors and appointed by the President.

5.4. **President.** The President shall be the chief officer of the Corporation and shall preside at meetings. The administration and management of the Corporation shall be vested in the President, and she shall direct the activities of the Corporation. She shall be a member *ex officio* of all committees. She shall communicate to the Corporation such matters and make such suggestions as may, in her judgment, tend to promote the welfare and increase the usefulness of the Corporation. The President shall: (1) review, in advance, all events that will involve participation by the Corporation; and (2) review all printed materials prior to publication. She shall perform other such duties as may be defined by the Corporation.

5.5. **Vice President.** The Vice President shall perform all duties of the President in the absence of the President. She shall be a member *ex officio* of all committees.

5.6. **Treasurer.** The Treasurer shall keep an account of all funds received and expended for the use of the Corporation. She shall make disbursements authorized by the President or the Board. All sums received shall be deposited by her no later than seven (7) working days after receipt in the financial institution(s) approved by the Board, and she shall make a full report when called upon by the President. Funds may be drawn only on the signatures of the Treasurer and the President. The Treasurer shall prepare an annual report of the transactions and conditions of the Corporation. The duties of the Treasurer, upon approval by the Board, may be delegated to an assistant treasurer.

5.7. **Secretary.** The Secretary shall: give notice of and attend all meetings of the Corporation and make provisions for keeping records of proceedings; prepare all meeting agendas; conduct correspondence and carry into execution, all orders, votes, and resolutions; keep a list of the members of the Association; establish mechanisms for the collection of dues and their payment to the Treasurer; and carry out other related administrative functions as appropriate.

ARTICLE SIX

PROHIBITED ACTIVITIES

6.1. **Actions Jeopardizing Tax Status.** This Corporation shall not carry on any activities not permitted to be carried on by an organization exempt from federal income taxes under 501(c)(7) of the Internal Revenue Code of 1986, as amended or the corresponding provision of any future United States internal revenue law.

6.2. **Private Inurement.** No part of the net income or net assets of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, or members. Specifically Corporation revenue generated from nonmembers shall not be used to the personal advantage of the members

(such as in reduced dues, improved facilities, and the like). However, the Corporation is authorized to pay reasonable compensation to members for services actually rendered and to make payments and distributions in furtherance of its tax exempt purposes.

6.3. **Non Discrimination.** In the conduct of all aspects of its activities, the Corporation shall not discriminate on the grounds of race, color, national origin or gender.

6.4. **Conflict of Interest.** A conflict of interest occurs when a person under a duty to promote the interests of the Corporation (a "fiduciary") is in a position to promote a competing interest instead. Fiduciaries include all Corporation members, directors or officers and members of any Corporation committee. Undisclosed or unresolved conflicts of interest are a breach of the duty to act in the best interest of the Corporation and work to the detriment of the Corporation.

6.5. **Typical Conflict Situations.** Conflicts of interest are likely to arise whenever a fiduciary has a personal interest in a vendor of goods or services to the Corporation.

6.6. **Discharging Conflicts of Interest.** All conflicts of interest must be disclosed to the Board of Directors. After disclosure is made, the individual with a conflict in interest must not participate in judging the merits of that interest. That is, such individual must abstain from voting on, or recommending a course of action with respect to the situation giving rise to the conflict. When these are done, the conflict of interest has been properly discharged.

6.7 **Preventing Conflict Situations.** The Corporation, through the Board of Directors, shall encourage all Fiduciaries to prevent conflicts of interest where possible.

(a) Fiduciaries should refuse to enter into self-dealing relationships with the Corporation as a vendor.

(b) Fiduciaries should not accept anything but gifts of insubstantial value from vendors.

6.8. **Litigation.** The Corporation shall not be a voluntary party in any litigation, without the prior written approval of the Board of Directors.

ARTICLE SEVEN

OTHER FINANCIAL MATTERS

7.1. **Property of the Corporation.** The title to all property of the Corporation, both real and personal, shall be vested in the Corporation.

7.2. **Disposition upon Dissolution.** Upon the dissolution or winding up of the Corporation, or in the event it shall cease to engage in carrying out the purposes and goals set forth in these Bylaws, all of the business, properties, assets and income of the Corporation remaining after payment, or provision for payment, of all debts and liabilities of this Corporation, shall be distributed to a nonprofit fund, association, or corporation which is organized and operated exclusively for tax

exempt purposes which are reasonably related to the purposes and goals of this Corporation, as may be determined by the Board of Directors of this Corporation in its sole discretion, and which has established its tax exempt status under 501(c)(7) of the Internal Revenue Code of 1986, as amended.

7.3. **Contracts.** The Board of Directors may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation. Such authority may be general or confined to a specific instance. Unless so authorized by the Board of Directors, no officer, agent, or member shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit, or render it pecuniary liable for any purpose or to any amount. When the execution of any contract or other instrument has been authorized by the Board of Directors without specification of the executing officer, the President, either alone or with the Secretary, may execute the same in the name of, and on behalf of, the Corporation, and any such officer may affix the corporate seal of the Corporation thereto.

7.4. **Financial Accounts.** The Corporation may establish one or more checking accounts, savings accounts or investment accounts with appropriate financial entities or institutions as determined in the discretion of the Board of Directors to hold, manage or disburse any funds for Corporation purposes. All checks, drafts or other orders for the payment of money, and all notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer(s) or agent(s) of the Corporation, and in such manner, as is determined by the Board of Directors from time to time.

7.5. **Financial Statements and Reports.** An independent auditor appointed or approved by the Board shall prepare such financial data as may be necessary for returns or reports required by state or federal government to be filed by the Corporation. The auditor's charges and expenses shall be proper expenses of administration.

7.6. **Limitations on Debt.** No debt shall be incurred by the Corporation beyond the accounts payable incurred by it as a result of its ordinary operating expenses, and no evidence of indebtedness shall be issued in the name of the Corporation unless authorized by the Board of Directors. Specifically, without limitation, no loan shall be made to any officer or director of the Corporation. Any director or officer who assents to or participates in the making of any such loan shall be liable, in addition to the borrower, for the full amount of the loan until it is fully repaid.

7.7. **Liability of Officers and Directors.** No director or officer of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors shall look only to the Corporation's assets for payment. Further, neither any officer, the Board nor any of its individual member shall be liable for acts, neglects or defaults of a member, agent or representative selected with reasonable care, nor for anything the same may do or refrain from doing in good faith, including the following done in good faith: errors in judgment, acts done or committed on advice of counsel, or any mistakes of fact or law.

7.8. **Liability of Members.** No member of the Corporation shall be personally liable to its creditors or for any indebtedness or liability and any and all creditors should look only to the Corporation's assets for payment.

7.9. **Property Interests upon Termination of Membership.** Members have no interest in the property, assets or privileges of the Corporation. Cessation of membership shall operate as a release and assignment to the Corporation of all right, title and interest of any member, but should not affect any indebtedness of the Corporation to such member.

7.10. **Fiscal Year.** The fiscal year of the Corporation shall be from each January 1 to December 31.

ARTICLE EIGHT **COMMITTEES**

8.1. **Committee Powers.** Committees of the Corporation shall be standing or special. The Board of Directors or the President may refer to the proper committee any matter affecting the Corporation or any operations needing study, recommendation, or action. The Board may establish such special committees or standing committees in addition to those specified in this article as it deems appropriate with such duties and responsibilities as it shall designate, except that no committee has the power to do any of the things a committee is prohibited from doing under the Indiana Nonprofit Corporation Act. All committees shall act by majority vote, unless otherwise prescribed by the Board of Directors.

8.2. **Limitations.** Except in cases where these bylaws or the Board of Directors has by written resolution provided otherwise, the function of any committee is as an advisory group to the Board of Directors. No member of any committee, without the prior written consent of the Board of Directors, has the authority to purchase, collect funds, open bank accounts, implement policy, or bind or obligate the Corporation or its Board of Directors in anyway or by any means. All such powers are expressly reserved to the Board of Directors and officers of the Corporation.

8.3. **Committee Membership.** The Board, acting upon the recommendation of the President, shall appoint the members of such committees, and also select a committee chair. Persons other than directors may be appointed to such committees. The President shall be an ex-officio member of every committee other than the Executive Committee. Every committee shall consist of at least two persons, exclusive of the President. Committee members shall be appointed for one year terms. No member of any committee may serve more than two (2) consecutive terms on the same committee.

8.4. **Standing Committees.** In addition to other committees the Board may establish from time to time the following standing committees of the Corporation.

(a) **Finance Committee.** The Finance Committee shall in general be responsible to oversee the preparation of all statements, reports, returns and audits of the Corporation's

finances. The Finance Committee shall also submit recommendations to the Board for the selection of auditors and/or accountants.

(b) **Nominations Committee.** The Nominations Committee shall be responsible for submitting and recommending to the Board of Directors the names of persons with appropriate skills and good reputation to serve as directors, officers and committee members of the Corporation. In so doing, the nominations committee shall attempt to select individuals from a cross section of the decades whose service will be a valuable contribution to the Corporation.

(c) **Membership Committee.** The Membership Committee shall carry on a membership solicitation drive each year. This committee shall also recommend to the directors the types and amounts of dues for memberships in the Corporation.

(d) **Publicity Committee.** The Publicity Committee shall be responsible for the distribution of news of the Corporation and its activities to the public.

(e) **Activities Committee.** The Activities Committee shall organize various activities and events, not necessarily limited to fundraising events, and coordinate efforts with, and assist, the Publicity Committee.

8.5. **Special Committees.** The Board may establish such special committees as it deems appropriate from time to time. Special committees shall have duties and responsibilities as the Board shall designate from time to time.

ARTICLE NINE **INDEMNIFICATION**

9.1. **Right to Indemnification.** Each person who was or is a party to or is threatened to be made a party to or is involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, formal or informal (hereinafter referred to as a "proceeding"), by reason of the fact that he or she, or a person of whom he or she is the legal representative, is or was a director or officer of the Corporation or, while serving as a director or officer of the Corporation, is or was serving at the request of the Corporation as a director, officer, the Corporation shall indemnify any such person seeking indemnification in connection with a proceeding, or part thereof, initiated by the person only if the proceeding, or part thereof, was authorized by the Board of Directors of the Corporation. To the extent authorized by state law, the Corporation may, but shall not be required to, pay expenses incurred in defending a proceeding in advance of its final disposition. The right to indemnification conferred in this article shall be a contract right.

9.2. **Non Exclusivity of Rights.** The right to indemnification conferred in this article shall not be exclusive of any other right that any person may have or acquire under any statute, provision of the articles of incorporation, bylaw, agreement, vote of disinterested directors, or otherwise.

9.3. **Changes in Indiana Law.** If there is any change of the Indiana statutory provisions applicable to the Corporation relating to the subject matter of this article, then the indemnification to which any person shall be entitled under this article shall be determined by the change provisions, but only to the extent that the change permits the Corporation to provide broader indemnification rights than the provisions permitted the Corporation to provide before the change. Subject to the next section, The Board of Directors is authorized to amend these bylaws to conform to any such change in statutory provisions.

9.4. **Amendment or Repeal of Article.** No amendment or repeal of this article shall apply to or have any effect on any director, or officer of the Corporation for or with respect to any acts or omissions of the director or officer, occurring before the amendment or repeal.

9.5. **Impact of Tax Exempt Status.** The rights to indemnification set forth in this article are expressly conditioned upon such rights not violating the Corporation status as a tax exempt organization described in 501(c) of the Internal Revenue Code of 1986, as amended.

ARTICLE TEN

AMENDMENTS TO BYLAWS

10.1. **Adoption.** Except as otherwise provided herein with respect to greater voting requirements, (or provisions which are not subject to amendment,) if any, these bylaws may be adopted, amended, restated or repealed by a majority of the Board of Directors.

10.2. **Inspection of Bylaws.** The original or copy of these bylaws, as amended or otherwise altered today, shall at all times be kept in the principal office of the Corporation for the transaction of business, and shall be open to inspection by the members, officers and directors at all times.