

BY-LAWS
OF
INDIANA ASSOCIATION OF AGRICULTURAL EDUCATORS, INC.

[A NOT-FOR-PROFIT ORGANIZATION]

ARTICLE I
Name

The name of the Corporation is Indiana Association of Agricultural Educators, Inc.

ARTICLE II
Affiliations

The Corporation shall be directly affiliated with The National Association of Agricultural Educators, Inc., and indirectly affiliated with the Indiana Association for Career and Technical Education and the Association for Career and Technical Education.

ARTICLE III
Purposes, Objectives, and Mission

Section 1. This Corporation is a public benefit corporation that shall be organized and operated to promote, encourage, and provide professional agricultural education experiences.

Section 2. In carrying out such purposes, the Corporation may engage in all or some of the following activities:

- (a) providing a forum for the sharing of information and experience on scientific, legal, administrative, and financial aspects of agricultural education;
- (b) fostering and assisting interaction among the agricultural education community, and other organizations, agencies, and individuals concerned with agricultural education; and
- (c) encouraging, supporting, and assisting in the development of local, state, and national agricultural education programs;
- (d) supporting or furthering any other purpose or activity that is from time to time the Corporation may deem appropriate to accomplish its purposes and which are authorized under the Indiana Nonprofit Corporation Act of 1991 (as amended, Indiana Code Sections 23-17-1-1 through 23-17-30-4)(the "Act").

Section 3. The Corporation's objectives are as follows:

- (a) the promotion of quality education at all levels of instruction;
- (b) the recruitment, development, and recognition of effective agricultural educators;
- (c) The application of visionary leadership and responsive customer service
- (d) A sustained communications system that encourages grassroots input and national dissemination;
- (e) An active program to ensure legislative advocacy;
- (f) The maintenance and nurture of a positive relationship within the agricultural education community; and
- (g) The development and maintenance of a secure financial base.

Section 4. The mission of the Corporation is to provide agricultural education experiences for the global community through visionary leadership, advocacy, and service.

Section 5. The Corporation shall be non-stock and non-profit, and shall not be authorized to issue capital stock. The Corporation shall not commit or allow to be committed any act prohibited by Section 501 of the Internal Revenue Code of 1986, as amended, any rules and regulations promulgated thereunder, or the Act.

Section 6. The Corporation is organized exclusively for charitable, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations described under Section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code.

ARTICLE IV Membership

The Corporation will have two categories of membership, whose rights, privileges, duties, limitations, and restrictions shall be governed by these By-Laws and the Corporation's Articles.

Section 1. The membership of the Corporation shall consist of and be open to all individuals whose interests are consistent with the purpose of the Corporation, subject to the eligibility requires as set forth in these By-Laws and the Corporation's Articles.

Section 2. The Corporation shall have two (2) classes of membership:

- (a) Class 1 (Voting Memberships); and
- (b) Class 2 (Non-Voting Memberships)

Section 3. Membership in Class 1 (Voting Memberships) shall be divided into two (2) sub-classes:

- (a) Class 1 Active Membership (“Class 1-A”): Class 1-A Membership shall be limited to any individual adult person, who has paid annual dues, and is qualified to teach Agricultural Science and Business in the State of Indiana or any equivalent course that requires an understanding and knowledge of agriculture in an elementary, secondary, adult, or post-secondary, public or private institution. A Class 1-A member shall be entitled to exercise the entitlements of membership, including but not limited to voting rights and/or ability to hold office within the Corporation.
- (b) Class 1 Ex-Officio Membership (“Class 1-Ex”): Class 1-Ex Membership shall be limited to the current President of the Indiana Association of Agricultural Educators – Purdue, the Coordinator of Agricultural Education at Purdue University, the State Supervisor of Agricultural Education, and the Chair of the Retired Agricultural Teacher’s Group, or any of such person’s designee. Class 1-Ex members shall only be entitled to exercise voting rights with respect to issues properly before their office as allowed under the provisions of these By-Laws. Class 1-Ex members shall not be entitled to hold any other office within the Corporation other than that to which he or she was appointed as an ex-officio member, or in the event he or she is, in a subsequent term, eligible to serve as an ex-officio member of another ex-officio office with the Corporation under the terms of these By-Laws. Nothing in this section shall prevent an ex-officio member from becoming a Class 1-A member upon qualification and meeting of the terms for membership in Class 1-A.

Section 4. Membership in Class 2 (Non-Voting Memberships) shall be divided into the following four (4) sub-classes:

- (a) Associate Membership. Upon payment of annual dues, any individual interested in promoting or supporting the purposes of the Corporation and agricultural education, may become an associate member. Associate members shall have no voting rights and shall not be entitled to hold elective office within the Corporation.
- (b) Student Membership. Upon payment of annual dues, any individual enrolled in a college training program to become a teacher of Agricultural Education, may become a student member. Student members shall have no voting rights and shall not be entitled to hold elective office within Corporation.
- (c) Retired or Out of Service Teacher Membership. Upon payment of annual dues, any individual who has retired from teaching or is no

longer teaching Agricultural Science and Business in the State of Indiana, or any equivalent course that requires an understanding and knowledge of agriculture, in an elementary, secondary, adult, or post-secondary, public or private institution, may become a Retired or Out of Service Teacher member. Retired or Out of Service Teacher members shall have no voting rights and shall not be entitled to hold elective office within Corporation or serve on the Board of Directors, with the exception of the office of Executive Director, which Retired or Out of Service Teacher members may hold upon appointment by the Board of Directors and may exercise voting rights limited to that office, as allowed under these By-Laws.

(d) **Honorary Membership.** Nothing herein contained shall preclude the Corporation, as set forth under the Corporations By-Laws, from granting an Honorary Membership to deserving adult persons. An Honorary members shall be a Class 2 member and shall have no voting rights and shall not be entitled to hold elective office within the Corporation or serve on the Board of Directors, with the exception of the office of Executive Director, which Honorary members may hold upon appointment by the Board of Directors and may exercise voting rights limited to that office, as allowed under these By-Laws.

Section 5. All applicable membership dues to be paid by members of the Corporation, including the dollar amount of such dues and the date upon which such dues are due and payable to the Corporation, shall be determined by the Class 1-A membership at the Corporation's annual business meeting, as hereinafter set forth under Article V, Sections 1, 3 through 5.

Section 6. A member may be removed or have his or her membership and membership privileges revoked, regardless of his or her membership class, only for cause, and only by action duly taken by the Board of Directors (as hereinafter defined under Section VII) at a special meeting of the Board, provided that there is a quorum present, by the affirmative vote of a two-thirds (2/3) majority of the Board present in person (or as otherwise allowed under Article IX below), or by proxy, and provided further, that notice of the intention to act upon such matter shall have been given in the notice calling for the special meeting of the Board.

ARTICLE V Meeting of Members

Section 1. Purpose of Meeting. At least annually, and at such other times as may be necessary, a meeting of the Members shall be held for the purpose of electing the Officers (subject to the provisions of Article VI below), and for such other purposes as may be required by the Corporation's Articles, these By-Laws, or the Act.

Section 2. Annual Meetings. There shall be a meeting of the members each year. At the annual meeting, the Members shall elect the Officers in accordance with the provisions of these By-Laws and transact any such other business as may properly come before the meeting.

Section 3. Special Meetings. A special meeting of the Members for any reason or purpose may be called by the President, by resolution of the Board, or by the written request of at least twenty (20) Members of the Corporation (regardless of the said twenty (20) members class of Membership). The written resolution or request shall be presented to the President or Secretary of the Corporation and describe the purpose for which the meeting is to be held and shall state the purpose for which the meeting is to be called. No business shall be transacted at a special meeting except as stated in the petition or resolution.

Section 4. Notice and Place of Meeting. All meetings of the Members shall be held at any suitable place as designated by the Board. Written notice stating the date, time and place of any meeting, a description of the matter or matters to be considered at the meeting and in the case of a special meeting or when required by the Corporations' Articles, these By-Laws, or the Act, and, the purpose(s) for which the meeting is called, shall be delivered by the Board to each Member, by either U.S. First-Class Mail, facsimile, or electronic mail ("email"), not less than ten (10) days prior to the date of such meeting. Notice of any such meeting may be waived in writing by any Member if the waiver is signed by the Member and is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Attendance at any such meeting in person, by proxy, or by electronic means (as described in Article VIX, below) shall constitute a waiver of notice of such meeting. Each Member, who as in the manner above waived notice of a Members' meeting, who personally attends a Members' meeting or who is represented at such a meeting by a proxy, shall be conclusively presumed to have been given due notice of such meeting. A Member's attendance at a meeting waives objection to lack of notice or defective notice of the meeting, unless the Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, waives objection to holding the meeting or transacting any such business at the meeting. Notice of any adjourned meeting of Members shall not be required to be given if the date, time, and place thereof are announced at the meeting at which the adjournment is taken, except as may be expressly required by law.

Section 5. Voting Rights. Only Class 1-A shall be entitled to vote on any matter or business transacted at a Members' meeting, and shall only be entitled to one (1) vote per issue or matter properly subject to a vote at such meeting, and only one (1) vote per office with respect to election of officers. A Class 1 Member may vote in person or by proxy. If voting by proxy, the Class 1 Member shall designate his attorney in fact in writing, delivered to the Secretary prior to the commencement of the meeting. The Corporation may reject a vote, proxy appointment, waiver, or consent if, the authorized vote tabulation officer(s), acting in good faith, have a reasonable basis for doubt about the validity of the signature or authority. If so

rejected, the Corporation and its officer(s) are not liable in damages to the Member for any consequences of the rejection. Any of the Corporation's actions based on an acceptance or rejection of a vote, consent, waiver, or proxy appointment under this Article is valid unless a court of competent jurisdiction determines otherwise.

Section 6. Quorum. Twenty percent (20%) of the total number of Class 1-A members shall constitute a quorum at all meetings of the Members. If the required quorum is not present, another meeting may be called subject to the same notice requirement, and the required quorum at the subsequent meeting shall be one-half (1/2) of the required quorum at the preceding meeting. No such subsequent meeting shall be held more than sixty (60) days following the preceding meeting. In the absence of a quorum, any officer entitled to preside at, or act as secretary of, such meeting shall have the power to adjourn the meeting from time to time until a quorum shall be constituted. The act of the majority of Class 1-A Members present at a meeting at which a quorum is present shall be the act of the members of the Corporation, unless the act of a greater number is required by law, the Articles, or these By-Laws.

Section 6. Chairman of Members' Meetings. The President shall act as the chairman of all meetings of Members, whether annual, general, or special meetings, if he is present. The chairman shall call the meeting to order at the duly designated time and conduct business as properly before the Members.

ARTICLE VI Officers

Section 1. Number. The officers of the Corporation shall consist of a President, a President-Elect, a Vice President, a Secretary, a Treasurer, a Newsletter Editor, a Past-President, and at least one District Representative. The number of offices within the Corporation may be increased by resolution adopted by not less than a majority of the Board. In the event the number of officers is increased as provided herein, the election of the additional officer shall be by vote of the Class 1-A Members according to a procedure established by resolution of the Board.

Section 2. Election, Qualifications, and Term of Office. The officers, with the exception of the President, Past-President, and District Representative, shall be chosen annually, or as otherwise provided under Section 4, 5, and 6 of this Article, by the Class 1-A Members. Only Class 1-A Members, that have been Class 1-A Members for at least three (3) consecutive years, may be nominated and/or elected to serve as an officer of the Corporation. Provided, however, that the initial officers shall be those identified in the Corporation's Articles.

The election process shall be by ballot or other means as established by the Nominations/Elections Committee (as hereinafter defined under Article VIII, Section 1) ("Elections Committee"), with the nominee receiving the plurality of the votes cast for an office being declared as elected. Members shall be notified by the Elections Committee of the nomination and election process at least forty-five (45) days prior

to the date upon which nominations may first be received for the elections being held. Member shall also be notified by the Elections Committee of the nominees within two weeks following the last date for which nominations may be received as determined by the Elections Committee.

Each officer shall hold office for a term of one (1) year, with the exception of the Treasurer, who shall hold office for a term of three (3) years, until his or her successor is chosen and qualified, or until his or her death, or until he or she has resigned, or until he or she has been removed in the manner hereinafter provided.

Section 3. Nominations. Nominations shall be received shall be due to the Nominations/Elections Committee Chairperson no later than a date and manner established by the Nominations/Elections Committee.

Section 4. Resignations. Any officer may resign at any time by giving written notice to the Board, the President, or the Secretary. Such resignation shall take effect upon delivery unless a later time is specified therein, and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 5. Removal. Any officer may be removed either with or without cause, at any time, by the Board or by the Members at a special meeting called in accordance with Article V, Section 3 above.

Section 6. Vacancies. Whenever any vacancies shall occur in any office by death, resignation, removal, increase in the number of offices of the Corporation, or otherwise, the same shall be filled by majority vote of the Class 1-A Members, and the officer so chosen shall hold office during the remainder of the term for which his or her predecessor was chosen or otherwise provided herein.

Section 7. President. The office of the President shall not be subject to election by the Members, but rather shall be held by the most recent, outgoing President-Elect of the Corporation for a one (1) year term immediately following his or her term as President-Elect of the Corporation. Subject to the general control of the Board of Directors, the President shall manage and supervise all the affairs and personnel of the Corporation, and shall discharge all the usual functions of the chief executive officer of a corporation and perform, such other duties as these By-Laws, the Corporation's Articles, or the Board of Directors may prescribe. The President shall have full authority to execute proxies on behalf of the Corporation and to execute, with the Secretary, powers of attorney appointing other corporations, partnerships, or individuals the agent of the Corporation, all subject to the provisions of the Act, the Articles of Incorporation and these By-Laws. Additionally, the President shall oversee the activities set forth in the Corporation's Annual Tactical Plan. The President shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 8. President-Elect. The President-Elect shall be responsible for planning and managing the Corporation's Tactical Plan, which the he or she shall present in writing to the Members at the Annual Meeting. The President-Elect shall also be responsible for the selection of a mystery speaker for the annual awards banquet and for assisting, where and when needed in the planning of Corporation conferences, workshops, and in-service programs. The President-Elect shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 9. Vice-President. Subject to the control of the Board of Directors, the Vice-President shall, in the absence of the President, perform all of the duties and functions of the President during such absence. Subject to the control of the President, the Vice-President shall perform such duties and functions as the Board of Directors and/or the President shall prescribe. Additionally, the Vice-President shall be responsible for coordinating the Corporation's activities of the Indiana Team AgEd Partners conference and in obtaining sponsorships for the Corporation. The Vice-President shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 10. Secretary. The Secretary shall attend all meetings of the Board of Directors, and shall keep or cause to be kept in a book provided for such purpose a true and complete record of the proceedings of such meetings, and shall perform a like duty, when required, for all committees appointed by the Board of Directors. He or she shall perform such other duties as these By-Laws, the Board of Directors or the President may prescribe. He or she shall give all notices of the Corporation and, in case of his or her absence, negligence or refusal so to do, any notice may be given by a person so directed by the President or by the requisite number of Directors upon whose request the meeting is called as provided by these By-Laws. The Secretary shall also be responsible for planning and conducting, in conjunction with the President-Elect, all workshop programs in cooperation with Indiana Team AgEd Partners. The Secretary shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 11. Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial affairs of the Corporation. He or she shall be the legal custodian of all moneys, notes, securities and other valuables, which may from time to time come into the possession of the Corporation. He or she shall immediately deposit all funds of the Corporation coming into his or her hands in some reliable bank or other depository to be designated by the Board of Directors, and shall keep such bank account in the name of the Corporation. He or she shall furnish at meetings of the Board of Directors, or whenever requested, a statement of the financial condition of the Corporation, and shall perform such other duties as these By-Laws, the Board of Directors or the President may prescribe. The Treasurer shall prepare and provide a certified annual financial statement showing all income and all disbursements of the Corporation during the previous fiscal year at the annual Member Meeting. The Treasurer shall also provide an annual budget for each upcoming fiscal year to the Board prior to June 1st

of each year. The Treasurer may be required to furnish bond in such amount as shall be determined by the Board of Directors. The Treasurer shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 12. Newsletter Editor. The Newsletter Editor shall be responsible for managing the social media page(s). The media platform(s) shall disseminate information to and build relationships among Members. The Newsletter Editor shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 13. Past President. The office of the Past President shall not be subject to election by the Members, but rather shall be held by the most recent, outgoing President of the Corporation for a one (1) year term immediately following his or her term as President of the Corporation. The Past President shall be responsible for planning and coordinating the Corporation's organizational awards, as well as planning any reception for the President and/or awards banquet as may from time to time be determined appropriate by resolution of the Board. In the event of a resignation, vacancy, or removal of the Past President, the Board shall appoint a member from the Class 1-A membership to fill said vacancy for the remainder of the term for which his or her predecessor was to serve. The Past President shall serve as a member of the Executive Committee and Board during his or her term of office.

Section 14. District Representatives. The District Representative or Representatives shall be responsible for coordinating activities within their respective districts, including the holding of District Meetings, at which the District Representative of said district shall serve as chairman, to discuss, coordinate, and carry-out Corporation activities approved by the Board in their respective district, as well as to coordinate nominations and the election of a District Representative for their respective district at the same time as or within a reasonable amount of time following the Annual Meeting at the beginning of the second year of his or her term as District Representative ("District Meeting"). The District Representative or Representative shall be responsible for all other duties as may be determined from time to time to be appropriate by resolution of the Board. All District Representatives shall be considered members of the Board of Directors during his or her term in office.

Section 14(a). District Meetings; Procedure; Quorum. At least once every three (3) years, and at such other times as may be necessary, a meeting of the members of the Corporation residing in each district shall be held for the purpose of electing the District Representative for that respective district, and for such other purposes as may be required by the Corporation under these By-Laws, the Corporation's Articles, or the Act. A special District Meeting for any reason or purpose may be called by the President, by resolution of the Board, by the District Representative, or by the written request of at least five (5) members of the Corporation residing in that respective district (regardless of the class of membership). Notice of such a special meeting shall be sent to each member of the Corporation residing in

that respective district for which a meeting is being held, at his or her residence or usual place of business by letter, fax, or email, at such time that, in regular course, such notice would reach such place not later than during the date immediately preceding the day for such meeting; or may be delivered to a member personally or by telephone at any time during such immediately preceding day. Notice of any such meeting need not be given to any member of a district who has waived such notice, either in writing or otherwise, arriving either before or after such meeting, or who shall be present at the meeting or who executes a consent to action consistent with the By-Laws. Any District Meeting shall be a legal meeting, without notice thereof having been given, if all the members of the district, who have not waived notice thereof in writing, shall be present in person. A majority of the District Members shall be necessary to constitute a quorum for the consideration and approval of any matters, and the act of a majority of the District Members (Class 1-A Members residing in that district) present at a District Meeting at which a quorum is present shall be an act of the District. The District Members shall act only as a district. All minutes of meetings of a District Meeting shall be submitted to the next succeeding meeting of the Board of Directors for approval; but failure to submit the same or to receive the approval thereof shall not invalidate any completed or incomplete action taken by the District Members upon authorization by the Corporation prior to the time at which the same shall have been, or were, submitted as above provided.

Section 14(b). Staggered Election of District Representative District Representatives shall be elected by the Class 1-A Members of the respective district in which he or she wishes to serve the office of District Representative, at a District Meeting held at the same time as or within a reasonable amount of time following the Annual Meeting at the beginning of the second year of his or her term as District Representative. Although not specifically prohibited, District Representative are encouraged not to run for or be elected to consecutive terms in office.

The election process shall be by ballot or other means as established by the Elections Committee, with the nominee receiving the plurality of the votes cast for said office being declared as elected. The geographical boundaries of each district shall be those designated by the State Supervisor of Agricultural Education of the general administration of the State of Indiana's Agricultural Education program. Only Class 1-A Members who have been a Class 1-A member of the Corporation for at least one year at the time of nomination, and who reside in the respective district for which they are running, may be nominated and elected as a District Representative. Each District Representative shall be elected to a three (3) year term, on a staggered schedule to be set forth by resolution of the Corporation. In the event of a resignation, vacancy, or removal of a District Director, the Class 1-A Members of the respective district ("District Members") in which the vacancy exists shall

nominate and elect a new District Representative in a manner established by resolution of the Board.

The schedule set by the Corporation is to elect the District Director by the members present at the Fall District Meetings (FFA Kickoff) following the pattern established below:

2014 – Districts 1,2,3,4

2015 – Districts 5,6,7,8

2016 – Districts 9,10,11,12

Section 15. Delegation of Authority. In case of the absence of any officer of the Corporation, or for any other reason that the Board of Directors may deem sufficient, the Board of Directors may delegate the powers or duties of such officer to any other officer or to any Director, for the time being.

Section 16. Compensation. No Officer shall be compensated for services as an officer of the Corporation.

ARTICLE VII Board of Directors / Control

Section 1. Duties and Number. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, its Board of Directors (hereinafter referred to collectively as “Board,” or “Board of Control”). The Board shall be composed of the Executive Committee, District Representatives, and the President of the IAAE-Purdue, the Coordinator of Agricultural Education at Purdue University, the State Supervisor of Agricultural Education, and the Chair of the Retired Agriculture Teacher’s group, or their designee. The President of the IAAE-Purdue, the Coordinator of Agricultural Education at Purdue University, the State Supervisor of Agricultural Education, and the Chair of the Retired Agriculture Teacher’s group, or their designee shall be ex-officio members of the Board, but shall have full rights of participation in the decision making process of the Board, including voting on all matter properly before the Board during the term of their respective office.

The President of the Corporation shall serve as chairman.

The number of Directors comprising the Board may be increased by resolution adopted by not less than a majority of the Board of Directors. In the event the number of Directors is increased as provided herein, the election of the additional Director or Directors shall be by a vote of the Members according to a procedure established by resolution of the Board.

Section 2. Executive Director. The Board of Directors shall appoint annually, by way of a simple majority vote of the Board, a member of the Class 1-A

Membership, Retired or Out of Service Teacher, or Honorary Membership to serve as the Executive Director of the Corporation. The Executive Director shall perform such duties as set forth by the Board from time to time. The Executive Director shall serve as a member of the Executive Committee and Board during his or her term in office. The Executive Director shall serve on the Board for the term of one (1) year.

Section 3. Other Terms of Office. The officer-members of the Board of Directors shall serve on the Board for the term of his or her respective office, as set forth under Article VI of these By-Laws. The ex-officio members of the Board (The President of the IAAE-Purdue, the Coordinator of Agricultural Education at Purdue University, the State Supervisor of Agricultural Education, and the Chair of the Retired Agriculture Teacher's group, or their designee shall be ex-officio members of the Board) shall serve on the Board for the term of one (1) year. .

Section 4. Chairman of Board of Directors. The President shall preside as Chairman at all meetings of the Board of Directors.

Section 5. Annual Meeting. The Board of Directors shall meet at least annually at some time shortly before the annual meeting of the Members, for the purpose of organization, and consideration of any other business that may properly be brought before the meeting.

Section 6. Regular Meetings. Regular meetings of the Board of Directors may be held at the discretion of the Board and at such time and place as may be selected by the Board.

Section 7. Other Meetings. Special meetings of the Board of Directors may be called at any time by the Chairman of the Board of Directors, and shall be called on the written request of any three members of the Board of Directors. Notice of such a special meeting shall be sent by the Secretary to each Director at his or her residence or usual place of business by letter, at such time that, in regular course, such notice would reach such place not later than during the second day immediately preceding the day for such meeting; or may be delivered by the Secretary to a Director personally at any time during such second preceding day. A Director may waive any notice before or after the date and time stated in the notice. Except for waiver by attendance as provided herein below, such waiver must be in writing, signed by the Director entitled to the notice, and delivered to the Corporation or any officer thereof. By his or her attendance at or participation in a meeting, a Director waives his or her right to object to the lack of notice of such meeting unless the Director at the beginning of the meeting (or promptly upon the Director's arrival) objects to holding the meeting or transacting business at the meeting and does not thereafter vote for or assent to action taken at the meeting. Such meetings may be held at any place within the State of Indiana, as may be specified in the respective notices, or waivers of notice, thereof.

Section 8. Quorum. A majority of the number of Directors prescribed by these By-Laws, from time to time, shall be necessary to constitute a quorum for the transaction of any business except the filling of vacancies, and the act of the majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors unless the act of a greater number is required by law, the Articles, or these By-Laws.

Section 9. Action Without Meeting. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting, if a written consent thereto is signed by all members of the Board of Directors.

Section 10. Resignations. Any Director may resign at any time by giving written notice to the Board of Directors, the Chairman of the Board of Directors, the President, the Secretary, or any other officer of the Corporation. Such resignation shall take effect when the notice is delivered unless the notice specifies a later effective date; and unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective. The resignation of any Director who is also an officer of the Corporation shall be treated and deemed a resignation of both his or her position as a Director AND officer of the Corporation. No officer of the Corporation may resign in his or her capacity as an officer, and remain a Director, nor resign as a Director, and remain an officer of the Corporation.

Section 11. Removal. Any Director may be removed either with or without cause, at any time, by the Board, or by the Members at a special meeting called in accordance with Article V, Section 2 above.

Section 12. Vacancies. Any vacancy or vacancies occurring in the Board caused by a death, resignation or otherwise, other than a vacancy created by removal or an increase in the number of Directors, shall be filled through a vote of a majority of the Class 1-A Members. The replacement Director shall serve for the balance of the term of the Director in respect to whom there was a vacancy.

Section 13. Compensation. No Director shall be compensated for services as a Director, with the exception of the Executive Director who may be compensated for his or her services as the Executive Director of the Corporation as the Board may from time to time determine to be reasonable and appropriate.

Section 14. Powers of the Board of Directors. The Board shall have such powers as are reasonable and necessary to accomplish the performance of their duties. These powers include, but are not limited to, the power:

- (a) to purchase for the benefit of the Corporation such equipment, materials, labor and services as may be necessary in the judgment of the Board; and

(c) to employ legal counsel, architects, contractors, accountants and others as in the judgment of the Board may be necessary or desirable in connection with the business and affairs of the Corporation

ARTICLE VIII

Executive, Nomination/Election, or Other Committee

Section 1. Executive Committee. The Executive Committee shall consist of the President, President-Elect, Vice-President, Secretary, Treasurer, Newsletter Editor, Past-President, and the Executive Director. The Executive Committee shall have the responsibility of coordinating and conducting the affairs of the Corporation between official meetings of the general membership, including but not limited to the formation, determination, and administration of policies and directives of the Corporation's Board and membership.

Section 2. Nomination/Election Committee. The Nomination/Election Committee shall consist of District Directors from odd numbered districts in odd numbered years, and District Directors from even numbered districts in even numbered years. The Chairman of the Nomination/Election Committee shall be appointed by the President. The Nomination/Election Committee shall be responsible for coordinating and ensuring a fair and accurate election for the offices of President-Elect, Vice President, Secretary, Treasurer, and Newsletter Editor, including but not limited to establishing the date on and form and manner in which nominations for all such offices shall be due to the Nomination/Election Committee, and communicating with membership concerning the same.

Section 3. Other Committee(s). The Board of Directors may, by resolution adopted by a majority of the actual number of Directors elected and qualified, from time to time, designate two (2) or more of its number to constitute a committee. The Board of Directors shall have the power at any time to increase or decrease the number of members of the other committee, to fill vacancies thereon, to change any member thereof, and to change the functions or terminate the existence thereof.

Section 4. Powers of the Executive or Other Committee. During the intervals between meetings of the Board of Directors, and subject to such limitations as contained under these By-Laws, or that may be required by law or by resolution of the Board of Directors, the Executive Committee, Nomination/Election Committee, or other committee shall have and may exercise all of the authority of the Board of Directors, except that the executive or other committee shall not have authority, without Board approval to (i) authorize distributions of funds of the Corporation, unless said expenditures / distributions were specific line items approved in the annual budget of the Corporation; (ii) except as otherwise provided in the Act, amend the Articles or adopt, amend or repeal the By- Laws; or (iii) fill vacancies on the Board of Directors or any of its committees, unless otherwise allowed under these By-Laws.

Section 5. Meetings; Procedure; Quorum. Regular meetings of the Executive Committee, Nomination/Election Committee, or other committee may be held, without notice, at such time and place as may from time to time, be fixed by resolution of the committee. Special meetings of the committee may be called at any time by the chairman of the committee. Notice of such a special meeting shall be sent to each member of the committee at his or her residence or usual place of business by letter, at such time that, in regular course, such notice would reach such place not later than during the date immediately preceding the day for such meeting; or may be delivered to a member personally or by telephone at any time during such immediately preceding day. Notice of any such meeting need not be given to any member of a committee who has waived such notice, either in writing or otherwise, arriving either before or after such meeting, or who shall be present at the meeting or who executes a consent to action consistent with the By-Laws. Any meeting of a committee shall be a legal meeting, without notice thereof having been given, if all the members of the committee who have not waived notice thereof in writing or by telegram, shall be present in person. A majority of the committee, from time to time, shall be necessary to constitute a quorum for the consideration and approval of any matters, and the act of a majority of the members present at a meeting at which a quorum is present shall be an act of the committee. The members of a committee shall act only as a committee, and the individual members shall have no power as such. All minutes of meetings of a committee shall be submitted to the next succeeding meeting of the Board of Directors for approval; but failure to submit the same or to receive the approval thereof shall not invalidate any completed or incomplete action taken by the Corporation upon authorization by the committee prior to the time at which the same shall have been, or were, submitted as above provided.

ARTICLE IX

Use of Electronic Means for Meetings and Conducting Business

Any or all of the members of the Corporation may participate in any meeting which they are authorized to attend under the Corporation's Articles, these By-Laws, or the Act, by or through the use of telephonic or video conferencing, or any other means of communication, provided all persons participating in the meeting have a reasonable opportunity to speak and be heard, and participate in the meeting. Participation by these means shall constitute presence in person at the meeting.

ARTICLE X

Special Corporate Acts, Negotiable Instruments, and Contracts

Section 1. Execution of Negotiable Instruments. All checks, drafts, bills of exchange and orders for the payment of money of the Corporation shall, unless otherwise directed by the Board of Directors, or unless otherwise required by law, be signed by one of the following officers: President, Vice-President, Secretary or

Treasurer. The Board of Directors may, however, designate any employee or employees of the Corporation, in addition to those named above, who may, in the name of the Corporation, execute checks, drafts, bills of exchange and orders for the payment of money by the Corporation or in its behalf. Any person handling money shall be bonded.

Section 2. Execution of Deeds, Contracts, and the Like. All deeds, notes, bonds and mortgages made by the Corporation and all other written contracts and agreements, other than those executed in the ordinary course of corporate business, to which the Corporation shall be a party shall be executed in its name by any one or more of, the President, Vice-President, Secretary or Treasurer or by any other officer so authorized by the Board of Directors, acting by resolution; and the Secretary, when necessary or required, shall attest the execution thereof.

Section 3. Ordinary Contracts and Agreements. All written contracts and agreements into which the Corporation enters in the ordinary course of business operations shall be executed by the President and/or Treasurer of the Corporation or by any other officer or agent of the Corporation designated by an officer of the Corporation to execute such contracts and agreements.

ARTICLE XI

Indemnification of Officers and Directors

Section 1. Indemnification.

(a) Non-Liability of Directors. The Directors shall not be liable to the members of the Corporation or any other persons for any error or mistake of judgment exercised in carrying out their duties and responsibilities as Directors, except for their own individual willful misconduct, bad faith or gross negligence. The Corporation shall indemnify and hold harmless and defend each of the Directors against any and all liability to any person, firm or corporation arising out of contracts made by the Board on behalf of the Corporation, unless any such contract shall have been made in bad faith. It is intended that the Directors shall have no personal liability with respect to any contract made by them on behalf of the Corporation.

(b) Additional Indemnity of Officers and Directors. To the extent not inconsistent with the terms and conditions of the Declaration, the Corporation shall indemnify each member of the Board of Directors, each incorporator, each officer and each employee or agent of the Corporation against all liability and expenses (including legal fees and disbursements), judgments, fines, penalties and amounts paid in settlement or upon execution of judgment, that may be incurred by or on his behalf, to the fullest extent now or hereafter permitted by law, in connection with any threatened, pending or completed action, suit, proceeding, including the appeal thereof, whether civil, criminal, administrative or investigative, brought or threatened to be brought against him or her by reason of his or her performance as a

director or officer of Corporation, or in any other capacity on behalf of Corporation and shall continue as to an individual who has ceased to be a director or officer of the Corporation, and shall inure to the benefit of the heirs, executors, administrators and legal representatives of such individual. The rights of indemnification provided for herein shall not be deemed the exclusive rights to which any director or officer of the Corporation may be entitled.

Section 2. Expenses. All direct expenses incurred by one or more individuals entitled to be indemnified by the Corporation in defending any such action, suit or proceeding shall be paid by the Corporation on behalf of each such individual as such expenses are incurred, in advance of the final disposition of such action, suit or proceeding if:

- (a) the individual entitled to indemnification furnishes the Corporation a written affirmation of such individual's good faith belief that such individual has met the standard of conduct required by law; and
- (b) the individual entitled to indemnification furnishes the Corporation a written undertaking, executed personally or on the individual's behalf, to repay the advance if it is ultimately determined that the individual did not meet the required standard of conduct; and
- (c) determination is made that the facts then known to those making the determination would not preclude indemnification under applicable law.

Section 3. Liability Insurance. If so decided by the Board of Directors, the Corporation shall purchase and maintain, on behalf of any person who is a Director, officer, employee or agent of the Corporation, insurance against any liability asserted against him or her or incurred by him or her in any such capacity or arising out of his or her status as such whether or not the Corporation would have the power to indemnify him or her against such liability under law.

Section 4. Effect of Indemnification Rights. The foregoing provisions for indemnification shall be deemed to be a contract between the Corporation and each person entitled to indemnification thereunder and no such person's rights to indemnification shall be diminished or otherwise adversely affected by any repeal, amendment or modification of the foregoing provisions which occurs subsequent to such person becoming an officer, Director, employee or agent of the Corporation.

ARTICLE XII Fiscal Management

Section 1. Fiscal Year. The fiscal year of the Corporation shall begin each year on the first day of July and end on the last day of June of the next year.

Section 2. Books of Account. Books of account of the Corporation shall be kept under the direction of the Treasurer in accordance with generally accepted accounting principles, and shall include a current, accurate and detailed record of receipts and expenditures affecting the Property, specifying and itemizing the Common Expenses.

Section 3. Inspection. All non-confidential books, records and accounts, and all vouchers accrediting the entries made thereupon, shall be available for examination by an Class 1-A Member or any duly authorized agent or attorney of a Class 1-A Member at any time during normal business hours for purposes reasonably related to his interest as a Class 1-A Member of the Corporation. Copies of non-confidential documents will be made available to a Class 1-A Member at Member's expense. All requests for inspection and/or copies of documents must be made through a member of the Board of Directors.

Section 4. Auditing. If a majority of the Class 1-A Membership vote at a meeting of the membership to have an audit of the books and records of the Corporation, such audit will be conducted by an independent Certified Public Accountant at the close of the fiscal year or at such other such time as designated by the Class 1-A Members. If such audit is conducted, it shall be made available within 120 days after said affirmative vote by the Members.

Section 5. Annual Financial Statement. Prior to the annual meeting of the Corporation, the Board of Directors shall cause to be prepared and delivered to the Members an annual financial statement, certified to by the Treasurer, showing all income and all disbursements of the Corporation during the previous fiscal year. To the extent possible, such financial statement shall be based upon the report prepared pursuant to Section 15.04. The requirements of this Section 15.05 shall be satisfied if the Board causes to be delivered to each member prior to the annual meeting of the Corporation a copy of the report prepared pursuant to Section 15.04.

Section 6. Execution of Corporation Documents. With the prior authorization of the Board of Directors, all notes and contracts shall be executed on behalf of the Corporation by either the President or Vice President, and all checks shall be executed on behalf of the Corporation by such officers, agents, or other individuals as are from time to time so authorized by the Board.

Section 7. Distribution of Assets. Upon the dissolution of the Indiana Association of Agricultural Educators, all assets should go to the Indiana FFA Foundation.

ARTICLE XIII
Amendments to By-Laws

Section 1. Procedure. The Board of Directors may make, alter, amend or repeal these By-Laws only by a simple majority vote of the Members at a Special Meeting, at which a quorum is present, called for the purpose of making, altering, amending or repealing these By-laws as allowed for under Article V of these By-Laws.

Section 2. Amended and Restated By-Laws. The amended and restated By-Laws may be executed by the President of the Corporation at any time following a simple majority vote of the Members at a Special Meeting, at which a quorum is present, assenting to such amendment or restatement, and shall, upon recording in the office of the Secretary of the State of Indiana, be conclusive evidence of all amendments contained therein and may thereafter be referred to in lieu of the original By-Laws and the various amendments thereto.

ARTICLE XIV Miscellaneous

Section 1. Personal Interests. No Person shall have or receive any earnings from the Corporation, except a person or organization who is an independent contractor employed or engaged by the Corporation may receive fair and reasonable compensation for his/its services as an independent contractor, and a person may also receive principal and interest on monies loaned or advanced to the Corporation as provided under Indiana law.

Section 2. Parliamentary Authority. The parliamentary rules contained in the latest edition of "Robert's Rules of Order, Newly Revised" shall govern the Corporation in all cases to which they are applicable and in which they are not inconsistent with applicable federal or state statutes, National Association of Agricultural Educator's By-Laws, or with these By-Laws, and any special rules of order the Corporation may hereafter properly adopt.