

**BY-LAWS  
OF THE  
PRADER-WILLI SYNDROME ASSOCIATION OF INDIANA  
INCORPORATED**

**ARTICLE I**

**Name**

Section 1.     Name. The name of the organization is: Prader-Willi Syndrome Association of Indiana Incorporated (the "Corporation").

Section 2.     Jurisdiction. The Corporation shall be incorporated under the Articles of Incorporation in the State of Indiana pursuant to the provisions of IND. CODE §23-17-1-1, et seq. known as the Indiana Nonprofit Corporation Act of 1991.

**ARTICLE II**

**Purposes**

Section 1.     Purposes. The purposes of the Corporation shall be:

- a.     to protect and promote the best interests of all persons affected by Prader-Willi syndrome;
- b.     to act as a vehicle of communication on Prader-Willi syndrome related matters and to publish and distribute such materials to all members of the Corporation (but not necessarily restricted to members of the Corporation);
- c.     to promote the establishment and improvement of facilities and the management of such facilities for the treatment, study, education, shelter, recreation, recuperation and other general benefit to persons affected by Prader-Willi syndrome;
- d.     to act as a focus for scientific, educational, research and charitable activities related to the Prader-Willi syndrome;
- e.     to receive, hold and disburse gifts, bequests and funds arising from all sources;
- f.     to acquire, own and maintain real estate, buildings, and other property, real or personal, incidental, necessary, or proper to carry out the purposes;
- g.     to do all the things necessary or incidental to the accomplishment of such purposes;

h. to perform any purposes for which not-for-profit corporations are authorized under the Indiana Nonprofit Corporation Act of 1991 (the "Act") as may be amended from time to time; and

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

### **ARTICLE III**

#### **Areas of Operation**

Section 1. Areas of Operation. The areas of operation of the Corporation shall primarily be within the State of Indiana, but are not restricted to any location in any state of the United States or any foreign country. It is the intent of the Corporation to serve all races, creeds and nationalities throughout the world for the purposes stated in Article II.

### **ARTICLE IV**

#### **Membership and Dues**

Section 1. Membership. Membership shall be open to all persons, institutions, organizations, etc. that pay the yearly membership dues regardless of location, race, creed, nationality, age or other qualifications that could be considered discriminative or restrictive. Application for membership shall be made by forwarding the name, address (and phone number, if available) and one year's membership dues to the operating headquarters of the Corporation.

Section 2. Annual Dues. The amount of annual dues and categories of membership shall be established by the Board of Directors at the Annual Meeting.

Section 3. Voting Allocation. The voting privileges for each membership category are as follows:

- a. Individual - one vote
- b. Family - two votes
- c. Organization - one vote

Section 4. Voting Procedure. Voting shall take place at the annual membership meeting by ballot cast in person or by written proxy. Cumulative voting shall not be allowed. Any member whose dues are not current shall not have voting privileges until all dues in arrears are paid. Proxy ballots must be mailed directly to the Corporation office and received no later than fourteen (14) days prior to the date of the annual membership meeting.

Section 5. Secretary's Certification. All questions concerning voting shall be decided by the Secretary and that decision shall be final. The Secretary shall certify the results of all elections and announce those results to the membership.

Section 6. Termination of Membership. If the dues of any member remain unpaid for sixty (60) days after the mailing of a notice of delinquency, the membership shall automatically terminate. Membership may be reinstated upon payment of the dues.

## ARTICLE V

### Board of Directors

Section 1. General Powers. The control and management of the affairs of the Corporation shall be vested in its Board of Directors. Directors need not be members of the Corporation.

Section 2. Number and Tenure. The number of Directors shall be not less than three (3) nor more than twenty (20). The Directors shall be elected annually at the regular Annual Meeting of the members. If the election of Directors shall not be held at such meeting, such election shall be held as soon thereafter as conveniently possible. Each Director shall hold office until a successor has been duly elected and qualified or until the event of death, removal or resignation. Directors need not be residents of the State of Indiana. Each Director shall be eligible for re-election. The Board of Directors shall have the power to increase or decrease, within the limits prescribed by the Articles of Incorporation, the number of Directors by a vote of the majority of the Directors present at a properly called meeting of the Board of Directors. The Directors shall be divided into three (3) classes, each class to serve for a usual term of three (3) years; the terms shall be staggered by designating one class to have an initial term of one (1) year, the second class to have an initial term of two (2) years, and the third class to have an initial term of three (3) years.

Section 3. Regular Meetings. A regular annual meeting of the Board of Directors shall be held without additional notice, immediately after, and at the same place as, the Annual Meeting of members. The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, for the holding of additional regular meetings of the Board without other notice than such resolution.

Section 4. Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the President, the Executive Director or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place, either within or without the State of Indiana, as the place for holding any special meeting called by them.

Section 5. Notice of Special Meetings. Notice of any special meeting of the Board of Directors shall be given at least two (2) days previously thereto by written notice delivered personally or sent by mail or other acceptable method to each Director at his address as shown by the records of the Corporation. The presence of any Director at any meeting shall constitute a waiver of notice of such meeting, except where a Director attends a meeting for the express purpose of objecting to the transaction of any business because the meeting is not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special

meeting of the Board need be specified in the notice or waiver of notice of such meeting, unless specifically required by law or these Bylaws.

Section 6. Quorum. A majority of the entire Board of Directors shall constitute a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the existing Directors shall constitute a quorum.

Section 7. Manner of Acting. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors.

Section 8. Informal Action by Directors. Any action required or permitted to be taken at any meeting of the Board of Directors or of any committee thereof may be taken without a meeting, if prior to such action a written consent to such action is signed by all members of the Board or of such committee as the case may be, and such written consent is filed with the minutes of proceedings of the Board or committee.

Section 9. Power to Appoint Executive Committee. The Board of Directors shall have power to appoint by resolution adopted by a majority of the entire Board an executive committee composed of two or more Directors, who, to the extent provided in such resolution, shall have and exercise the authority of the Board of Directors in the management of the business of the Corporation between meetings of the Board.

Section 10. Power to Make Bylaws. The Board of Directors shall have the power to make and alter any bylaw or bylaws, including the fixing and altering of the number of Directors.

Section 11. Power to Elect and Appoint Officers. The Board of Directors shall select an Executive Director, a President, one or more Vice Presidents, a Secretary and a Treasurer. The Board shall have the power to appoint such other officers and agents as the Board may deem necessary for transaction of the business of the Corporation. Any officer or agent may be removed by the Board of Directors when, in the judgment of the Board, the interests of the Corporation will be served thereby. The Board shall also have power to fill any vacancy in any office occurring for any reason.

Section 12. Delegation of Powers. For any reason deemed sufficient by the Board of Directors, whether occasioned by absence or otherwise, the Board may delegate all or any of the powers and duties of any officer to any other officer or Director, but no officer or Director shall execute, acknowledge or verify any instrument in more than one capacity.

Section 13. Removal. A Director may be removed for cause by a vote of two-thirds (2/3) of all Directors then in office. Such action shall be taken at a regular meeting of the Board of Directors or at a special meeting called for such purpose, and the proposed removal shall be set forth in a notice of any such regular or special meeting, sent at least ten (10) days prior thereto.

Section 14. Compensation. The Directors shall not receive any stated salaries for their services, but by resolution of the Board of Directors, a fixed sum commensurate with services actually rendered and expenses of attendance, if any, may be allowed for each regular or special

meeting of the Board provided that nothing herein contained shall be construed to preclude any Director from serving the Corporation in any other capacity and receiving reasonable compensation for that service.

Section 15. Chairperson. One member of the Board of Directors shall be elected by a plurality of the Board to serve as Chairperson of the Board of Directors. It shall be the responsibility of the Chairperson to call the annual meeting of the Board and any other meetings deemed necessary and to prepare the agenda and conduct such meetings.

## ARTICLE VI

### Officers

Section 1. Officers. The Board of Directors shall elect or appoint the officers of the Corporation. The officers of the Corporation shall be the following: an Executive Director, a President, one or more Vice-Presidents, a Secretary, a Treasurer and such other officers as may be deemed desirable by the Board of Directors. Any two or more offices may be held by the same person, except the offices of President and Secretary.

Section 2. Election and Term of Office. The officers of the Corporation shall be elected annually from and by the Board of Directors at the regular annual meeting of the Board of Directors. Each officer shall hold office for one (1) year or until a successor shall have been duly elected and qualified, unless earlier removed by the Board of Directors. All officers and agents can be removed at any time by the affirmative vote of the majority of the members of the Board of Directors. Officers shall be eligible for reelection.

Section 3. President. The President shall be the chief executive officer of the Corporation. The President shall preside at all meetings of the membership. Under the Board's direction, the President shall have general supervision over the affairs of the Corporation and over the other officers. The President shall communicate to the membership or to the Board of Directors such matters and make such suggestions as may tend to promote the welfare and increase the usefulness of the Corporation. The President shall sign all written contracts of the Corporation and shall perform all such other duties as are incident to this office or as may be prescribed by the Board of Directors.

Section 4. Executive Director. The Executive Director will manage the day to day operations of the Corporation and report to the President and Chairperson. This office will have the authority to hire (and terminate) the necessary staff to perform the routine duties associated with the operation of the Corporation consistent with the budgetary funding approved by the Board of Directors.

Section 5. Vice President(s). The Vice President(s), in the order designated by the Board of Directors shall perform the duties specified in Section 3 of this Article in the absence or disability of the President. In addition, the Vice President(s) shall perform duties and assignments which may from time to time be delegated by the President or the Board.

Section 6.     Secretary. The Secretary shall have the responsibility for ensuring that notices required by these Bylaws are issued, and shall ensure that minutes of all meetings of the Board of Directors and membership be adequately kept. The Secretary shall have responsibility for all corporate books, records and papers, all written contracts of the Corporation, shall be the custodian of the corporate seal and shall have the responsibility to give notices, to keep a record of all proceedings, to attest documents and perform such other duties as are usual for such an official or as may be duly assigned.

Section 7.     Treasurer. The Treasurer shall have custody of all moneys and securities of the Corporation and shall give bond in such sums and with such surety as the Directors may require, conditioned upon the faithful performance of this office. The Treasurer shall be responsible for the financial integrity of the Corporation and shall keep an account of all moneys received and expended for the use of the Corporation and shall report at the Annual Meeting and periodically to the Board of Directors or membership on the financial status of the Corporation. The Treasurer shall establish the necessary controls and checks for the handling and accounting of all financial transactions of the Corporation. The Treasurer shall perform all such other duties as are incident to this office as Treasurer.

Section 8.     Vacancies. Vacancies among elected and appointed officers occurring during the annual terms thereof shall be filled by the Board of Directors.

Section 9.     Compensation. No officer or member of the Board of Directors shall receive directly or indirectly any salary, compensation or other monetary benefits from the funds accruing to the Corporation, except that with the approval of the Board of Directors, (i) the Secretary and/or (ii) the Treasurer, when required to perform the daily administrative tasks of the Corporation, may be reasonably compensated.

Section 10.    Standing and Special Committees. The President shall, with the approval of the Board of Directors, appoint such standing or special committees of such size as the President or Board of Directors may deem necessary to properly carry on the activities and affect the purposes of the Corporation. Such committees shall perform as the President or the Board of Directors may direct.

Section 11.    Rules. Each Committee may adopt rules for its own governing not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 12.    Additional Duties and Responsibilities. The officers of the Corporation shall attend all Board meetings but shall have no vote as such officers. Any member may hold two offices, with the exception that the President may not also be Secretary.

## **ARTICLE VII**

### **Meetings**

Section 1.     Annual Meeting. The Annual Meeting of the members shall be held in October, or at such other time as may be determined, for the purpose of electing Directors and for the

transaction of such other business as may come before the meeting. The rights and responsibilities of the membership at the Annual Meeting shall consist of discussion, following recognition by the presiding officer and the casting of a written ballot for the following purposes:

- a. to elect members of the Board of Directors;
- b. to approve, if necessary, the Corporation's auditors;
- c. to vote on changes to the Bylaws brought before the membership; and
- d. to vote on motions properly brought for consideration of the membership.

Unless otherwise approved, only those motions submitted and seconded in writing one (1) month prior to the Annual Meeting will be eligible to be voted upon by the membership.

Section 2. Special Meetings. Special meetings of the members may be called by the President, the Board of Directors or not less than one-third of the members having voting rights.

Section 3. Place of Meeting. The Board of Directors may designate any place, either within or without the State of Indiana, as the place of meeting for the Annual Meeting or for any special meeting called by the Board of Directors. If no designation is made or if a special meeting be otherwise called, the place of meeting shall be the principal office of the Corporation in the State of Indiana, but if all of the members shall meet at any time and place, either within or without the State of Indiana and consent to the holding of a meeting, such meeting shall be valid without call or notice, and at such meeting any corporate action may be taken.

Section 4. Notice of Meetings. A written or printed notice stating the place, day and hour of the meeting and, in the case of a special meeting, the purpose for which the meeting is called, shall be delivered or mailed by the Secretary, or by the officer or person calling the meeting to each member of record entitled to vote at that meeting, at the address which appears on the records of the Corporation, at least ten (10) days before the date of meeting. Notice of any meeting of members may be waived in writing filed with the Secretary or by attendance in person.

Section 5. Informal Action by Members. Any action required by law to be taken at a meeting of the members, or any action which may be taken at a meeting of members, may be taken without meeting if a consent in writing, setting forth the action so taken, shall be signed by all of the members entitled to vote with respect to the subject matter thereof.

Section 6. Quorum. Quorums are established as follows:

- a. At the Annual Meeting of the membership, those members present in person or by proxy shall constitute a quorum.
- b. At any meeting of the Board of Directors, a majority of the members of the Board shall constitute a quorum.

Section 7. Proxies. At any meeting of members, a member entitled to vote may vote by proxy executed in writing by the member or by a duly authorized attorney-in-fact. No proxy

shall be valid after eleven months from the date of its execution, unless otherwise provided in the proxy.

Section 8. Voting list. The Secretary shall keep at all times at the principal office of the Corporation, a complete and accurate list of all members entitled to vote at any meeting of the members which may be inspected by any member, for any purpose, at any reasonable time.

Section 9. Conduct of Meeting. Meetings of the Directors shall be presided over by the President or other officer of the Corporation. The Secretary of the Corporation, or in the Secretary's absence, a person chosen at the meeting shall act as Secretary of the meeting.

Section 10. Unanimous Consent. If the Directors shall consent in writing to any action to be taken by the Corporation, such action shall be a valid corporate action as though it had been authorized at a meeting of the Directors and the written consent shall be filed with the minutes of the proceedings of the Board of Directors.

Section 11. Telephonic Conferences. A member may participate in any meeting of the members by a conference telephone or similar communication equipment by which all persons participating in the meeting may hear each other. Participation in a meeting pursuant to this section constitutes presence in person at the meeting.

## ARTICLE VIII

### Finance

Section 1. Source of Funds. The source of funds for the Corporation shall include membership dues, donations, grants, contracts, bequests, and other contributed funds to be held, administered and disposed of in accordance with the purposes of the Corporation.

Section 2. Dispersal of Funds. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, directors, officers or other private persons, except the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, make expense reimbursements to eligible qualified families to attend the National Conference or meet crisis needs, and to make research grants.

Section 3. Approval of Expenses. Approval of the President and Executive Director shall be required for expenditures of funds up to \$2,500 which have not previously been approved as part of the annual budget. Approval of the finance committee chair and the Chair of the Board shall be required for expenditures of funds between \$2,501 and \$5,000 which have not previously been approved as part of the annual budget. Approval of the full finance committee and the Chair of the Board shall be required for expenditures of funds between \$5,001 and \$10,000 which have not previously been approved as part of the annual budget. Approval of the full Board of Directors shall be required for expenditures in excess of \$10,000 which have not previously been approved as part of the annual budget.

Section 4. Fiscal Year. The fiscal year of the corporation shall be the calendar year.



**ARTICLE IX**

**Committees**

Section 1. The Board of Directors has the authority to establish such committees as deemed necessary.

**ARTICLE X**

**Liability and Indemnification**

Section 1. Liability. No officer, director, agent or employee of the Corporation shall be held civilly liable for an act or omission by that person if the act or omission was in good faith, was in the course and scope of the person's responsibility and did not constitute willful or reckless misconduct.

Section 2. Indemnification. The Board of Directors MAY indemnify any person who is or was a party to any action, suit or proceeding brought by any party by reason of the fact that he or she is or was an officer, director, agent or employee of the Corporation or was serving at the request of the Corporation against expenses, attorney's fees, judgments, fines or amounts paid in settlement of any such claims if the person is not otherwise covered by a policy of insurance for such matters, if the act or omission giving rise to the claim for indemnification is not determined by the Board of Directors to be willful or reckless misconduct.

**ARTICLE XI**

**Amendment to the Bylaws**

Section 1. These bylaws may be amended or revised at the Annual Meeting by the Board of Directors by an affirmative vote of two-thirds (2/3) of all the Directors, or by the affirmative vote of a majority of the members present plus those represented by proxy, provided that the notice of such meeting contained a summary of the proposed amendment or amendments.

Section 2. These bylaws may also be amended without previous notice by a unanimous vote of the Board of Directors at any annual or special meeting.

**ARTICLE XII**

**Parliamentary Authority**

Section 1. Robert's Rules of Order (current edition) shall govern the conduct of business in all cases in which they are applicable.