

**INDIANA
ASSOCIATION
OF
MEDIATORS**



BYLAWS

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PREAMBLE

We are IAM.

We are a group of diverse individuals with different backgrounds who share a passion for mediation. We welcome all those who wish to join an inclusive group to share this passion. We believe that mediation is often a better solution to resolving conflicts. We have seen firsthand how mediation helps communities, families, organizations, courts, and businesses. We are committed to the advancement of mediation through education, participation, reflection, and collaboration. We strive to be a resource of all things mediation when it comes to establishing new policies, rules, statutes, best practices, and procedures in the State of Indiana and beyond. Through our membership, we aim to have broader representation throughout Indiana and the greater Midwest.

ARTICLE I. NAME AND REGISTERED OFFICE

A. **Name.** The name of this organization shall be the INDIANA ASSOCIATION OF MEDIATORS, INC. (hereinafter, "IAM"). IAM shall remain incorporated as a mutual benefit corporation under the Indiana Nonprofit Corporation Act of 1991 (hereinafter "the Act"). Every other year, or per the requirements of the Act, IAM

will file a Business Entity Report Form with the State of Indiana along with any corporation fees required.

- B. **Office.** The location of IAM's registered office and the designation of its registered agent may be changed at any time under the direction of the Board of Directors as provided in the Act. The Secretary of State of Indiana will be notified of any change of the location of the registered office and any changes to the designated registered agent when the required Business Entity Report Form is filed.

ARTICLE II. MEMBERSHIP

- A. **Eligibility for membership.** Membership is open to all persons aged twenty-one (21) or older regardless of race, color, nation of origin, ethnicity, religion, sex, age, sexual orientation, or gender identity who practices mediation, supports mediation, or is currently in mediation training.
- B. **Membership in Good Standing.** An active member shall be considered in “good standing” upon timely payment of annual dues pursuant to these Bylaws and policies adopted by the Board of Directors. An active member in good standing may enjoy the rights and privileges of membership described in these Bylaws.

Members not considered to be in “good standing” shall have all membership rights and privileges restored upon payment of delinquent dues owed to IAM, or by special exemption from the Board.

C. Membership Rights and Privileges. Active members in good standing may be entitled to, but not limited to the following:

- a. Serve as an Officer of IAM,
- b. Attend the Annual Conference at the membership rate,
- c. Enjoy privileges with other reciprocal organizations,
- d. Become eligible to appear on the “find a mediator” directory of IAM’s website,
- e. Enjoy voting privileges,
- f. Serve on the Board of Directors,
- g. Attend special presentations, meetings, and functions of IAM free of charge,
- h. Obtain Continuing Education Credits at the membership rate,
- i. Attend Board meetings,
- j. Have access to a network of information related to mediation in Indiana,
- k. May use the IAM logo on promotional materials,
- l. Have a voice in proposed mediation regulation and legislation changes through IAM.

D. **Revocation of Membership.** The Board of Directors may revoke membership when a member does not represent IAM's best interests or is a member not in good standing.

E. **Dues.** By a majority vote, the Board of Directors shall set the monetary amount of Annual Dues for membership and the deadline for dues renewal.

- a. Annual Dues shall be paid upon joining IAM.
- b. Timely renewal of Annual Dues shall be paid in full no later than December 31st of each calendar year.
- c. Dues may be paid through IAM's website.
- d. At any point, at the discretion of the Board of Directors, a special rate may be offered to join IAM.

F. **Membership Meetings.**

- a. **Annual Membership Meeting.** Each year, the Board of Directors shall establish a date and location for IAM's annual membership meeting. The annual membership meeting is to be held before the 31st of October. The purpose of the annual membership meeting will be to gather as an organization and for nominations of Officers and the Board of Directors. Failure to hold an annual meeting of the membership at the designated time shall not cause any forfeiture or dissolution of IAM.

b. **Board of Directors' Meetings.** The Board of Directors shall meet no less than ten (10) times per calendar year at a time and place established by the Board. The President shall serve as chairperson over all Board meetings. Should the President be unable to chair a Board meeting at any time, the Vice-President, or other designated Officer, shall serve as chairperson. Minutes of the Board of Directors' meetings shall be recorded and presented on the member's portion of IAM's website. The Board shall retain discretion as to material the Board deems necessary, confidential, or not appropriate to be included or excluded in the Minutes.

c. **Committee Meetings**

- i. Any committee established by these Bylaws or created by the Board of Directors shall meet and report to the Board regularly. Any member of the Board or Officer may serve on any committee. Furthermore, the Board may assign a member in good standing, not currently serving on the Board, to serve on a committee.
- ii. The Chairperson of each committee shall be responsible for setting an agenda, presiding over any committee meeting, and recording the minutes from the meeting. The Vice-Chairperson shall preside over any meeting in the event the Chairperson is not in

attendance and shall record minutes for the purposes of preparing a report to the Board.

- iii. Should the President attend any committee meeting, the President may serve as chairperson of the meeting.

d. Special Meetings.

- i. At any time, a majority of the Board of Directors may call for a special meeting of the Board, or a special membership meeting should it become necessary for any reason. Said reason shall be presented to the membership, in addition to the time and place. A minimum of seven (7) days notice shall be given to the membership and to the Board.
- ii. At any time, ten percent (10%) of the membership in good standing may call for a special meeting of the membership. Said reason shall be presented to the President and the Secretary or three (3) current Directors of the Board. A minimum of seven (7) days notice shall be given to the President and the Secretary to allow for proper notification to the membership at large.

e. Quorum.

- i. **Board of Directors Meetings.** One-third ($\frac{1}{3}$) of the current Board of Directors shall constitute a quorum for all Board meetings.

- ii. **Committee Meetings.** A minimum of two (2) committee members shall constitute a quorum for all committee meetings.
- iii. **Membership Meetings.** A minimum of ten percent (10%) of the membership at large in good standing shall constitute a quorum for all membership meetings.
- f. **Proxies.** Proxies shall not be allowed.
- g. **Voting.** A vote may be necessary for the normal order of business during any IAM meeting. Should a vote become necessary, a quorum must be present. At the conclusion of any motions in support or opposition subject to the vote, the Chairperson of the meeting shall take a majority vote either by show of hands, voice vote, or poll unless the Chairperson determines a secret ballot shall be necessary. In the event of a tie, the Chairperson shall have the deciding vote.
- h. **Rules of Order.** *Robert's Rules of Order, newly revised,* govern all meetings of IAM except where those rules are inconsistent with IAM's Bylaws.
- i. **Meeting Locations.** Meetings may be conducted in person or through the use of teleconference, Zoom, or other software approved by the Board of Directors to allow for all persons participating in the meeting to communicate with each other. The annual membership meeting may be held in

person, virtually, or a combination to be determined by the Board.

G. Special Membership Categories. The Board of Directors may establish special membership categories at its discretion. The Board shall identify the rights and privileges for each special membership category.

H. Property Rights. No member(s) shall have any right, title or interest in, or to any property of IAM.

ARTICLE III. BOARD OF DIRECTORS

A. General Powers. The general management, direction, and control of the affairs, funds, properties, and business of IAM shall be exercised by the Board of Directors, as required by law. The Board shall have the power to amend the Articles of Incorporation and the Bylaws of IAM.

B. Number. The number of Directors shall be determined by vote of a majority of the total number of Directors then serving, not to be less than seven (7) and not to be more than twenty-five (25). The officers described in Article IV of these bylaws shall automatically serve as Directors for the term of their office and shall be

included in the number set forth above. The immediate past President shall automatically serve as a Director for a one (1) year term following the end of their term of office as President.

C. Qualifications. Each Director shall be a member of IAM in good standing.

D. Term of Office. Each Director shall serve for a one (1) year term beginning January 1st following their election until December 31st of the same year when either reelected for the same position or their successor has been elected, or until their death, resignation, or removal as hereinafter provided.

E. Scheduling of Meetings. No later than one (1) month before the annual membership meeting, the Board of Directors shall establish a schedule of future Board meetings for no less than the first six (6) Board meetings of the following calendar year. The Board shall schedule all remaining Board meetings, as well as the annual membership meeting, no later than May 15th of each calendar year.

F. Obligation and Attendance. All Directors of IAM must serve on one active committee and attend at least half of the scheduled Board of Directors' meetings during their term. Should a

Director's attendance not meet this obligation, the President shall contact the Director to discuss the reasons for not meeting this obligation for the purposes of the President's report to the Board.

G. Removal of Directors. The Board of Directors may vote to remove any Director that fails to respond to the President or fails to give a reason that the Board deems satisfactory for not fulfilling their aforementioned obligation. The Board reserves the right to remove any Director who acts on behalf of IAM without proper authority or any Director whom the Board deems has acted in a manner that may harm or is detrimental to IAM in any way. Any director removed due to actions that the Board has deemed to be harmful or detrimental to IAM shall be prohibited from running for any future Board or Officer position.

H. Resignation. Any Director of IAM may resign at any time by giving written notice to the President and to the Secretary. The resignation of any Director shall take effect upon receipt of the resignation by the Officer to whom the written notice was given. The acceptance of such resignation shall not be necessary to make it effective.

I. Vacancies. Any vacancy in the Board of Directors caused by death, resignation, removal, an increase in the number of Directors, or

any other cause, shall be filled by a majority vote at a meeting of the Board of Directors to complete the vacant term.

J. Expenses. Any expense(s) incurred by any Director(s) in connection with the performance of their duty as Director and at the direction of the Board of Directors, may be a proper expense of IAM, if the Board has approved, and may be subject to reimbursement at the direction of the Board from the Treasurer.

ARTICLE IV. OFFICERS

A. Officers. The officers of IAM shall be the President, the Vice President, the Secretary, the Treasurer, and the Assistant Treasurer.

B. Term of Office. Each Officer shall hold office for a one (1) year term beginning January 1st following their election until December 31st, or when their elected successor begins their term in office, or until their death, resignation, or removal as hereinafter provided.

C. Resignations. Any Officer of IAM may resign at any time by giving written notice to the President and to the Secretary, or three (3)

current Board members. The resignation of any Officer shall take effect upon receipt of the resignation by the Officer or Board members to whom the written notice was given. The acceptance of such resignation shall not be necessary to make it effective.

D. Removal of Officers. Any Officer may be removed if the Board determines that the Officer has acted in a manner that may harm or is detrimental to IAM in any way. Removal shall occur by a majority vote of the total number of Directors at any regular or special board meeting called for this purpose; such purpose shall be stated in the notice of the special meeting. Any officer removed due to actions that the Board has deemed to be harmful or detrimental to IAM shall be prohibited from running for any future Board or Officer position.

E. Vacancies. In the event of a vacancy in the office of the President, the Vice President shall automatically become President and shall serve out their remaining term. In the event of a vacancy in the office of the Treasurer, the Assistant Treasurer shall become Treasurer automatically and shall serve their remaining term. A vacancy in any other office because of death, resignation, removal, or any other cause shall be filled for the unexpired portion of the term by the Board of Directors by majority vote.

ARTICLE V. DUTIES OF OFFICERS

A. President. The President shall serve as IAM's spokesperson and Chief Elected Officer and shall have such other powers and perform such duties as the Board of Directors may determine. The President is charged with the general direction, supervision, and operation of IAM. The President shall preside and serve as chairperson over all Board of Directors, Annual Membership, and Executive Committee meetings as available. The President shall serve as ex-officio of all committee meetings they attend and may relinquish serving as chairperson to the committee chair as they see fit. The President shall prepare an agenda for all meetings they preside over, as well as prepare an annual summarization report; obtaining reports from each committee chairperson and other officers to present to the membership at the Annual Membership meeting. The President shall have the authority to execute all contracts on behalf of IAM at the direction of the Board of Directors. The President shall maintain a physical presence and register a physical location for IAM to fulfill requirements of the Act and the CAN-SPAM Act. The President shall have the authority to delegate duties and responsibilities to other elected officials of IAM in accordance with these Bylaws.

B. Vice President. The Vice President shall have the authority and responsibilities of the President of IAM when the President is not present at official IAM meetings or events and shall have such other powers and perform such duties as the Board of Directors may determine. The Vice President shall oversee work of all of IAM's committees. In the event the President is temporarily unable to fulfill their duties during their term in office, including as spokesperson of IAM, the Vice President shall assume the role and responsibilities of the President until the President is able to resume their duties.

C. Secretary. The Secretary shall record all minutes of Board of Directors meetings and the annual membership meeting and present said minutes to the Board for its approval. The Secretary shall have such other powers and perform such other duties as the Board of Directors may determine. The Secretary shall post all approved minutes on the member's portion of IAM's website. The Secretary shall be responsible for filing amended Articles of Incorporation and any required Business Entity Report Form with the State of Indiana for IAM per the requirements of the Act. The Secretary shall give proper notice for all Board meetings, membership meetings, and Executive Committee meetings. The Secretary shall tally the results of IAM's elections and report the results to the President.

D. Treasurer. The Treasurer, in conjunction with the Budget and Finance Committee, shall be responsible for the collection, handling, and disbursement of all funds and securities of IAM and shall keep accurate and current financial records at all times. The Treasurer shall have such other powers and perform such other duties as the Board of Directors may determine. The Treasurer shall have access to any of IAM's accounts held at any financial institution. The Treasurer shall serve as the chairperson of the Finance and Budget Committee and shall report the status of IAM's treasury at all meetings of the Board. The Treasurer shall prepare a report for the annual membership meeting and present said report to the President. The Treasurer shall annually file any form required to maintain IAM's not-for-profit status, and any federal, state, or local income tax forms as required by law. All reports shall be sent to the Secretary for records keeping. At the direction of the Board, the Treasurer, in conjunction with the Budget and Finance Committee, shall coordinate an independent audit and present the findings of said audit to the President for the purposes of their annual membership report and the Secretary to post on the member's portion of IAM's website.

E. Assistant Treasurer. The Assistant Treasurer shall be responsible for assisting the Treasurer in the collection of dues from the

membership of IAM and in maintaining an accurate membership roster as to new members, members in good standing, and members who are delinquent in paying dues. The Assistant Treasurer will prepare a monthly membership report for the Board of Directors and present said report at monthly Board meetings. The Assistant Treasurer shall have such other powers and perform such other duties as the Board may determine. The Assistant Treasurer shall be a member of the Budget and Finance committee and shall assist the Treasurer in any audit coordinated by the Treasurer.

ARTICLE VI. EXECUTIVE COMMITTEE

- A. Committee Membership.** The Executive Committee shall be made up of the officers of IAM and the immediate past president of IAM.
- B. Duties.** Except for the power to amend the Articles of Incorporation and the Bylaws of IAM, which powers are provided in these bylaws, the Executive Committee shall act for the Board of Directors on matters that require immediate attention in intervals between meetings of the Board, subject always to the Board for overall approval. Any action taken by the Executive Committee shall be reported to the Board by the President at the subsequent Board meeting.

C. Meetings. Meetings of the Executive Committee may be called on no less than twenty-four (24) hours telephonic or electronic notice by either the President or a majority of the Executive Committee.

a. **Special Meetings.** Special Meetings may occur electronically through Zoom, or other approved electronic meeting method, or by a teleconference call. Should a vote be necessary by the Committee, proxy voting shall not be permitted.

b. **Periodic Meetings.** The Executive Committee may hold periodic meetings to make recommendations to the Board of Directors to help establish priorities for IAM, to facilitate the coordination of work among the Board's committees, to initiate long-range planning for IAM, and may carry out such other duties as may be specifically assigned by the Board.

D. Reporting to the Board of Directors. The President, or a designated officer of the Executive Committee shall record any minutes from any meeting held by the Executive Committee and will report any actions taken by the Executive Committee to the Board.

ARTICLE VII. STANDING AND SPECIAL COMMITTEES

A. Committee Membership. It is the declared policy of IAM that every member of the Board of Directors shall serve on a minimum of one Standing Committee. Furthermore, any IAM member who desires to do so, may be assigned committee work. Unless otherwise provided in these Bylaws, all Standing Committees shall consist of not less than three (3) members. A Special Committee may be appointed by the President or the Board and may consist of any number designated by the President or by the Board.

B. Staffing of Committees. The President shall annually, with the approval of a majority of the Board of Directors, gauge interest from current Board members, or the membership at large, and may designate members to each Standing or Special Committee.

C. Meetings of Committees. Each Standing Committee shall meet no less than six (6) times per year.

D. Committee Chairpersons. Each committee shall elect a Chairperson, who shall serve until a successor is either elected or appointed by the President. The Chairperson shall be responsible for creating an agenda, facilitating meetings, and presenting a report of any meeting held by the committee to the Board of

Directors. The chairperson of each committee shall prepare an annual report to be presented to the President for their report to the membership at the annual membership meeting. No member shall serve simultaneously as chairperson of more than one Standing Committee.

E. Standing Committees.

a. Budget and Finance Committee

- i. **Duties.** The Budget and Finance Committee shall act in accordance with the authority delegated to it by the Board of Directors and policies adopted by the Board. The committee shall review and make recommendations to the Board on financial and budgetary issues, prepare and monitor the annual budget, prepare any reports requested by the Board or the Executive Committee, and assist in any required audit of IAM.
- ii. The Treasurer of IAM shall serve as Chairperson of the Budget and Finance Committee.
- iii. The Assistant Treasurer shall also serve on the Budget and Finance Committee.

b. Membership Committee.

- i. **Duties.** The Membership Committee shall act in accordance with the authority delegated to it by the

Board of Directors and policies adopted by the Board. The committee shall be responsible for maintaining and recruiting new membership, exploring new benefits for IAM's members, arranging and providing continuing education credits through training seminars, recommending to the Board potential dates for IAM's annual membership meeting, overseeing IAM's communication strategy, and having editorial oversight of IAM's newsletter.

c. Conference Committee.

- i. **Duties.** The Conference Committee shall act in accordance with the authority delegated to it by the Board of Directors and policies adopted by the Board. The committee shall be responsible for recommending to the Board a slate of presenters, guest speakers, logistics, and dates for the IAM's Annual Conference. The committee shall conduct feedback from IAM's members who attended the annual conference and shall share any feedback received with the Chairperson of the Membership Committee for their review and discussion. The committee shall be responsible for submitting attendance reports to any governing agency in order for attendees to receive any eligible continuing education credits.

d. Constitution and Bylaw Committee.

- i. **Duties.** The Constitution and Bylaw Committee shall act in accordance with the authority delegated to it by the Board of Directors and policies adopted by the Board. The committee shall be responsible for drafting and reviewing IAM's Constitution and Bylaws. The Board shall periodically direct the committee to review the Constitution and Bylaws and make any recommendations to the Board as to any suggested updates.

e. Social Media Committee.

- i. **Duties.** The Social Media Committee shall act in accordance with the authority delegated to it by the Board of Directors and policies adopted by the Board. The committee shall be responsible for oversight of all social media content and posts made public on IAM's Facebook, YouTube, LinkedIn and/or any other official IAM social media account. The committee shall have the authority to reject any social media posting request for any reason, especially should it not adhere to any IAM policy, local or state laws, ethical standards, or any other rules or regulations that are applicable. The Chairperson shall be responsible for maintaining all passwords and usernames for any IAM official social

media accounts. The Chairperson shall serve as liaison between IAM's Board and any third-party social media administrators or outside contractors. The Chairperson shall meet regularly with the committee and any outside contractors to report website and social media metrics, as well as other relevant information and shall present these findings and data to the Board.

F. Special Committees.

a. Nominating Committee.

- i. **Duties.** The President shall appoint three (3) members of IAM in good standing to a special Nominating Committee before the annual membership meeting. The committee shall meet prior to the annual membership meeting to discuss individuals the committee would recommend for any Officer or Board position. The President, during their report at the annual membership meeting shall inform the Board and the membership at large as to the members of the Nominating Committee and any potential candidate recommendations from the Nominating Committee for the memberships' consideration and approval.

b. Other Special Committees.

- i. Duties.** Special Committees may be created from time to time by the President with the approval of the Board of Directors. The President or the Board shall task any special committee with the scope of duties, term of service, goals, and objectives and the committee shall regularly report to the Board.

ARTICLE VIII. REPRESENTATION OF THE ASSOCIATION

- A. Representation.** The President, or a person designated by the President, shall have the authority to express the policies of IAM. No other member or employee of IAM shall have authority to express the policies of IAM before a legislative body, court, governmental agency, or otherwise, except as specifically authorized by the Board of Directors, or pursuant to a written policy duly adopted by the Board.

ARTICLE IX. ELECTIONS

A. General Qualifications

- a.** Any IAM member in good standing may qualify to run for any officer position other than President, any Board of Directors position, or any Committee Chairperson position.
- b.** To be eligible for qualification to run for President of IAM, the IAM member must be a member in good standing, must

have served on the Board for a minimum of one (1) year or held another IAM Officer position for a minimum of one (1) year.

B. Board of Directors and Officer Nominations

- a. All nominations from the Nominating Committee will be presented by the President to the membership at the annual membership meeting.
- b. The President shall notify the membership at least one (1) month in advance of the annual membership meeting to seek interest in other nominations.
- c. The President shall open the floor at the annual membership meeting for other nominations.
 - i. Any member of IAM in good standing may nominate from the floor another member of IAM in good standing for any officer or board position of IAM at the annual membership meeting.
- d. The membership may speak in favor or against a nomination in accordance with Robert's Rules of Order before any motion to approve nominations is made.
- e. The nomination process shall be considered closed and no more nominations will be accepted or considered after the solicitation of floor nominations at the annual membership

meeting.

- f. If there are no contested elections required after the close of nominations, the members present at the annual membership meeting may move to accept the nominations and elect all positions by acclamation.

C. Board of Directors and Officer Contested Elections

a. Candidate Profiles

- i. At the close of the annual membership meeting, the Secretary shall contact each nominated candidate for all contested elections and shall solicit a short bio and photo to be distributed with ballots. Said bio and photo must be received before the ballots are distributed or the bio and photo will not be accepted.

b. Ballots

- i. Within seventy-two (72) hours from the close of the annual membership meeting, the Secretary shall create a Google Forms document, or other Board of Directors approved electronic method as a ballot for any contested Board or Officer positions.

- ii. The ballots, along with any bio and photos submitted by the candidates will be distributed by the Secretary to all IAM members in good standing.
- iii. IAM members shall have seven (7) days from the date of distribution to submit their ballots.
- iv. After the seven (7) days have expired, the Secretary shall report the results of the election to be verified and accepted by the Board of Directors at the Board's subsequent meeting.

c. Results Notification

- i. After the results have been accepted by the Board of Directors, the President shall notify the membership of the results of the election.
- ii. Furthermore, the vote totals and any information regarding the approved election results shall be reported on IAM's website, social media, and in IAM's quarterly newsletter.

d. Endorsements

- i. No current Officer or member of the Board of Directors of IAM may give public support or approval toward a candidate who has been nominated as a candidate for an Officer or Board position in any form for any contested election.

D. Committee Elections

- i. Every January, or the first committee meeting, other than the Budget and Finance Committee, that takes place after the new year, each committee shall hold elections for Chairperson.
 1. At the first committee meeting of the calendar year, the floor shall be opened for nominations for Chairperson.
 2. Should a contested election be required for any Committee Chairperson, it shall be done within the committee meeting and with a simple roll call vote with the person receiving the majority of the votes being the elected Chairperson.
 3. Should any Committee Chairperson election end in a tie, the President shall appoint the Chairperson of the committee.
- ii. The Treasurer shall serve as the Chairperson of the Budget and Finance Committee per Article VII.

ARTICLE X. INDEMNIFICATION

- A. **General.** To the extent permitted by Indiana Code, every person who is a member of the Board of Directors of IAM (a “Director”)

shall be indemnified by IAM against all “liability” and “reasonable expenses” incurred by such person in any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal, because such person is or was a Director (the term “Director” shall be defined for purposes of these Bylaws as the term “Director” as defined in IC §23-17-16-2, provided that such person is determined in the manner specified in IC §23-17-16-12 to have met the standard of conduct specified in IC §23-17-16-8). IAM shall advance to such persons the reasonable expenses incurred by them in connection with any such action, suit or proceeding, subject to the requirements of IC §23-17-16-10. Upon demand for indemnification or advancement of expenses, as the case may be, IAM shall proceed as provided in IC §23-17-16-12 to determine whether such person is entitled thereto. Every person who is an Officer, Committee Chair, or an employee of IAM shall be indemnified, and shall be entitled to an advancement of expenses, to the same extent as if such person were a Director.

B. Limitation. Nothing contained in these Bylaws shall limit or preclude the exercise of any right under the Act or otherwise relating to indemnification of or the advancement of expenses to any Director, Officer, Committee Chair, or any employee of IAM;

or the ability of IAM to otherwise indemnify or advance expenses to any Director, Officer, Committee Chair, or any employee.

C. **Insurance.** IAM may, but shall not be required to, purchase and maintain liability insurance on behalf of an individual who is a Director, Officer, or Committee Chair of IAM, or the organization as a whole.

D. **Applicability.** The right to be indemnified or to the reimbursement or advancement of expenses pursuant to these Bylaws is intended to be retroactive, and shall be available with respect to events occurring prior to the adoption of any modifications. This right of indemnification shall continue to exist after any rescission or modifications of said right.

ARTICLE XI. MISCELLANEOUS

A. **Documents.** The Board of Directors shall keep and maintain the current Articles of Incorporation, current Bylaws, all documented policies, financial statements, and minutes of all Board meetings, as well as minutes from the annual membership meetings on IAM's website and IAM's Google Drive, or other Board-approved cloud storage location.

B. Cloud Storage and Website. The Board of Directors shall be responsible for the allocation of funds for systems, maintaining cloud storage, and a current website for IAM.

C. Compensation. The Board of Directors of IAM may provide for the payment of compensation to employees, or the reimbursement of expenses incurred by any Director, Officer, Agent, or Employee of IAM for personal services rendered to IAM.

D. Fiscal Year The fiscal year of IAM shall be the annual calendar year.

E. Waiver of Notice. Whenever notice of any meeting is required to be given by these Bylaws or any of the corporate laws of the State of Indiana, such notice may be waived in writing, signed by the person or persons entitled to such notice, whether before, at, or after the time stated therein or before, at, or after the meeting.

F. Amendments The membership may amend IAM's Articles of Incorporation to include or omit any provision which could

lawfully be included or omitted at the time such amendment or restatement is adopted. Any number of amendments, or an entire revision or restatement of the Articles of Incorporation may be submitted and voted upon by the membership-at-large, provided that notice of proposed amendments, revisions, and/or restatements are given to all IAM members in good standing in advance with the proper notice of any special meeting.

G. Employees. The Board of Directors may hire an Executive Director or other staff members of IAM should they deem it necessary. All employees shall be adequately compensated as the Board of Directors deem appropriate.

ARTICLE XII. CHAPTERS

A. Chapters. The membership hereby delegates the power to and authorizes IAM's Board of Directors to establish chapters of IAM in whatever form and under whatever terms they may determine by majority vote of the then serving members of the Board without further approval or ratification by the membership.