

Woman's Press Club of Indiana Education Fund Inc.

The Woman's Press Club of Indiana Education Fund offers scholarships to communicators and incentives for high school students interested in communications careers. Incorporated on Dec. 11, 1981, the Education Fund received tax-exempt approval from the Internal Revenue Service on Oct. 10, 1986.

Bylaws

Article I: Name and Office

1. Name. The name of this corporation is Woman's Press Club of Indiana Education Fund Inc.
2. Office. The principal office of the corporation shall be in Indianapolis, Indiana.

Article II: Membership

1. Membership. The members of the corporation shall consist of the initial members signing the certificate of incorporation and such other person or persons as the members may elect at any annual or special meeting.
2. Rights of Members. The right of a member to vote or all of his/her right, title and interest in or to the corporation shall cease on the termination of his/her membership.
3. Annual Meeting. The annual meeting shall be right after the July board meeting of the Woman's Press Club of Indiana with the notice of the date and place to be the same as that of the Woman's Press Club of Indiana.

4. Quorum. At any meeting of the corporation, the presence of three-fifths of the members in person shall be necessary to constitute a quorum for all purposes and the act of a majority of the members present at any meeting of which there is a quorum shall be the act of the full membership.

5. Voting. Each member attending shall be entitled to one vote.

Article III: Directors

1. Election. The business of the corporation shall be managed and controlled by a Board of Directors elected for two-year terms. The directors need not be members of the corporation and shall be chosen by nomination through the Election Committee of the Woman's Press Club of Indiana. Qualifications shall include previous experience on the WPCI board (state officer, appointed director). Four directors shall be elected in even-numbered years: WPCI president, WPIC treasurer and two other WPCI members. The other four directors shall be elected by nomination through the Election Committee on odd-numbered years.

2. Number. The number of the directors of the corporation shall be eight, but such number may be increased or decreased by amendment to these bylaws.

3. Resignations. Any director may resign at any time by giving written notice of such resignation to the Board of Directors.

4. Vacancies. Any vacancy in the Board of Directors, occurring during the year, may be filled for the unexpired portion of the term by the directors then serving. Any director so elected shall hold office until

the next succeeding annual meeting or until the election and qualification of a successor.

5. Special Meetings. Special meetings may be called by the chairman or vice chairman and must be called by either of them on written request by any member of the board.

6. Chairman. The chairman or vice chairman shall preside at all meetings of the Board of Directors.

7. Compensation. Directors shall not receive any salary for their Board of Directors services, but by resolution of the Woman's Press Club of Indiana Education Fund Inc., Board of Director's expenses incurred for postage, printing and telephone for Education Fund volunteer work may be reimbursed.

Article IV: Officers

1. Officers. The officers of the corporation shall be the chairman, vice chairman, secretary and treasurer.

2. Election, Term of Office and Qualifications. Officers shall be elected annually by the Board of Directors from among their number at the annual meeting.

3. Chairman. The chairman shall preside at all meetings of the corporation and shall have and exercise general charge and supervision of the affairs of the corporation as well as other duties as may be assigned by the Board of Directors.

4. Vice Chairman. At the request of the chairman, or in the absence of the chairman, the vice chairman shall perform

the duties and possess and exercise the powers of the chairman.

5. Secretary. The secretary shall have charge of such books, documents and papers as the Board of Directors may determine. The secretary shall attend and keep the minutes of all meetings and a record of all persons who are members of the corporation, showing their places of residence.

6. Treasurer. The treasurer, who shall also be the treasurer of the Woman's Press Club of Indiana, shall have the custody of all funds, property and securities of the corporation, subject to such regulations as may be imposed by the Board of Directors. The treasurer shall be governed by the bonding and requirements of the Woman's Press Club of Indiana in keeping an accurate account of all moneys and obligations received and paid or incurred for the corporation.

7. Vacancies. In case any office of the corporation becomes vacant, the majority of the directors then in office, although less than a quorum, may elect an officer to fill such vacancy. The officer so elected shall hold office until the annual meeting of the Board of Directors.

8. Removal. Any officer may be removed from office for conduct detrimental to the interest of the corporation by the affirmative vote of two-thirds of all directors at any annual or special meeting called for that purpose.

Article V: Fiscal Year

Fiscal Year. The fiscal year of the corporation shall commence on July 1 of each year and end on June 30.

Article VI: Amendments

Amendments by Directors. The Board of Directors shall have power to make, amend and repeal the bylaws of the corporation by affirmative vote of a majority of the board, provided, however, that the action is proposed at a regular or special meeting of the board and adopted at a subsequent annual meeting.

Article VII: Exempt Activities

Notwithstanding any other provisions of these bylaws, no member, director or officer of this corporation shall take any action or carry on an activity by or on the behalf of the corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Service Code and its regulations as they now exist or as they may be hereafter amended, or by an organization's contributions to which are deductible under Section 170(c)(2) of such code and regulations as they now exist or may be hereafter amended.

Article VIII: Finances

No part of the net earnings of the Woman's Press Club Of Indiana Education Fund Inc. shall inure to the benefit of, or be distributed to members, trustees, officers or other private persons, except that the WPCIEFI 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 hereof. No substantial part of the activities of the WPCIEFI shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the WPCIEFI shall not participate in, or intervene in, any political campaign on behalf of any candidate for public office.

Notwithstanding any other provision of these articles, WPCIEFI shall not carry on any other activities not permitted to be carried on (a) by the corporation exempt from federal income tax

under Section 501(c)(3) of the FDIC Code, or (b) be a corporation contribution which is deductible under Section 170(c)(2) of the code.

Article IX: Dissolution

Upon the dissolution of WPCIEFI, the officers shall, after paying or making provision for the payment of all liabilities of the corporation, dispose of the remaining assets of the corporation to such organizations organized and operated exclusively for charitable, educational or scientific purposes, which at the time qualify as tax exempt under IRS regulations.

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