

2023



# NGAI

Resources and advocates to improve benefits for Guardsmen and their families

NATIONAL GUARD ASSOCIATION OF INDIANA

ADOPTED 29 APRIL 2023

INDIANAPOLIS, INDIANA |

NGAI BY-LAWS  
Adopted April 29, 2023  
Indianapolis, Indiana

TABLE OF CONTENTS

ARTICLE	DESCRIPTION	PAGE
Article I	Name, Principal Office, Seal	2
Article II	Purpose, Objectives, Powers, and Restrictions	2
Article III	Members	3
Article IV	Board of Directors	6
Article V	Officers	10
Article VI	Committees	15
Article VII	Certificates of Membership	15
Article VIII	Dues	15
Article IX	<i>Resolutions</i>	16
Article X	<i>INDEMNIFICATION</i>	16
Article XI	<i>AMENDMENTS</i>	17
Article XII	<i>THE INDIANA GENERAL NOT FOR PROFIT CORPORATION ACT</i>	17
Article XIII	<i>RULES OF ORDER</i>	17
	<i>Code of Bi-Laws History</i>	18

**CODE OF BY-LAWS OF THE  
NATIONAL GUARD ASSOCIATION OF INDIANA, INC.**

**ARTICLE I**

**NAME, PRINCIPAL OFFICE, SEAL**

**Section 1.01 - Name**

The name of the corporation is National Guard Association of Indiana, Inc. (hereinafter referred to as the "Association").

**Section 1.02 - Principal Office**

The address of the principal office of the Association will be as designated by the Board of Directors (BoD).

**Section 1.03- Seal**

The seal of the Association shall be circular in form and mounted upon a metal die suitable for impressing the same upon paper. About the top of the periphery of the seal shall appear the words "National Guard Association of Indiana, Inc." and about the lower periphery thereof the word "Indiana"; in the center of the seal shall appear the word "Seal".

**ARTICLE II**

**PURPOSE, OBJECTIVES, POWERS, RESTRICTIONS**

**Section 2.01 – Purpose**

The purpose of the Association shall be to promote the national security of the United States of America and the State of Indiana.

**Section 2.02 – Objectives**

The objectives of the Association are to engage in all lawful activities, incidental to the foregoing purpose, except as restricted herein, including the following:

1. Educating the public about the role of the Indiana Army and Air National Guard regarding state, local, national security, and national defense.

2. Making the requirements of the Indiana Army and Air National Guard known to the Governor, Office of the Secretary of Defense, the Departments of the Army and Air Force, the National Guard Bureau, and other appropriate military, governmental and congressional agencies and to the public, to enhance the proficiency and military posture of the national defense through a strong, well-trained, and ready Indiana National Guard and to ensure that the Army and Air National Guard are fostered and improved as the nation's first line of defense in support of the active establishment.

3. Encouraging membership in the Indiana Army and Air National Guard and promoting the rights and benefits of members and former members of the National Guard.

### ***ARTICLE III***

### ***MEMBERS***

#### ***Section 3.01 – Classes, Qualifications, Requirements and Dues***

Classes of Members: National Guard Officers, Warrant Officers, and Enlisted personnel mentioned in the Articles will include both Army and Air.

1. Upon application, and acceptance, and payment of the prescribed dues, the Association will issue the following classes of membership:

a. Active Membership in the Association shall be limited to Active Commissioned Officers, Warrant Officers, and Enlisted personnel of the Indiana National Guard who have paid their dues, as required, and met such other requirements as shall be established in the By-Laws.

b. Active Life Membership in the Association shall be offered to active Commissioned Officers, Warrant Officers, and Enlisted personnel of the Indiana National Guard who have paid active life dues and met such other requirements as shall be established in the By-Laws. Active Life membership shall automatically convert to Inactive Life membership upon retirement and/or separation from the Indiana National.

c. Inactive Membership in the Association shall be extended annually to honorably separated or retired Officer, Warrant Officers and Enlisted personnel of the Indiana National Guard who have paid their dues, as required, and met such other requirements as shall be established in the By-Laws.

d. Inactive Life Membership in the Association shall be extended for life to honorably separated or retired Officers, Warrant Officers and Enlisted personnel of the Indiana National Guard who have paid active life or inactive life dues and met such other requirements as shall be established in the By-Laws.

e. Honorary Partnership in the Association shall be extended to persons who have contributed or performed an exceptional service in the interest of the National Guard in Indiana. Honorary partnerships will be recommended to the Board of Directors by an active member of the Association in good standing, and Honorary partners may be enrolled upon order of the Board of Directors without dues or other obligations for such periods as the Board of Directors shall determine.

f. Associate Partnership in the Association shall be extended to all Veterans, Officers, Warrant Officers, and Enlisted personnel, active and Inactive members of the Indiana State Guard Reserve not qualified for membership as Active or Life members in the Association.

g. Corporate Partnership in the Association may be issued to any business, governmental, fraternal, professional, or other legally organized entity that actively supports the purposes, goals, and objectives of the Association as set forth in the Articles of Incorporation after application, acceptance by the Board of Directors, and after payment of dues, the amount to be determined by the Board of Directors.

h. Patriot Benefactor-Life Partnership may be issued to any person recommended by the Board of Directors who is interested in and dedicated to the purpose of the Association, and who is not otherwise eligible for membership in the Association.

2. The Membership Year begins on 1 January and ends on 31 December.

### ***Section 3.02 -- Rights and Privileges***

An Association Member (Active, Active Life, Inactive and Inactive life) shall be entitled to one vote at meetings of the membership and shall be entitled to serve as:

- a. An officer of the Association
- b. A member of the Board of Directors
- c. A member of a Standing or Special Committee
- d. A delegate to any General Conference

e. Active, Active Life, Inactive, and Inactive Life Members shall be Voting Members of the Association and shall be entitled to one vote at meetings of the membership and shall be entitled to serve on the Board of Directors and hold office. It is desirable, but not necessary that any Inactive or Inactive Life Members elected to the BoD should be a retired Gray or Green Card Holder and may serve as any Officer or on any committee in the Association to which they have been duly appointed or elected.

f. Honorary, Associate, and Corporate Partners of the Association shall have those privileges and rights as determined by the Board of Directors, but they shall not be eligible to vote at meetings as members and shall not be eligible to be members of the Board of Directors or Officers for that Association.

***Section 3.03 -- Special Meetings***

Special meetings of the members may be called at any time by the Board of Directors and by the President upon the President's own motion. They shall be held at such place within or outside the State of Indiana, as may be specified in the notice thereof; provided, however, that the place of such meeting shall be approved by the Board of Directors. When notice of any meeting of the members is required to be sent to the members, such notice shall be sent to all members of the Association.

***Section 3.04 -- Annual Meetings***

The annual meeting of the members of the Association shall be held on a Saturday, providing the Saturday is not a Federal or State holiday, at the hour and place as determined by the Board of Directors.

***Section 3.05 -- Notice of Annual or Special Meetings***

A printed or electronic notice, stating the place, day, and hour of the meeting and, in case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the President or Secretary of the Association to each Voting Member, at such address as appears upon the records of the Association, at least ten days before the date of the meeting.

***Section 3.06 -- Voting***

Any Association Member, in good standing, will have one vote at any Annual or Special meetings of the Membership and will vote either in person or electronically, using a process determined by the BoD.

***Section 3.07 -- Quorum***

At any meeting of the membership, the Voting Members, present or available electronically, shall constitute a quorum.

## **ARTICLE IV**

### **BOARD OF DIRECTORS**

#### ***Section 4.01 – General Powers***

The Board of Directors shall have charge of the entire business of the Association. The powers of the Association shall be exercised, its business affairs conducted, and its property managed under the direction of the Board of Directors (hereinafter "Board"). The exercise of general powers of the Board with respect to matters of policy of the Association shall be consistent with and consonant with the resolutions of the General Conference then in effect and with these By-Laws. The Board shall act primarily by a majority vote unless otherwise specified. Specific duties and powers are contained in Section 5.

#### ***Section 4.02 – Number***

There shall be a maximum of twenty-five (25) Directors of the Association. The preferred Board of Directors make-up is eight (8) Army Officers with one (1) Company Grade and one (1) Warrant Officer), eight (8) Army Enlisted, two (2) Air Officers with one (1) Company Grade, two (2) Air Enlisted, one (1) At-large Inactive Army Officer, one (1) At-large Inactive Air Officer, one (1) At-large Inactive Army Enlisted, one (1) At-large Inactive Air Enlisted, and one (1) immediate Past President.

1. Representation. Having been given the charge of the entire business of the Association, it is necessary to ensure that Board members, with the exceptions outlined in Section 4.11. Vacancies, below, should only be chosen from and elected by the membership of that Major Element that they will represent.

2. Director Allocation. In order to facilitate this desired representation of the NGAI membership within the Indiana National Guard, Army and Air, and for the purpose of nominating and electing members to the Board of directors; the NGAI membership will be divided into 11 major elements (MACOMs) of the total Indiana National Guard force structure.

3. Major Elements (MACOMs) and allocations defined. (See Page 7, Table 1)

## ALLOCATIONS

*Table 1: Major Elements/Allocations*

ORGANIZATIONS REPRESENTED	UNIT NUMBERS	OFFICER	ENLISTED
122 <sup>nd</sup> FW	1000	1	1
181 <sup>st</sup> IW	1000	1	1
Inactive Air Alumni (At-Large)		1	1
Joint Force HQ/Atterbury/Muscatatuck	972	1	1
38 <sup>th</sup> Infantry Division HQ	731	1	1
38 <sup>th</sup> Combat Aviation Brigade (CAB)	880	1	1
38 <sup>th</sup> Sustainment Brigade (SUST)	1581	1	1
76 <sup>th</sup> Infantry Brigade (IBCT)	4362	2	2
219 <sup>th</sup> Engineer Brigade (EN BDE)	1206	1	1
81 <sup>st</sup> Troop Command (TC)	1144	1	1
Inactive Army Alumni (At-Large)	1	1	1
Immediate Past President	1		
<b>TOTAL BOARD MEMBERS</b>	<b>25</b>		

### *Section 4.03 – Director Qualifications*

Directors shall be members of the NGAJ and will be solicited from the ranks of personnel assigned to the same MACOMs of the projected vacancy. If the MACOMs cannot provide a nominee for their director whose term is expiring or has been vacated, the position may be filled by an individual selected from another MACOM, with the approval of the MACOM that cannot fill their vacancy. The NGAJ staff will monitor the MACOMs' progress in providing nominees and will assist in providing nominees from other MACOMs if necessary.

### *Section 4.04 – Nominations and Elections*

#### **1. Nominating Process.**

a. One hundred and twenty days (120) before the date of the Annual Meeting of each year, the President shall put out on-line and at the Board of Director's meeting that NGAJ is looking for Board of Director candidates.

b. A list of Director Positions, agreed upon by the Board, shall be listed along with the requirements to become a candidate. The NGAI staff shall vet each nomination form for the candidates to ensure they meet the requirements Ninety (90) days before the date of the Annual Meeting of each year, the NGAI staff will assist in providing nominees from other MACOMS if the tasked MACOM has not yet provided one.

c. The nominating process shall end 60 days prior to the NGAI Annual Conference and the election process will commence.

## **2. Elections Process.**

a. The NGAI Staff, no later than 60 days prior to the date of the Annual Meeting, will provide on the NGAI web site and to all MACOM Command Functions: a notice of the annual membership meeting, a list of nominees, and their BIOs, and a sample ballot.

b. The instructions on how to vote electronically will also be available on the NGAI Website.

c. Voting will continue until the commencement of the Annual Meeting.

d. The Secretary and Executive Director will ensure that all votes that have been cast are from actual voting members who are in good standing.

e. In accordance with the vacancies existing at the time of the election and preserving the established ratios of Army, Air, and Inactive directors, those nominees who receive the highest number of votes shall be elected to the Board of Directors.

## **3. Term.**

a. Directors shall serve for a term of three (3) years, and until their successors shall be elected and qualified.

b. Exceptions to a three (3) year term will occur if a director is elected as President of the Association by the Board of Directors in the second or third year of the term, the term shall be extended by one (1) or two (2) years respectively.

c. It will also be desirable that a person elected as the President remain on the Board for another two (2) years as an "Ex-Officio" Past President with vote to allow for the completion of initiated programs.

d. All terms of office shall begin at the close of business of the last day of the General Conference at which they were elected.

#### **4. Removal and Replacement.**

If a director is absent from three (3) consecutive Board meetings without explanation, the Board of Directors may, by simple majority vote of those directors present, eliminate the member from the Board and fill the vacancy as prescribed in ARTICLE VI, Section 4.04.

##### ***Section 4.05 -- Vacancies***

How vacancies are resolved will depend on the expected length of the vacancy.

1. Removal, resignation, incapacity, or death. Vacancies occurring in the membership of the Board of Directors caused by removal action by the Board, resignation, incapacity, or death, shall be filled by a majority vote of the remaining members of such Board, and any Directors so elected shall hold office until the position can be filled with the next normal annual election process associated with the Annual NGA membership Conference/business meeting can be used.

2. b. Military activation (short term). If the vacancy is the result of activation by the Governor of Indiana or President of the United States and is expected to end prior to the expiration of Director's term, the Board will decide if a temporary replacement is required. If required, it shall be filled by a majority vote of the remaining members of such Board, and any Directors so elected shall hold office until the activated director returns.

3. Military activation (long term). If the vacancy is the result of activation by the Governor of Indiana or President of the United States for a period of time beyond the expiration of activated Director's term, it shall be filled by a majority vote of the remaining members of such Board, and any Directors so elected shall hold office until the position can be filled with the next normal annual election process associated with the Annual NGA membership Conference/business meeting.

4. Replacement's requirements. Any new Director appointed by the board must be of the same service, MACOM, and class of membership as the replaced Director.

##### ***Section 4.06 -- Quorum***

No less than 51% of the membership of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business. The use of electronic media to conduct Association business is allowable and will be addressed in the Board meeting minutes.

##### ***Section 4.07 -- Scheduled Board of Director Meetings***

The Board of Directors shall meet on a regularly scheduled basis at such time and place, either within or outside the State of Indiana, as shall be stated in a notice of the meeting, provided to each Director, with assurance of receipt.

**Section 4.08 -- Annual Meetings**

The Board of Directors shall meet each year immediately after the annual meeting of the members at the place where such meeting of the members was held, or at such other place as may be convenient, for the purpose of organization, election of officers and consideration of any other business that may be brought before the meeting. No notice shall be necessary for convening this annual meeting.

**Section 4.09 -- Special Meetings**

Upon the written request of any member of the Board of Directors, the President shall call a special meeting of the Board of Directors at such time and place, either within or outside the State of Indiana, as shall be stated in a notice of the meeting, provided to each Director, with assurance of receipt.

**Section 4.10 -- Voting Rights**

Each member of the Board of Directors who is present at a meeting of the Board shall be entitled to one (1) vote upon all questions properly coming before any meeting.

**Section 4.11 -- Committee Responsibilities**

Directors who are not serving as officers of the Association shall each be appointed by the President to chair and/or serve on one or more of the committees established to conduct Association business.

**ARTICLE V**

**OFFICERS**

**Section 5.01 – Election**

At each annual meeting of the Board of Directors, the Board shall elect officers consisting of a President, if necessary, a First, Second, Third and Fourth Vice-President, a Secretary, and a Treasurer, and it may elect such other officers and assistants or employees as it may decide upon.

1. The President shall hold office for two consecutive years and until the successor shall be elected and qualified, unless sooner displaced by the Board. Also, the President shall serve two additional years as Past President on the board with full voting.

2. Any member of the NGAJ Board of Directors (BoD) can nominate a candidate for President. It is incumbent on the nominating Board member to ensure the nominee is aware of

the four-year commitment, (two years as President and two years as Past President). Obtain concurrence of the nominee before nominating.

3. The President and past President will also serve on the Board of Directors for the National Guard Association of Indiana Foundation by virtue of their position in NGAJ. Either may also be elected by the Foundation's Board to the President's position.

4. Directors will submit nomination(s) to the NGAJ Board of Directors during the meeting when the vote is going to occur. Nominating Director(s) will provide written or verbal merits of the nominee. All attending BoDs will discuss merits of all nominees.

5. Vote: There must be a quorum present to have a vote. If one candidate receives a majority of the votes of the Quorum, they shall become the next President.

6. If none of the candidates get a majority of the votes of the Quorum, the top two candidates will become the choices and a second vote will take place. Candidates can, and are encouraged to, vote for themselves.

7. In the event one candidate cannot get a majority of the votes, the top two candidates will go to an Email vote among the entire board. Results of the voting, to include how each director voted, will be sent out to the board for the

8. Other officers shall hold office for one year and until their respective successors shall be elected and qualified, unless sooner displaced by the Board. The Vice-Presidents shall be eligible for election to two consecutive terms in the same office. The Vice-Presidents shall be one (1) Army officer member, one (1) Army enlisted member, one (1) Air officer member, and one (1) Air enlisted.

#### ***Section 5.02 – Vacancies***

Whenever any vacancies shall occur in any office by death, resignation or otherwise, the same shall be filled by the Board of Directors.

#### ***Section 5.03 – Removal***

Any Officer may be removed by the Board, with cause, at any time by a two-thirds vote of the whole Board. Any vacancy by reason of this section may be filled at the same meeting of the Board.

#### ***Section 5.04 – The President***

The President shall preside at all meetings of the members and directors and shall exercise general control and supervision over the affairs of the Association and over the officers, agents, and employees of the Association.

1. The President shall appoint all committees and shall be the general manager of the activities of the Association as outlined in these By-Laws.

2. In the event of the death, absence, or inability to act of any officer, the President may act for, or may appoint some person to fill such office until the next meeting of the Board of Directors.

3. Except as otherwise required by law or provided by resolution of the Board of Directors from time to time, the President or a Vice-President acting as President during the disability or absence of the President, shall, in the Association's name, sign all deeds, leases mortgages, contracts, notes and other instruments that may be ordered executed by the Board of Directors or which may be necessary to carry on the business of the Association.

#### ***Section 5.05 – Vice-Presidents***

1. The First Vice-President shall serve for the President during the President's absence and shall assume the President's role; until the next Annual Business meeting when a new President will be elected by the Board.

2. The Second Vice-President shall serve as President in the absence of both the President and the First Vice-President and shall succeed them in order of progression in case of permanent disposition; until the next Annual Business meeting when a new President will be elected by the Board.

3. Similarly, the Third and Fourth Vice-Presidents shall serve and succeed in order of progression if necessary.

a. Vice-Presidents shall each be responsible for coordinating committee activities in one of the Association business areas.

b. Appointments of each of the Vice-Presidents to the committee coordination positions in each of the four business areas shall be accomplished by the President.

c. The Senior Enlisted Vice-President shall be responsible to preside over any Enlisted sessions conducted during the Annual Meeting.

#### ***Section 5.06 – Secretary***

The Secretary shall keep all records of meetings of the Association and the Board, and perform the duties set out in the By-Laws of the Association and make the necessary reports of this office. The Secretary must be a voting member of the Association, but not a member of the Board of Directors. If the Secretary is not a member of the Board of Directors, they will not have voting rights of the Board and will not be considered an Officer of the Board.

### ***Section 5.07 – Treasurer***

The Treasurer, an authorized member of the NGAI Staff, shall:

1. Collect, deposit in an approved depository to the credit of the National Guard Association of Indiana, Inc.
2. Draw all money of the Association under the direction of the Board of Directors, keep the records of accounts, and make the necessary reports.
3. The Treasurer must be a voting member of the Association, but not a member of the Board of Directors. If the Treasurer is not a member of the Board of Directors, they will not have voting rights of the Board and will not be considered an Officer of the Board.

### ***Section 5.08 – Officers of the Board***

The President and Vice-Presidents must be members of the Board of Directors when elected and will automatically be Officers of the Board and Association. The Secretary and Treasurer must be members of the Association, but unless they have been elected as Directors, will not be considered Officers, and will not have voting rights on the Board.

### ***Section 5.09. Executive Council***

An Executive Council will be established to aid the President in overseeing the entire operation of the Association when deemed necessary by the President. The Executive Council will consist of President, Past President, 1st, and 2nd Vice Presidents, and one (1) of the Senior Inactive BOD Members who will be chosen by the four (4) permanently assigned members of the Executive Council (President, Past President, 1st, and 2nd Vice Presidents).

### ***Section 5.10 – Resignation***

Any Officer may resign at any time by giving written notice to the President or Secretary which shall become effective at the time specified therein. Any vacancy by reason of this section may be filled at the next meeting of the Board.

### ***Section 5.11 – Board of Directors Meetings***

Regular meetings of the Board of Directors will be held monthly between General Conferences.

1. Special meetings of the Board may be called by the President or any of the sitting Board of Directors. Upon the written request of any member of the Board of Directors, the President shall call a special meeting of the Board of Directors at such time and place, either within or outside the State of Indiana, as shall be stated in a notice of the meeting, provided to each Director, with assurance of receipt.

2. Annual Meetings. The Board of Directors shall meet each year immediately after the annual meeting of the members at the place where such meeting of the members was held, or at such other place as may be convenient, for the purpose of organization, election of officers and consideration of any other business that may be brought before the meeting. No notice shall be necessary for convening this annual meeting.

#### ***Section 5.12 – Place of Meeting and Electronic Meetings***

Meetings of the Board may be held at any place within or without the Indianapolis Area. If no designation is made, the place of meeting shall be the principal office of the Association in the Tyndall Armory. Any meeting of the Board may be held through any video teleconference or teleconference pursuant to which each Director is able to hear each other Director participating.

#### ***Section 5.13 – Notice of Meeting***

Written notice of the time and place of each meeting of the Board shall be given each Director either by personal delivery or by mail, e-mail, or telegram at least seven (7) days before each meeting.

1. Any Director may waive notice in writing of the time and place of any meeting of the Board, either before or after holding of the meeting.

2. Scheduled Board of Director Meetings. The Board of Directors shall meet on a regularly scheduled basis at such time and place, either within or outside the State of Indiana, as shall be stated in a notice of the meeting, provided to each Director, with assurance of receipt.

#### ***Section 5.14 – Quorum and Manner of Action***

A Majority of the authorized number of Directors shall constitute a quorum for transaction of business at any meeting of the Board and its committees unless otherwise specified.

1. Quorum. No less than 51% of the membership of the Board of Directors shall be necessary to constitute a quorum for the transaction of any business.

2. The use of electronic media to conduct Association business is allowable and will be addressed in the Board meeting minutes.

## **ARTICLE VI**

### **COMMITTEES**

#### ***Section 6.01 -- Committee Responsibilities***

Directors who are not serving as officers of the Association shall each be appointed by the President to chair and/or serve on one or more of the committees established to conduct Association business.

#### ***Section 6.02 -- Standing Committees***

Shall be appointed by the President subject to ratification of the Board.

#### ***Section 6.03 – Special Committees***

The President may create Special Committees with the concurrence of the Board.

## **ARTICLE VII**

### **CERTIFICATES OF MEMBERSHIP**

#### ***Section 7.01 – Lifetime Membership***

Each Lifetime member of the Association shall be entitled to a Certificate of Membership signed by the President, or in the event of the President's absence or unavailability by the Vice-President, and by the Secretary or and Assistant Secretary, with the seal of the Association thereunto affixed, certifying the type of membership to which such person is entitled, in such form as shall be approved from time to time by the Board of Directors.

## **ARTICLE VIII**

### **DUES**

#### ***Section 8.01 – Active Membership***

Each Active Member of the Association shall pay annual dues in the sum to be prescribed by the Board of Directors. The Board will at least review dues during every calendar year that ends in an odd number. Dues can be reviewed more often if necessary.

**ARTICLE IX**  
**RESOLUTIONS**

***Section 9.01 – Resolutions***

Resolutions shall be a statement of policy of the Association with regards to legislative priorities and positions on manpower, force structure, roles and missions, equipment, and other issues consistent with the purposes and objectives of the Association as set forth in Article II. Resolutions adopted by a General Conference are effective for one year or until the next General Conference.

**ARTICLE X**  
**INDEMNIFICATION**

***Section 10.01 – Indemnification of Members of the Board of Directors, Officers, Members of Committees, and Employees***

1. The Board of Directors may, at its sole discretion, determine to indemnify any and all of the members of the Board of Directors or the President, and employees of the Association, or persons who formerly held such status in the Association, their personal representatives, executors, and heirs, against any such person in a legal action (whether civil, criminal, administrative or other) brought against any such person for actions or omissions alleged to have been committed by any such person while acting within the scope of such person's position as a member of the Board of Directors, officer, member of a Committee appointed by the Board of Directors or the President, or employee of the Association, provided, however, that in all cases the Board of Directors shall determine, in good faith, that such person did not act, fail to act, or refuse to act willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action.

2. The term "expenses" as used herein shall include all obligations incurred by such person for the payment of money, including, without limitations, legal fees and amounts paid in settlement of any such action. A judgment or conviction (whether based on a plea of guilty or nolo contendere or its equivalent, or after trial) shall not be conclusive as to whether the person against whom judgment is rendered acted, or failed to act, or refused to act, willfully or with gross negligence or with fraudulent or criminal intent with regard to the matter involved in the action.

3. Any determination with respect to indemnity shall be made by resolution adopted by a majority of a quorum of the Board of Directors, excluding from such majority and quorum any members who have incurred expense, judgments or penalties in connection with such action or who have been threatened with action making the incurrence of expense by them likely; and if

there is no quorum of members of the Board of Directors who are not so excluded, then by resolution adopted by a majority of a committee of non-excluded members of the Board of Directors and/or members of the Association, appointed by the Board of Directors (all members of the Board of Directors being eligible to participate in such appointment). The right of indemnification provided herein shall be in addition to any other right which such members of the Board of Directors or the President, and employees of the Association, or persons formerly holding such status, may have or hereafter acquire.

## **ARTICLE XI**

### **AMENDMENTS**

#### ***Section 11.01 – Amendment by Two-Thirds Vote***

These By-Laws may be rescinded, changed, or amended upon two-thirds vote of the whole Board of Directors at any scheduled or special meetings of the Board of Directors, and thereafter approved by a majority of those present at the next annual meeting.

## **ARTICLE XII**

### **THE INDIANA GENERAL NOT FOR PROFIT CORPORATION ACT**

#### ***Section 12.01 – Indiana General Not for Profit Corporation Act***

The provisions of the Indiana General Not for Profit Corporation Act, applicable to any of the matters not specifically covered by these By-Laws, are hereby, by reference, incorporated in and made part of these By-Laws.

## **ARTICLE XIII**

### **RULES OF ORDER**

#### ***Section 13.01 – Roberts Rules of Order***

The parliamentary authority for the Association will be Roberts Rules of Order, as revised, and will pertain to the formal meetings of the Board and business sessions of the General Conference.