

**BYLAWS
OF THE
INDIANA PARKS AND RECREATION FOUNDATION, INC.**

Article I
NAME

The name of this organization will be the Indiana Parks and Recreation Foundation, Inc, hereafter called "Foundation".

Article II
OBJECTIVES

The purpose of this Foundation will be to administer the Scholarship Fund of the Indiana Park and Recreation Association as is consistent with the terms of the fund; and promote parks, recreation and leisure services in the State of Indiana, through the following objectives:

- (A) To foster and support research in the field of park and recreation.
- (B) To provide scholarships to students, and/or professionals supporting the field of park and recreation.
- (C) To seek ways to build, facilitate and collaborate with allied organizations.

Article III
MANAGEMENT AND CONTROL

SECTION 1. The management and control of the affairs of this Foundation will be vested in the Foundation Board of Directors, hereafter called "Board".

SECTION 2. Any funds or property contributed to and accepted by the Foundation will be held, administered, and disbursed or disposed of as the donor may direct, provided that any such direction is consistent with the objectives of the Foundation. In the absence of any such specific direction, such funds or property will be utilized by the Foundation in keeping with the objectives in these bylaws.

Article IV
BOARD OF DIRECTORS

SECTION 1. Board Members. The Board shall appoint members, hereafter called "Members" to the Foundation Board of Directors by a simple majority vote.

SECTION 2. Terms of Office. The Board will consist of at least five (5) Members, but no more than fifteen (15) Members. The Board will divide Member terms into staggering three year terms. Such terms will expire on the last day of December. Any Member will

be eligible for re-election. Notwithstanding the expiration of the term of any Member, each will serve until their successors take office. A Member can serve two consecutive terms. Members must remain off of the Board for at least one (1) year, before being eligible to serve additional terms. If possible additional board members shall be added in a manner that maintains an odd number of sitting members on the Board.

- A. Initial Terms are as follows: Allen W. Patterson, one year; Eric Myers and Clark Ketchum, two years; Steve Slauson and Chris Stice, three years. The initial one year term of Allen Patterson shall automatically renew and not count against term limit.

SECTION 3. Annual Meeting. The annual meeting of the Board for election of Members and Officers will be held in the first quarter of the year on call of the President and Secretary. The Board may conduct additional meetings, as agreed upon at the annual meeting. Meetings of the Board may be held at any place in the State of Indiana.

SECTION 4. Special Meetings. Special meetings of the Board of Directors may be called by the President, or any two Members, upon notice as provided below.

SECTION 5. Notice of all meetings shall be given at least 48 hours prior to the meeting by written notice or e-mailed to each Member at his/her business or residence address. As new technologies become available such techniques may be used for notification. All notices of meetings of the Board will state briefly the purpose of the meeting.

SECTION 6. Quorum. A simple majority of the Board shall constitute a quorum for the transaction of business at any meeting of the Board whether in person or by phone or other technology, excluding electronic mail. If any meeting of voting Members cannot be organized because a quorum has not been attained, the voting Members who are present may adjourn the meeting to another time decided upon at the time of adjournment.

SECTION 7. Powers of the Board. Subject to the limitations of other sections of the Bylaws and Indiana law, all corporate powers of the Foundation shall be under the authority of the Board. Without limiting their general powers, the Board will have the following powers:

- A. To select and remove all the other Officers, agents, and employees of the Foundation and prescribe such powers and duties for them as may be consistent with the law or Bylaws.
- B. Compensation, if any, for employees and contractors, shall be determined by the Board.
- C. To conduct, manage and control the affairs and business of the Foundation and to make rules and regulations consistent with the law and Bylaws.

- D.** To create such committees as it deems expedient to carry out the business of the Foundation.
- E.** To arrange for the raising of funds.
- F.** To employ an Executive Director and such other persons and firms as it deems necessary for the successful accomplishment of the purposes of the Foundation.
- G.** To give, at least once a year, a complete report of Foundation activities at the annual meeting of the Indiana Park and Recreation Association Board.
- H.** To see that a bi-annual financial review is performed by a qualified third party, not owned, affiliated, or related to a member of the board.
- I.** To initiate and defend any litigation brought on its behalf or against it. The Board may, at its discretion, indemnify any member or agent for acts performed on behalf of the Board or Foundation.

Article V
MEMBERS

SECTION 1. Members. There shall be two categories of members of the Board. The first category shall be voting members. The second category shall be Ex Officio (non-voting) members.

SECTION 2. Voting Members. The voting Members shall consist of all elected Members of the Board, as determined in Article IV. Death, resignation, removal, or expiration of the term of office of any Member terminates said person's power to vote. Each voting Member is entitled to one vote on matters submitted to the Board. Members can vote if they are not attending the Board meeting via a pre-approved means of communication, as defined in Article IV, Section 7.

SECTION 3. Ex Officio Members. The second category of Members shall consist of individuals or representatives of other entities which are determined by the Board to be beneficial to its mission. Such Members will not have the right to vote, but may have other rights and privileges as are conferred by the Board.

Article VI
OFFICERS

SECTION 1. Officers. The Officers of the Board shall be a President, Vice President, Secretary and Treasurer. The Officers shall be elected by a simple majority vote of the Members of the Board and shall serve without compensation.

All Officers of the Board, as between themselves and the Members, shall have such authority and perform such duties in the management and property and affairs of the Foundation as provided in the Bylaws of the Foundation.

SECTION 2. Election and Term. The Officers of the Board shall be elected annually by the Members, and installed at the Annual Meeting of the Foundation. Vacancies may be filled at any meeting of the Board. Each Officer shall hold office until his/her successor shall have been duly elected, as provided in the bylaws, or until his/her death, or until he or she resigns, or shall have been removed in the manner herein provided.

SECTION 3. Removal. Any Officer whether appointed or elected by the Board shall hold office at the pleasure of the Board, and may be removed at a scheduled meeting of the Board by a simple majority vote of the Members present, constituting a quorum, whenever in its judgment the best interest of the Foundation would be thereby served.

SECTION 4. Vacancies. A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by a simple majority vote of the Members present, constituting a quorum, for the unexpired portion of the term.

SECTION 5. The President shall be the primary executive Officer of the Board to carry out the directions and resolutions of the Board. The President may sign deeds, mortgages, bonds, contracts or other instruments (including acceptance of donations, conveyances or contributions), which the Board, by simple majority vote, have authorized to be executed, except in cases where the signing and execution shall expressly be delegated by the Board, or by these Bylaws to some other officer or agent of the Board, or shall be required by law to be otherwise signed or executed. In general shall perform all administrative duties incident to the office of the President as may be prescribed by the Board from time to time.

SECTION 6. Vice -Elect. The Vice President shall assume the duties of the President in the absence of the President and perform other duties as assigned.

SECTION 7. Treasurer. The Treasurer, if required by the Board, may give a bond for the faithful discharge of his/her duties in such sums and with such surety or sureties as the simple majority of the Board shall determine. The Treasurer and/or a designee approved by (of) the Board shall: (a) have charge and custody and be responsible for all the funds and securities of the Foundation and may receive receipts for monies due and payable to the Foundation from any source, and deposit all such monies in the name of the Foundation in such banks, trust companies or other depositories as shall be selected by the simple majority of the Board in accordance with the provisions of these Bylaws; (b) In general, perform all the duties as from time to time may be assigned by the President or by the Board.

SECTION 8. Secretary. The Secretary shall keep the minutes of the meetings of the Board and see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law. In general perform all duties incident to the office of

Secretary and such other duties as from time to time may be assigned by the President or by the Board. All records of the Foundation shall be kept with the President or at a location designated by the Board.

Article VII AMENDMENTS

These Bylaws may be altered, amended, or repealed or new Bylaws may be adopted, no more than one (1) time per year, by a majority vote of the Board, constituting a quorum, provided that written notice of any such proposed action shall be given to all Members at least thirty (30) days prior to such meeting in the manner as is provided above for notice of special meetings.

Article VIII DISSOLUTION

In the event that the Indiana Park and Recreation Foundation, Inc. is dissolved for any reason, all assets shall become the property the property of the Indiana Park and Recreation Association, Inc.

Article IX MISCELLANEOUS PROVISIONS

Nothing in these By-Laws is intended to nor shall contradict the requirements of section 501(c)3 of the Internal Revenue Code.

These By-Laws were passed this _____ day of _____, 2009, by a majority vote of the members of the Board of the Indiana Park and Recreation Foundation, Inc.