



## **INDIANA SOCCER HALL OF FAME**

### **BYLAWS**

#### **ARTICLE I**

##### **NAME AND PURPOSES**

###### **Section 1: Name**

The name of the corporation will be Indiana Soccer Hall of Fame.

###### **Section 2: Purposes**

- (a) Recognize and honor outstanding achievements, significant accomplishments and contributions in the sport of soccer in the state of Indiana.
- (b) Promote and support the sport of soccer in Indiana at all levels.
- (c) Foster the growth and development of the sport of soccer in Indiana.
- (d) Provide leadership and exemplary role models for those involved in the sport of soccer.

###### **Section 3: Operation as a Tax Exempt Organization; Exempt Activities**

- (a) Indiana Soccer Hall of Fame will operate as an organization within the meaning of Section 501(c)(3) of the Internal Revenue Code (“the Code”).
- (b) Indiana Soccer Hall of Fame will neither have nor exercise any power, nor will it engage directly or indirectly in any activity, that would invalidate its status as a tax-exempt organization within the meaning of Section 501(c)(3) of the Code.

Last edited 12-20-2016

- (c) Notwithstanding any other provision of these Bylaws, no director, officer, employee, or agent of Indiana Soccer Hall of Fame is permitted to take any action or carry on any activity by or on behalf of Indiana Soccer Hall of Fame, which is not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Code.
- (d) No part of the net earnings of Indiana Soccer Hall of Fame may inure to the benefit of, or be distributable to, any director, officer, employee, or agent of Indiana Soccer Hall of Fame.
- (e) If Indiana Soccer Hall of Fame dissolves, the balance of the money and property received by Indiana Soccer Hall of Fame, after payment of all of the debts and obligations of Indiana Soccer Hall of Fame, must be used, distributed, or transferred exclusively to an organization or organizations with a substantially similar purpose or purposes to those for which Indiana Soccer Hall of Fame is organized. The Board of the Directors will choose the specific organization or organizations to whom such a distribution will be made. No director, officer, employee, or agent of Indiana Soccer Hall of Fame, nor any private individual, will be entitled to any distribution or division of the remaining property or proceeds of Indiana Soccer Hall of Fame.

## **ARTICLE II**

### **MEMBERSHIP**

The Indiana Soccer Hall of Fame will have membership comprised of all people inducted into the Hall of Fame.

## **ARTICLE III**

### **BOARD OF DIRECTORS**

#### **Section 1: General Powers**

The affairs of Indiana Soccer Hall of Fame will be managed by or under the direction of its Board of Directors.

#### **Section 2: Number; Election; Term; Qualifications**

- (a) **Number:** The number of Directors of Indiana Soccer Hall of Fame will be a minimum of seven (7) and a maximum of eleven (11).

Last edited 12-20-2016

- (b) **Acting Board of Directors:** For the purpose of organizing the Indiana Soccer Hall of Fame, a group of volunteers will function as an Acting Board of Directors until formal election of the Board of Directors.
- (c) **Election:** Directors will be elected at the Annual Meeting of the members of the Indiana Soccer Hall of Fame. All current Hall of Fame members are eligible to vote on the candidates running for election.
- (d) **Term:** Each Director will serve a two (2) year term. Directors will be divided into two classes as nearly equal in number as is practical in order to stagger the terms of Directors and achieve continuity of governance of Indiana Soccer Hall of Fame as follows: Class A Directors, whose terms expire at the end of the Annual Meeting of the Board of Directors in odd-numbered years; and Class B directors, whose terms expire at the end of the Annual Meeting of the Board of Directors in even-numbered years. The number of directors in each class will be fixed as determined by the Board of Directors.
- (e) **Qualifications:**
  - a. Directors need not be residents of the State of Indiana.
- (f) **Appointed Board Members:** Appointed Board members - two (2) of the Board Members in Section 2 (a) - shall include:
  - a. A representative appointed by the Indiana Soccer Association
  - b. A representative appointed by the Indiana Soccer Foundation

### **Section 3: Resignations**

- (a) Any Director may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of Indiana Soccer Hall of Fame.
- (b) **Effective Date:** A Director's resignation will take effect when the notice is delivered unless the notice specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.
- (c) **Filling the Pending Vacancy:** The pending vacancy that arises due to a Director's resignation may be filled prior to the effective date, but the successor cannot take office until the effective date.

Last edited 12-20-2016

#### **Section 4: Vacancies**

- (a) Any vacancy occurring in the Board of Directors, or any directorship to be filled, by reason of an increase in the number of Directors, resignation, or removal may be filled by the Board of Directors at the Annual Meeting, any regular meeting, or at a special meeting of the Board of Directors called for that purpose even if the number on the Board is less than a quorum.
- (b) **Term of Office:** Each Director elected to fill a vacancy will hold office for the duration of the unexpired term of his predecessor in office.

#### **Section 5: Annual Meeting**

The Annual Meeting of the Board of Directors will be held at the place and time determined by the Board of Directors.

#### **Section 6: Regular Meetings**

The Board of Directors will hold regular meetings at the times and places designated by resolution of the Board of Directors.

#### **Section 7: Special Meetings**

Special meetings of the Board of Directors may be held at any time and place but only if they are properly noticed pursuant to Article III, Section 8 of these Bylaws. The meetings may be called by the President or by a written request from any two (2) Directors.

#### **Section 8: Notice of Meetings**

- (a) **Timing:** Notice of each meeting must be delivered by or at the direction of the Secretary to each Director at least five (5) days, but not more than sixty (60) days, before the day on which the meeting is to be held.
- (b) **Delivery:** Notice may be given electronically via facsimile, e-mail, or other electronic delivery methods permitted by law.
- (c) **Waiver:** Notice may be waived in writing by a Director, either before or after the meeting. Attendance of a Director at any meeting shall constitute a waiver of notice of such meeting except where the Director attends the meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened.

Last edited 12-20-2016

- (d) **Description of Meeting in the Notice:** Neither the business to be transacted, nor the purpose of any meeting of the Board of Directors, need be specified in the notice nor waiver of notice of such meeting, except as provided in Article III, Section 12 of these Bylaws.

### **Section 9: Quorum; Voting; Proxies**

- (a) **Quorum:** A majority of Directors will constitute a quorum for the transaction of business at any meeting of the Board.
- (b) **Voting:** If a quorum is present, the act of the majority of the Directors present is equivalent to the act of the entire Board of Directors unless the act of a greater number is required by law, the Articles of Incorporation of Indiana Soccer Hall of Fame, or these Bylaws.
- (C) **Proxies:** No Director may vote by proxy on any matter of Indiana Soccer Hall of Fame.

### **Section 10: Electronic Participation at Meetings**

- (a) Directors may participate in and act at any meeting of the Board of Directors through the use of a conference telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic Director participation in a meeting will constitute attendance and presence at the meeting.

### **Section 11: Informal Action; Written Consent**

- (a) **Informal Action:** Any action required to, or which may, be taken at a meeting of the Board of Directors may be taken without a meeting if it is consented to in writing by all of the Directors.
- (b) **Written Consents In Lieu Of Meetings:** Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if, prior to such action, a written consent thereto is signed by two-thirds (2/3) of the members of the Board (either on a single document or in counterparts), and such written consent is filed with the minutes of the proceedings of the Board.

Last edited 12-20-2016

- (c) **Effective Date:** Any action taken by the Board pursuant to this Section will be effective when all of the Directors have approved the written consent unless the consent specifies a different effective date.

### **Section 12: Removal**

- (a) One or more of the Directors may be removed, with or without cause, by the affirmative vote of a majority of the Directors then in office, present, and voting at a meeting of the Board of Directors at which a quorum is present.
- (b) If the vote for the removal of one or more Directors is to take place at a special meeting called pursuant to Article III, Section 8(a) of these Bylaws, written notice of the proposed removal must be prepared and delivered to all Directors pursuant to Article III, Section 8, no fewer than twenty (20) days prior to the special meeting. Such notice must both include the purpose of the meeting (i.e., Removal of Directors) and list the Director or Directors sought to be removed.

### **Section 13: Presumption of Assent**

If a Director is present at a meeting of the Board of Directors, he or she will be conclusively presumed to have assented to any corporate action taken at the meeting unless any of the following conditions is satisfied:

- (a) His or her dissent was entered in the minutes of the meeting;
- (b) He or she filed a written dissent to the action with the person acting as the secretary of the meeting before adjournment; or
- (c) He or she forwarded such dissent by registered or certified mail to the Secretary of Indiana Soccer Hall of Fame immediately after the meeting adjourned (however, this right to dissent will not apply to a Director who voted in favor of an action).

### **Section 14: Director Conflict of Interest**

- (a) If a transaction is fair to Indiana Soccer Hall of Fame at the time it is authorized, approved, or ratified, the fact that any Director of Indiana Soccer Hall of Fame is directly or indirectly a party to the transaction is not grounds for invalidating the transaction.

Last edited 12-20-2016

- (b) In a proceeding contesting the validity of a transaction on the grounds that it is unfair to Indiana Soccer Hall of Fame due to a conflict of interest, the person asserting validity has the burden of proving fairness unless the material facts of the transaction and the Director's interest or relationship were disclosed or known to the Board of Directors or a committee consisting entirely of Directors, and the Board or committee authorized, approved, or ratified the transaction by the affirmative votes of a majority of disinterested Directors, even though the disinterested Directors did not constitute a quorum.
- (c) **Quorum, Voting:** The presence of the Director who is directly or indirectly a party to the transaction described in Part (b) of this Section, or a Director who is otherwise not disinterested, may be counted in determining whether a quorum is present but may not be counted when the Board of Directors or a committee of the Board takes action on the transaction.
- (d) **Indirect Interest:** A Director is "indirectly" a party to a transaction if he or she either:
1. Has a material financial interest in the entity with which the transaction is occurring; or
  2. Is an officer, director, or general party with the entity with which the transaction is occurring.
- (e) **Grant Exception:** If a Director of Indiana Soccer Hall of Fame is also an officer or director of both parties to a transaction involving a grant or contribution, without consideration, from one entity to the other, that Director is not "indirectly" a party to the transaction so long as the Director does not have a material financial interest in the entity that receives the grant or contribution.

## ARTICLE IV

### OFFICERS

#### **Section 1: Designation; Election; Term; Multiple Offices**

- (a) **Designation:** The Officers of Indiana Soccer Hall of Fame will include a President, a Vice President, a Secretary, a Treasurer, and any other Officers or assistant Officers authorized by the Board of Directors.

Last edited 12-20-2016

- (b) **Election/Appointment:** The Officers will be elected or appointed by the Board of Directors at its Annual Meeting. The initial acting Board of Directors shall elect officers who shall serve only until the first Annual Meeting.
- (c) **Term:** Each Officer will hold office for 1 year or until his or her successor has been duly elected/appointed and qualified, or until their death, resignation or removal in the manner hereinafter provided.
- (d) **Multiple Offices:** The same person may not hold any two (2) or more offices.

### **Section 2: President**

- (a) The President will be Chief Executive Officer of Indiana Soccer Hall of Fame and, subject to the direction and control of the Board of Directors, will have general and active management of the affairs of Indiana Soccer Hall of Fame.
- (b) The President will ensure that all orders, resolutions, and directives of the Board of Directors are carried into effect unless the Board assigns that responsibility to another Officer or to the Executive Director.
- (c) The President will execute all bonds, mortgages and other contracts for Indiana Soccer Hall of Fame. Such action by the President shall occur only after consideration and approval by vote of the Board of Directors
- (d) The President will from time to time report to the Board of Directors on all matters within his or her knowledge, which the interests of Indiana Soccer Hall of Fame may require to be brought to their notice.
- (e) The President will perform other such duties as may be assigned from time to time by the Board of Directors.

### **Section 3: Vice President(s)**

- (a) The Vice President, or Vice Presidents in the order of their seniority, will have all the powers and perform all the duties of the President in the absence or incapacity of the President.



Last edited 12-20-2016

- (b) The Vice President or Vice Presidents will perform such other duties as may be assigned from time to time by the Board of Directors.

#### **Section 4: Secretary**

- (a) The Secretary will act as secretary of the Board of Directors.
- (b) The Secretary will give, or cause to be given, all notices in accordance with the provisions of these Bylaws, or as required by law.
- (c) The Secretary will supervise the custody of all records and reports and will be responsible for the keeping and reporting of adequate records of all meetings of the Board of Directors.
- (d) The Secretary will perform such other duties as may be assigned from time to time by the Board of Directors.

#### **Section 5: Treasurer**

- (a) The Treasurer will keep full and correct account of receipts and disbursements in the books belonging to Indiana Soccer Hall of Fame, and must deposit all moneys and other valuable effects in the name and to the credit of Indiana Soccer Hall of Fame, in the bank or banks designated by the Board of Directors.
- (b) The Treasurer will dispose of funds of Indiana Soccer Hall of Fame as may be ordered by the Board of Directors, taking proper vouchers for such disbursements, and must render to the President and the Board of Directors, whenever he or she may require it, an account of all his or her transactions as Treasurer and of the financial condition of Indiana Soccer Hall of Fame.
- (c) The Treasurer will perform other such duties as may be assigned from time to time by the Board of Directors.

#### **Section 6: Resignation**

- (a) Any Officer may resign at any time by giving written notice to the Board of Directors, the President, or the Secretary of Indiana Soccer Hall of Fame.

Last edited 12-20-2016

- (b) **Effective Date:** An Officer's resignation will take effect when the notice is delivered unless the notice itself specifies a future date. Unless it is otherwise specified in the notice, the acceptance of such resignation will not be necessary to make it effective.

### **Section 7: Removal**

- (a) Any Officer of Indiana Soccer Hall of Fame may be removed by a majority of the Board of Directors with or without cause. However, an Officer's removal will be without prejudice to his or her contract rights, if any.
- (b) Election of an Officer will not of itself create any contract rights.

### **Section 8: Vacancies**

The Board of Directors will fill any vacancy in any office because of death, resignation, removal, disqualification, or any other cause at the Annual Meeting, a regular meeting of the Board of Directors, or at a special meeting called for the purpose of filling the vacancy.

### **Section 9: Executive Director**

- (a) The Board of Directors has the power to employ and, in accordance with applicable law, to terminate the employment of an Executive Director.
- (b) The Executive Director has the responsibility of managing the day-to-day affairs of Indiana Soccer Hall of Fame and administering the programs and policies of the Board of Directors.
- (c) The Executive Director will report directly to the Board of Directors and will keep the Board of Directors fully informed of his or her activities.
- (d) The Executive Director does not have any authority to act for or on behalf of Indiana Soccer Hall of Fame without the express authorization of the Board of Directors.
- (e) The Board of Directors will stipulate the terms and conditions of employment for the Executive Director.
- (f) Subject to budgetary constraints approved by the Board of Directors, the Executive Director may appoint and employ any professional and support staff or agents necessary to serve Indiana Soccer Hall of Fame.

**ARTICLE V**  
**COMMITTEES**

**Section 1: Committees**

- (a) The Board of Directors, by resolution adopted by a majority of the Directors in office, may create one or more committees and appoint Directors or other such persons as the Board of Directors designates to serve on the committee or committees.
- (b) Each committee must include at least one Director.
- (c) All committee members will serve at the pleasure of the Board of Directors.
- (d) To the extent specified by the Board of Directors, each committee may exercise the authority of the Board of Directors in the management of Indiana Soccer Hall of Fame; provided, however, that a committee may not:
  - 1. Adopt a plan for the distribution of the assets of Indiana Soccer Hall of Fame or for dissolution;
  - 2. Fill vacancies on the Board of Directors or on any committees designated by the Board of Directors;
  - 3. Elect, appoint or remove any Officer or Director, or any member of any committee, or fix the compensation of any member of any committee;
  - 4. Adopt, amend, or repeal the Bylaws or the Articles of Incorporation of Indiana Soccer Hall of Fame;
  - 5. Adopt a plan of merger or adopt a plan of consolidation with another corporation;
  - 6. Authorize the sale, lease, exchange, or mortgage of all or substantially all of the property or assets of Indiana Soccer Hall of Fame; or
  - 7. Take any action inconsistent with any resolution or action of the Board of Directors when such resolution or action of the Board of Directors provides, by its terms, that it must not be amended, altered, or repealed by action of a committee.
- (e) Every Committee shall record minutes of all meetings and file approved minutes with the Secretary of the Indiana Soccer Hall of Fame pursuant to Article VIII, Section 1(c).

## **Section 2: Quorum; Voting**

- (a) Unless the appointment by the Board of Directors requires a greater number, a majority of the entire committee will constitute a quorum for committee action at any meeting of the committee.
- (b) The act of a majority of committee members present and voting at a meeting at which a quorum is present will constitute the act of the committee.

## **Section 3: Participation at Meetings by Conference Telephone**

- (a) Committee members may participate in and act at any committee meeting by telephone or other communications equipment so long as all persons participating in the meeting can communicate with each other concurrently.
- (b) Telephonic or electronic committee member participation in a meeting will constitute attendance and presence at the meeting.

## **Section 4: Meetings of Committees**

Subject to action by the Board of Directors, each committee by majority vote of its members shall determine the time and place of meetings and the notice required therefor.

## **Section 5: Informal Action**

- (a) **General:** Any action required to, or which may, be taken at a meeting of a committee may be done so without a meeting if it is consented to in writing by the all of the committee members.
- (b) **Written Consent:** The written consent must be evidenced by one or more written approvals from the committee members; each approval must set forth the action to be taken and provide a written record of approval. The approvals must be delivered to the Secretary of Indiana Soccer Hall of Fame and filed in the corporate records.
- (c) **Effective Date:** Any action taken by a committee pursuant to this Section will be effective when all of the committee members have approved the written consent unless the consent specifies a different effective date.

Last edited 12-20-2016

## **Section 6**

Each Committee shall elect one member to chair the Committee.

## **Section 7: Term; Vacancies**

- (a) **Term:** Each member of a committee will remain on that committee until the next Annual Meeting of Indiana Soccer Hall of Fame and until his or her successor is appointed, unless the committee is terminated or the member is removed from the committee by the Board of Directors.
- (b) **Vacancies:** Vacancies in the membership of any committee may be filled by appointments made in the manner provided for in Article V, Section 1(a).

## **Section 8: Standing Committees of the Board**

### **(a) Finance Committee**

The Finance Committee chairperson shall be the Treasurer. The Board of Directors shall appoint a minimum of two (2) and a maximum of four (4) additional members. The Finance Committee is responsible for fundraising, developing and reviewing the fiscal procedures and the annual budget with input from other members of the Board of Directors. The Finance Committee shall meet quarterly.

### **(b) Governance Committee**

The Governance Committee chairperson and up to four (4) additional members shall be appointed by the Board of Directors. The Governance Committee shall serve the membership as prescribed in these Bylaws and as determined by the Board of Directors. The Governance Committee shall meet as necessary.

### **(c) Nomination Committee**

The Nomination Committee chairperson and up to six (6) additional members shall be appointed by the Board of Directors. The Nomination Committee shall serve the membership as prescribed in these Bylaws and as determined by the Board of Directors. The Nominations Committee shall meet as necessary.

Last edited 12-20-2016

**(d) Selection Committee**

The Selection Committee chairperson and four (4) additional members shall be appointed by the Board of Directors. The Selection Committee shall serve the membership as prescribed in these Bylaws and as determined by the Board of Directors. The Selection Committee shall meet as necessary.

**ARTICLE VI**

**MEMBERSHIP MEETINGS**

**Section 1: Annual General Meeting of Members**

Indiana Soccer Hall of Fame shall have an Annual General Meeting (AGM) of its members. The Board of Directors shall determine the date, time and location of that meeting. Written notification to all Hall of Fame Members shall be made at least thirty (30) days prior to the Annual General Meeting.

**Section 2: Special Meetings**

- (a) The Board of Directors may call a special meeting of the membership at any such time as the Board deems necessary. Written notice of the meeting must be given to all Hall of Fame Members at least thirty (30) days in advance of the special meeting.
- (b) The membership may also call a special meeting if at least twenty- five per cent (25%) of the members sign and deliver a written petition to the Secretary of the Board of Directors.

**Section 3: Quorum**

A quorum shall consist of ten per cent (10%) of the total number of Members. Members must be represented in person.

**Section 4: Proxy Voting**

Proxy voting is not recognized at the Annual General Meeting or at special meetings.

**Section 5: Nominations**

Each year at the Annual General Meeting all Director positions in need of being filled shall be nominated in accordance with these Bylaws.

### **Section 6: Nominations by the Governance Committee**

- (a) The Governance Committee shall notify their nominees at least sixty (60) days prior to the Annual General Meeting of the membership.
- (b) A written acceptance from the nominee must be delivered to the Governance Committee at least forty-five (45) days prior to the Annual General Meeting.
- (c) The Governance Committee shall forward its nominations at least thirty (30) days prior to the Annual General Meeting of the membership.
- (d) Nominations from the floor will not be accepted.

### **Section 7: Elections**

- (a) Each year at the Annual General Meeting all Directors positions needing to be filled shall be elected in accordance with these Bylaws.
- (b) The election of Directors shall occur at the Annual General Meeting by secret ballot, unless the number of candidates is equal to the number needing to be elected, in which case a voice vote may be taken.
- (c) A separate ballot shall be prepared for the general election and for each vacancy.
- (d) Each Director shall be elected by a majority vote of members present.

### **Section 8: Organizational Meeting**

There shall be a Board of Directors meeting immediately following the AGM which shall be the Organizational Meeting in order to elect officers and conduct other business as necessary.

### **Section 9: Board Meeting Observers**

With the exception of executive sessions, non- board members may observe meetings of the Board of Directors. If the meeting is by a means other than in person, the notice will also include the means by which the membership may observe the meeting.

## **ARTICLE VII**

### **INDEMNIFICATION**

- (a) Indiana Soccer Hall of Fame may indemnify any person who was or is a party or is threatened to be made a party to any proceeding by reason of the fact that such person is or was a director, officer, employee, or agent of Indiana Soccer Hall of Fame against expenses (including attorneys' fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by such person in connection with such proceeding if he or she acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Indiana Soccer Hall of Fame.
- (b) To the extent that a present or former director, officer, employee, or agent of Indiana Soccer Hall of Fame has been successful, on the merits or otherwise, in the defense of any proceeding referred to in Section (a) of this Article, or in defense of any claim, issue, or matter therein, such person shall be indemnified against expenses (including attorneys' fees) actually and reasonably incurred by such person in connection with such proceeding if that person acted in good faith and in a manner he or she reasonably believed to be in or not opposed to the best interests of Indiana Soccer Hall of Fame.
- (c) Sections (a) and (b) of this Article will not apply in any proceeding in which the director, officer, employee, or agent is liable for negligence or misconduct in the performance of his or her duties.
- (d) Such rights of indemnification will not be exclusive of any other rights to which such director, officer, or employee may be entitled apart from this provision.
- (e) Indiana Soccer Hall of Fame shall have power to purchase and maintain, at Indiana Soccer Hall of Fame's expense, insurance on behalf of Indiana Soccer Hall of Fame and on behalf of any director, officer, employee, agent, or other person to the extent that power has been or may be granted by statute.
- (f) Indiana Soccer Hall of Fame shall have the power to give other indemnification to the extent permitted by law.



**ARTICLE VIII**  
**BOOKS AND RECORDS**

**Section 1: Corporate Records**

Indiana Soccer Hall of Fame must maintain the following books and records at its registered office or principal place of business:

- (a) Accurate and complete books and records of account;
- (b) The original copy of its Bylaws including all amendments and alterations and any other corporate documents;
- (c) The minutes of the proceedings of either the Board of Directors or any committees established by the Board of Directors;
- (d) All documents relating to Indiana Soccer Hall of Fame's tax status;
- (e) Recent annual reports;
- (f) Copies of Indiana Soccer Hall of Fame's recent newsletters, journals, or other publications;
- (g) Financial statements; and
- (h) All payroll and other personnel records relating to employment.

**Section 2: Right of Inspection**

- (a) **General Right of Inspection:** Any Director may examine and make copies of the books and records related to any of the proceedings of the Board of Directors provided that he or she has a proper purpose for doing so. This inspection must take place at a mutually agreed upon time.
- (b) **Inspection by Agents:** A Director's agent or attorney may be afforded the same right provided under Article VII, Section 2(a).

## **ARTICLE IX**

### **WAIVER OR REDUCTION OF FEES**

It is the general policy of this Corporation that any fees or charges associated with the charitable services or products of Indiana Soccer Hall of Fame will be waived or reduced in accordance with each recipient's ability to pay. The Indiana Soccer Hall of Fame, being organized exclusively for charitable purposes under Indiana law, will strive to make its services and products available to the appropriate general public without undue obstacles to access. The administrative staff will have the discretion to make such waivers or reductions, when appropriate, to ensure the maximum distribution of Indiana Soccer Hall of Fame's charitable services or products.

## **ARTICLE X**

### **MISCELLANEOUS**

#### **Section 1: Principal Office**

- (a) The principal office of Indiana Soccer Hall of Fame in the State of Indiana will be located at 19000 Grand Park Boulevard, Suite J, Westfield, Indiana 46074.
- (b) The Indiana Soccer Hall of Fame will continuously maintain in the State of Indiana a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the state.
- (c) The registered agent shall be the Secretary of the Board of Directors.

#### **Section 2: Depositories**

All funds of Indiana Soccer Hall of Fame not otherwise employed will be deposited from time to time to the credit of Indiana Soccer Hall of Fame in any banks, trust companies, or other depositories designated by the Board of Directors.

#### **Section 3: Checks, Drafts, Notes, Etc.**

- (a) All checks, drafts or other orders for the payment of money and all notes or other evidences of indebtedness issued in the name of Indiana Soccer Hall of Fame must be signed by the individual who has been given signatory authority by the Board of Directors.
- (b) In the absence of such determination by the Board of Directors, such instruments must be signed by the Treasurer and countersigned by the President.

Last edited 12-20-2016

#### **Section 4: Fiscal Year**

The fiscal year of Indiana Soccer Hall of Fame shall be shall be January 1 through December 31.

#### **Section 5: Delivery of Notice**

Any notices will be considered “delivered” when any of the following occurs:

- (a) Notice is transferred or presented to the proper party;
- (b) Notice is deposited in the United States mail with proper postage and is addressed to the proper party at his, her, or its address as it is listed in the records of Indiana Soccer Hall of Fame, or any other contact information appearing on the records of Indiana Soccer Hall of Fame; or
- (c) Notice is transmitted by electronic means such as e-mail, facsimile, or any other method that is authorized in the articles of incorporation

#### **Section 6: Execution of Documents**

- (a) Every contract entered into, including any loans or other evidence of indebtedness, issued in the name of or on behalf of Indiana Soccer Hall of Fame must be authorized or ratified by a resolution of the Board of Directors.
- (b) Except as otherwise provided by law, all checks, drafts, promissory notes, and other evidence of indebtedness issued in the name of Indiana Soccer Hall of Fame and all contracts, deeds, mortgages, and other instruments executed in the name of and on behalf of Indiana Soccer Hall of Fame must be executed and attested by such Officer or Officers, or agent or agents, of Indiana Soccer Hall of Fame and in such manner as shall periodically be determined by resolution of the Board of Directors.

#### **Section 7: Gifts**

The Board of Directors may accept on behalf of Indiana Soccer Hall of Fame any contribution, gift, bequest, or devise for the general purposes or for any special purpose of Indiana Soccer Hall of Fame

#### **Section 8: Stock**

Indiana Soccer Hall of Fame will not have or issue shares of stock.

Last edited 12-20-2016

**Section 9: Compensation**

- (a) The Board of Directors may fix the salaries or other compensation of agents and employees of Indiana Soccer Hall of Fame unless it delegates this authority to the Executive Director.
- (b) No Director or Officer of Indiana Soccer Hall of Fame will receive, directly or indirectly, any income, profit, or other pecuniary benefit from Indiana Soccer Hall of Fame, except reimbursement from Indiana Soccer Hall of Fame's funds for reasonable expenses incurred that, in the opinion of the Board of Directors, were properly incurred in performance of their duties on behalf of Indiana Soccer Hall of Fame, upon submission of proper documentation to the Board of Directors.

**Section 10: Loans to Management**

Indiana Soccer Hall of Fame will make no loans to any of its Directors or Officers.

**Section 11: Construction**

If any portion of these Bylaws is found to be invalid or inoperative, then so far as is reasonable and possible:

- (a) The remainder of these Bylaws will be considered valid and operative; and
- (b) Effect will be given to the intent manifested by the portion held invalid or inoperative.

**Section 12: Effective Date**

Until formally elected, an Acting Board of Directors will approve the initial Bylaws. These Bylaws will then be effective upon acceptance by the duly elected Board of Directors.

**ARTICLE XI**

**AMENDMENTS**

These Bylaws may be altered, amended or repealed, and new Bylaws may be made and adopted at the Annual Meeting of the Indiana Soccer Hall of Fame members, or at any special meeting called for that purpose, by the affirmative vote of a majority of the Hall of Fame members present.