

## BYLAWS OF FRIENDS OF THE WHITE RIVER, INC.

### Article 1. Name, Definitions and Purpose

Section 1. Name. *The name of the organization is Friends of the White River, Inc. It is a nonprofit organization incorporated under the laws of Indiana.*

### Section 2. Definitions.

- a. *"Corporation" shall mean Friends of the White River, Inc., its successors and assigns.*
- b. *"Board" shall mean the Board of Directors of the corporation.*

Section 3. Purpose. *The purpose of the corporation, as set out in the Articles of Incorporation, is:*

- a. *To preserve, protect and defend the natural resource, wildlife, habitat and environment of the White River, from its source in Randolph County, Indiana to its confluence with the Wabash River, including educating the public concerning and promoting a catch and release fishery for smallmouth bass in the river and its tributaries; to encourage and promote the improvement of habitat in and along the White River, to facilitate the renewal and maintenance of wildlife along the river; to promote efforts to reduce, control and eliminate pollution in the river from industrial contaminants, municipal sewage discharge, agricultural runoff, and other sources; and to do such related things as are permitted by Section 501(c)(3) of the Internal Revenue Code of 1954.*
- b. *To conduct research and to collect, compile and publish facts, information and statistics concerning the natural resources, wildlife, habitat and environment in and long the White River and to conduct public education programs and support any activities in furtherance of the purposes set forth in paragraph a.*
- c. *Said corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue Law).*
- d. *To take whatever legal steps may be necessary and appropriate to carry out the foregoing purposes and to pursue any and all matters legally allowable pursuant to the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended.*
- e. *No part of the net earnings of the corporation shall inure to the benefit of, or be distributable to its members, offices, or other private persons, except that the corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses incurred in furtherance of the purposes set forth in these articles, and to make payments and distributions in furtherance of the purposes set forth in c. hereof. No substantial part of the activities of the corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the corporation shall not participate in, or intervene in (including the publishing or distribution of statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provision of these*

articles, the corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue law), or (b) by a corporation, contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code of 1954 (or the corresponding provision of any future United States Internal revenue law).

- f. Upon the dissolution of the corporation, the board shall, after paying or making provision for the payment of all of the liabilities of the corporation, dispose of all the assets of the corporation exclusively for the purposes of the corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, educational, religious, or scientific purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal revenue Code of 1954 (or the corresponding provision of any future United States Internal Revenue law) as the board shall determine. Any such assets not so disposed of shall be disposed of by the Marion County Probate Court exclusively for such purposes or to such organization or organizations as said Court shall determine which are organized and operated exclusively for such purposes.

## ARTICLE II. MEMBERS

Section 1. Classes of Members. As set out in the Articles of Incorporation, the corporation shall have one class of members; the designation of such class and the qualifications and rights of the members of such class shall be as follows:

Any person believing in the purposes for which the corporation is formed may, upon election by the board, become a member of the corporation by paying dues in accordance with the bylaws, and thereafter complying with the articles and bylaws of the corporation.

The corporation may recognize members by various designations depending upon the level of contributions of the corporation.

Section 2. Election of Members. Election by the board of each member occurs automatically, without separate board vote, when the member pays dues in accordance with Article X, Section 3.

Section 3. Voting Rights. As set out in the Articles of Incorporation, each member shall be entitled to one vote on each matter submitted to a vote of the members.

Section 4. Termination of Membership. The board 1) may by affirmative vote of two-thirds of all directors, suspend or expel a member for cause under a procedure that is fair and reasonable and carried out in good faith, and 2) will automatically suspend, without separate board vote, any member who shall be in default in the payment of dues for the period fixed in Article X, Section 3, of these bylaws.

Section 5. Resignation. Any member may resign by filing a written resignation with the secretary, but such resignation shall not relieve the member so resigning of obligations incurred before the resignation.

Section 6. Transfer of Membership. Membership in this corporation is not transferable or assignable.

### ARTICLE III. MEETINGS OF MEMBERS

Section 1. Annual Meeting. An annual meeting of the members shall be held on the second Tuesday in the month of March in each year, at the hour of 6:30 p.m., or at such other date and time as the board may determine, for the purpose of electing directors and for the transaction of such other business as may come before the meeting. If the day fixed for the annual meeting is a legal holiday in the State of Indiana, such meeting shall be held on the next succeeding business day. If the election of directors is not held on the day designated herein for any annual meeting, the board shall cause the election to be held at a special meeting of the members as soon thereafter as convenient.

Section 2. Special Meetings. Special meetings of the members may be called by the president, a majority of the board, or not less than one-tenth of the members having voting rights.

Section 3. Place of Meeting. The board may designate any place as the place of meeting for any annual meeting or for any special meeting called by the board or the members.

Section 4. Notice of Meetings. Written notice stating the place, day and hour of any meeting of members shall be delivered, either personally, by mail or by electronic communication, to each member entitled to vote at such meeting, not less than 10 nor more than 30 days before the date of such meeting, by the officers or persons calling the meeting. In case of a special meeting or when required by statute or by these bylaws, the purpose or purposes for which the meeting is called shall be stated in the notice. If mailed, the notice of the meeting shall be deemed to be delivered when deposited in the United States mail addressed to the member at his address as it appears on the records of the corporation, with postage thereon prepaid. If sent by electronic communication, notice of the meeting shall be deemed to be delivered when sent.

Section 5. Quorum. A quorum of any meeting of the members of the corporation duly called by the board shall consist of the members present and in good standing.

Section 6. Proxies. At any meeting of members, a member may not vote by proxy.

## ARTICLE IV. BOARD OF DIRECTORS

Section 1. General Powers. *The affairs of the corporation shall be managed by the board. Directors need not be residents of the State of Indiana but must be members of the corporation. As set out in the Articles of Incorporation, in addition to the powers and authorities set out in the Articles of Incorporation or by statute expressly conferred, the board is authorized to exercise all powers and do all acts and things as may be exercised or done by a corporation organized and existing under the provisions of the Not-For-Profit Corporation Act of 1971, as amended.*

Section 2. Number, Tenure and Qualifications. *The number of directors shall not be less than three persons. Each director shall hold office until the next annual meeting of members and until his successor shall be elected and qualified.*

Section 3. Regular Meetings. *A regular annual meeting of the board shall be held without other notice than this bylaw, immediately after, and at the same place as, the annual meeting of members. The board may provide, by resolution, the time and place for additional regular meetings of the board without other notice than such resolution.*

Section 4. Special Meetings. *As set out in the Articles of Incorporation, special meetings of the board may be called by the president or a majority of the board. The person(s) calling a special meeting of the board may fix any place as the place for holding the special meeting of the board called by them.*

Section 5. Notice. *Notice of any special meeting of the board shall be given with at least two days prior written notice delivered to each director personally, by mail or electronic communication. Such notice shall be deemed to be delivered, if mailed, when deposited in the United States mail in a sealed envelope so addressed, with postage thereon prepaid, or if sent by electronic communication, when sent. Any director may waive notice of any meeting. The attendance of a director at any meeting shall constitute a waiver of notice of such meeting, except where a director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special meeting of the board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or by these bylaws.*

Section 6. Quorum. *A majority of the board shall constitute a quorum for the transaction of business at any meeting of the board; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting without further notice.*

Section 7. Manner of Acting. *The act of a majority of the directors present at the meeting at which a quorum is present shall be the act of the board, unless the act of a greater number is required by law or by these bylaws. A director may participate in a regular or special meeting, or conduct the meeting, through the use of any means of communication by which all directors participating may simultaneously communicate with each other during the meeting. A director participating in the meeting by this means is considered to be present in person at the meeting.*

Section 8. Vacancies. Any vacancy occurring in the board, and any directorship to be filled by reason of any increase in the number of directors, shall be filled by the board. A director elected to fill a vacancy shall be elected for the unexpired term of his predecessor in office.

Section 9. Compensation and Expenses. Directors as such shall not receive any stated salaries for their services, but, by resolution of the board, expenses incurred for the benefit of the corporation may be reimbursed by the corporation. No expense may be reimbursed unless a written request for reimbursement, accompanied by the receipt, is presented.

Section 10. Informal Action by Directors. Any action required or permitted to be taken at a meeting of the board, or any committee thereof, may be taken without a meeting if, prior to such action, a consent in writing, setting forth the action so taken, shall be signed by all of the directors or all members of the committee, as the case may be. Such written consent shall be filed with the minutes of the proceedings of the board or the committee. Such action, including written consent, may be made by electronic communication.

#### Article V. Officers

Section 1. Officers. The officers of the corporation shall be a president, vice president, secretary, treasurer and such other officers as may be elected, with authority and duties described, by the board.

Section 2. Election and Term of Office. The officers of the corporation shall be elected annually by the board at the regular annual meeting of the board. If the election of officers shall not be held at such meeting, such election shall be held as soon thereafter as conveniently may be. New offices may be created and filled at any meeting of the board. Each officer shall hold office until his successor shall have been duly elected.

Section 3. Removal. Any officer elected by the board may be removed by the board whenever in its judgment the best interests of the corporation would be served thereby, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

Section 4. Vacancies. A vacancy in any office due to any reason may be filled by the board for the unexpired portion of the term.

Section 5. President. The president shall be the principal officer of the corporation. He shall in general supervise all of the business of the corporation and perform duties incident to the office of president and as prescribed by the board. He shall preside at all meetings of the members and of the board. He may sign, with the secretary, or any other proper officer of the corporation authorized by the board, any contracts or other instruments which the board has authorized to be executed, except in cases where the signing shall be expressly delegated otherwise by the board, by these bylaws or by statute.

Section 6. Vice-President. In the absence of the president or in event of his inability or refusal to act, the vice-president shall perform the duties of the president, and when so acting, shall have all the

powers of and be subject to all the restrictions upon the president. The vice-president shall perform such other duties as from time to time may be assigned to him by the president or by the board.

Section 7. Treasurer. The treasurer shall in general perform all the duties incident to the office of treasurer and such other duties as may be assigned to him by the president or by the board. If required by the board, the treasurer shall give a bond for the discharge of his duties in such sum and with such sureties as the board shall determine. He shall be responsible for all funds and securities of the corporation; receive and give receipts for moneys due or paid to the corporation; and deposit all such moneys in the name of the corporation in such banks or other depositories as shall be selected in accordance with Article VII of these bylaws. Any assistant treasurer, in general, shall perform such duties as shall be assigned to him by the treasurer, the president, or the board.

Section 8. Secretary. The secretary shall keep the minutes of the meetings of the members and of the board; see that all notices are given in accordance with these bylaws or law; be custodian of the corporate records; keep a record of the address of each member; and in general perform all duties incident to the office of secretary and such other duties as may be assigned to him by the president or by the board. Any assistant secretary, in general, shall perform such duties as shall be assigned to him by the secretary, president, or the board.

#### Article VI. Committees

Section 1. Committees of Directors. The board, by resolution of a majority of the directors present at the meeting with a quorum, shall appoint an executive, a governance, and a finance committee, and may appoint one or more other committees, each of which shall consist of two or more directors, which committees shall have, to the extent provided in said resolution, the authority of the board in the management of the corporation. However, no such committee shall have the authority of the board to amend or repeal the bylaws; elect, appoint or remove any member of any such committee or any director or officer of the corporation; amend the articles of incorporation; adopt a plan of merger or adopt a plan of consolidation with another corporation; authorize the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the corporation; authorize the voluntary dissolution of the corporation or revoke proceedings therefor; adopt a plan for the distribution of the assets of the corporation; or amend or repeal any resolution of the board which by its terms provides that it shall not be amended or repealed by such committee. The appointment of any such committee and the delegation thereto of authority shall not operate to relieve any director(s) of any responsibility imposed by law.

Section 2. Other Committees. Other committees not having and exercising the authority of the board in the management of the corporation may be designated by a resolution adopted by a majority of the directors present at the meeting at which a quorum is present. Except as otherwise provided in such resolution, members of each such committee shall be members of the corporation, and the president shall appoint the members thereof. Any member may be removed by the persons authorized to appoint such member whenever in their judgment the best interests of the corporation shall be served by such removal.

Section 3. Term of Office. Each member of a committee shall continue as such until the next annual meeting of the members of the corporation and until his successor is appointed, unless the committee shall be sooner terminated, or unless such member be removed from such committee, or unless such member shall cease to qualify as a member thereof.

Section 4. Chairman. One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

Section 5. Vacancies. Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 6. Quorum. Unless otherwise provided in the resolution of the board designating a committee, a majority of the whole committee shall constitute a quorum, and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 7. Rules. Each committee may adopt rules for its own government not inconsistent with these bylaws or with rules adopted by the board.

#### Article VII. Contracts, Checks, Deposits and Funds

Section 1. Contracts. The board may authorize any officer(s) or agent(s) of the corporation, in addition to the officers so authorized by these bylaws, to enter into any contract or execute any instrument in the name of and on behalf of the corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks or orders for the payment of money or other evidences of indebtedness issued in the name of the corporation, shall be signed by such officer(s) or agent(s) of the corporation and in such manner as shall be determined by resolution of the board. In the absence of such determination by the board, such instruments shall be signed by the treasurer and countersigned by the president of the corporation.

Section 3. Deposits. All funds of the corporation shall be deposited to the credit of the corporation in such banks or other depositories as the board may select.

Section 4. Gifts. The board may accept on behalf of the corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the corporation.

Section 5. Interest of Directors in Contracts. As set out in the Articles of Incorporation, any contract or other transaction between the corporation and one or more of its directors, or between the corporation and any firm of which one or more of its directors are members or employees, or in which they are interested, or between the corporation and any corporation or association of which one or more of its directors are members, directors, officers or employees, or in which they are interested, shall be valid for all purposes, notwithstanding the presence of such director or directors at the meeting of the board which acts upon, or in reference to, such contract or transaction and notwithstanding his or their participation in such action if the fact of such interest shall be disclosed or

known to the board and the board shall authorize, approve or ratify such contract or other transaction by a vote sufficient for that purpose, which may include the vote or votes of such director or directors. This paragraph shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common statutory law applicable thereto.

#### Article VIII. Executive Director

The board may hire an executive director and/or other staff. The executive director shall report to the board and have the day-to-day responsibilities for the corporation as set out in the job description, including carrying out the corporation's goals and policies. The executive director will attend all board meetings, report on the progress of the organization, answer questions of the board members and carry out the duties described in the job description. The board may designate other duties as necessary.

#### Article IX. Indemnification

Section 1. Indemnification under Law. The corporation shall indemnify and advance the expenses of each person to the full extent permitted by law.

Section 2. Additional Indemnification. As set out in the Articles of Incorporation, the corporation shall indemnify any person made a party to any action, suit or proceedings, whether civil or criminal, by reason of the fact that he is or was a director or officer of the corporation, or of any corporation which he served as such at the request of the corporation, against the reasonable expenses, including attorneys' fees, actually and necessarily incurred by him in connection with the defense of such action, suit or proceeding, or in connection with any appeal therein, except in relation to matters as to which it shall be finally adjudged in such action, suit or proceeding that such director, officer, or employee is liable for gross negligence or willful misconduct in the performance of his duties. The corporation may also pay or reimburse to any such director or officer, any amount paid upon any judgment and the reasonable costs of settlement of any such action, suit or proceeding, if it shall be found by a majority of a committee composed of the directors not involved in the matter in controversy (whether or not a quorum) that it was to the interests of the corporation that such payment or settlement be made and that such director or officer was not guilty of gross negligence or willful misconduct. The provisions of this section shall be in addition to and not in limitation of any other right of indemnification and reimbursement or limitations of liability to which any director or officer may be entitled as a matter of law.

#### Article X. Miscellaneous

Section 1. Books and Records. The corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceeds of its members, board and committees having any of the authority of the board, and the names and addresses of the members entitled to vote. All



books and records of the corporation may be inspected by any members, or his agent or attorney for any proper purpose at any reasonable time.

Section 2. Fiscal Year. The fiscal year of the corporation shall begin on the first day of January and end on the last day of December in each year.

Section 3. Dues. The board may determine the amount of annual dues payable to the corporation by members. The membership of a person whose dues are in arrears for 12 months shall be terminated automatically.

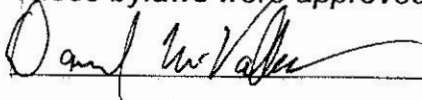
Section 4. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Indiana Not-For-Profit Corporation Act of 1971, as amended, or under the Articles of Incorporation or bylaws of the corporation, a waiver thereof in writing signed by the person(s) entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

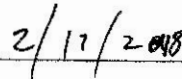
Article XI. Amendments to Bylaws

As set out in the Articles of Incorporation, these bylaws may be amended or repealed and new bylaws may be adopted by a majority of the full board of directors at any regular meeting or at any special meeting, if at least two days' written notice is given of intention to amend or repeal or to adopt new bylaws at such meeting

CERTIFICATION

These bylaws were approved at a meeting of the board by a majority vote on February 17, 2018.





~~Secretary~~ President

Date