

**Indianapolis Symphony Orchestra Association
Bylaws (2022)**

STANDING RULE #1

Effective May 1, 2007- current

The Indianapolis Symphony Orchestra Association (ISOA) shall sponsor two delegates to the League of American Orchestras Conference and Association of Major Symphony Orchestra Volunteers (AMSOV) Conference. The following guidelines shall govern reimbursement from the ISOA:

League of American Orchestras Annual Conference: The current President and the current President-elect shall serve as delegates. Total Conference expenses shall be reimbursed up to the budgeted amount.

AMSOV Biennial Conference: The current President and the current President-elect shall serve as delegates. Conference expenses shall be reimbursed up to the budgeted amount.

Registration fees for these conferences shall be considered a part of reimbursed expenses. Dues to the respective organizations shall be paid by the ISOA and shall not be considered part of conference expenses.

If the current President or current President-elect cannot attend a conference, alternates shall be invited to serve as reimbursed delegates. Suggested priority shall be Vice-President of Finance, Vice-President of Membership, Vice-President of Communication and persons presenting projects at the conferences. The President shall make recommendations to the ISOA Executive Board for approval of reimbursed alternate delegates.

Delegates shall be required to present a report to the ISOA Executive Board. Conference notebooks shall be kept in the ISOA office.

Officers shall be considered those officers in place at the Annual Meeting of the ISOA held in June.

STANDING RULE #2

ISOA Process for Requesting and Paying an ISO Musician

1. The host for the ISOA or the Group/Unit event contacts the Orchestra Personnel Manager to schedule the ISO musician(s) for dates, times and locations that are mutually agreeable with the musician(s) and event host.
2. The Personnel Manager works with musician(s) to fill requests.
3. After the musician(s) is/are confirmed, the Personnel Manager sends a confirmation email to the musician(s) and event host. The letter/email:

- a. Confirms the date, time, location and total fee for the musician(s).
 - b. Provides contact information.
4. The host for the event works directly with the musician(s) to finalize details.
5. The Orchestra Personnel Manager prepares the payment request to pay the musician(s). Half of the fee is charged to the ISO and half to the ISOA.
6. After the event takes place, the Treasurer of the Group or Unit holding the event sends a check to the Orchestra Personnel Manager with the event name and the event date on the check. The Treasurer does not pay the musician(s) directly.

STANDING RULE #3

Guidelines for Determining Memorials from the ISOA (2022)

The following is a guideline for determining memorials given by the ISOA Executive Board.

A memorial of \$100 may be given for the following: ISOA President or Past ISOA President.

A memorial of \$50 may be given for the following: Executive Board Members, spouses of the above, current Orchestra members, current staff members or current Board Members of the Indiana Symphony Society (herein after referred to as the Society). Memorials and Honorariums are credited to the Executive Board or applicable City Group or State Unit as a donation to the ISOA.

Extenuating circumstances determined by the Executive Board, City Group or State Unit may justify including other immediate family members, e.g., child of current President of ISOA, spouse of Indiana Symphony Society CEO, etc.

Groups and Units determine their own amounts to give for memorials. Individuals/Groups/Units may, and are welcome to, make memorials at any time. These should be attributed to the City Group/State Unit or ISOA.

**INDIANA SYMPHONY SOCIETY, INC.
PROTOCOL FOR ISOA, CITY GROUPS AND STATE UNITS (2022)**

STANDING RULE #4

ISOA Process for Hosting an Event

1. Event hosts work through ISO Venue Operations to schedule any event in the Hilbert Circle Theatre or Symphony Centre.
2. In general, ISOA Groups and Units should contact the Executive Assistant to the CEO about social events and, as a courtesy, inform the following individuals: CEO, VP of Development, VP of Marketing and Box Office Manager. This keeps each of these persons informed about the ISOA events before they happen. If the event is held at the Hilbert Circle Theatre, the ISO

Venue Operations team should be contacted in the planning stage of the event and also sent an invitation.

3. In general, the staff should understand that if they would like to attend an event they should call the organizer and ask to attend. In these circumstances, the staff will pay the cost and it will not be complimentary. Additionally, the organization should welcome the staff person and be aware there is a reason for the staff person attending. This could be related to supporting the event, opportunity to make new connections or wanting to give helpful information, or the staff person may just want to come and have a good time. This should be viewed as an opportunity to keep the lines of communication open between the ISOA and the ISO staff.
 - a. If the organization sponsoring an event would like a specific staff person to attend because of his or her expertise or because there is a particular friendly or working relationship, the organizer should ask that person directly. In this case, the organization pays for the staff person to attend. The staff person needs a special invitation, either in writing, telephone conversation or personal contact. The invitation should state that the event is complimentary. In these circumstances consider giving the staff person a role in the proceedings. At a minimum, she/he should be introduced and given an opportunity to address the City Group/State Unit briefly. Permission from the ISOA President may be asked for advice on suggesting the appropriate staff person.
4. Any MAJOR fund-raiser of the Executive Board, City Group or State Unit should include invitations to the CEO and the Executive Leadership Team.
5. These invitations should be sent as a courtesy without expectation of response. If the staff member wants to attend, she/he will respond either verbally or in writing. Most invitations will be in the category "FYI."
6. When staff persons attend meetings in the normal course of doing their jobs, they expect to pay for any costs incurred. However, the costs may be complimentary.
7. It is recommended that the Development Administrative Assistant be invited to one social event per City Group/State Unit per year as a guest, with all costs covered by the City Group/State Unit.

STANDING RULE #5

Election of President and President-elect

Following a diligent search by the Nominating Committee, should one person not be found to fill the position of President-elect, but two (2) persons are willing to be nominated to serve as Co-Presidents-elect and subsequently as Co-Presidents, an exception will be made, with the approval of the ISOA President, in order to continue the succession of officers between June 1, 2020 and August 31, 2024. Such candidates must signify in writing their willingness to serve. Should there be two persons nominated as Co-Presidents and elected, the two Co-Presidents shall be

considered one voting Member pursuant to Section 2.1.9 of the Bylaws. This Standing Rule shall remain in effect only until August 31, 2024, unless extended.

**INDIANA SYMPHONY SOCIETY, INC.
BYLAWS OF THE ISOA (2022)**

Note that the Indiana Symphony Society, Inc., doing business as the Indianapolis Symphony Orchestra, is the governing organization for the Indianapolis Symphony Orchestra Association (ISOA)

TITLE I- THE ISOA

ARTICLE I IDENTIFICATION OF THE ISOA

Section 1.1.1. Name. The name of the organization is the Indianapolis Symphony Orchestra Association, herein after referred to as the ISOA.

Section 1.1.2. Address. The post office address of the ISOA is 32 East Washington Street, Suite 600, Indianapolis, IN 46204-2919.

Section 1.1.3. Relationship. The ISOA is established as a supporting organization to and under the jurisdiction of the Indiana Symphony Society, Inc.'s (the "Society") Articles of Incorporation and Bylaws.

Section 1.1.4. Purpose. The ISOA supports the programs of the Society and assists the Society in accomplishing its shared purposes and goals. The Society is a charitable and educational organization recognized as exempt from federal taxation under Section 501(c) (3) of the Internal Revenue Code, whose primary activity is to operate the ISO.

ARTICLE II MEMBERSHIP OF THE ISOA

Section 1.2.1. Membership. Any person who is willing to further the interest of the Orchestra shall be eligible for membership in a City Group or State Unit of the ISOA upon payment of dues. Except in the case of Honorary Members of the ISOA or State Associates, membership in the ISOA shall be limited to members of a City Group or a State Unit.

Section 1.2.2. Honorary Members. If a person has exhibited interest and has accomplishments in the musical arts and the person's efforts have benefited the Orchestra, such a person may be elected an Honorary Member of the ISOA by the Executive Board. Honorary Members shall be exempt from paying dues.

Section 1.2.3. City Groups. Persons eligible for membership in the ISOA who reside in the greater Indianapolis area shall be members of City Groups.

Section 1.2.4. State Units. Persons eligible for membership in the ISOA who reside outside the greater Indianapolis area shall be members of State Units.

Section 1.2.5. State Associates. Persons eligible for membership in the ISOA who reside outside the metropolitan Indianapolis area and its contiguous counties and who are not members of State Units shall be State Associates.

Section 1.2.6. Roster of Membership. A roster of membership for each City Group and State Unit shall be filed by June 1 of each year with the VP of Membership.

Section 1.2.7. Dues. Membership dues for the divisions of the ISOA shall be no less than that recommended and approved by the ISOA Executive Board and shall be paid by June 30 and December 31, with the exception that State Unit dues are recommended by their Board. Such dues shall be paid to the Treasurer of each City Group or State Unit. The Treasurer of the City Group or State Unit shall remit one-half (1/2) of the dues collected to the Treasurer of the ISOA Executive Board as follows:

- Half of dues paid by June 30 shall be remitted by July 10.
- Half of dues paid by December 31 shall be remitted by January 10.

State Associate dues shall be set by and paid directly to the ISOA Treasurer.

Section 1.2.8. Voting Rights. Members of the City Groups and State Units shall vote at their individual City Group/State Unit meetings and shall be represented by their designated representatives who are members of the ISOA Executive Board. All State Associates shall be represented by an appointed "Membership" portfolio representative to the ISOA Executive Board.

ARTICLE III CLASSIFICATION OF MEMBERSHIP GROUPS

Section 1.3.1. Divisions of the ISOA. The City Groups and the State Units shall hereafter be referred to as Divisions of the ISOA (ISOA Divisions). Each City Group and each State Unit shall have equal status within the ISOA.

Section 1.3.2. Change in the Number of ISOA Divisions. The ISOA, with the consent of the Society, reserves the right to create or eliminate an ISOA Division based upon procedures established by governing bodies of the Society and the ISOA. In addition, the Society shall have the power to dissolve an ISOA Division under the circumstances described in Title VIII PROHIBITED ACTIVITIES hereof.

Section 1.3.3. Governing Body of ISOA Divisions. Each ISOA Division shall generally operate autonomously, with its own officers, but under the general supervision and control of the Executive Board of the ISOA and the Society, in a manner set forth in these Bylaws.

TITLE II- EXECUTIVE BOARD

ARTICLE I EXECUTIVE BOARD OF THE ISOA

Section 2.1.1. Purpose of the Executive Board. The Executive Board shall be the governing body for the ISOA. The Executive Board shall manage the business, property and affairs of the ISOA.

Section 2.1.2. Board Composition. The Executive Board shall be comprised of the following persons:

Elected Officers of ISOA: President, President-elect, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer, Immediate Past President

Appointed Officers of ISOA: appointed Vice-Presidents and appointed Treasurers as needed

Portfolio Chairs

City Group Chairs

State Unit Chairs

The composition of the Executive Board may from time to time be increased or decreased by resolutions adopted by not fewer than a majority of the Executive Board, subject to the limitation that the Executive Board shall never be reduced to fewer than six (6) elected officers. Except as otherwise provided in these Bylaws, all members of the Executive Board shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 2.1.3. Selection of Officers. Elected offices shall be the President, President-elect, Recording Secretary, Corresponding Secretary, Treasurer and Assistant Treasurer. The following appointed officers shall serve from time to time as designated by the President: The appointed Vice-Presidents, appointed Treasurers and Portfolio Chairs, City Group Chairs and State Unit Chairs shall be selected in accordance with the provisions of Title III, Articles I and II.

Section 2.1.4. Election Procedure. During the first two weeks of November preceding an election, the President shall appoint a Nominating Committee. This committee shall select one (1) nominee for each office to be filled. Additional names of candidates may be submitted in writing at least ten (10) days prior to the election. Such candidates must signify in writing a willingness to serve. The slate of nominees shall be mailed or emailed to each member of the Executive Board with the January minutes. The election will be held at the February meeting. A simple majority vote of the Board Members in attendance determines the election.

Section 2.1.5. Term of Office. Officers shall serve a term of two (2) years beginning at the June meeting. New officers shall share the position with retiring officers until the close of the fiscal year.

Section 2.1.6. Vacancies. Any vacancy of an elected officer of the Executive Board caused by death, resignation, removal or otherwise may be filled by an Executive

Board election of a candidate nominated by the Nominating Committee. Any vacancy of an appointed officer of the Executive Board shall be filled by appointment of the ISOA President and subsequent approval of the Executive Board. A member elected to fill a vacancy shall hold office until the expiration of the term of the Executive Board member causing the vacancy and until a successor shall be elected.

Section 2.1.7. Resignation. Any Executive Board member may resign at any time by giving written notice of such resignation to the President or the Recording Secretary of the Executive Board of the ISOA. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

Section 2.1.8. Removal of Executive Board Member. Any Executive Board member may be removed with or without cause based upon majority vote of the Executive Board.

Section 2.1.9. Voting Members. The voting members shall be the officers elected to the Executive Board, the appointed Vice-Presidents, appointed Treasurers and the Portfolio Chairs who shall be appointed by the President, the City Group Chairs, the State Unit Chairs and the Immediate Past President.

Section 2.1.10. Quorum. Ten (10) voting members shall constitute a quorum of the Executive Board.

Section 2.1.11. Regular Meetings. The Executive Board shall hold regular meetings for the purpose of transacting such business as may come before the Executive Board.

Section 2.1.12. Special Meetings. The Executive Board may hold special meetings for any lawful purpose with no fewer than two (2) days' notice upon call by the President or by twenty percent (20%) of the Executive Board Members then in office. The purpose shall be stated in the special meeting notice.

Section 2.1.13. Duties of the Officers of the Executive Board.

- a. **President.** The President shall preside at the general meetings of the ISOA and the ISOA Executive Board. The President shall appoint Vice-Presidents and Portfolio Chairs in consultation with the ISOA Executive Board. The President shall serve on all committees ex officio with the exception of the Nominating Committee. The President shall represent the ISOA on the Board of Directors of the Society.
- b. **President-elect.** The President-elect shall discharge the duties of the President in the event of the President's disability or absence and shall perform such other duties as the President may assign.
- c. **Recording Secretary.** The Recording Secretary shall have the custody of the minutes book of the Executive Board and shall transcribe the minutes

of the meetings and make record of the reports of the Chairs of the various activities and other members of the Board. The minutes of meetings shall be kept on file in the ISOA office.

- d. **Corresponding Secretary.** The Corresponding Secretary shall handle such correspondence as may be specified by the President.
- e. **Treasurer.** The Treasurer shall keep accurate books of account and make reports of all receipts and disbursements at the regular meetings of the Executive Board. Such books of account shall be maintained in a format permitting audit or review at the request of the Society's Chief Financial Officer.
- f. **Assistant Treasurer.** The Assistant Treasurer shall keep accurate books of account for designated special projects and make reports of all receipts and disbursements at the project meetings and regular meetings of the Executive Board. Such books of account shall be maintained in a format permitting audit or review at the request of the Society's Chief Financial Officer.

Section 2.1.14. Appointed Vice-Presidents. The appointed Vice-Presidents shall be appointed by the ISOA President. All duties shall be as described in the ISOA Handbook.

Section 2.1.15. Committees of the Executive Board of the ISOA.

- a. **General.** Chairs of the committees established by the Executive Board will be in charge of the activities of their portfolios for a term of one year or until a successor is appointed. They shall cooperate with the Chair of the corresponding portfolios of the City Groups and State Units. A Chair may appoint a Vice-Chair with the approval of the President. Chairs shall submit written reports of their committees' activities to the Recording Secretary and the President at the regular meetings of the Executive Board. Reports shall be kept on file in the ISOA office. There shall be such standing committees and special committees as may be required to further the interests and implement the purposes of the ISOA.
- b. **ISOA Executive Board.** The ISOA Executive Board shall be composed of elected officers, appointed officers, City Group Chairs, State Unit Chairs and the Immediate Past President.
- c. **Nominating Committee.** The President shall appoint a Nominating Committee in November preceding an election year, which shall consist of at least five (5) and no more than seven (7) members; The Nominating Committee will be chaired by the Immediate Past President. The Committee shall include a member of the previous term's Nominating Committee and at least two (2) members of the Executive Board.

Section 2.1.16. Conduct of Business of the Executive Board of the ISOA.

- a. **Annual Business Plan.** The ISOA VP for Finance shall submit an annual business plan to the ISOA Executive Board and the ISO Staff Designee for approval before September 1 for the year's activities commencing

September 1 and ending August 31. The ISO Staff Designee shall be assigned by the Chief Development Officer. The annual business plan shall include revenue and expense budgets for all projects, the purpose of each project and the classification of the activity for financial reporting as defined in Section 2.1.16 f.

- b. Monthly Financial Reports.** The Treasurer is required to submit all of the Executive Board's financial reports and/or any financial reports received from any ISOA Committee Division to the Chief Financial Officer of the Society on a monthly basis.
- c. Year-End Financial Reporting.** The Treasurer is required to submit all of the Executive Board's financial year-end summaries and other financial documents received from any ISOA Division to the Chief Financial Officer of the Society within one month following the end of the fiscal year.
- d. Contracts.** The Executive Board may not authorize contracts over \$1500 or execute any instrument over \$1500 on its behalf without the consent of the ISOA President and the ISO Staff Designee. Unless so authorized by the ISOA President and the ISO Staff Designee, neither the Executive Board, nor officer, agent nor employee of the ISOA shall have the power to bind the ISOA and/or the Society or render either of them liable for any purpose or amount.
- e. Banking Relationships.**
 - 1. All funds of the ISOA Executive Board (including those of any committee thereof) shall be deposited to its credit in such banks or depositories as the Executive Board may designate with the written approval of the Society's Chief Financial Officer. Such designations may be general or confined to specific projects or programs. The Society's Chief Financial Officer shall be a signatory on all cash accounts. The Society shall not access any ISOA cash account unless the procedures outlined in these Bylaws have not been followed. The Treasurer shall provide the Society with copies of monthly bank statements on a quarterly basis of every bank, and/or depository with accounts in the name of the ISOA Executive Board.
 - 2. All checks, drafts or other orders for payment of money by the ISOA Executive Board (including those of any committee thereof) shall be signed by such person or persons as the Executive Board may designate. The designation may be general or confined to specific projects or programs.
 - 3. In the event that the Executive Board determines that an existing banking relationship is no longer desirable, the Executive Board shall obtain written approval from the Society's Chief Financial Officer to change an existing banking relationship.
- f. Classification of Activities for Financial Reporting.**
 - 1. Activities shall be classified as fund-raising, educational or membership services.

2. **Fund-raising Activities.** Fund-raising activities are those which directly support the Society. Budget and business plans for all fund-raising projects with expense budgets of \$1500 or greater shall be submitted in advance of the activity for the review approval by the ISOA President, ISOA Executive Board or the ISO Staff Designee. The form of approval request shall be designated by the Society, and shall include the project rationale, key activities and expected revenues and expenditures.
3. **Educational Activities.** Educational projects directly benefit the Society. Society educational projects shall include, but not be limited to, docent programs, the Michael Ben and Illene Komisarow Maurer *Young Musicians Contest*, the ISO's *Discovery Concerts*, projects administered by the education area of the Society's administrative staff and Orchestra musicians participating as artists in the schools and projects administered by the education area of the Society's administrative staff. All educational projects shall be submitted in advance of the activity for review and approval by the ISOA Executive Board and the ISO Staff Designee.
4. **Membership Service Activities.** Membership service activities shall be funded by the current year's remittance to the Executive Board of one half (1/2) of the City Groups' and the State Units' dues and net profit or loss from current year membership service activity. Membership services include, but are not limited to, expenditures for newsletters, mailings, non-fund-raising social events, other usual membership services and attendance at the League of American Orchestras and other approved music related conferences. ISOA Executive Board and the ISO Staff Designee's approvals are not necessary for routine membership service activities. The Executive Board shall separately account for membership services activities in an administrative fund. The balance in the administrative fund at the end of the year shall be remitted to the Society except that an amount equal to \$500 plus one half (1/2) of next year's dues may be retained. Additional funds may be retained by the Executive Board if necessary for the operation of the ISOA with the approval of the ISOA VP of Finance, ISOA President and CFO. Per the IRS, the ISOA must conduct an audit annually. This will be completed by the professional audit firm the Society chooses, and the ISOA is required to pay for the service.
5. **Additional Duties and Limitations on Powers.**
 - i. All expenditures of Executive Board funds must be consistent with the charitable purposes of the Society. Designations for financial reporting may be general or confined to specific projects or programs.

- ii. The ISOA Executive Board may not accept donations made in the name of the Society or the Orchestra. All donations to the ISOA Executive Board must be designated in the name of the ISOA. The ISOA Executive Board is responsible for satisfying all gift substantiation requirements imposed by the Internal Revenue Service or other relevant taxing authorities.
- iii. The Society shall have the exclusive authority for obtaining federal and state tax identification numbers for the ISOA Executive Board and shall have the exclusive authority for obtaining all charitable gaming licenses for the ISOA Executive Board.
- iv. Unless a greater amount shall have been approved by the Society's CFO, all funds of the ISOA Executive Board or the ISOA in excess of \$500 plus one half (1/2) of next year's dues shall be remitted to the Society within thirty (30) days of close of the fiscal year.

Any violation by the ISOA Executive Board of the requirements of this Section 2.1.16 shall be deemed to constitute a prohibited activity for purposes of Title VIII of these Bylaws, triggering all rights and remedies thereby afforded to the Society.

TITLE III-ISOA DIVISIONS

ARTICLE I City Groups of the ISOA

Section 3.1.1. Name. The names of the City Groups shall be the East Group of the Indianapolis Symphony Orchestra Association, the North Group of the Indianapolis Symphony Orchestra Association, the South Group of the Indianapolis Symphony Orchestra Association and the West Group of the Indianapolis Symphony Orchestra Association.

Section 3.1.2. Purpose. Persons eligible for membership in the ISOA City Groups shall further the interests of the ISOA through their activities in the greater Indianapolis area.

Section 3.1.3. Size of the City Group Division. The ISOA reserves the right to increase or decrease the number of City Groups based upon procedures established by the ISOA Board.

Section 3.1.4. Qualification of Members. The membership of a City Group shall consist of such persons who reside in the greater Indianapolis area and pay dues to one of the existing City Groups.

Section 3.1.5. Rights of Members. All members of a City Group shall have the same rights and privileges as other members of a City Group.

Section 3.1.6. Dues and Assessments. Each member of a City Group (other than Honorary Members) shall pay dues to the member's City Group in an amount not less than that recommended and approved by the ISOA Executive Board.

Section 3.1.7. Period of Membership. The term membership of a member in a City Group shall be one (1) year, beginning June 1. The number of terms of membership which a person may serve is not limited.

Section 3.1.8. Termination of Membership. The members of a City Group may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 3.1.6 hereof. A City Group may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 3.1.9. General Membership Meetings.

- a. **Annual Meetings:** A City Group shall hold an annual meeting to which all members shall be invited.
- b. **Special Meetings.** Special meetings of the members of a City Group may be called by the Chair of the City Group or by twenty percent (20%) of the members of a City Group. Business conducted at such meetings shall be binding.
- c. **Voting Rights.** Each member present in person shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members.
- d. **Quorum.** No fewer than fifteen (15) persons or ten percent (10%), whichever is greater, of the membership of the persons qualified to vote as members, represented in person, shall constitute a quorum for the transaction of business at any general meeting of the members of a City Group with the following exception. For City Groups with fewer than one hundred (100) members, no fewer than eight (8) members or ten percent (10%) of the membership of the persons qualified to vote as members, whichever is greater, represented in person, shall constitute a quorum for the transaction of business at any general meeting of the members of that City Group.
- e. **Notice of Meetings.** A written or printed notice stating the place, day and hour of the meeting and—in the case of a special meeting, the purpose or purposes for which the meeting is called—shall be mailed or emailed by the Secretary (or by the officer or persons calling the meeting) to each member on the membership roster of each City Group.

Section 3.1.10. Elective Delegation of Members' Powers to a Board. The powers granted to the members of a City Group may, by resolution approved by a majority of the members present at a meeting of the City Group, be delegated to a Board comprised of the elected officers, appointed officers and portfolio chairs of the City Group. Such a delegation of powers shall remain effective unless and until the Board

of the City Group shall, by resolution approved by a majority of the Board of the City Group, vote to dissolve its existence as a Board. Following the passage of a City Group Board dissolution resolution, the members of the City Group shall exercise all powers granted to them under the terms of these Bylaws.

Section 3.1.11. City Group Board.

- a. **Board Meetings.** Meetings of the Board Members of a City Group shall be held regularly, as designated by the Chair of a City Group and specified in the respective notices or waivers of notice thereof.
- b. **Place of Meetings.** All meetings of Board Members of a City Group shall be held at a location designated by the City Group Chair.
- c. **Voting Members of a City Group's Board of Directors.** The voting members of a City Group Board shall be the officers elected or appointed and the City Group Portfolio Chairs.
- d. **Quorum.** One-half (1/2) plus one of the persons qualified to vote as Board Members, represented in person (as defined in subsection f of this section) shall constitute a quorum for the transaction of business at any board meeting of a City Group.
- e. **Action without Meeting.** Any action required or permitted to be taken at a meeting of a Board of a City Group may be taken without a meeting if the members of the Board of the City Group unanimously consent. Such consent shall have the same effect as a unanimous vote of the Board Members at a duly held meeting of the Board.
- f. **Meeting by Telephone, etc.** Any or all of the members of a City Group Board may participate in a meeting by or through the use of any means of communication by which all Board Members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.
- g. **Resignation of a Board Member.** Any Board Member of a City Group may resign at any time by giving written notice of such resignation to the City Group Chair or to the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.
- h. **Removal of a Board Member.** Any City Group Board Member may be removed with or without cause based upon a majority vote of the City Group's Board.

Section 3.1.12. Officers and Agents. The officers of each City Group shall consist of a Chair, one or more Vice-Chairs, one or more Secretaries, one or more Treasurers and such other officers as the members of the City Group may, by resolution, designate from time to time. Any two (2) offices may be held by the same person.

Section 3.1.13. Election and Term of Office. All officers shall be chosen annually by the Board Members of each City Group at the February meeting. Each officer shall hold office (unless the officer resigns, is removed or dies) for a term of one year

beginning at the Annual Meeting of the City Group (typically in June). New officers shall share the position with the retiring officer until the close of the fiscal year.

Section 3.1.14. Election Procedure. During the first two (2) weeks of November preceding an election, the City Group's Chair shall appoint a Nominating Committee. This Committee shall select one (1) nominee for each office to be filled. Additional names of candidates may be submitted in writing at least ten (10) days prior to the election. All candidates must signify in writing a willingness to serve. The slates of candidates shall be mailed or emailed to each member of the City Group's Board with the January minutes. Election will be held at the February meeting. A simple majority vote determines the election.

Section 3.1.15. Vacancies. Any vacancy of an elected office of the Board of a City Group caused by death, resignation, removal or otherwise may be filled by City Group Board election of a candidate nominated by the Nominating Committee. Any vacancy of an appointed office of the City Group Board may be filled by another member appointed by the City Group Chair and subsequent approval of the City Group Board. A member elected to fill a vacancy shall hold office until the expiration of the term of the City Group Board member causing the vacancy and until a successor shall be elected.

Section 3.1.16. Duties of Officers of a City Group.

- a. **Chair.** The Chair of a City Group shall preside at all meetings of the City Group, shall appoint the chairs of all standing and temporary committees, shall have and exercise general charge and supervision of the affairs of the City Group and shall do and perform such other duties as members of the City Group may prescribe or as may be assigned by the Executive Board of the ISOA or Society. The Chair of a City Group shall serve as the City Group's representative on the ISOA Executive Board.
- b. **Vice-Chair.** The Vice-Chair of a City Group, in the order designated by the Chair or the members of the City Group, shall exercise and perform all powers of, and perform duties incumbent upon, the Chair during the absence or disability of the Chair and shall exercise and perform such other powers and duties as the members of the City Group or the Chair of the City Group may prescribe.
- c. **Secretary.** The Secretary of a City Group shall have the custody and care of the records and the minutes. The Secretary shall attend all meetings of the City Group, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings and shall perform like duty for all standing committees of the City Group when required. The Secretary shall attend to the giving and serving of all notices to the members of the City Group, shall file and take care of all papers and documents belonging to the City Group, authenticate records of the City Group as necessary and perform such other duties as may be prescribed by the members of the City Group.

- d. **Treasurer.** The Treasurer of a City Group shall keep correct and complete records of account, showing accurately at all times the financial condition of that City Group. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the City Group. The Treasurer of a City Group shall collect dues from the members of the City Group. The Treasurer shall remit one half (1/2) of the dues collected to the Treasurer of the Executive Board and, whenever requested, a statement of the financial condition of a City Group and shall perform such other duties as may be prescribed. Additional funds may be retained by the City Group Board if necessary for the operation of the ISOA with the approval of the ISO President and CFO.
- e. **Assistant Officers.** The Chair of a City Group may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are chosen to assist shall specify and delegate to them, and such other powers and duties as may be prescribed.

Section 3.1.17. Resignation of Officers. Any officer of a City Group may resign at any time by delivering notice to the Chair of the City Group or the Secretary of the City Group. A resignation is effective upon delivery unless the notice specifies a later effective date.

Section 3.1.18. Removal of Officers. Any officer of a City Group may be removed from office, with or without cause, by a majority of the members of a City Group Board or by the Executive Board of the ISOA.

Section 3.1.19. Conduct of Business of a City Group.

- a. **Annual Business Plan.** An annual business plan (budget) for the year commencing September 1 and ending August 31 shall be submitted for approval to the City Group Board, the ISOA Executive Board and the ISO Staff Designee. This plan shall be submitted for approval before September 1. The annual business plan shall include revenue and expense budgets for all projects, the purpose of each project and the classification of the activity for financial reporting as defined in Section 3.1.19 f.
- b. **Monthly Financial Reports.** On a monthly basis, the Treasurer of a City Group is required to submit all of its financial reports to the ISOA Vice-President of Finance who will then submit the reports to the Chief Financial Officer of the Society on a monthly basis.
- c. **Year-End Financial Reporting.** The Treasurer of a City Group is required to submit all of the City Group's financial year-end summaries and other financial documents to the ISOA Vice-President of Finance who will then submit the report to the Society's Chief Financial Officer within fifteen (15) business days following the end of the ISO fiscal year (August 31).
- d. **Contracts.** The officers of a City Group may not authorize contracts over \$1500 or execute any instrument over \$1500 on behalf of the City Group

without the consent of the ISOA's President and ISO Staff Designee. Unless so authorized by the ISOA President and ISO Staff Designee, no officer, agent or employee of a City Group shall have the power to bind the ISOA and/or the Society or render either of them liable for any purpose or amount.

e. **Banking Relationships of a City Group.**

1. All funds of a City Group shall be deposited to its credit in such banks or depositories as the City Group may designate with the written approval of the Society's Chief Financial Officer. Such designations may be general or confined to specific projects or programs. The Society's Chief Financial Officer shall be a signatory on all cash accounts and may access a City Group cash account only if the procedures outlined in these Bylaws have been violated, due notice has been given to the City Group and the violation is not corrected by the Society's President and the Society's Chairman of the Board. On a monthly basis, the Treasurer of a City Group shall provide the ISOA VP of Finance with copies of the monthly bank statements for accounts in all banks, and/or depositories in the name of the City Group.
2. The City Group Chair, Treasurer or Assistant Treasurer shall be the sole individuals authorized to enter into any banking relationship on behalf of the City Group.
3. All checks, drafts or other orders of payments of money by a City Group shall be signed by the City Group Chair, Treasurer, Assistant Treasurer or Chief Financial Officer.
4. In the event the Treasurer of a City Group determines that an existing banking relationship is no longer desirable, the Treasurer may, with approval of the City Group Board and ISO Staff Designee, change an existing banking relationship.

f. **Classification of Activities for Financial Reporting.**

1. Activities shall be classified as fund-raising, educational or membership services.
2. **Fund-Raising Activities.** Fund-raising activities are those which directly support the Society. Budget and business plans for all fund-raising projects with expense budgets of \$2000 or greater shall be submitted for the full year for the review and approval by the ISOA President, ISOA Executive Board or the ISO Staff Designee. The form of approval request shall be designated by the Society, and shall include the project rationale, key activities and expected revenues and expenditures.
3. **Educational Activities.** Educational projects directly benefit the Society. Society educational projects shall include, but not be limited to, docent programs, participation in the Michael Ben and Illene Komisarow Maurer *Young Musicians Contest*, the ISO's *Discovery Concerts*, projects administered by the education area of the Society's administrative staff and Orchestra musicians

participating as artists in the schools. All educational projects shall be submitted for review and approval by the ISOA Executive Board before the activity.

4. **Membership Service Activities.** Membership service activities shall be funded by the retention of one half (1/2) of the City Group's current year's dues and net profit or loss from the current year's membership service activities. Membership services include expenditures for newsletters, mailings and non-fund-raising social events. Neither ISOA Executive Board nor ISO Staff Designee approval is necessary for membership services activities. City Groups shall separately account for membership service activities in an administrative fund that shall be remitted to the Society at the end of the year, except that an amount equal to \$500 plus one half (1/2) of the next fiscal year's dues may be retained.
- g. **Additional Duties and Limitations on Powers.**
 1. All expenditures of a City Group's funds must be consistent with the charitable purposes of the Society. Designations for financial reporting may be general or confined to specific projects or programs.
 2. A City Group may not accept donations made in the name of the Society or the Orchestra. All donations to a City Group must be designated in the name of the City Group. Each City Group is responsible for satisfying all gift substantiation requirements imposed by the Internal Revenue Service or other relevant taxing authorities. Copies of gift substantiation records shall be kept on file in the ISOA office.
 3. The Society shall have the exclusive authority for obtaining federal and state tax identification numbers for a City Group and shall have the exclusive authority for obtaining all charitable gaming licenses for a City Group.
 4. Unless a greater amount shall have been approved by the Society's Chief Financial Officer, all funds of a City Group in excess of \$500 plus one half (1/2) of the next fiscal year's dues shall be remitted to the Society within thirty (30) days of the close of the fiscal year.
- h. Any violation by a City Group of the requirements of this Section 3.1.19. shall be deemed to constitute a prohibited activity for purposes of Title VIII PROHIBITED ACTIVITIES of these Bylaws, triggering all rights and remedies thereby afforded to the Society.

Article II State Units of the ISOA

Section 3.2.1. Name. The names of the State Units shall be the Columbus Unit of the Indianapolis Symphony Orchestra Association and the Wabash Unit of the Indianapolis Symphony Orchestra Association.

Section 3.2.2. Purpose. Persons eligible for membership in the ISOA State Units shall further the interests of the ISOA through their activities outside the greater Indianapolis area.

Section 3.2.3. Size of State Unit Division. The State Unit Division currently consists of two (2) units: the Columbus Unit and the Wabash Unit. The ISOA reserves the right to increase or decrease the number of the State Units based upon procedures established by the ISOA Executive Board.

Section 3.2.4. Qualification of Members. The membership of a State Unit shall consist of persons who reside outside of the greater Indianapolis area and pay dues to one of the existing State Units.

Section 3.2.5. Rights of Members. All members of a State Unit shall have the same rights and privileges as members of any State Unit or City Group.

Section 3.2.6. Dues and Assessments. Each member of a State Unit (other than Honorary Members) shall pay dues to the member's State Unit in an amount not less than that recommended by the Unit's Board of Directors

Section 3.2.7. Period of Membership. The term of membership of a member in a State Unit shall be one (1) year, beginning June 1. The number of terms of membership which a person may serve is not limited.

Section 3.2.8. Termination of Membership. The members of a State Unit may terminate or suspend the membership of any member for failure to pay such dues as may be required under Section 3.2.6 hereof. A State Unit may also adopt such rules and regulations as it deems necessary or advisable for the suspension or termination of membership.

Section 3.2.9. General Membership Meetings.

- a. **Annual Meetings.** A State Unit shall hold an annual meeting to which all members shall be invited.
- b. **Special Meetings.** Special meetings of the members of a State Unit may be called by the Chair of the State Unit or by twenty percent (20%) of the members of a State Unit. Business conducted at such meetings shall be binding.
- c. **Voting Rights.** Each member present in person shall be entitled to cast one (1) vote upon each question voted upon at all meetings of the members.
- d. **Quorum.** No fewer than fifteen (15) persons or ten percent (10%), whichever is greater, of the membership of the persons qualified to vote as members, represented in person, shall constitute a quorum for the transaction of business at any general meeting of the members of a State Unit with the following exception: For State Units with fewer than one hundred (100) members, no fewer than eight (8) members or ten percent

(10%) of the membership of the persons qualified to vote as members, whichever is greater, represented in person, shall constitute a quorum for the transaction of business at any general meeting of the members of that State Unit.”

- e. **Notice of Meetings.** A written or printed notice stating the place, day and hour of the meeting and—in the case of a special meeting, the purpose or purposes for which the meeting is called—shall be mailed or emailed by the Secretary (or by the officer or persons calling the meeting) to each member on the membership roster of each State Unit.

Section 3.2.10. Elective Delegation of Members’ Powers to a Board. The powers granted to the members of a State Unit may, by resolution approved by a majority of the members present at a meeting of the State Unit, be delegated to a Board comprised of the elected officers, appointed officers and portfolio chairs of the State Unit. Such a delegation of powers shall remain effective unless and until the Board of the State Unit shall, by resolution approved by a majority of the Board of the State Unit, vote to dissolve its existence as a Board. Following the passage of a State Unit Board dissolution resolution, the members of the State Unit shall exercise all powers granted to them under the terms of these Bylaws.

Section 3.2.11 State Unit Board.

- a. **Board Meetings.** Meetings of the Board Members of a State Unit shall be held regularly as designated by the Chair of the State Unit and specified in the respective notices or waivers of notice thereof.
- b. **Place of Meetings.** All meetings of Board Members of a State Unit shall be held at a location designated by the State Unit Chair.
- c. **Voting Members of a State Unit’s Board of Directors.** The voting members of a State Unit’s Board shall be the officers elected or appointed and the State Unit Portfolio Chairs.
- d. **Quorum.** One-half (1/2) plus one of the persons qualified to vote as Board Members, represented in person (as defined in subsection f of this section) shall constitute a quorum for the transaction of business at any board meeting of a State Unit.
- e. **Action without Meeting.** Any action required or permitted to be taken at a meeting of the Board of a State Unit may be taken without a meeting if the members of the Board of a State Unit unanimously consent. Such consent shall have the same effect as a unanimous vote of the Board Members at a duly held meeting of the Board.
- f. **Meeting by Telephone, etc.** Any or all of the members of a State Unit Board may participate in a meeting by or through the use of any means of communication by which all Board Members participating may simultaneously communicate with each other during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.
- g. **Resignation of a Board Member.** Any Board member of a State Unit may resign at any time by giving written notice of such resignation to the State

Unit's Chair or to the Secretary. A resignation is effective upon delivery unless the notice specifies a later effective date. The acceptance of a resignation shall not be necessary to make it effective.

- h. Removal of a Board Member.** Any State Unit Board member may be removed with or without cause based upon a majority vote of the State Unit's Board.

Section 3.2.12. Officers and Agents. The officers of each State Unit shall consist of a Chair, one or more Vice-Chairs, one or more Secretaries, one or more Treasurers and such officers as the members of the State Unit may, by resolution, designate from time to time. Any two (2) offices may be held by the same person.

Section 3.2.13. Election and Term of Office. All officers shall be chosen annually by the Board members of each State Unit at the Board meeting designated for elections. Each officer shall hold office (unless the officer resigns, is removed, or dies) for a term of one year beginning at the State Unit's Annual Meeting (typically in June). New officers shall share the position with the retiring officer until the close of the fiscal year.

Section 3.2.14. Election Procedure. The State Unit's Chair shall appoint a Nominating Committee. This committee shall select one (1) nominee for each office to be filled. Additional names of candidates may be submitted in writing at least ten (10) days prior to the election. All candidates must signify in writing a willingness to serve. The slate of nominees shall be mailed or emailed to each member of the State Unit's Board with the minutes of the meeting which precedes the election. Election will be held at the Board meeting designated for such purpose. A simple majority vote determines the election.

Section 3.2.15. Vacancies. Any vacancy of an elected office of the Board of a State Unit caused by death, resignation, removal or otherwise may be filled by State Unit Board election of a candidate nominated by the Nominating Committee. Any vacancy of an appointed office of the State Unit Board may be filled by appointment of the State Unit Board. A member elected to fill a vacancy shall hold office until the expiration of the term of the State Unit Board member causing the vacancy and until a successor shall be elected.

Section 3.2.16. Duties of Officers of a State Unit Group.

- a. Chair.** The Chair of a State Unit shall preside at all meetings of a State Unit; shall appoint all Chairs of all standing and temporary committees; shall have and exercise general charge and supervision of the affairs of the State Unit and shall do and perform such other duties as members of the State Unit may prescribe or as may be assigned by the Executive Board of the ISOA or Society. The Chair of a State Unit shall serve as the State Unit's representative on the ISOA Executive Board.
- b. Vice-Chair.** The Vice-Chair of a State Unit, in the order designated by the Chair or members of the State Unit, shall exercise and perform all powers

of, and perform duties incumbent upon, the Chair during the absence or disability of the Chair and shall exercise and perform such other powers and duties as the members of the State Unit or the Chair of the State Unit may prescribe.

- c. **Secretary.** The Secretary of a State Unit shall have the custody and care of the records and the minutes. The Secretary shall attend all meetings of the State Unit, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings and shall perform a like duty for all standing committees of the State Unit when required. The Secretary shall attend to the giving and serving of all notices to the members of the State Unit, shall file and take care of all papers and documents belonging to the State Unit, authenticate records of the State Unit as necessary and shall perform such other duties as may be prescribed by the members of the State Unit.
- d. **Treasurer.** The Treasurer of a State Unit shall keep correct and complete records of account, showing accurately at all times the financial condition of that State Unit. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the State Unit. The Treasurer of a State Unit shall collect dues from the members of the State Unit. The Treasurer shall remit half (1/2) of the dues collected to the Treasurer of the Executive Board of the ISOA by July 1 and January 1. The Treasurer of a State Unit shall furnish at meetings of the Executive Board of the State Unit or, whenever requested, a statement of the financial condition of a State Unit and shall perform such other duties as may be prescribed. Additional funds may be retained by the State Unit Board if necessary for the operation of the ISOA with the approval of the ISO President and CFO.
- e. **Assistant Officers.** The Chair of a State Unit may from time to time designate assistant officers who shall exercise and perform such powers and duties as the officers whom they are chosen to assist shall specify and delegate to them and such other powers and duties as may be prescribed.

Section 3.2.17. Resignation of Officers. Any officer of a State Unit may resign at any time by delivering notice to the Chair of the State Unit or the Secretary of the State Unit. A resignation is effective upon delivery unless the notice specifies a later effective date.

Section 3.2.18. Removal of Officers. Any officer of a State Unit may be removed from office, with or without cause, by a majority of the members of a State Unit Board or by the Executive Board of the ISOA.

Section 3.2.19. Conduct of Business of a State Unit.

- a. **Annual Business Plan.** An annual business plan (budget) for the year commencing September 1 and ending August 31 shall be submitted for approval to the State Unit Board, the ISOA Executive Board and the ISO Staff Designee. This plan shall be submitted for approval before

September 1. The annual business plan shall include revenue and expense budgets for all projects, the purpose of each project and the classification of the activity for financial reporting as defined in Section 3.2.19 f.

- b. Quarterly Financial Reports.** The Treasurer of a State Unit is required to submit all of its financial reports, on a quarterly basis, to the ISOA Vice-President of Finance who will in turn submit the reports to the Chief Financial Officer of the Society on a quarterly basis. The Treasurer is also required to submit an annual summary report for the ISOA's Annual Meeting.
- c. Year-end Financial Reporting.** The Treasurer of a State Unit is required to submit all of the State Unit's financial year-end summaries and other financial documents to the ISOA Vice-President of Finance who will then submit the report to the Society's Chief Financial Officer within one month following the end of the ISO fiscal year (August 31).
- d. Contracts.** The officers of a State Unit may not authorize contracts over \$2000 or execute any instrument over \$2000 on behalf of the State Unit without the consent of the ISOA's President and the ISO Staff Designee. Unless so authorized by the ISOA President and the ISO Staff Designee, no officer, agent or employee of a State Unit shall have the power to bind the ISOA and/or the Society or to render either of them liable for any purpose or amount.
- e. Banking Relationships of a State Unit.**
 - 1. All funds of a State Unit shall be deposited to its credit in such banks or depositories as the State Unit may designate with the written approval of the Society's Chief Financial Officer. Such designations may be general or confined to specific projects or programs. The Society's Chief Financial Officer shall be a signatory on all cash accounts. The Society's Chief Financial Officer may access a State Unit's cash account only if the procedures outlined in these Bylaws have not been followed. The Treasurer of a State Unit shall provide the ISOA VP of Finance with copies of monthly bank statements on a quarterly basis of all banks, and /or depositories with accounts in the name of the State Unit.
 - 2. The State Unit Chair, Treasurer or Assistant Treasurer shall be the sole individuals authorized to enter into any banking relationship on behalf of the State Unit.
 - 3. All checks, drafts, or other orders for payment of money by a State Unit shall be signed by the State Unit Chair, Treasurer, Assistant Treasurer or Chief Financial Officer.
 - 4. In the event the Treasurer of a State Unit determines that an existing banking relationship is no longer desirable, the Treasurer may, with approval of the State Unit Board and ISO Staff Designee and notification to the ISOA VP of Finance, change an existing bank relationship.
- f. Classification of Activities for Financial Reporting.**

1. Activities shall be classified as fund-raising, educational or membership services.
 2. **Fund-raising Activities.** Fund-raising activities are those which directly support the Society. Budget and business plans for all fund-raising projects with expense budgets of \$2000 or greater shall be submitted in advance of the activity for review and approval by the ISOA President, ISOA Executive Board or the ISO Staff Designee. The form of approval request shall be designated by the Society and shall include the project rationale, key activities and expected revenues and expenditures.
 3. **Educational Activities.** Educational projects either directly benefit the Society or the local community. Society educational projects directly benefit the Society. Society educational projects shall include, but not be limited to, docent programs, participation in the Michael Ben and Illene Komisarow Maurer *Young Musicians Contest*, the ISO's *Discovery Concerts*, projects administered by the education area of the Society's administrative staff and Orchestra musicians participating as artists in the schools. All educational projects shall be submitted in advance of the activity for review and approval by the ISOA Executive Board and the ISO Staff Designee. Expenditures for educational projects which directly benefit the local community and do not directly benefit the Society shall not exceed five percent (5%) of the annual gross proceeds (including fees for Orchestra performances) remitted to the Society.
 4. **Membership Service Activities.** Membership service activities shall be funded by the retention of one half (1/2) of the State Unit's current year's dues and net profit or loss from the current year's membership service activities. Membership services include expenditures for newsletters, mailings and non-fund-raising social events and music educational activities which directly benefit the State Unit's local community. Neither ISOA Executive Board nor ISO Staff Designee approval is necessary for membership service activities. State Units separately account for membership service activities in an administrative fund that shall be remitted to the Society at the end of the year, except that an amount equal to \$500 plus one half (1/2) of the next fiscal year's dues may be retained.
- g. Additional Duties and Limitations on Powers.**
1. All expenditures of a State Unit's funds must be consistent with the charitable purposes of the Society. Designations for financial reporting may be general or confined to specific projects or programs.
 2. A State Unit may not accept donations made in the name of the Society or the Orchestra. All donations to a State Unit must be designated in the name of the State Unit. Each State Unit is responsible for satisfying all gift substantiation requirements

imposed by the Internal Revenue Service or other relevant taxing authorities. Copies of gift substantiation records shall be kept on file in the ISOA office.

3. The Society shall have the exclusive authority for obtaining federal and state tax identification numbers for a State Unit and shall have exclusive authority for obtaining all charitable gaming licenses for a State Unit.
 4. Unless a greater amount shall have been approved by the Society's Chief Financial Officer, all funds of a State Unit in excess of \$500 plus one-half (1/2) of the next fiscal year's dues shall be remitted to the Society within thirty (30) days of the close of the fiscal year.
- h.** Any violation by a State Unit of the requirements of this Section 3.2.19 shall be deemed to constitute a prohibited activity for purposes of Title VIII PROHIBITED ACTIVITIES of these Bylaws triggering all rights and remedies thereby afforded to the Society.

TITLE IV AMENDMENTS OF BYLAWS

The power to make, alter, amend or appeal the Bylaws is vested in the Executive Committee of the Society's Board of Directors and the Executive Board of the ISOA. Proposed changes to the Bylaws shall be submitted in writing and read at a regular meeting of the Executive Board of the ISOA at least 25 days in advance of voting. The proposed changes shall be approved by two-thirds (2/3) of those present and voting at the next regular meeting of the Executive Board. The approved proposed changes must be submitted to the Executive Committee of the Society's Board of Directors for final approval.

TITLE V FISCAL YEAR

The Fiscal year of the ISOA shall begin on the first day of September and end on the last day of August.

TITLE VI PARLIMENTARY AUTHORITY

The current edition on Robert's Rules of Order Newly Revised shall govern the ISOA in all cases in which they are applicable and in which they do not conflict with these Bylaws.

TITLE VII INDEMNIFICATION

The ISOA shall indemnify an individual who is made party to a proceeding because the individual is or was a director of the ISOA, against liability and reasonable expenses incurred in the proceeds if the individual's conduct was in good faith, the individual exercised the care an ordinarily prudent person in a like position would exercise under similar circumstances, and the individual reasonably believed that the individual's conduct was in the ISOA's interest; and in the case of any criminal

proceedings, the individual, in good faith and acting with the care an ordinarily prudent person in a like position would exercise, had reasonable cause to believe the individual's conduct was lawful, or had no reason to believe the individual's conduct was unlawful. This indemnification shall be limited to the net assets of the ISOA for the fiscal year in which the claim for indemnification is made.

TITLE VIII PROHIBITED ACTIVITIES

Notwithstanding any other provision of the Code of Bylaws, neither the Executive Committee, nor any City Group nor any State Unit, shall take any action or carry on any activity not permitted to be taken or carried out by an organization described in the Society's Group Determination Letter approved by the Internal Revenue Service. For purposes of this Title VIII and Title X, the following entities are considered divisions: The Executive Board, a City Group and a State Unit. If the Executive Board, a City Group or State Unit does not comply with this Title, the Society reserves the right to declare the division in a status of non-compliance which will entitle the Society to do any of the following:

1. Immediately revoke the division from its Group Tax-Exempt Status. If the division is removed from the Group Tax-Exempt Status, the division can only continue to operate if the division applies and acquires tax-exempt status from both the state and federal governments.
2. Cancel approval on pending contracts for a division and freeze all funds of a division.
3. Dissolve the division.

TITLE IX DISSOLUTION

If for any reason a City Group or a State Unit is dissolved, all of its assets remaining after payment and discharge of its obligations shall be transferred to the Executive Board of the ISOA, if it shall then be a Qualified Organization, to assist the ISOA in accomplishing its goals. If for any reason the Executive Board of the ISOA does not accept the assets, then the assets will be transferred to the Society, if it shall then be a Qualified Organization.

In the event the Executive Board of the ISOA is dissolved, the Board of Directors of the Society will remain the governing body for the ISOA Divisions until another governing body is established for the ISOA. If no successor governing body is established for the ISOA within one year (1) of the dissolution of the Executive Board, all of the Executive Board's assets remaining after payment and discharge of its obligations shall be transferred to the Society, if it shall then be a Qualified Organization.

Notwithstanding any other provisions of the code of Bylaws, the transfer of assets in the event of dissolution is conditioned upon the requirement that the designated transferee at the time of transfer is a Qualified Organization. For purposes of this Title IX a Qualified Organization is an organization described under Sections

501(C)(3) and 170(C)(2) of the Internal Revenue Code of 1986 as from time to time are amended or corresponding sections of any prior or future Internal Revenue Code. If the designated transferee is not a Qualified Organization, then the assets will be transferred to another Qualified Organization selected by the Executive Board of the ISO. If no selection is made by the Executive Board, or if the Executive Board is not then in existence, the assets will be transferred to another Qualified Organization selected by the Board of the Directors of the Society.

In the absence of either such selection, all assets of the Executive Board of the ISOA remaining after payment and discharge of its obligations shall be disposed of by the Circuit Court of Marion County, Indiana, exclusively for the purposes or to those organizations as are described in Section 501(C)(3) of the Code, as the Court shall determine. No director or officer of the Executive Board of the ISOA, or any other private individual, shall be entitled to share in the distribution of any of the assets of the Executive Board on dissolution of the Executive Board.

TITLE X- COMPLIANCE WITH TAX-EXEMPT STATUS

Section 10.1.1. Group Determination Letter.

Each State Unit and City Group and the Executive Board of the ISOA, shall be considered a subordinate entity for the purposes of a group determination letter for the ISOA. The Society shall be considered the central organization for the purpose. The ISOA shall operate in all respects in accordance with the provisions of Rev. Proc. 8- 27 concerning group determination letters, or any successor thereto.

Section 10.1.2. Charitable and Educational Purpose.

The ISOA is formed for charitable and educational purposes which are permitted to be carried on by an organization exempt from federal taxation under the provisions of Section 501 (c)(3) of Internal Revenue Code of 1986, as amended (the “code”) and the regulations issued pursuant thereto (the “Regulations”). Nothing contained in these Bylaws shall be construed to authorize the ISOA to engage in any activities or perform any functions which are not within the definition of charitable and educational purposes as set forth in Section 501 (c) (3) of the Code Regulations, and as further limited by the specific limitations contained in these Bylaws (including, without limitation, Section 1.1.4).

Section 10.1.3. Limitation on Powers.

No part of the net earnings of the ISOA shall inure to the benefit of any member, Director or Officer of the ISOA or to any private individual, except that the ISOA shall be authorized and empowered to pay reasonable compensation for services rendered by a member, Director, Officer or employee and to pay principle and interest at a reasonable rate not exceeding current market rates on funds loaned or advanced by a member, Director or Officer to the ISOA. No substantial part of the activities of the ISOA shall consist of attempting to propose, support, oppose, advocate the adoption or rejection of, or otherwise influence legislation by propaganda or otherwise, and the ISOA shall not participate in or intervene in

(including the publication or distribution of statements) any political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these articles, the ISOA shall not conduct or carry on any activities not permitted to be conducted or carried on by an organization exempt from federal taxation under Section 501 (c) (3) of the Code and the Regulations or the corresponding provisions of any subsequent federal tax laws.

Section 10.1.4. For purposes of Title X, references to the “ISOA” shall refer to both the ISOA as a whole and to each division thereof.

TITLE XI- RATIFICATION

These Bylaws shall become effective upon a two-thirds (2/3) vote of the Executive Board of the ISOA and shall become applicable to any ISOA Division upon a two-thirds (2/3) vote of the Board of such Division. Any Division which has not ratified these Bylaws by January 31, 2023 shall be considered to be in a status of dissolution for purposes of the Title XI of these Bylaws.