

**BYLAWS
OF
INDIANA NATIVE PLANT AND WILDFLOWER SOCIETY**

**ARTICLE 1
NAME AND OFFICES**

Section 1.1 Name. The name of this corporation shall be “Indiana Native Plant and Wildflower Society, Incorporated” hereafter referred to as “INPAWS” or the “Corporation”.

Section 1.2 Business Office. The principal office of the Corporation shall be located within the State of Indiana as shall be determined by the Board of Directors, hereafter referred to as “Board.” The Corporation may, at its discretion, change the location of the principal office at any time.

Section 1.3 Registered Office. The Corporation shall maintain a registered office within the State of Indiana, and shall have a registered agent whose address is identical with the address of such registered office, in accordance with requirements of the Indiana Nonprofit Corporation Act of 1991, hereafter referred to as “Act.” The registered agent and address of the registered office may be changed by a resolution of the Board.

**ARTICLE 2
PURPOSE**

Section 2.1 Nonprofit Corporation. The Corporation is established as a non-profit corporation for any lawful purpose permitted under Indiana law. The Corporation shall be organized and shall at all times operate under the Act.

Section 2.2 Specific Objectives and Purposes. The Corporation is a public benefit corporation. The Corporation is organized and shall be operated exclusively for the following educational, scientific, literary, and charitable purposes:

To promote the appreciation, preservation, conservation, utilization, and scientific study of the flora native to Indiana.

To educate the public about the value, beauty, diversity, and environmental importance of indigenous vegetation.

To engage in any such other educational, scientific, literary, historical, philanthropic, and charitable pursuits, related to the above, as the Corporation may from time to time deem appropriate.

Section 2.3 Governing Instruments. The Corporation shall be governed by its Articles of Incorporation and these Bylaws and shall be subject to the limitations of and have all powers conferred by the Act and section 501(c)(3) of the Internal Revenue Code.

ARTICLE 3 MEMBERS

Section 3.1 Annual Membership. Annual membership in the Corporation shall be open to any individual, family, association, society, partnership, firm, company and/or corporation after completing membership application and paying membership dues. The Board has authority to establish membership classes and fees as it deems appropriate. There shall be an unlimited number of members, and membership may not be restricted for any reason.

ARTICLE 4 BOARD OF DIRECTORS

Section 4.1 General Powers. The Board of Directors shall be the governing body of the Corporation. All corporate powers of the Corporation conferred by the Articles of Incorporation, the Bylaws, and the Act shall be exercised by, or under the authority of, the Board, and the business and affairs of the Corporation shall be managed by, or under the direction of, the Board.

Section 4.2 Authority and Responsibility. The Board shall have supervision, control and direction of the management, affairs and property of the Corporation; shall determine its policies or changes therein; shall actively pursue its purposes and objectives and shall supervise the disbursement of its funds. The Board may adopt, by majority vote, the business of the Corporation as shall be deemed advisable, and may adopt rules and regulations that are not inconsistent with law or these bylaws for the conduct of their meetings and the management of the affairs of the Corporation.

- (a) The Board, by resolution adopted by a majority of the Directors or as set forth in these Bylaws may, in the execution of the powers granted, delegate certain of its authority and responsibility, to the extent permitted by applicable law, to a Council, composed of a representative of each local INPAWS chapter and chairs of various programs and functions. The president, with the approval of a majority of the members of the Board, shall appoint the committee chairs and determine which additional functions should be represented on the Council. The Council shall not have any general power or authority over the Corporation, but only such limited scope and power as specifically designated by the Board through its resolution or these Bylaws. The delegation of authority to the Council does not operate to relieve the Board, or any individual director, from any responsibility imposed on them by law.
- (b) Notwithstanding any other provision of these Bylaws or the Articles of Incorporation, 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) any political campaign on behalf of, or in opposition to, any candidate for public office.

Section 4.3 Number, Election, and Tenure.

The Board shall be composed of a maximum of twelve members. These members, hereafter called directors, shall include three types, based on their purpose and method of election. The three types are officer directors, at-large directors, and transitional directors.

- (a) Officer directors include president, vice-president, secretary, and treasurer. These directors shall be elected at the annual meeting. Officer directors shall remain as a full member of the Board for an additional one year after their term in their respective office ends.
- (b) At-large directors shall be elected at the annual meeting. A maximum of four such directors shall be allowed on the board.
- (c) Four transitional directors may be elected by the Board with the intent of adding individuals who are willing to serve a term as an officer of the Board, or to fill a vacancy on the Board. These directors can serve for a maximum of one year before standing for election as either an at-large director or an officer director at the annual meeting.
- (d) Officer directors and at-large directors may be elected for up to three (3) consecutive terms, and may be re-elected for up to two (2) additional consecutive terms following a one (1) year break in service as a director.
- (e) The terms for officer directors and at-large directors shall be for two years, except that the term for an officer director elected to fill a vacancy shall be for the remaining time in the term of that office. Terms shall begin on the first day of January following their election.
- (f) Each director shall hold office until the expiration of his or her term or until his or her death, resignation or removal, whichever is sooner.
- (g) If a director does not attend, in person or via teleconference call, two (2) consecutive regularly scheduled Board meetings without a valid excuse, as determined and confirmed by the Board, he or she may be deemed to have resigned for failure to attend a stated number of meetings. Such vacancies will remain vacant for the remainder of the term unless filled as set forth herein.
- (h) Resignations are effective when the Board or the Secretary of the Corporation receives written notification.
- (i) A director may be removed with or without cause by a majority vote of the Board at any regular or called meeting of the Board. The President shall notify the director of the Board action.
- (j) Any vacancy in the Board, including an authorization by the Board of an increase in the number of directors, may be filled by a majority vote of the remaining directors from a group of candidates proposed by the Nominating Committee. A director elected to fill a vacancy shall be selected for the unexpired term of that director's predecessor in office.

Section 4.4 Election.

(a) There shall be a Nominating Committee, appointed by the President and consisting of three (3) directors. Each member of the committee shall have one (1) vote and decisions shall be made by majority.

(b) Nominations to the Board shall be made without regard to race, color, national origin, religion (creed), age, disability, marital status, gender, gender expression, or sexual orientation. Nominations shall be based on the individual's character, willingness to abide by the Bylaws and the Corporation's general standards of conduct, potential contribution to the mission of the Corporation, and expressed desire to support the goals of the Corporation. Each nominee must be a member of the Corporation. To be considered for reelection by the Nominating Committee, current Board members must have been an active participant in the activities of the Corporation during the previous term and must have attended at least half of all regularly scheduled Board meetings either in person or via teleconference.

(c) If needed to fill a vacancy or increase the number of directors, candidates chosen by the Nominating Committee shall be elected as a director by a majority vote of the remaining directors with such election to take place at any regularly scheduled meeting. Each current director shall be entitled to one vote in such an election.

Section 4.5 Compensation. No director of the Corporation shall receive, directly or indirectly, any salary, compensation or payment therefrom. Notwithstanding this, the reasonable expenses actually incurred by a director in the performance of the director's duties, and in furtherance of the Corporation's business may be paid or reimbursed by the Corporation at the discretion and with the prior approval of the President.

Section 4.6 Conflict of interest. Directors shall refrain from engaging in any Interested Transactions with the Corporation that is inconsistent with the conscientious performance of their fiduciary duties as directors of a non-profit, charitable corporation. Interested Transactions is defined as when a director or one or more of the director's spouse, ascendants, and/or descendants (a) directly or indirectly owns a significant financial interest in the entity seeking to do business with the Corporation; (b) manages any business entity that does or seeks to do business with the Corporation; or (c) is a director, officer, member, or employee of the entity doing or seeking to do business with the Corporation. Any possible conflict of interest shall be disclosed to the Board by the person concerned. When any conflict of interest is relevant to a matter requiring action by the Board, the interested person shall call it to the attention of the Board, or its appropriate committee, and such person shall not vote on the matter; provided however, any director disclosing a possible conflict of interest may be counted in determining the presence of a quorum at a meeting of the Board or a committee thereof. The Board shall adopt a conflict of interest policy to be followed by the Directors in executing their duties. The policy shall be provided to all Directors before they shall become eligible to vote on Board action.

Section 4.7 Meetings. The Board shall hold at least four (4) regular meetings per calendar year. At least fourteen (14) days' notice shall be given of the time and place of all meetings. Notice shall be by mail, email, or fax. Meetings of the Board shall be at such dates, times, and places as the Board shall determine. Special meetings of the Board may be called by

the President or at the request of one-third of the current Directors. Notice of the date, time and place of any special meeting of the Board shall be given at least forty-eight (48) hours before such meeting.

Section 4.8 Quorum and Voting. Fifty percent (50%) of the voting directors shall constitute a quorum for the transaction of business at any meeting of the Board. Each director shall be entitled to one (1) vote and the vote of a majority of the directors present in person or by teleconference at a meeting at which a quorum is present shall be the act of the Board unless a greater number is specifically required by these Bylaws, by the corporation's Articles of Incorporation or by law. If less than a quorum is present at a meeting, directors may be contacted by phone or other audible electronic means, provided that all directors participating may be able simultaneously to hear each other, for their vote on issues that come before the Board, and they shall be deemed to be present at the meeting for purposes of that vote.

Section 4.9 Meetings by Electronic Means. Members of the Board or any committee thereof may participate in a meeting of the Board or committee by means of conference telephone, audible electronic transmission, or similar communications equipment by which all persons participating in the meeting can hear each other at the same time.

Section 4.10 Action Without a Meeting. 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 a majority of the directors or the members of such committee, as the case may be, consents thereto in writing or by electronic transmission and the writing or electronic transmission is filed with the minutes of proceedings of the Board or committee.

Section 4.11 Committees. The Board may, by resolution adopted by a majority of the directors present at a Board meeting, establish committees of the Board, which, except for the Nominating Committee, may include non-board members. The President shall appoint the chair of each such committee. The committee chair may appoint additional committee members as appropriate. The President will be an ex-officio, non-voting member of all such committees. The authority of such committees shall be limited to the authority specifically included in the resolution establishing them.

ARTICLE 5 OFFICERS

Section 5.1 Titles. The officers of the Corporation shall be President, Vice-President, Secretary, Treasurer, and such other officers as the Board may deem necessary.

Section 5.2 Nominating Committee. The Nominating Committee, described above in Section 4.4, shall nominate candidates for officer positions.

Section 5.3 Annual Meeting. INPAWS shall hold an annual meeting of members each year, which may be combined with other educational programs which further the mission of INPAWS. Each member of INPAWS present at that meeting shall be entitled to one vote. The nominees for officer directors and at-large directors are to be reported to the membership by mail or email before the annual meeting. In case of the death, resignation, or removal of an officer

pursuant to Section 5.5, the Board may elect a replacement who shall serve until the next Annual Meeting.

Section 5.4 Resignation. Resignations are effective when the Board or the Secretary of the Corporation receives written notification, or upon an effective date contained within that notification.

Section 5.5 Removal. The Board may remove an officer by majority vote at a meeting or by action in writing, pursuant to Section 4.10, whenever in the Board's judgment the best interests of the Corporation will be served thereby. Any such removal shall be without prejudice to the contract rights, if any, of the person so removed.

Section 5.6 President. The President shall be a director of the Corporation, and shall preside at all regular and special meetings of the Board. The President shall annually present to the Board a report on the activities of the Corporation during the preceding year, shall assure that all orders and resolutions of the Board are carried into effect and shall generally perform all other duties incident to the office, required by the Bylaws or from time to time assigned to him or her by the Board. The President shall be authorized, in the absence of the Treasurer, to sign checks, drafts, and other orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation. The President shall also be authorized to enter into any contract or agreement authorized by the Board, to sign statements and reports required to be filed with state or federal officials or agencies, and to execute in the corporate name, along with the Secretary, any instrument or other writing.

Section 5.7 Vice President. The Vice-President shall be a director of the Corporation and shall preside at meetings of the Board in the absence of the President. The Vice-President shall also perform such other duties and have such other authority and powers as the Board may prescribe, or the President may delegate.

Section 5.8 Secretary. The Secretary shall be a director of the Corporation and shall record upon the books and records of the Corporation the proceedings of the Corporation and of the Board at their respective meetings. The Secretary shall prepare, in conjunction with the President and Treasurer, statements and non-tax reports required to be filed with state and federal officials. The Secretary shall also authenticate records of the Corporation as necessary and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board.

Section 5.9 Treasurer. The Treasurer shall be a director of the Corporation, and shall keep full and accurate accounts of receipts and disbursements of the Corporation, deposit all monies and other valuables in the name and to the credit of the Corporation into depositories designated by the Board, and sign checks, drafts, and other orders for the payment of money. The Treasurer shall disburse the funds of the Corporation as ordered by the Board, make reports of the finances of the Corporation annually and whenever requested by the Board, and arrange for an annual audit of Corporation finances. The Treasurer shall prepare, or have prepared by an outside entity, annual tax reports required to be filed with state and federal officials, and shall perform such other duties as may be required by these Bylaws or as may be assigned by the Board of Directors. At the end of his or her term of office, the Treasurer shall deliver to his or

her successor all books, monies, and other property of the corporation then in his or her possession.

ARTICLE 6 INDEMNIFICATION

Section 6.1 Indemnification Permitted.

(a) The Corporation shall indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending, or completed action, suit or proceeding, whether civil, criminal, administrative or investigative (other than an action by or in the right of the corporation), by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise, against expenses (including attorney fees), judgments, fines, and amounts paid in settlement actually and reasonably incurred by him or her in connection with such action, suit or 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 the Corporation and, with respect to any criminal action or proceeding had no reasonable cause to believe his or her conduct was unlawful. The termination of any action, suit, or proceeding by judgment, order, settlement or conviction, or upon a plea of nolo contendere or its equivalent, shall not of itself create a presumption that the person did not act in good faith and in a manner which he or she reasonably believed to be in, or not opposed to, the best interests of the Corporation, and with respect to any criminal action or proceeding, had reasonable cause to believe his or her conduct was unlawful.

(b) The Corporation may indemnify any person who was or is a party, or is threatened to be made a party, to any threatened, pending or completed action, suit or proceeding by or in the right of the Corporation to procure a judgment in its favor by reason of the fact that he or she is or was a director or officer of the Corporation or is or was serving at the request of the Corporation as a director, officer, employee, fiduciary or agent of another corporation, partnership, joint venture, trust or other enterprise against expenses (including attorney fees) actually and reasonably incurred by him or her in connection with the defense or settlement of such action, suit or 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 the Corporation; but no indemnification shall be made in respect of any claim, issue, or matter as to which such person has been adjudged to be liable for negligence or misconduct in the performance of his or her duty to the Corporation unless and only to the extent that the court in which such action or suit was brought determines upon application that, despite the adjudication of liability, but in view of all circumstances of the case, such person is fairly and reasonably entitled to indemnification for such expenses which such court deems proper.

Section 6.2 Indemnification Required. To the extent a director or officer of the Corporation has been successful on the merits or otherwise in defense of any action, suit or proceeding referred to in Section 6.1 of these Bylaws, or in defense of any claim, issue or matter therein, he or she shall be indemnified against expenses (including attorney fees) actually and reasonably incurred by him or her in connection therewith.

Section 6.3 Indemnification of Others. Subject to the other provisions of this Article 6 the Corporation shall have power to indemnify its employees and agents to the extent not prohibited by the Act or other applicable law. The Board shall have the power to determine whether employees or agents shall be indemnified.

Section 6.4 Determination of Permitted Indemnification. Any indemnification under Sections 6.1 and 6.2 of these Bylaws (unless ordered by a court) shall be made by the Corporation only as authorized in the specific case upon a determination that indemnification of the director, officer, employee, fiduciary or agent is proper in the circumstances because he or she has met the applicable standard of conduct set forth in Section 6.1 and 6.2 above. Such determination shall be made by the Board of the Corporation by a majority vote of a quorum consisting of directors who were not parties to such action, suit or proceeding, or, if such a quorum is not obtainable, or even if obtainable, if a quorum of disinterested directors so directs, by independent legal counsel in a written opinion, or by the members of the Corporation.

Section 6.5 Advancement of Expenses. Expenses (including attorney fees) incurred in defending a civil or criminal action, suit or proceeding may be paid by the Corporation in advance of the final disposition of such action, suit or proceeding as authorized in Section 6.2 and 6.3 of these Bylaws upon receipt from the director, officer, employee, fiduciary or agent of a written affirmation of his or her good faith belief that he or she has met the standard of conduct set forth in Section 6.1 above, and upon receipt of an undertaking by, or on behalf of, the director, officer, employee, fiduciary or agent to repay such amount unless it is ultimately determined that he or she is entitled to be indemnified by the Corporation as authorized in this Article 6.

Section 6.6 Other Indemnification Rights. The indemnification provided by this Article 6 shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any bylaw, agreement, vote of members of the Corporation or disinterested directors or otherwise, and any procedure provided for by any of the foregoing, both as to action in his or her official capacity and as to action in another capacity while holding such office, and shall continue as to a person who has ceased to be a director, officer, employee, fiduciary or agent and shall inure to the benefit of heirs, executors and administrators of such a person. In addition to indemnification rights granted under this Article 6, and not in lieu hereof, those indemnified hereunder shall be entitled to the same rights with respect to indemnification as are provided by statute under the Act.

Section 6.7 Indemnification in Criminal Actions. No indemnification shall be made in respect of any criminal action or proceeding as to which a person covered by 6.1 shall have been adjudged to be guilty unless and only to the extent that the court in which such action or proceeding was brought shall determine upon application that, despite the adjudication of guilt, but in view of all the circumstances of the case, such person is entitled to indemnification for such expenses or fines which such court shall deem proper.

Section 6.8 Period of Indemnification. Any indemnification pursuant to this Article 6 shall be applicable to acts or omissions which occurred prior to the adoption of this Article 6, and shall continue as to any indemnified party who has ceased to be a director, officer, employee, fiduciary or agent of the Corporation and shall inure to the benefit of the heirs and personal representatives of such indemnified party. The repeal or amendment of all or any portion of

these Bylaws which would have the effect of limiting, qualifying or restricting any of the powers or rights of indemnification provided or permitted in this Article 6 shall not, solely by reason of such repeal or amendment, eliminate, restrict or otherwise affect the right or power of the Corporation to indemnify any person, or affect any right of indemnification of such person, with respect to any acts or omissions which occurred prior to such repeal or amendment.

Section 6.9 Insurance. By action of the Board, notwithstanding any interest of the directors in such action, the Corporation may, subject to 6.10 hereof, purchase and maintain insurance, in such amounts as the Board may deem appropriate, on behalf of any person indemnified hereunder against any liability asserted against him or her and incurred by him or her in his or her capacity of or arising out of his or her status as an agent of the Corporation, whether or not the Corporation would have the power to indemnify him or her against such liability under applicable provisions of law. The Corporation may also purchase and maintain insurance, in such amounts as the board may deem appropriate, to insure the Corporation against any liability, including without limitation, any liability for the indemnifications provided in this Article 6.

Section 6.10 Right to Impose Conditions to Indemnification. The Corporation shall have the right to impose, as conditions to any indemnification provided or permitted in this Article 6 or otherwise, such reasonable requirements and conditions as the Board may deem appropriate in each specific case, including but not limited to any one or more of the following: (a) that any counsel representing the person to be indemnified in connection with the defense or settlement of any action shall be counsel that is mutually agreeable to the person to be indemnified and to the Corporation; (b) that the Corporation shall have the right, at its option, to assume and control the defense or settlement of any claim or proceeding made, initiated or threatened against the person to be indemnified; (c) that any and all directors and officers liability insurance proceeds available be exhausted prior to the Corporation's expenditure of corporate funds for indemnification; and (d) that the Corporation shall be subrogated, to the extent of any payments made by way of indemnification, to all of the indemnified person's right of recovery, and that the person to be indemnified shall execute all writings and do everything necessary to assure such rights of subrogation to the Corporation.

Section 6.11 Limitation on Indemnification. Notwithstanding any other provision of these Bylaws, the Corporation shall neither indemnify any person nor purchase any insurance in any manner or to any extent that would jeopardize or be inconsistent with qualification of the Corporation as an organization exempt from federal income taxation under Section 501(a) of the Internal Revenue Code or that would result in liability under Section 4941 of the Internal Revenue Code.

ARTICLE 7 AMENDMENTS

Section 7.1 Power to Amend Bylaws. The Board shall have the power to alter, amend, or repeal any section of these Bylaws. Action by the Board with respect to Bylaws shall be taken by the affirmative vote of at least two-thirds of the directors present at a meeting at which a quorum is present as provided in Section 4.8. The notice of such meeting shall (a) meet the requirements of Section 4.7; (b) state that the purpose of the meeting is to consider a proposed

amendment to the bylaws; and (c) contain or be accompanied by a copy or summary of the amendment or state the general nature of the amendment.

ARTICLE 8 MISCELLANEOUS

Section 8.1 Account Books and Minutes. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board and committees. All books and records of the Corporation may be inspected by any director or his or her accredited agent or attorney, for any proper purpose at any reasonable time.

Section 8.2 Fiscal Year and Audit. The fiscal year of the Corporation shall be January 1 through December 31. After the close of each fiscal year of the Corporation, financial transactions of the Corporation for the preceding fiscal year shall be audited, as determined and directed by the Board, and a report of any such audit and other financial reports shall be made to the Board.

Section 8.3 Conveyances and Encumbrances. Property of the Corporation may be assigned, conveyed or encumbered by such officers of the Corporation as may be authorized to do so by the Board, and such authorized persons shall have power to execute and deliver any and all instruments of assignment, conveyance and encumbrance; however, the sale, exchange, lease or other disposition of all or substantially all of the property and assets of the Corporation shall be authorized only in the manner prescribed by the applicable law.

Section 8.4 Designated Contributions. The Corporation may accept any designated contribution, grant, bequest or device consistent with its general tax exempt purposes, as set forth in the Corporation's Articles of Incorporation. As so limited, donor designated contributions will be accepted for special funds, purposes or uses, and such designation generally will be honored. However, the Corporation shall reserve all right, title and interests in and to, and control of, such contributions, as well as full discretion as to the ultimate expenditure or distribution thereof in connection with any special fund, purpose or use. Further, the Corporation shall retain sufficient control over all donated funds (including designated contributions) to assure that such funds will be used to carry out the Corporation's tax exempt purposes.

Section 8.5 Loans to Directors and Officers Prohibited. No loans shall be made by the Corporation to any of its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the Corporation for the amount of such loan until it is repaid.

Section 8.6 No Private Inurement. The Corporation is not organized for profit and is to be operated exclusively for the promotion of social welfare in accordance with the purposes stated in the Corporation's Articles of Incorporation. The net earnings of the Corporation shall be devoted exclusively to charitable and educational purposes and shall not inure to the benefit of any private individual. No director or person from whom the Corporation may receive any property or funds shall receive or shall be entitled to receive any pecuniary profit from the

operation thereof, and in no event shall any part of the funds or assets of the Corporation be paid as salary or compensation to, or distributed to, or inure to the benefit of any member of the Board; provided, however, that (a) any director may, from time to time, be reimbursed for his or her actual and reasonable expenses incurred in connection with the administration of the affairs of the Corporation, and (b) the Corporation may, by resolution of the Board, make distributions to persons from whom the Corporation has received contributions previously made to support its activities to the extent such distributions represent no more than a return of all or a part of the contributor's contributions.

Section 8.7 References to Internal Revenue Code. All references in these Bylaws to provisions of the Internal Revenue Code are to the provisions of the Internal Revenue Code of 1986, as amended, and shall include the corresponding provisions of any subsequent federal tax laws.

Section 8.8 Severability. The invalidity of any provision of these Bylaws shall not affect the other provisions hereof, and in such event these Bylaws shall be construed in all respects as if such invalid provisions were omitted.

Section 8.9 Dissolution. Upon the dissolution of the organization, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. The plan of distribution shall be adopted by two-thirds (2/3) affirmative vote of the administrative Board of Directors. Any such assets not disposed of shall be disposed of by a court of competent jurisdiction of the county in which the principal office of the organization is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.

Section 8.10 Indiana Nonprofit Corporation Act. The provisions of the Indiana Nonprofit Corporation Act of 1991, as amended, applicable to any of the matters not specifically covered herein, are hereby incorporated by reference in and made a part of these bylaws.

ARTICLE 9 CHAPTERS

Section 9.1: Members of state INPAWS may, upon approval of the Board, form a chapter. At least five members residing in a local area shall first apply in writing to the Board, stating their purpose, the proposed name of the chapter, and the chapter's proposed territory.

Section 9.2: Each chapter shall elect a president and such other officers as it deems necessary.

Section 9.3: Chapters shall adopt their own Bylaws, which must be consistent with those of the state INPAWS. The fiscal year of each chapter shall commence on January 1. Each chapter shall submit a financial report to the State INPAWS Treasurer for the fiscal periods ending in June and December within one month of the end of each period.

Section 9.4: Each chapter shall manage its own finances. A portion of each INPAWS member's dues, determined by the Board, will be provided to the member's chapter to support chapter activities. The State INPAWS Treasurer shall submit these funds to the chapters on at least a quarterly basis.

Section 9.5: Each chapter shall biennially designate a representative to the Council to serve for a period of two (2) years. Each chapter shall report a chapter representative vacancy and any new chapter representative designee immediately to the Secretary of INPAWS.

Section 9.6: Chapter representatives may be represented by an alternate authorized by the chapter. Said alternate will have all rights and privileges of the chapter representative at the Council meeting.

Section 9.7: All INPAWS members are automatically members of a chapter, assigned by region, and are entitled to all the privileges pertaining thereto. Members of the Corporation from outside Indiana may select a chapter to join.

Section 9.8: In the absence of express written authorization of the Board, no chapter, chapter officer, or chapter member shall have the power to act for or bind INPAWS financially or otherwise. Chapters shall hold harmless INPAWS from any liability in connection with activities or functions of the chapters.

Section 9.9: The Board, by a two-thirds majority vote at a regularly scheduled meeting, may suspend or annul a chapter charter if that chapter is deemed to have taken action inconsistent with the policies of INPAWS or if it has ceased to function as a chapter. Before any vote is taken on suspension or annulment, the Secretary shall give notice to the chapter involved and allow the chapter time for presenting arguments or for complying with requests which the Board may make. Suspension or annulment of a chapter shall not affect the standing of any member of the chapter in the state INPAWS.

Section 9.10: Upon the dissolution of a chapter, all assets belonging to the chapter shall revert to the State INPAWS.

ARTICLE 10 MEETINGS OF THE GENERAL MEMBERSHIP

Section 10.1: The Annual Meeting of the general membership of INPAWS shall be held at a time and place designated by the Board. The Board may call other meetings at any time. Adequate notification of the date, time, place, and purpose of the meeting shall be given to each member of INPAWS prior to the meeting.

Section 10.2: One third of the total membership or fifty members, whichever is less, shall constitute a quorum.

BYLAWS CERTIFICATE

The undersigned certifies that [s]he is the Secretary of the Indiana Native Plant and Wildflower Society, an Indiana nonprofit corporation, and that, as such, [s]he is authorized to execute this certificate on behalf of said corporation, and further certifies that the foregoing Bylaws, consisting of thirteen (13) pages, including this page, constitute the Bylaws of the Corporation, duly adopted by the Board of Directors of the Corporation.

Dated:

Secretary