

BYLAWS
OF THE
CHARITABLE GIFT PLANNERS INDIANA

MISSION STATEMENT

The Charitable Gift Planners Indiana is a professional association for non-profit development officers and allied professionals. Our purpose is to educate members about charitable gift planning, advance the mission of non-profit organizations that employ them, and better serve the philanthropic goals of our donors and clients.

ARTICLE 1

Membership

Section 1.1 **Members.** Membership in Charitable Gift Planners Indiana (“Corporation”) is contingent on payment of dues.

Section 1.2 **Termination.** Membership is automatically terminated upon nonpayment of dues.

Section 1.3 **Dues.** The amount, time, and manner of dues applicable to members of the Corporation shall be determined by the Board of Directors.

Section 1.4 **Annual Meeting.** The annual meeting of the membership of the Corporation shall be held on such date as designated by the Board of Directors. It shall be no later than the last day of May. The annual meeting shall be held for the purpose of the election of officers of the Corporation and the election of directors to the Board of Directors. Each member shall have only one vote. The act of the majority of the members present at the meeting will be the act of the membership.

ARTICLE II

Board of Directors

Section 2.1 **Duties.** The business of the Corporation shall be managed by the Board of Directors.

Section 2.2 **Form.**

2.2.1 **Good Standing.** Directors shall maintain paid membership in the Corporation.

2.2.2 **Composition.** Not more than one half (½) of the directors shall be representatives from the for-profit sector.

2.2.3 **Number.** There shall be between 6 and 12 directors of the Corporation who shall be elected at the annual meeting of the membership.

2.2.4 Terms. A director shall serve for a term of two (2) years. No director shall serve more than three consecutive terms. A director who has served three consecutive terms may return to the board after a minimum one term (1) absence.

Section 2.3 Resignation. A director may voluntarily resign by giving written notice of such to the President. Such notice shall be presented to the Board of Directors at the next succeeding meeting of the Board of Directors.

Section 2.4 Removal.

2.4.1 Nonpayment of Dues. If a director has not paid dues within 60 days of the director's renewal date they shall be automatically removed from the Board of Directors.

2.4.2 Non-participation. If a director does not attend three (3) board meetings annually they shall be considered a non-participating director and automatically removed unless the Board of Directors votes to keep the director. The Secretary shall give notice to any director upon missing two (2) meetings.

Section 2.5 Vacancies. A director vacancy may be filled by the Board of Directors. The director so elected shall hold office for the term of the director vacating the office. It shall be the director's first term of a 3-term maximum as per Section 2.2.4.

Section 2.6 Quorum. A majority of the Board of Directors constitutes a quorum. The act of the majority of the directors present at a meeting with a quorum shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 2.7 Committees. The President of the Board of Directors may from time to time create and appoint standing and special committees to undertake studies, make recommendations, and undertake functions for the purpose of efficiently accomplishing the purposes of the Corporation.

2.7.1 Standing Committees. Standing committees of the Corporation shall be the Nominating Committee, Program Committee, Membership Committee, and Sponsorship Committee.

2.7.2 Nominating Committee. The President shall appoint annually a Nominating Committee which shall consist of five (5) persons, at least three (3) of whom must be members of the Corporation not currently serving on the Board of Directors. The nominating Committee shall nominate the persons to be considered for election as directors to the Board of Directors and for election as officers of the Board of Directors.

ARTICLE III

Meetings of Directors

Section 3.1 **Meetings.** Regular meetings of the Board of Directors are to conduct the ongoing business of the Corporation. The President shall fix the time and place of regular meetings.

Section 3.2 **Special Meeting.** A special meeting of the Board of Directors may be called by the President or by a majority of the Board of Directors.

Section 3.3 **Action by Consent.** Any action of the Board of Directors may be taken without a meeting if a written consent to such action is signed by all the directors of the Board of Directors and such consent is filed with the minutes of the Board of Directors.

ARTICLE IV

Offices

Section 4.1 **Officers.** The officers of the Corporation shall consist of a President, Vice-President, Secretary, and Treasurer. The officers shall be chosen from among the Board of Directors.

Section 4.2 **Terms.** Each officer shall be elected by the Board of Directors at the annual meeting and shall hold office for a term of two (2) years.

Section 4.3 **Vacancies.** The vacancy of any office shall be filled by the Board of Directors at the next subsequent meeting. The officer so elected shall hold office for the term of the officer vacating the office.

Section 4.4 **Removal.** Any officer may be removed by a majority vote of the entire Board of Directors.

ARTICLE V

Duties of Officers

Section 5.1 **President.** The President shall preside at all meetings of the Board of Directors and shall manage and supervise all the affairs of the Corporation. The President shall have all other duties regularly conferred upon the President of a Board of Directors or that the Board of Directors may prescribe.

Section 5.2 **Vice President.** The Vice President shall perform the duties of the President, when the President is not present. The Vice President shall have all other duties regularly conferred upon the Vice President of a Board of Directors or that the Board of Directors may prescribe.

Section 5.3 **Secretary.** The Secretary shall keep, or cause to be kept, a true and complete record of the proceedings of the meetings of the Board of Directors. The Secretary shall have custody of the books (except books of account) and records of the Corporation. The Secretary shall serve all notices of the Corporation. The Secretary shall attest to the execution of deeds, leases, agreements, and other official Corporation documents. The Secretary shall have all other duties regularly conferred upon the Secretary of a Board of Directors or that the Board of Directors may prescribe.

Section 5.4 **Treasurer.** The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall

have charge and custody of and be responsible for, all funds, notes, securities and other valuables to which the Corporation comes into possession. The Treasurer shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. The Treasurer shall furnish to the Board of Directors a statement of financial condition of the Corporation at all meetings and upon request. The Treasurer shall have all other duties regularly conferred upon the Treasurer of a Board of Directors or that the Board of Directors may prescribe.

ARTICLE VI

Miscellaneous

Section 6.1 **Contract Execution.** Unless otherwise ordered by the Board of Directors, all written contracts entered into by the Corporation shall be executed by the President, and if required, attested to by the Secretary.

Section 6.2 **Fiscal Year.** The fiscal year of the Corporation shall begin on July 1st of each year and end on June 30th of the following year. The meeting year, and beginning and ending dates of the term of officers and directors of the corporation shall be consistent with the Corporation's fiscal year.

Section 6.3 **Amendments.** Subject to law and the Articles of Incorporation, the power to make, amend or repeal all or any part of these Bylaws is vested in the Board of Directors. The affirmative vote of a majority of the entire Board of Directors shall be necessary to affect any such changes in these Bylaws.

Matthew Treadwell and Darcy Weaver

Dated: June 2023