



BYLAWS

OF

USO of INDIANA, INC.

2009 REVISION

Effective: September 1, 2009

BYLAWS
OF
USO of INDIANA, INC.

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BYLAWS OF USO of INDIANA, INC.

ARTICLE 1 NAME

Section 1.1. The name of the Corporation is USO of Indiana, Inc.

ARTICLE 2 REGISTERED OFFICE; PRINCIPAL OFFICE

Section 2.1. Registered Office

The Corporation shall have a registered office within the State of Indiana at such location as the Board of Directors may from time to time designate.

Section 2.2. Principal Office

The Corporation shall have a principal office within the State of Indiana at such location as the Board of Directors may from time to time designate.

ARTICLE 3 PURPOSES

Section 3.1. Purposes

The Corporation is organized exclusively for charitable purposes within the meaning of Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding section of any future revenue code) to further the aims and discharge the objects, functions and purposes of USO, Inc, a Congressionally chartered, non-governmental, non-profit organization, by serving the religious, spiritual, social, welfare, educational, and entertainment needs of men and women in the Armed Forces of the United States and their families. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth above. 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 or behalf of or in opposition to any candidate for public office. Notwithstanding any other provisions of these Articles of Incorporation, the Corporation shall not carry on any other activities not permitted to be carried on by: (1) a corporation exempt from Federal Income tax under Section 501(c)(3) of the Internal Revenue Code, as amended (or the corresponding section of any future federal tax code); (2) by a corporation contributions to which are deductible under Section 170(c)(2) of the Internal Revenue Code, as amended (or the corresponding section of any future federal tax code).

Section 3.2. Mission

The USO Mission is to provide morale, welfare and recreation-type services to our men and women in uniform.

Section 3.3 Vision

The Vision of USO Indiana is to provide the best possible services available to the uniformed service men and women within the State of Indiana.

ARTICLE 4 MEMBERSHIP

Section 4.1

No Membership. The Corporation does not have members.

ARTICLE 5 USO COMPLIANCE

Section 5.1

In all cases, the policies and procedures of the Corporation shall be in compliance and consistent with USO, Inc.'s, Policies and Procedures for Chartered Affiliates.

ARTICLE 6 BOARD OF DIRECTORS

Section 6.1 Management of Corporation by Board of Directors

The affairs of the Corporation shall be managed by its Board of Directors.

Section 6.2 Composition

The Board of Directors of the Corporation shall be composed of fifteen (15) individuals. Those fifteen (15) directors shall be known as the "elected Directors" for purposes of these Bylaws.

Section 6.3 Term of Office

The initial term of office of an elected Director shall be for one (1) year with the ability to be elected to two (2) additional consecutive terms of two (2) years each. The maximum continuous time a Director may serve on the Board of Directors is five (5) years, unless, in the case of the immediate past president, his/her term could be extended if their maximum term of office would conclude at the end of their presidency or their responsibilities as the immediate past president. An individual may be re-elected to the Board of Directors after a one (1) year respite, after the initial five (5) years of eligibility has been fulfilled, for two additional consecutive two year terms, and this process may be repeated.

Section 6.4 Eligibility

To be elected and to serve as an "elected Director", the individual must be: (1) at least eighteen (18) years of age; (2) a resident of the State of Indiana; (3) have demonstrated skills in the field of management; (4) have working knowledge of philanthropic ventures; and, (5) be of good moral character.

Section 6.5 Nomination and Election of Directors

The elected Directors shall be nominated by any member of the Board of Directors sixty days prior to the annual meeting; the nominating Director shall be responsible for presenting the candidate's credentials to all other members of the Board of Directors. Directors shall be elected by the Board of Directors at the first annual meeting of the Board of Directors after a vacancy has occurred.

Section 6.6 Ex-Officio, Non-Voting Members

The Executive Director and the Center Coordinators and each standing committee chairperson, as referenced in Article 8 of these Bylaws, shall each serve as an ex-officio, non-voting member of the Board of Directors; provided, however, in the event the person holding any such position also is a Director, that person's status on the Board shall be as a Director rather than an ex officio, non-voting member. Such an ex-officio, non-voting member of the Board of Directors shall be entitled to receive notice of all meetings of the Board of Directors and to participate in deliberations of the Board at such meetings. She/he shall not, however, be considered to be a "Director" of the Corporation for any purpose under the Indiana Nonprofit Corporation Act of 1991, the Articles of Incorporation, or these Bylaws (e.g. quorum, action without a meeting).

Section 6.7 Filling of Vacancy on the Board of Directors

Any vacancy in an elected directorship caused by death, resignation, disqualification, removal, or otherwise shall be filled by the Board of Directors, by election of a new Director to fill the unexpired term. A vacancy which will occur at a specified later date because of a resignation effective at a later date may be filled before the vacancy occurs; however, the new Director may not take office until the vacancy occurs.

Section 6.8 Annual Meeting

The annual meeting of the Board of Directors shall be held each year within three (3) calendar months after the end of the Corporation's fiscal year for the purpose of electing Directors, electing officers as necessary, and the transaction of such other business as may properly come before the meeting. The place and time of the annual meeting shall be determined from time to time by the Board of Directors.

Section 6.9 Regular Meetings

A regular meeting of the Board of Directors is one for which the time and place of the meeting is fixed by the Board of Directors; it includes the annual meeting of the Board of Directors. Regular meetings of the Board of Directors may be held at such place and time as shall be approved from time to time by the Board for the transaction of such business as may come before the meeting. The Board of Directors shall hold at least six (6) regular meetings each calendar year.

Section 6.10 Special Meetings

A special meeting of the Board of Directors is any meeting of the Board of Directors which is not a regular meeting. Special meetings of the Board of Directors may be held whenever called by the President, or upon written request of any five (5) Directors. The business to be transacted at any special meeting of the Board shall be limited to those items of business stated in the notice of the meeting; provided, however, additional items of business may be acted upon by the affirmative vote of a two-thirds (2/3) majority of the entire number of Directors present at the special meeting.

Section 6.11 Notice of Meetings; Waiver of Notice

6.11.1 Notice of Meetings

Meetings of the Board of Directors shall be preceded by notice to each Director and each ex-officio, non-voting member of the Board of Directors, which notice shall state the date, time, and place of the meeting and, in the case of a special meeting, the items of business to be transacted. Regular meetings of the Board of Directors shall be preceded by notice of not less than seven (7) calendar days to each Director; special meetings shall be preceded by notice of not less than three (3) calendar days.

Notice shall be given by the President or the Secretary. It may be communicated by any of the following: (a) orally or in writing in person; (b) orally or in writing by telephone, telegraph, teletype, or other form of wire or wireless communication; or, (c) in writing by mail. If given by (b) or (c), the notice must be directed or addressed to the Director at the Director's address as listed in the most current records of the Corporation.

A notice of a meeting of the Board of Directors is effective: (a) when received; or (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; or (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

6.11.2 Waiver of Notice

Notice of any meeting of the Board of Directors may be waived by any Director and any ex-officio, non-voting member of the Board of Directors either before or after the meeting; the waiver must be: (a) in writing; (b) signed by the Director or the ex-officio, non-voting member of the Board of Directors entitled to the notice; and, (c) filed with the minutes of the meeting or the corporate records.

An individual's attendance at or participation in a meeting waives any required notice to that individual of the meeting unless the individual, at the beginning of the meeting or promptly upon the individual's arrival, objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 6.12 Place of Meetings

All meetings of the Board of Directors shall be held at such place as may be determined from time to time by the Board of Directors. In the absence of such a Board determination, the meeting shall be held at the principal office of the Corporation.

Section 6.13 Quorum

A quorum of the Board of Directors consists of a simple majority of the Directors in office immediately before a meeting begins. In the absence of a quorum, a majority of the Directors present may adjourn the meeting to a certain place and time and the President or the Secretary shall give all absent Directors not less than two (2) calendar days prior notice of the adjourned meeting's place and time. At the adjourned meeting, a quorum consists of one-third (1/3) of the number of Directors in office immediately before the adjourned meeting begins (but not less than five (5) Directors).

If a quorum is present when a vote is taken, the affirmative vote of a majority of the Directors present when the vote is taken is the action of the Board of Directors unless a greater majority is required by law or these Bylaws.

Section 6.14 Board Action Without a Meeting

Any action which may be taken at a meeting of the Board may be taken without a meeting if the action is taken by all members of the Board of Directors entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed by each Director; and, (c) included in the minutes or filed with the corporate records reflecting the action taken. These evidences may be collected by email or fax. An action taken under this Section is effective when the last Director signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 6.15 Participation by Telephone or Other Means

The Board of Directors may permit any or all of the Directors or ex-officio, non-voting members of the Board of Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors and ex-officio, non-voting members of the Board of Directors participating may simultaneously hear each other during the meeting. An individual participating in a meeting by this means is considered to be present in person at the meeting.

Section 6.16 Resignation

A Director or ex officio, non-voting member of the Board of Directors of the Corporation may resign at any time by delivering written notice her/his resignation to one (1) of the following: (a) the Board of Directors at its corporate address; (b) the President; or, (c) the Secretary. Unless the resignation specifies a later effective date, a resignation is effective: (a) when received; or (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; or (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation.

Section 6.17 Removal

The Board of Directors may, with or without cause, by a two-thirds (2/3) affirmative vote of the entire number of Directors, remove a Director from office prior to the normal

expiration of the Director's term of office. Such removal may only occur at a meeting for which the meeting notice states that a purpose of the meeting is the removal of the Director.

Section 6.18 Attendance

Each elected Director is required to attend seventy five percent (75%) of all scheduled meetings of the Board of Directors in a calendar year. Failure to do so shall automatically remove such Director from the Board.

Section 6.19 Participation

Each elected Director shall participate in a minimum of two service member events that are conducted by the Events Committee each calendar year. The Director will be expected to attend other Board functions as directed by the Board.

Section 6.20 Strategic Plan

The Board of Directors will develop and maintain a Corporate Strategic Plan for the USO of Indiana, Inc. Each Director is expected to participate in the development and maintenance of the Strategic Plan. The Strategic Plan shall be reviewed and updated on an annual basis.

Section 6.21 Annual Report

The Board of Directors will publish an annual report within the first sixty (60) days of each calendar year. This report will be made available to all interested parties and distributed to appropriate military and community leaders. The report will give an accurate accounting of the current events, programs, and financial status of the USO of Indiana.

Section 6.22 Compensation

Members of the Board of Directors as such shall not receive any compensation for their services, but by resolution of the Board of Directors may be reimbursed for expenses associated with representing the Corporation at meetings, conferences or other events. Nothing in these Bylaws shall be construed to preclude any member of the Board of Directors from serving the Corporation in any other capacity and receiving compensation therefore.

Section 6.23 Insurance

The Board of Directors shall purchase insurance in sufficient amount to protect the assets of the Corporation. The insurance shall cover all liabilities the Corporation may incur, including the indemnification of past and present Directors, officers, employees or agents of the Corporation.

To the extent allowed by the laws of the State of Indiana, every person including the heirs, estate, executors, administrators and personal representative of any person who is or was a Director or officer of the Corporation must be indemnified by the Corporation as provided in the Act.

Section 6.24 Confidentiality

Each Director, Officer, employee, or agent of the Corporation is sworn to confidentiality on matters concerning the Corporation, until the Board of Directors makes public the matters concerning the Corporation. Breach of Confidentiality is grounds for termination of any Director, Officer, Employee, or Agent of the Corporation.

Section 6.25 Director's Conflict of Interest

A contract or other transaction between the Corporation and a Director or any other corporation, firm, association or entity in which a Director is a director or officer or is

financially interested, may not be either void or voidable because of this relationship or interest or because the Director is present at the meeting of the Board of Directors or a committee of the Board of Directors which authorizes, approves or ratifies the contract or transaction or because the Director's votes are counted for such purposes, if:

(a) The fact of the relationship or interest is disclosed or known to the Board of Directors or committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director

(b) The contract or transaction is fair and reasonable to the Corporation

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes approves or ratifies the contract or transaction.

ARTICLE 7 OFFICERS

Section 7.1 Officer Nomination, Election, and Term of Office

The officers of the Corporation shall consist of a President, a Vice President, a Secretary, a Treasurer, and such other officers as the Board shall deem advisable. The President, the Vice President, the Secretary and the Treasurer shall be nominated and elected by the Board six (6) months prior to its annual meeting, with officers taking office at the annual meeting and shall hold office for a term of one (1) year until the end of the annual meeting of the Board of Directors one (1) year later and until her/his successor is elected and qualified except in the event of her/his earlier death, resignation, disqualification or removal. Any other officers shall be appointed by the Board of Directors and serve at the will of the Board of Directors; such other officers may be created at any Board of Directors meeting.

Section 7.2 Eligibility

The President, the Vice President, the Secretary and the Treasurer must be an elected Director of the Corporation to be eligible to be elected and to serve. No other officer of the Corporation is required to be an elected Director of the Corporation. No individual shall hold more than one (1) office at the same time.

No individual shall be eligible to be elected and serve as a particular officer for more than three (3) consecutive full terms in addition to any partial term of less than one (1) year for which she/he may be elected; such an individual shall again be eligible to be elected to and serve in that office after a one (1) year absence from that office.

Section 7.3 Vacancies

A vacancy in any office because of death, resignation, disqualification, removal or otherwise shall be filled by the Board of Directors for the unexpired term of such office. A vacancy which will occur at a specified later date because of a resignation effective at a later date, which is accepted by the Corporation, may be filled by the Board of Directors before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 7.4 Resignation of Officers

An officer may resign at any time by delivering written notice of the resignation to either the President or the Secretary. Unless the resignation specifies a later effective date, a resignation is effective: (a) when received; or (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; or (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

Section 7.5 Removal of Officers

An officer of the Corporation may be removed from office at any time, with or without cause, by a two-thirds (2/3) affirmative vote of the entire number of elected Directors at any meeting of the Board, whenever the Board, in its judgment, believes such removal is in the best interest of the Corporation, but this removal shall be without prejudice to the contract rights, if any, of the individual removed. Immediately upon removal the officer will turn over to the Corporation any property, documentation, information, records or anything else deemed to be the property of the Corporation. The Corporation reserves the right to take legal action should this not be accomplished as directed by the Board of Directors.

Section 7.6 President

The President shall preside at all meetings of the Board of Directors and of the Executive Committee, serve as the Corporation's Chief Executive Officer, have general direction over the operations of the Corporation, and be the Corporation's official representative to the public and in business matters with other entities. Subject to the approval of the appointments by the Executive Committee, and except as established by these Bylaws, she/he shall appoint all committees of the Board of Directors and, unless the chairperson of the committee is established in these Bylaws, their chairperson.

The President shall have general responsibility to see that all orders and resolutions of the Board of Directors or its Executive Committee are carried into effect. She/he shall have general superintendence of all appointed and elected officers of the Corporation and shall see that their duties are properly performed. The President shall, from time to time, report to the Board of Directors all matters within her/his knowledge which the interests of the Corporation may require to be brought to its attention. The President shall perform such other duties as may be assigned to her/him from time to time by these Bylaws or by the Board of Directors.

Section 7.7 Vice President

The Vice President shall assist the President in the performance of her/his duties. During the absence of the President or in case of a vacancy in that office, the Vice President shall exercise and perform the powers and duties of the President until a successor is elected. The Vice President shall insure a corporation strategic plan is in place and followed. The Vice President shall perform such other duties as may be delegated to her/him from time to time by these Bylaws, by the Board of Directors, Executive Committee or as assigned to her/him by the President.

Section 7.8 Secretary

The Secretary shall keep or cause to be kept all of the records of the Corporation except the financial records, shall record or cause to be recorded the minutes of the meetings of the Board of Directors and of committees of the Board, send out or cause to be sent out notices of meetings, attest to or cause to be attested to the seal of the Corporation where necessary or desirable, and authenticate records of the Corporation when necessary or desirable. The Secretary also shall keep or cause to be kept at the registered office of the Corporation a register of the names and addresses of each Director and officer. The Secretary shall perform such other duties as may be delegated to her/him from time to time by these Bylaws, by the Board of Directors, or as assigned to her/him by the President.

Section 7.9 Treasurer

The Treasurer shall cause to be kept a true and accurate accounting of the financial transactions of the Corporation and shall cause such accounting to be presented to and made available to Directors. The Treasurer shall be responsible for the development and maintenance of an accurate corporate operating budget. The Treasurer shall perform such other duties as may be delegated to her/him from time to time by these Bylaws, by the Board of Directors, or as assigned to her/him by the President.

Section 7.10 Other Officers

The Board may appoint one or more Assistant Secretaries, one or more Assistant Treasurers and such other officers having such duties and responsibilities as the Board shall deem advisable.

ARTICLE 8 COMMITTEES AND COUNCILS OF THE BOARD

Section 8.1 Committee and Council Membership

Unless the members are otherwise named in these Bylaws, the President, with the approval of the Executive Committee, shall appoint the members of the standing committees of the Board of Directors. The appointments to standing committees shall be made at the first regular or special meeting of the Executive Committee occurring after its annual meeting each calendar year.

Section 8.2 Committee and Council Chairpersons

The Chairperson of each committee, except the Executive Committee, the Finance Committee, and the Audit Committee, shall be appointed by the President with the approval of the Executive Committee. The appointments of Chairpersons of standing

committees shall be made at the first regular or special meeting of the Executive Committee occurring after its annual meeting each calendar year.

The President shall serve as Chairperson of the Executive Committee; the Treasurer shall be the Chairperson of the Finance Committee. If a vacancy occurs in the position of such a Chairperson, the President, with the approval of the Executive Committee, shall appoint a new Chairperson.

Section 8.3 President as Ex-Officio, Non-Voting Member of Committees and Councils

The President shall be an ex-officio, non-voting member of all committees of the Board of Directors, except the Audit Committee and the Ethics Committee, unless specifically named or appointed as a voting member of a particular committee. As an ex-officio non-voting member of a committee, the President and Executive Director shall receive notice of all meetings of the committee but shall not be considered to be a member of the committee for any purpose under the Indiana Nonprofit Corporation Act of 1991, as amended, the Articles of Incorporation or these Bylaws (e.g., quorum, committee action without a meeting). As an ex-officio non-voting members of a committee, the President shall be permitted to be present at all meetings of the committee and to participate in deliberations of the committee.

Section 8.4. Standing Committees and Councils

The standing committees of the Corporation shall be those named in Sections 8.6 through 8.18 of this Article and shall have and may exercise all of the powers provided in these Bylaws. From time to time, the Executive Committee, with the approval of the Board of Directors at its first meeting after being notified by the Executive Committee, may establish additional standing committees and define the duties and purposes of the committees as it determines to be necessary or desirable for facilitating or carrying out any of the purposes of the Corporation. One (1) Director shall be appointed to serve as liaison to each standing committee. The President's appointment of committee members must be approved by the Executive Committee.

Section 8.5 Special Committees and Councils

From time to time, the Executive Committee with the approval of the Board of Directors may establish special committees and define the duties and purposes of the committees as it determines to be necessary or desirable for facilitating or carrying out any of the purposes of the Corporation. One (1) Director shall be appointed to serve as liaison to any special committee. The President's appointment of committee members must be approved by the Executive Committee.

Section 8.6 Executive Committee

8.6.1. Composition

The Executive Committee shall consist of the President, the Vice President, the Secretary, the Treasurer, and the Immediate Past President. The President shall serve as Chairperson of the Executive Committee.

8.6.2. Duties

The Executive Committee shall have the power to exercise all authority of the Board of Directors in the management of the Corporation during the interim

between the regular meetings of the Board of Directors, provided, however, the Executive Committee may not modify any action taken by the Board of Directors.

8.6.3. Meetings and Reports

The Executive Committee shall meet as necessary or desirable, shall maintain a permanent record of its proceedings and actions, and shall make a report thereof to the Board of Directors. All actions taken by the Executive Committee shall be reported to the Board of Directors at the Board's next regular meeting and become a part of the minutes of that Board meeting.

8.6.4. Executive Director

The Executive Director of the corporation shall be a paid staff position; appointment to this position will be recommended by the Executive Committee and approved by the Board of Directors. The Executive Director is a direct report to the President and CEO of the Corporation. Responsibilities of the Executive Director will be defined under separate cover in a document that specifically defines the duties and responsibilities of all paid staff of the Corporation.

8.6.5 Center Coordinators

The Center Coordinators positions shall become paid staff positions; appointment to these positions shall be by approval of the Executive Committee. The Center Coordinators are direct reports to the Executive Director, or, in the absence of an Executive Director, to the President and CEO of the Corporation. Responsibilities of the Center Coordinators will be defined under separate cover in a document that specifically defines the duties and responsibilities of all paid staff of the Corporation.

Section 8.7 Events Committee

8.7.1 Scope

The Events Committee shall identify, schedule, develop, and coordinate events that are sponsored by the USO Indiana in support of troops and military families in Indiana.

8.7.2 Duties and Responsibilities

The primary responsibility of the Events Committee will be to identify, schedule, staff, and coordinate USO Indiana presence and/or sponsorship of events that support the troops of the armed forces of the United States, and their families, in Indiana. All events that involve USO Indiana participation or representation, whose primary or sole purpose is to provide service, recreation, or assistance to the armed forces of the United States who are serving or stationed in Indiana, and/or their families, will be scheduled and coordinated by the Events Committee, including events for recreation at Camp Atterbury.

Event coordinators for the Events Committee will prepare proposals that describe USO Indiana involvement, expenditure requests, or volunteer time, for presentation and approval by the Events Committee and the Board of Directors. Event coordinators will be responsible for maintaining complete and permanent records of volunteer hours required for preparation and event participation, expenditures, and numbers of troops served, and they shall prepare written reports

to be presented to the USO Board of Directors in a form that is permanent and accessible to the Executive Committee.

Event coordinators will work with the Fund Raising committee to coordinate their efforts to find cash and non-cash contributions and monetary support for events that are sponsored by the Events Committee, if necessary.

The Events Committee Chairman will be notified by the President or Executive Committee of requests for USO Indiana participation in troop-focused events.

Section 8.8 Public Relations Committee

8.8.1 Scope

The Public Relations Committee shall develop and direct all external communications of the USO Indiana, including but not limited to media relations, press releases, coordinating a USO Indiana Speaker's Bureau, recruiting volunteers as photographers for all USO events and activities, coordinating development and maintenance of the USO Indiana web site, and public service announcements.

8.8.2 Duties and Responsibilities

Specific duties and responsibilities of the Public Relations Committee:

1. Develop and maintain a Speaker's Bureau, including but not limited to preparing and maintaining a Power Point™ presentation for use by USO Indiana speakers, and to seeking and coordinating requests for speakers from outside the organization.
2. Prepare press releases regarding USO Indiana events and activities, for approval by the Executive Committee and in cooperation with Events and Fund Raising committees; maintain media contacts and disseminate approved press releases and media support material for USO Indiana events and activities.
3. Coordinate with other committees, especially Events Committee, to publicize USO Indiana events and activities, including providing photographers to cover and photograph them for web site and press kits.
4. Maintain and monitor activity at a Facebook or similar social networking site, with Executive Committee oversight, for USO Indiana where needs for non-cash and cash contributions can be posted, in cooperation with Center Coordinators and Fund Raising committee.
5. Maintain and keep USO Indiana web site current, including stories about recent events and activities and a gallery of photographs of USO activities, an archive of USO Indiana newsletters, and events. Develop and recommend web site policies to the USO Board of Directors for its approval.
6. Maintain and disseminate public service announcements for all media.

Section 8.9 Communications Committee

8.9.1 Scope

The Communications Committee shall develop and direct the internal communications of the USO Indiana, principally through the preparation and publication of a regular newsletter that reports on USO Indiana events and activities and significant Board of Directors decisions.

8.9.2 Duties and Responsibilities

The principal responsibility of the Communications Committee will be the preparation and publication of the USO Indiana newsletter, which will be distributed via email and regular postal service to all USO volunteers and archived at the USO Indiana web site.

The Communications Committee will set and maintain a regular and reasonable publication schedule that is at least quarterly for the USO Indiana newsletter. Content of every issue of the newsletter will be submitted to the Executive Committee for approval at least seven calendar days before publication.

The Communications Committee will coordinate with the Public Relations Committee to obtain digital photographs for the newsletter, and to share information about USO events and activities.

Section 8.10 Fund Raising Committee

8.10.1 Scope

The Fund Raising Committee shall develop and manage implementation of fund raising strategies and activities to support the purposes of the USO Indiana.

8.10.2 Duties and Responsibilities

The Fund Raising Committee shall develop a comprehensive fund raising strategy and present that strategy to the Board of Directors for approval. The fund raising strategy shall include, but not be limited to:

- Development and maintenance of long-term corporate donations to support USO Indiana mission;
- Identification and application for philanthropic grants/endowments that support USO Indiana mission;
- Investigation of the development and establishment of a USO Indiana Foundation to obtain and maintain long-term support of USO Indiana mission;
- Development of strategies to raise short-term cash and non-cash contributions to support USO Indiana mission, including coordination of events or appearances by USO Indiana at activities whose primary purpose is fund-raising;
- Coordination with Public Relations and Events Committees to identify fund-raising opportunities and to increase public awareness of donation opportunities to the USO Indiana.

Section 8.11 Human Resources Committee

8.11.1 Scope

The Human Resources Committee will be responsible for acquiring, selecting, training, managing, and maintaining the human resources (volunteers) of the USO Indiana.

8.11.2 Duties and Responsibilities

The duties and responsibilities of the Human Resources committee will include, but not be limited to:

- serve as a search committee to nominate new members of the Board of Directors at the direction of, and according to specifications provided by, the USO Indiana Board of Directors;
- serve as a clearinghouse for applications from potential volunteers for USO Indiana centers (Indianapolis Airport, Camp Atterbury, as well as future centers). The Human Resources committee will establish a process for screening, interviewing, and recommending new volunteers to the center Directors and to other committee chairmen;
- work with the Public Relations Committee to run campaigns to solicit new volunteer applications;
- standardize volunteer training procedures, to include but not be limited to a standardized Release of Liability, and a standardized Acknowledgement of USO Indiana Policies;
- coordinate refresher training as needed for volunteers returning after extended absence, or transferring from one center to another;
- evaluate volunteer performance;
- develop general job descriptions for volunteer jobs with the USO Indiana in coordination with Center Directors and Executive Committee, including future volunteer positions as new USO Indiana activities are developed;
- maintain a database of volunteer interests, skills, and abilities, based on applications, interviews, and polling of volunteers, in order to work with all other committees to recommend possible volunteer placement on USO Indiana committees;
- develop recommendations for criteria that define “volunteer in good standing” for the USO Indiana to be presented to the Board of Directors for approval.

Section 8.12 Military Relations Committee

8.12.1 Scope

The Military Relations Committee will be the liaison between the active duty military and the USO Indiana.

8.12.2 Duties and Responsibilities

The Military Relations Committee will be the primary point of contact for all events and activities between USO Indiana and the military when the USO Indiana conducts events on military installations where the USO Indiana does not have an established relationship. The Military Relations Committee will be the prime assistor to the Events Committee and the Military Advisory Council so that communication flows smoothly and efficiently between the active duty military and USO Indiana when events are conducted on military installations.

The Military Relations Committee will follow all military protocol. Members of the Military Relations Committee will be former officers (O3 and above) or former warrant officers (W2 and above) or former senior enlisted (E7-E9) who are USO Indiana volunteers.

Section 8.13 Ethics Committee

8.13.1 Scope

The Ethics Committee shall be appointed to resolve any ethical matters or disputes that arise within the USO Indiana that the Board of Directors cannot resolve to the satisfaction of all parties.

8.13.2 Duties and Responsibilities

The Ethics Committee shall be responsible for mediating to resolve, or recommend resolution, of ethical matters or disputes that have not been able to be resolved to the satisfaction of the Board of Directors through regular or routine procedures within the USO Indiana. The USO Indiana Board of Directors must ratify the findings of an ad hoc Ethics Committee.

Section 8.14 Finance Committee

8.14.1 Scope

The Finance Committee shall be responsible for developing and making recommendations about the USO Indiana's budget and financial matters, such as investment of its endowment, to the Board of Directors. The Finance Committee shall be composed of the Treasurer of the USO Indiana, who shall serve as Chairperson of the committee, and at least four other individuals who are volunteers in good standing of the Corporation.

8.14.2 Duties and Responsibilities

The Finance Committee shall monitor and make recommendations to the Board of Directors concerning the manner of investing the funds and resources of the Corporation with the objective of generating a reasonable return of net income with due regard to the safety of principal, but also to the need for long-term increase of the principal. In addition, the Finance Committee shall develop a proposed annual budget for presentation to the Board of Directors at least one month prior to the close of each fiscal year.

The Finance Committee shall be responsible for establishing and maintaining a system for acknowledging and keeping track of cash and non-cash contributions to the USO Indiana, and of communicating that system to the other committees

of the USO Indiana in order that such contributions can be reported to the Finance Committee and acknowledged in a timely way.

Section 8.15 Audit Committee

8.15.1 Scope

The Audit Committee shall review and guide the USO Indiana's accounting and audit practices. The Audit Committee will be composed of a minimum of three individuals, including at least one Director, and not including any officer of the USO Indiana. The Board of Directors will approve the chairman of the Audit Committee.

8.15.2 Duties and Responsibilities

The Audit Committee will regularly review and guide the Corporation's accounting and audit practices, to assure that the following standards are met or exceeded:

- the financial records of the USO Indiana are kept current, accurate, and in balance by internal audit;
- the records are kept in accordance with generally accepted accounting practices;
- a permanent record of all financial matters is maintained in a form that is accessible to the Executive Committee;

The Audit Committee shall advise the Board of Directors on the necessity for an external audit of its financial records if the need arises.

Section 8.16 By-Laws Committee

8.16.1 Scope

The By-Laws Committee shall conduct an annual review of the USO Indiana's by-laws in order to maintain their accuracy. The By-Laws Committee shall be composed of at least three members of the Executive Committee of the USO Indiana, including the president. The composition of the By-Laws committee must be approved by the Board of Directors.

8.16.2 Duties and Responsibilities

The By-Laws Committee will recommend any amendments or changes to the By-Laws to the Board of Directors that are needed to facilitate the achievement of the mission, goals, and objectives of the USO Indiana on an as-needed basis. The By-Laws Committee will conduct an annual review of all by-laws to assure their accuracy and currency.

Section 8.17 Military Advisory Council (MAC)

8.17.1 Scope

The MAC will be the eyes and ears of the USO Indiana in the military community. The council will be made up of representatives of all military branches located in the state of Indiana.

8.17.2 Duties and Responsibilities

The primary responsibility of the MAC is to make the USO Indiana aware of military activities in the state of Indiana for which the USO Indiana should provide support, or in which the USO Indiana should participate.

The MAC will also make suggestions to the USO Indiana on new activities that are needed by the service members and their families.

Section 8.18 Emeritus Council

8.18.1 Scope

The Emeritus Council is the Corporate Memory of the USO of Indiana, Inc. The Emeritus Council will be made up of past Board of Directors members, past Committee and Council members, or past Officers of the Corporation who in the opinion of the Board of Directors have performed in an exemplary manner. Appointment to the Emeritus Council is at the discretion of the Board of Directors.

8.18.2 Duties and Responsibilities

The Emeritus Council shall assist the Board of Directors, Executive Committee, and Committees or Councils on an as needed basis. They will share their unique specialties or abilities with the appropriate group.

Section 8.19 Term of Office

8.19.1 Standing Committees

All standing committee members shall serve until the conclusion of the first regular or special meeting of the Executive Committee after the first annual meeting of the Board of Directors' following their appointment and until their successors have been appointed and qualified.

8.19.2 Special Committees

The members of each special committee shall be appointed for such term as the Executive Committee shall determine.

Section 8.20 Regular Meetings of a Committee

A regular meeting of a committee of the Board of Directors is one for which the time and place of the meeting is fixed by the committee. Regular meetings of a committee may be held at such place and time as shall be approved from time to time by the committee.

Section 8.21 Special Meetings of a Committee

A special meeting of a committee of the Board of Directors is any meeting of the committee which is not a regular meeting. Special meetings of a committee may be held whenever called by the chairperson of the committee, the President, or Board of Director liaison.

Section 8.22 Notice of Committee Meetings; Waiver of Notice

8.22.1 Notice of Committee Meetings

Meetings of a committee of the Board of Directors shall be preceded by notice to each committee member, which notice shall state the date, time and place of the meeting and, in the case of a special meeting, the items of business to be transacted. Regular meetings of the a committee shall be preceded by notice of not less than seven (7) calendar days to each committee member; special meetings shall be preceded by notice of not less than three (3) days.

Notice shall be given by the chairperson of the committee, the President, or the Secretary. It may be communicated by any of the following: (a) orally or in writing in person; (b) orally or in writing by telephone, telegraph, teletype, or other form of wire or wireless communication; or, (c) in writing by mail. If given by (b) or (c), the notice must be directed or addressed to the committee member at the committee member's address as listed in the most current records of the Corporation.

8.22.2 Waiver of Notice

Notice of any meeting of a committee of the Board of Directors may be waived by any committee member either before or after the meeting; the waiver must be: (a) in writing; (b) signed by the committee member entitled to the notice; and, (c) filed with the minutes of the meeting or the corporate records.

A committee member's attendance at or participation in a meeting waives any required notice to the committee member of the meeting unless the committee member at the beginning of the meeting or promptly upon the committee member's arrival objects to holding the meeting or transacting business at the meeting and does not vote for or assent to action taken at the meeting.

Section 8.23 Place of Committee Meetings

All meetings of committees of the Board of Directors shall be held at such place as may be determined from time to time by the committee. In the absence of such a committee determination, the meeting shall be held at the principal office of the Corporation.

Section 8.24 Quorum

A quorum of a committee of the Board of Directors consists of a simple majority of the committee members entitled to vote and in office immediately before a meeting begins. In the absence of a quorum, a majority of the committee members entitled to vote and present may adjourn the meeting to a certain day and the chairperson of the committee, the President, or the Secretary shall give all absent committee members at least two (2) calendar days prior notice of the adjourned meeting's place and time. At the adjourned meeting, a quorum consists of one-third (1/3) of the number of committee members in

office immediately before the adjourned meeting begins (but not less than two (2) committee members).

If a quorum is present when a vote is taken, the affirmative vote of a majority of the committee members present when the act is taken is the act of the committee.

Section 8.25 Committee Action Without a Meeting

Any action which may be taken at a meeting of a committee of the Board of Directors may be taken without a meeting if the action is taken by all members of the committee entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed by each committee member entitled to vote; and, (c) included in the minutes or filed with the corporate records reflecting the action taken. An action taken under this Section is effective when the last committee member entitled to vote signs the consent, unless the consent specifies a prior or subsequent effective date. A consent signed under this Section has the effect of a meeting vote and may be described as such in any document.

Section 8.26 Participation by Telephone or Other Means

A committee may permit any or all of the members of the committee to participate in a meeting of the committee by, or conduct the meeting through the use of, any means of communication by which all committee members participating may simultaneously hear each other during the meeting. A committee member participating in a meeting by this means is considered to be present in person at the meeting.

Section 8.27 Resignation of a Committee Member

A member of any committee of the Board of Directors may resign at any time by delivering written notice her/his resignation to one (1) of the following: (a) the Executive Committee; (b) the President; (c) the Secretary, or (d) the Committee Chairman. Unless the resignation specifies a later effective date, a resignation is effective: (a) when received; or (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; or (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; or (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the corporation.

Section 8.28 Removal of a Committee Member

Unless expressly stated to be a member of the committee by these Bylaws, a member of any committee of the Board of Directors may be removed with or without cause by the Executive Committee whenever in its judgment, believes such removal is in the best interests of the Corporation. The removed Committee member shall turn over any property, information, documentation or anything construed to be the property of the corporation immediately upon removal.

Section 8.29 Limitations on Powers of Committees

Notwithstanding anything in these Bylaws which could be interpreted or construed to the contrary, a committee of the Board of Directors does not have the power to do any of the following:

(a) Authorize a direct or an indirect transfer of money or other property or incurrence or transfer of indebtedness by the Corporation to or for the benefit of a person; provided, however, this does not include payment of reasonable value for property received or services performed or payment of reasonable benefits in furtherance of the Corporation's purposes.

(b) Approve the dissolution or merger of the Corporation.

(c) Approve the sale, pledge, or transfer of all or substantially all of the Corporation's assets.

(d) Elect, appoint, or remove Directors or fill vacancies on the Board of Directors or on a committee of the Board of Directors.

(e) Adopt, alter, amend, or repeal the Corporation's Articles of Incorporation or adopt new Articles of Incorporation.

(f) Adopt, alter, amend, or repeal the Corporation's Bylaws or adopt new or other Bylaws.

ARTICLE 9 REQUIRED RECORDS

Section 9.1 Permanent Records

The Corporation shall keep as permanent records a record of the following: (a) Minutes of meetings of the Board of Directors and Executive Committee; (b) a record of actions taken by the Directors without a meeting; and, (c) a record of actions taken by committees of the Board of Directors.

Section 9.2 Accounting Records

The Corporation shall maintain appropriate accounting records.

Section 9.3. Volunteers List

The Corporation shall maintain a record of the Corporation's volunteers in a form that permits preparation of a list of the names and addresses of the volunteers.

Section 9.4. Form of Records

The Corporation shall maintain the Corporation's records in written form or in another form capable of conversion into written form within a reasonable time.

Section 9.5 Records at Principal Office

The Corporation shall keep a copy of the following records at the Corporation's principal office:

(a) The Corporation's Articles of Incorporation or restated Articles of Incorporation and all amendments to the Articles of Incorporation currently in effect.

(b) The Corporation's Bylaws or restated Bylaws and all amendments to the Bylaws currently in effect.

(c) A list of the names and business or home addresses of the current Directors and officers.

(d) The Corporation's most recent annual corporation report delivered to the Indiana Secretary of State.

ARTICLE 10 FISCAL CONTROL

Section 10.1 APPROVAL OF BUDGET

The Board of Directors shall review and approve the budget of the corporation that is submitted by the Treasurer.

Section 10.2 CONTRACTS

The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation: and such authority may be general or limited to specific instances.

Section 10.3 CHECKS, DRAFTS, ETC.

All checks, drafts or other orders for payment of money, notes, or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by two (2) of the elected members of the Executive Committee.

Section 10.4 DEPOSITS

All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories, or shall be invested as the Board of Directors may determine.

Section 10.5 GIFTS

The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or device for the general purpose or for any special purpose of the Corporation.

ARTICLE 11 LOANS AND ADVANCEMENTS

Section 11.1 Loans and Advancements

The Corporation shall not lend money to, or guarantee the obligation of, a Director or officer, employee or Agent of the Corporation.

ARTICLE 12 FISCAL YEAR

Section 12.1 Fiscal Year

The fiscal year of the Corporation shall be the calendar year.

ARTICLE 13 DISSOLUTION

Section 13.1 Dissolution

Upon dissolution of the Corporation, or upon termination of its USO, Inc., charter by revocation, expiration without renewal, or voluntary surrender, the Board of Directors shall, after paying or making provision for the payment of all liabilities of the Corporation, dispose of all assets of the corporation exclusively for the exempt purposes of the Corporation by transferring and delivering those assets to USO, Inc.

ARTICLE 14 RULES OF ORDER

Section 14.1 Rules of Order

In all matters not covered by these Bylaws, the proceedings of the Corporation shall be governed by Robert's Rules of Order, Newly Revised.

ARTICLE 15 EMERGENCY BYLAWS

Section 15.1 Emergency Bylaws

The Board of Directors of the Corporation may adopt bylaws to be effective only in an emergency as defined in Section 15.2, below. The emergency bylaws may make all provisions necessary for managing the Corporation during an emergency, including the following: (a) procedures for calling a meeting of the Board of Directors; (b) quorum requirements for the meeting; and, (c) designating additional or substitute directors.

Provisions of these regular Bylaws consistent with emergency bylaws remain effective during the emergency. The emergency bylaws are not effective after the emergency ends.

Section 15.2 Definition of "Emergency"

An emergency exists for purposes of this Article 15 if an extraordinary event prevents a quorum of the Board of Directors from assembling in time to deal with the business for which the meeting has been or is to be called.

ARTICLE 16 AMENDMENTS TO THE BYLAWS

Section 16.1 Amendments to the Bylaws

These Bylaws may be altered, amended, or repealed, or new and other Bylaws may be made and adopted, by two-thirds majority (2/3) vote of the Board of Directors at any regular or special meeting of the Board of Directors, provided, however, any proposed such change in the Bylaws shall be provided to the Vice President, Operations (U.S.) of USO, Inc., at least thirty (30) calendar days prior to the date the Board of Directors meets to vote on the change.
