

**BY-LAWS**  
**OF**  
**FRIENDS OF THE PANHANDLE PATHWAY, INC.**

**ARTICLE I**

Name

The name of the Corporation is Friends of the Panhandle Pathway, Inc. ("Corporation").

**ARTICLE II**

Fiscal Year

The fiscal year of the Corporation shall begin each year on the first day of January and end of the last day of December of the same year.

**ARTICLE III**

Members

Section 3.1. The Corporation shall have one class of members, and each member thereof shall have the same rights, privileges, entitlement, benefits, duties, liabilities, limitations, restrictions and responsibilities appertaining to each other member. The members of the Corporation shall be those individuals subscribing as such and admitted to the Corporation by the Board of Directors from time to time. Members may be admitted for either no consideration or such consideration as the Board of Directors shall determine.

Section 3.2. Certificate for Membership. Each member of the Corporation shall be entitled to a certificate, signed by the President or a Vice President and the Secretary or any Assistant Secretary of the Corporation, stating the name of the member and evidencing such person's membership in the Corporation.

Section 3.3. Transfer of Membership. A membership in the Corporation shall not be transferable, but may be surrendered by any member in termination of their membership rights.

Section 3.4. Cancellation. Every certificate surrendered to the Corporation shall be canceled, and no new certificate or certificates shall be issued in exchange for any existing certificate.

Section 3.5. Lost, Stolen or Destroyed Certificates. The Corporation may cause a new certificate or certificates to be issued in place of any certificate or certificates theretofore issued by the Corporation alleged to have been lost, stolen or destroyed, upon the making of an affidavit of that fact by the person claiming the certificate to be lost, stolen or destroyed. When authorizing such issue of a new certificate or certificates, the Corporation may, in its discretion and as a condition precedent to the issuance thereof, require the owner of such lost, stolen, or destroyed certificate or certificates, or his legal representative, to give the Corporation a bond in such sum and in such form as it may direct to indemnify against any claim that may be made against the Corporation with respect to the certificate alleged to have been lost, stolen or destroyed or the issuance of such new certificate. The Corporation, in its discretion, may authorize the issuance of such new certificates without any bond when in its judgment it is proper to do so.

Section 3.6. Registered Members. The Corporation shall be entitled to recognize the exclusive right of a person registered on its books as the member, to vote as such member, except as otherwise provided by the laws of Indiana.

## **ARTICLES IV**

### **Meetings of Members**

Section 4.1. Place of Meeting. Meetings of members of the Corporation shall be held at such place, within or without the State of Indiana, as may from time to time be designated by the Board of Directors, or as may be specified in the notices or waivers of notice of such meetings.

Section 4.2. Annual Meeting. The annual meeting of members for the election of Directors, and for the transaction of such other business as may properly come before the meeting, shall be held on such date as the Board of Directors shall determine by resolution, such date to be within six (6) months after the close of the fiscal year of the Corporation. Failure to hold the annual meeting at the designated time shall not work any forfeiture or dissolution of the Corporation, and shall not affect otherwise valid corporate acts. Such annual meeting shall be held at the same time and place, and in conjunction with, as the annual meeting is being called.

Section 4.3. Special Meetings. Special meetings of the members, for any purpose or purposes, unless otherwise prescribed by the Indiana Nonprofit Corporation Act of 1991 ("Act"), or by the Articles of Incorporation, may be called by the Board of Directors or the President and shall be called by the President or Secretary at the request in writing of not less than one-third of all members entitled by the Articles of Incorporation to vote on the business for which the meeting is being called.

Section 4.4. 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, or when required by any other provision of the Act, or the Articles of Incorporation, as now or hereafter amended, or these By-Laws, the purpose or purposes for which the meeting is called shall be delivered or mailed by the Secretary, or by the officers or persons calling the meeting, to each member of record, at such address as appears upon the records of the Corporation, at least ten (10) days before the date of the meeting. Notice of any such meeting may be waived in writing by any member, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the time and place thereof. Attendance at any meeting in person, or by proxy, shall constitute a waiver of notice of such meeting. Each member, who has in the manner above provided waived notice of a members' meeting, or who personally attends a members' meeting, or is represented thereat by a proxy authorized to appear by an instrument of proxy, shall be conclusively presumed to have been given due notice of such meeting. Notice of any adjourned meeting of members shall not be required to be given if the time and place thereof are announced at the meeting at which the adjournment is taken, except as may be expressly required by law.

Section 4.5. Addresses of Members. The address of any member appearing upon the records of the Corporation shall be deemed to be the latest address of such member appearing on the records maintained by the Secretary.

Section 4.6. Voting at Meetings.

(a) Quorum. A majority of the members of the Corporation entitled to vote at such meeting, present in person and by proxy, shall constitute a quorum at all meetings of members for the transaction of business except where otherwise provided by the Act, the Articles of Incorporation or these By-Laws. In the absence of a quorum, any officer entitled to preside at, or act as secretary of, such meeting shall have the power to adjourn the meeting from time to time until a quorum shall be constituted. At any such adjourned meeting at which a quorum shall be present, any business may be transacted which might have been transacted at the original meeting, but only those members entitled to vote at the original meeting shall be entitled to vote at any adjournment or adjournments thereto unless a new record date is fixed by the Board of Directors for the adjourned meeting.

(b) Voting Rights. Except as otherwise provided by the Act or by the provisions of the Articles of Incorporation, every member shall have the right at every members' meeting to one (1) vote on all matters coming before the meeting, including the election of directors, provided that all of such members' dues and assessments established by the Board of Directors are paid in full at the time of such vote. At any meeting of the members, every member having the right to vote shall be entitled to vote in person, or by proxy executed in writing by the member or a duly authorized attorney-in-fact and bearing a date not more than eleven (11) months prior to its execution, unless a longer time is expressly provided therein.

(c) Required Vote. When a quorum is present at any meeting, the vote of a plurality of the members having voting power present in person or represented by proxy shall decide any question brought before such meeting, unless the question is one upon which, by express provision of the Act or of the Articles of Incorporation or by these By-Laws, a greater vote is required, in which case such express provision shall govern and control the decision of such question.

Section 4.7. Voting List. The Secretary of the Corporation shall make, at least five (5) days before each election of Directors, a complete list of the members entitled by the Articles of Incorporation, as now or hereafter amended, to vote at such election, arranged in alphabetical order, with their address, which list shall be on file at the principal office of the Corporation and subject to inspection by any member. Such list shall be produced and kept open at the time and place of election and subject to the inspection of any member during the holding of such election.

Section 4.8. Fixing of Record Date to Determine Members Entitled to Vote. The Board of Directors may prescribe a period not exceeding fifty (50) days prior to meetings of the members, during which no transfer of membership on the books of the Corporation may be made; or, in lieu of prohibiting the transfer of membership may fix a day and hour not more than fifty (50) days prior to the holding of any meeting of members as the time as of which members entitled to notice of, and to vote at, such meeting shall be determined, and all persons who are members of record at such time, and no others, shall be entitled to notice of, and to vote at, such meeting. In the absence of such a determination, such date shall be fourteen (14) days prior to the date of such meeting.

Section 4.9 Action by Written Ballot. Action of the members may be taken by written ballot in accordance with the Indiana Nonprofit Act of 1991.

## **ARTICLE V**

### **Board of Directors**

Section 5.1. Election, Number and Term of Office. Directors shall be elected at the annual meeting of members, or, if not so elected, at a special meeting of members called for that purpose, by the members entitled by the Articles of Incorporation to elect Directors. The Directors shall be elected for terms of 1, 2 or 3 years as the membership may stipulate during the nomination of board members submitted for election, except for the filing of vacancies on the Board as provided in Section 5.2 of this Article.

The number of Directors of the Corporation to be elected by the members entitled by the Articles of Incorporation to elect Directors shall be a minimum of three (3) and a maximum of seven (7).

All Directors elected by the members, except in the case of earlier resignation, removal or death, shall hold office until their respective successors are chosen and qualified. Directors shall be members of the Corporation.

Section 5.2. Vacancies. Any vacancy on the Board of Directors caused by an increase in the number of Directors shall be filled by a vote of the members of the Corporation, until the next annual meeting of the members. No decrease in the number of Directors shall have the effect of shortening the term of any incumbent Director.

Any vacancy occurring in the Board of Directors caused by resignation, death or other incapacity shall be filled by a majority vote of the remaining members of the Board of Directors until the next annual meeting of the members. If the vote of the remaining members of the Board shall result in a tie, such vacancy, at the discretion of the Board of Directors, may be filled by vote of the members at a special meeting called for that purpose.

Section 5.3. Annual Meeting of Directors. The Board of Directors shall meet each year immediately after the annual meeting of the members, at the place where such meeting of the members has been held either within or without the State of Indiana, for the purpose of election of officers and consideration of any other business that may properly come before the meeting. No notice of any kind to either old or new members of the Board of Directors for such annual meeting shall be necessary.

Section 5.4. Regular Meetings. Regular meetings of the Board of Directors shall be held at such times and places, either within or without the State of Indiana, as may be fixed by the Directors. Such regular meetings of the Board of Directors may be held without notice or upon such notice as may be fixed by the Directors.

Section 5.5. Special Meetings. Special meetings of the Board of Directors may be called by the Chairman of the Board, the President, or by not less than one-third of the members of the Board of Directors. Notice of the time and place, either within or without the State of Indiana, of a special meeting shall be served upon, telephoned, mailed, telegraphed or cabled to each Director at his or her usual place of business or residence at least forty eight (48) hours prior to the time of the meeting. Directors, in lieu of such notice, may sign a written waiver of notice either before the time of the meeting, at the meeting or after the meeting. Attendance by a director in person at any such special meeting shall constitute a waiver of notice.

Section 5.6. Quorum. A majority of the actual number of Directors in office immediately before a meeting begins, shall be necessary to constitute a quorum of the transaction of any business except the filling of vacancies, and the act of a majority of the Directors present at the meeting, at which a quorum is present, shall be the act of the Board of Directors, unless the act of a greater number is required by the Act, by the Article of Incorporation, or by the these By-Laws. For the filling of vacancies by the Board of Directors, a majority of the Directors then holding office shall be necessary to constitute a quorum.

Section 5.7. Participation in Meetings. A Director, who is present at a meeting of the Board of Directors at which action on any corporate matter is taken, shall be conclusively presumed to have assented to the action taken, unless (a) his dissent shall be affirmatively stated by him at and before the adjournment of such meeting (in which event the fact of such dissent shall be entered by the secretary of the meeting in the minutes of the meeting), or (b) he shall forward such dissent by registered mail to the Secretary of the Corporation immediately after the adjournment of the meeting. Their right of dissent provided for by either clause (a) or clause (b) of the immediately preceding sentence shall not be available, in respect of any matter acted upon at any meeting, to a Director who voted at the meeting in favor of such matter and did not change his vote prior to the time that the result of the vote on such matter was announced by the chairman of such meeting.

Section 5.8. Meeting Participation by Conference Telephone. Members of the Board Directors or any committee thereof may participate in any meeting to which he or she is entitled to attend, in person or by means of conference telephone or similar communications equipment by which all persons participating in the meeting can communicate with each other. Participation by these means will constitute presence in person at the meeting.

Section 5.9. Removal of Directors. Unless otherwise provided in the Articles of Incorporation, any or all members of the Board of Directors may be removed, with or without cause, at a meeting of members called expressly for that purpose by a vote of not less than a majority of the members then entitled to vote at the election of directors.

## **ARTICLE VI**

### **Officers**

Section 6.1. Principal Officers. The officers of the Corporation shall be a President, a Treasurer, a Secretary, Vice President and such assistant officers as may be determined from time to time by the Board of Directors. The same individual may simultaneously hold more than one (1) office of the Corporation.

Section 6.2. Election and Term of Office. The officers of the Corporation shall be chosen annually by the Board of Directors at the annual meeting thereof. Each such officer shall hold office until his or her successor shall have been duly chosen and qualified, or until his or her death, or until such officer shall resign, or shall have been removed in the manner hereinafter provided.

Section 6.3. Removal. Any officer may be removed, either with or without cause, at any time, by resolution adopted at any meeting of the Board of Directors by a majority of the actual number of directors elected and qualified from time to time.

Section 6.4. Subordinate Officers. The Corporation may have one or more assistant officers who shall have such powers and duties as the officers whom they are elected to assist shall specify and delegate to them and such other powers and duties as the Board of Directors may prescribe. An Assistant Secretary may, in the event of the absence of the Secretary, attest the execution of all documents by the Corporation.

Section 6.5. Vacancies. Any vacancy in any office for any cause may be filled for the unexpired portion of the term in the manner prescribed in these By-Laws for election or appointment of such office for such time.

Section 6.6. President. The President shall be chosen from among the Directors and shall have all such powers and duties as, from time to time, may be assigned to him by the Board of Directors.

Section 6.7. Vice President. The Vice President shall, in the absence or disability of the President, perform the duties and exercise the powers of the President shall perform such other duties and have such other powers as the Board of Directors may from to time assign.

Section 6.8. Treasurer. The Treasurer shall have charge and custody of, and be responsible for, all funds and securities of the Corporation and shall deposit all such funds in the name of the Corporation in such banks or other depositories as shall be selected by the Board of Directors. He shall upon request exhibit at all reasonable times his books of account and records to any of the Directors of the Corporation during business hours at the office of the Corporation at any meeting of Board of Directors or at the annual meeting of members; shall receive, and give receipt for, monies due and payable to the Corporation from any source whatsoever; and in general, shall perform all duties incident to the office of Treasurer and such other duties as from time to time may be assigned to him by the President of the Board of Directors.

Section 6.9. Secretary. The Secretary shall keep or cause to be kept in the books provided for that purpose the minutes of the meetings of the members and of the Board of Directors; shall duly give and service all notices required to be given in accordance with the provisions of these By-Laws and by the Act; shall be custodian of the records and of the seal of the Corporation and see that the seal is affixed to all documents, the execution of which on behalf of the Corporation under its seal is duly authorized in accordance with the provision of these By-Laws; and, in general, shall perform all duties incident to the office of Secretary and such other duties as may, from time to time, be assigned to him by the President or the Board of Directors.

## **ARTICLE VII**

### Miscellaneous

Section 7.1. Corporate Seal. The seal of the Corporation shall be circular in form with the name of the Corporation around its periphery, and the word "Seal" through the center.

Section 7.2. Execution of Contracts and Other Documents. Unless otherwise authorized or directed by the Board of Directors, all written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation by the President or a Vice President, and, if required, attested by the Secretary or an Assistant Secretary.

## **ARTICLE VIII**

### Amendments

Section 8.1. Amendments. The power to make, alter, amend, or repeal these By-Laws is vested in the Board of Directors, but the affirmative vote of a majority of the actual number of Directors elected and qualified, from time to time, shall be necessary to effect any alternation, amendment or repeal of these By-Laws.

8.1.1 Amendment 1 – Paragraph 5.1 Board of Directors, Election and Term of Office was changed to require the Board of Directors to be members of the corporation and replacing the “5” directors requirement with the “3 to 7” directors requirement.  
This change was made on 3/30/2010

Amended this 30<sup>th</sup> day of March 2010.

*s/ John A. Bawcum*  
John A. Bawcum

*s/ Michael D. O Conner*  
Michael D. O'Connor

*s/ Tom Anspach*  
Tom Anspach

*s/ Ronald D Simshauser*  
Ronald D. Simshauser

8.1.2 Amendment 2 – Paragraph 5.1 Board of Directors, Election and Term of Office was changed to allow Directors to be elected for terms of 1, 2, or 3 years as determined by the membership nominating committee. The main objective is to assure staggering and overlapping of Board of Director terms.

Amended this 25<sup>th</sup> day of October 2011

Approved:

*s/John Bawcum*

John Bawcum

*s/Mike O'Connor*

Mike O'Connor

*s/Jerry Anspach*

Jerry Anspach

*s/Steve Crosby*

Steve Crosby