BY-LAWS

of

GREATER INDIANA FLORIDA COLLEGE BOOSTER CLUB, INC.

**ARTICLE I – OFFICES**

The principle office of the corporation shall be in the City of Danville, in the county of Hendricks, State of Indiana.

The corporation may also have office at such other places within the State as the Board may from time to time determine or the business of the corporation may so require.

**ARTICLE II – PURPOSES**

The purposes for which this corporation has been organized are as stated in the Articles of Incorporation which may be amended as required.

The purpose for which the Corporation has been formed is:

To promote and support Florida College by providing information about Florida College, its operations and needs, establishing and perpetuating friendship and understanding between Florida College, its alumni and friends, seeking out and encouraging potential students to attend Florida College; and providing wholesome activities for youth that promote these purposes.

1. This Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3), of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws;

2. No part of the net earnings of this Corporation shall inure to the benefit of, or be distributable to its members, trustees, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered to make payments and distributions in furtherance of the purposes set forth herein.

3. No substantial part of the activities of the Corporation shall be the carrying on or propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in, or intervene in (including the publishing or distribution of statements) any political campaign on behalf of any candidate for public office;

4. Notwithstanding any other provision of these articles; the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal Income Tax under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws, or (b) by a corporation contributions to which are deductible under Section 170(c) of the Internal Revenue Code of 1986, as amended, or similar provisions of any subsequent Federal tax laws.

**ARTICLE III – MEMBERSHIP**

The members of this organization shall be composed of friends or alumni of Florida College whose annual dues are paid. All members shall be voting members, limited to members age eighteen (18) or older.

Dues shall be established by the Board. The Treasurer and Secretary shall keep records of members of the corporation. The accounting year shall be the calendar year, ending December 31 annually.

**ARTICLE IV – MEMBERSHIP MEETINGS**

An annual meeting at large shall be convened for the purpose of electing directors, hearing update reports and conducting appropriate business.

A quorum shall consist of the number of members present at any meeting at large.

Notification by US mail or email to the general membership shall serve as legal notice of meeting dates and locations as determined by the Board of Directors.

The President and Treasurer, or their designees, shall report on the activities and financial condition of the Corporation at the annual meeting, at a minimum.

A special meeting of members may be held:

(a) on call of the President or Officers; or

(b) if at least ten percent (10%) of the members sign, date and deliver to the Secretary at least one (1) written demand for the meeting, describing the purpose for which the meeting is to be held

The Secretary shall prepare minutes of the Officers meetings and membership meetings.

**ARTICLE V – DIRECTORS**

1. MANAGEMENT OF THE CORPORATION.

The corporation shall be managed by the Board of Directors elected by a majority vote of the membership, which shall consist of at least four (4) directors, and not more than eleven (11) directors. Each director shall be at least eighteen (18) years of age. All directors must be members of the Hutchinson Bell and members of the Indiana Florida College Booster Club. Incumbent directors shall be considered automatically nominated.

From time to time, as approved by the Board, and as funds are available, scholarships may be awarded to defray the costs of attending Florida College. Scholarship recipients must be a member of the Greater Indiana Florida College Booster Club, must be eligible to attend Florida College and must be accepted by the school. Priority consideration for awarding scholarships will be given to students attending Florida College for the first time and to Indiana residents.

2. ELECTION AND TERM OF DIRECTORS.

At the annual meeting to be conducted in the Fall, 2015, the membership shall elect a minimum of four (4) directors, with a maximum of eleven (11) directors. Three (3) of the appointed directors shall initially serve for four (4) years; three (3) of the appointed directors shall initially serve for three (3) years and the remaining appointed directors shall initially serve for two (2) years. Thereafter, all terms of the directors shall be for three (3) years. Each director shall hold office until the expiration of the term for which he was elected or until his successor has been elected or until his prior resignation or removal. A director’s spouse may not also hold the position of a director; however, a director’s spouse may attend the Board meetings and provide input; but will not have a vote. There are no term limits for the directors. Nominations for Directors must be submitted to the Board seven (7) days in advance of the election. Incumbent directors shall be considered automatically nominated. In case there are more than two (2) candidates running and none receive a majority of affirmative votes, the vote is re-run with only the candidates receiving the two (2) highest vote counts eligible. If there is more than one (1) opening, this process would be repeated for each opening. The preferred method of voting is by paper ballot with all of the nominees listed. Each member would vote for a number of candidates equal to the number of positions available. The President may use another voting method if he deems that appropriate.

3. REMOVAL OF DIRECTORS.

Any or all of the directors may be removed for cause by action of the membership. Directors may be removed due to nonfulfillment of duties required by the Board, misconduct, theft or misrepresentation of our organization by majority vote of the membership.

4. RESIGNATION.

A director may resign at any time by giving written notice to the Board, the president or the secretary of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof by the Board or such officer, and the acceptance of the resignation shall not be necessary to make it effective.

5. QUORUM OF DIRECTORS.

A majority of the entire Board shall constitute a quorum for the transaction of business or any specified item of business.

6. ACTION OF THE BOARD.

Unless otherwise required by law, the vote of a majority of the directors present at the time of the vote, if a quorum is present at such time, shall be the act of the Board. Each director present shall have one vote.

7. PLACE AND TIME OF BOARD MEETINGS.

The Board may hold its meetings at the office of the corporation, or at other such places, either in person, phone or via the Internet, as it may from time to time determine.

8. REGULAR ANNUAL MEETING.

A regular annual meeting of the Board shall be held.

9. NOTICE OF MEETINGS OF THE BOARD.

Regular meetings of the Board may be held at such time and place as it shall from time to time determine. Special meetings of the Board shall be held upon notice to the directors and may be called by the President upon notice to each director either personally or by mail or by Internet; special meetings shall be called by the President or by the secretary in a like manner on written request of two (2) directors.

10. CHAIRMAN.

At all meetings of the Board, the President, or in his absence, the Vice-President or a chairman chosen by the Board shall preside.

11. COMMITTEES.

Each activity of the Greater Indiana Florida College Booster Club shall be overseen by a committee. The Board shall appoint a chair for each committee, as well as designate the number of committee members. Spouses may not serve as separate committee members on the same committee; however, spouses are encouraged to participate in the committee meetings and provide input. Spouses are not allowed to vote on committee decisions. Each Committee shall submit a budget to the Board for approval prior to the event; shall provide the Board with periodic updates prior to the event; and shall provide an after-event report, along with a final accounting.

**ARTICLE VI – OFFICERS**

1. OFFICES, ELECTION, TERM.

The Board may elect or appoint from among the Board of Directors a President, a Vice-President, a Secretary and a Treasurer and such other officers as it may determine from among the Directors, who shall have such duties, powers and functions as hereinafter provided. Each officer shall hold office for the term for which he is elected or appointed and until his successor has been elected or appointed.

2. REMOVAL OR RESIGNATION.

Any officer elected or appointed by the Board may be removed by the Board with or without cause. In the event of the death, resignation or removal of an officer, the Board, in its discretion may elect or appoint a successor to fill the unexpired term.

3. PRESIDENT.

The President shall be the chief executive officer of the corporation, he shall preside at all meetings of the members and of the Board; he shall have the general management of the affairs of the corporation and shall see that all orders and resolutions of the Board are carried into effect. The President shall only be granted the right to vote on motions in the event of a tie vote. The President shall be elected for one (1) year and then subsequently may be re-elected annually for a total of four (4) consecutive years. Thereafter, he shall not be allowed to hold the office of the President for two (2) years; however, he would be eligible to hold another office.

4. VICE-PRESIDENT.

During the absence or disability of the President, the Vice-President shall have all the powers and functions of the President. The Vice-President shall perform such other duties as the Board shall prescribe. The Vice-President shall hold the office for one (1) year. Thereafter, the Vice-President may be re-elected and each subsequent term shall also be for one (1) year. There are no term limits on the office of the Vice-President.

5. TREASURER.

The Treasurer shall have the care and custody of all the funds of the corporation and shall deposit said funds in the name of the corporation in such bank or trust company as the directors may elect; he shall, when duly authorized by the Board of Directors, sign and execute all contracts in the name of the corporation. He shall also sign all checks, drafts, notes, and orders for the payment of money, which shall be duly authorized by the Board of Directors. He shall at all reasonable times exhibit his books and accounts to any director or member of the corporation upon application at the office of the Corporation during ordinary business hours, or other mutually agreeable location. At the end of each corporate year, he shall present an annual report setting forth in full the financial condition of the corporation. The Treasurer shall hold the office for one (1) year. Thereafter, the Treasurer may be re-elected and each subsequent term shall also be for one (1) year. There are no term limits on the office of the Treasurer.

6. SECRETARY.

The Secretary shall keep the minutes of the Board of Directors’ meetings and also the minutes of the members’ meetings. He shall attend to the giving and serving of all notices of the corporation and shall have charge of such books and papers as the Board of Directors may direct; he shall also attend to such correspondence as may be assigned to him, and perform all the duties incidental to his office. The Secretary shall hold the office for one (1) year. Thereafter, the Secretary may be re-elected and each subsequent term shall also be for one (1) year. There are no term limits on the office of the Secretary.

7. MONETARY COMPENSATION.

The Officers shall not receive monetary compensation for their services. They may be reimbursed for expenses paid on behalf of the Booster Club.

**ARTICLE VII – CONSTRUCTION**

If there be any conflict between the provisions of the Articles of Incorporation and these By-Laws, the provisions of the Articles of Incorporation shall govern.

**ARTICLE VIII – AMENDMENTS**

The By-Laws may be adopted, amended or repealed by the membership at the time they are entitled to vote in the election of Directors by a two-thirds (2/3rds) vote. At least three (3) of the directors of the organization must be in attendance for any such vote.

**ARTICLE IX – CONDUCT**

Because of its strong beliefs in high moral standards based on traditional values, the organization reserves the right to expect from all of its officers and directors to maintain high moral standards and social values that do not conflict with traditional spiritual morals.

**ARTICLE X – INDEMNITY**

The Corporation shall indemnify its directors as follows:

Every director of the Corporation shall be indemnified by the Corporation against all expenses and liabilities, including counsel fees, reasonably incurred by or imposed upon him in connection with any proceeding to which he may be a party or in which he may become involved, by reason of his being or having been a director or agent of the Corporation or is, or was, serving at the request of the Corporation as a director or agent of the Corporation, whether or not he is a director or agent at the time such expenses are incurred, except in such cases wherein the Director or agent is adjudicated guilty of willful misfeasance or malfeasance in the performance of his duties. The Corporation shall provide any person who is a director or agent of the Corporation or was serving at the request of the Director or agent of the Corporation the indemnity against expenses of suit, litigation or other proceedings which is specifically permissible under applicable law.

The foregoing By-Laws were adopted by the membership of the Greater Indiana Florida College Booster Club on the \_\_\_ day of \_\_\_\_\_\_\_\_\_\_\_\_\_\_\_, 2015.

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JASON McCORT, President