

ARTICLE I – NAME AND PURPOSE

Section 1: Name of Corporation

Naptown Stomp - Lindy Hop Society, Inc., an Indiana nonprofit corporation, henceforth known as “the Corporation” or Naptown Stomp.

Section 2: Mission Statement

The mission of Naptown Stomp is to preserve and promote the history and culture of swing dance in Indianapolis through community engagement, education, and regular dance events.

Section 3: Purpose and Powers

This Corporation is organized and shall be operated exclusively for charitable and educational purposes in accordance with Section 501(c)(3) of the Internal Revenue Code of 1986, as amended (the "Code"). The Corporation’s primary purpose is to promote the art and education of dance, provide access to culturally diverse dance programming suitable for all peoples and ages, and support the development of artists through community engagement, performances, and instruction.

Section 4: Purpose and Powers

No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its directors, officers, members, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered. No substantial part of the Corporation's activities shall be for propaganda or lobbying purposes, nor shall it participate in any political campaign on behalf of any candidate for public office.

ARTICLE II – OFFICES AND AGENT

Section 1: Principal Office

The principal office of the Corporation shall be located in the State of Indiana. The Corporation may also have offices at such other places as the Board of Directors may from time to time determine.

Section 2: Registered Agent

The Corporation shall maintain a registered office and a registered agent in the State of Indiana as required by the Indiana Nonprofit Corporation Act of 1991, as amended (the “Act”). The registered agent shall be the agent listed in the Corporation’s.

ARTICLE III - BOARD OF DIRECTORS

Section 1: General Powers and Composition

- A. All corporate powers shall be exercised by or under the authority of, and the affairs of the Corporation shall be managed under the direction of, the Board of Directors.
- B. The Board shall consist of not less than one (1) director.
- C. Each director shall serve for a staggered term of two (2) years until their successor is elected and qualified. Directors may be re-elected for consecutive terms.
 - a. In the event a Board member is either the President or Treasurer, that Board member two (2) year term shall begin as of the Effective Date herein.
 - b. In the event a Board member is either the Secretary or a general Member, that Board member two (2) year term shall begin as of January 2026.
- D. The Board shall consist of participants from the Corporation’s community at large.

Section 2: Election

Directors shall be elected by the Board of Directors then in office by majority vote.

Section 3: Removal, Resignation and Forfeiture

A. Any director may be removed, with or without cause, by a majority vote of the remaining directors at any duly called meeting. Any director may resign at any time by providing thirty (30) days written notice to the Board and President prior to resigning.

B. Any member of the Board who fails to fulfill any of their requirements as set forth in Article III herein upon a reasonable time and five (5) days' notice by the remaining Board members, shall automatically forfeit their seat. The Secretary shall notify the President in writing that the seat has been declared vacant, and the Board may immediately proceed to fill the vacancy. Participants of the Board who are removed for failure to meet any or all of the requirements are not entitled to vote at any meeting.

C. Any member of the Board may be removed with or without cause at any time, by a vote of the Board if in their judgment the best interest of the Corporation would be served thereby. Each member of the Board must receive written notice of the proposed removal within five (5) days in advance of the proposed action. Any individual who has been removed as a member of the Board of Directors shall automatically be removed from Office.

Section 4: Vacancies

Vacancies may be filled by majority vote of the remaining directors. A director elected to fill a vacancy shall serve for the unexpired term of their predecessor. The election of new Board candidates must be approved by a majority vote of the remaining directors at any duly called meeting.

Section 5: Meetings

A. The Board shall conduct meetings quarterly with only Board members in attendance. The Board, at their discretion, may submit minutes to the community at large to maintain open communications. The Board shall conduct a minimum of one annual public meeting and forum with a one (1) month notice and reminders to be sent to the Participants of Naptown Stomp at Large. Special meetings may be called

by the President or by any two directors. Notice shall be given to each director at least five (5) days in advance.

B. The Board shall conduct a minimum of one annual public meeting and forum upon one (1) month's notice. The Board shall issue a reasonable amount of reminders to Members and participants.

Section 6: Quorum and Voting

A majority of the directors then in office shall constitute a quorum. Action is taken by a majority vote of those present, unless otherwise required by law or these bylaws.

Section 7: Committees

A. The Board may dissolve or create committees with such powers and responsibilities as it may determine, consistent with law. The roles of each Committee shall be described in a Committee Agreement provided by the Board. As of the Effective Date hereof, there shall be a minimum of three (3) committees, which number may be increased or decreased upon a majority vote of the Board.

B. Committees established by the Board shall meet quarterly. Committee members shall keep meeting minutes and submit copies of such meeting minutes to the Board and Secretary.

C. All corporate powers shall be exercised by or under the authority of the Board.

Section 8: Action Without the Necessity of a Meeting

Any action required by law to be taken at a meeting of the Board, or any action which may be taken at a meeting of the Board, may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by a majority of the members of the Board following notice of the intended action to all members of the Board

Section 9: Compensation

Board members shall not receive any compensation for being a director of the Corporation.

ARTICLE IV - OFFICERS

Section 1: Officers

The officers of the Corporation shall be a President, a Secretary, and a Treasurer. The Board may appoint such additional officers as it deems appropriate.

Section 2: Election and Term

Officers shall be elected by the Board of Directors and shall serve a term of one (1) year. Officers may be re-elected. The term of an Officer, who may also simultaneously serve as a Director, shall be independent from their term as a Director, and the expiration, resignation, or removal from one office shall not, by itself, affect their status or term in the other position.

Section 3: Removal and Resignation

An officer may be removed, with or without cause, by a majority vote of the Board. An officer may resign at any time by providing thirty (30) days written notice to the Board.

Section 4: Duties

- A. President: Presides at all meetings of the Board and ensures implementation of Board decisions, sets the Corporation's goals and direction, oversees all Corporation events and personnel.
- B. Secretary: Maintains corporate records and minutes of Board meetings, oversees and maintains all Corporation assets (physical and digital), and ensures job posting and board notices are carried out.
- C. Treasurer: Oversees financial matters, ensures accurate records, and provides financial reports.

ARTICLE V - MEMBERSHIP

Section 1: Membership Structure

- A. The Corporation may establish a voluntary nonvoting membership program to support its charitable and educational purposes. Membership shall be open to individuals, families, businesses, or other entities that support the mission and goals of the Corporation and who contribute financially or otherwise as defined by the Board of Directors.
- B. Membership shall not be considered a prerequisite to receiving charitable services or participating in the Corporation's publicly available program.
- C. All corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 2: Classes and Benefits of Membership

- A. The Board of Directors may establish one or more classes of membership, including but not limited to individual, family, student, senior, and corporate memberships. Each class may be assigned specific non-governance benefits, such as:
 - a. Discounted or free admission to programs or events;
 - b. Priority registration or reserved seating;
 - c. Member-only newsletters or access to digital resources;
 - d. Invitations to exclusive member appreciation events;
 - e. Branded merchandise (e.g., tote bags, t-shirts).
- B. The value of such benefits shall be incidental and reasonable, in accordance with the standards of the Internal Revenue Code and IRS regulations concerning charitable contributions and quid pro quo reporting.

Section 3: Community Access Membership

- A. In furtherance of its commitment to public benefit, the Corporation shall offer a Community Access Membership Program to allow individuals and families who demonstrate financial hardship to receive equivalent or similar benefits as dues-paying members.

B. Eligibility for this program shall be determined by criteria adopted by the Board and may include:

- a. Proof of public assistance;
- b. Student status;
- c. Referral by a partner organization;
- d. Written self-certification of financial hardship.

C. The Board shall review this policy periodically to ensure that it aligns with the Corporation's charitable mission and IRS regulations. Community Access Members shall be counted in member statistics.

Section 4 – No Voting or Governance Rights

A. Membership is non-voting and shall not confer any governance rights. Members shall not have any right to vote on corporate matters, including the election of directors, amendment of these bylaws, or any corporate decision-making.

B. All corporate powers, including the power to govern, manage, and control the affairs of the Corporation, shall be vested exclusively in the Board of Directors.

Section 5: Dues and Terms of Membership

A. Membership dues, terms, and conditions shall be determined and revised from time to time by resolution of the Board of Directors. Dues may vary by membership class. Membership shall be effective upon receipt of dues and shall expire at the end of the membership term unless renewed in accordance with policies set by the Board.

B. Failure to pay dues within the prescribed period shall result in automatic termination of membership privileges.

Section 6: Termination of Membership

A. Membership may be terminated for any of the following reasons:

- a. Failure to pay dues;

- b. Conduct deemed harmful to the Corporation's mission or reputation;
 - c. Voluntary resignation submitted in writing.
- B. The Corporation shall not refund any portion of dues upon termination.

Section 7: Member Records

- A. The Corporation shall maintain an accurate and current roster of members, which may include name, address, email, membership level, and term of membership. The Board may authorize the use of membership software or third-party services to manage and process member information in compliance with applicable privacy laws.
- B. Member records shall be used solely for the purpose of promoting the Corporation's mission and shall not be sold, leased, or exchanged for commercial purposes.

ARTICLE VI – CONFLICT OF INTEREST POLICY

Section 1: Purpose

The purpose of this Conflict of Interest Policy is to protect the integrity and charitable mission of the Corporation by ensuring that the decisions of the Board of Directors and officers are made in the best interests of the Corporation, free from the influence of personal or financial interests. This Policy is intended to supplement, but not replace, any applicable state and federal laws governing conflicts of interest applicable to nonprofit and charitable organizations.

Section 2: Definitions

- A. Interested Person: Any director, officer, key employee, or committee member with Board-delegated powers who has a direct or indirect financial interest, as defined below, is considered an Interested Person.
- B. Financial Interest: A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- a. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement;
- b. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or
- c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

C. A financial interest is not necessarily a conflict of interest. A conflict exists only when the Board (or an authorized Committee) determines that a financial interest may materially affect the individual's objectivity or decision-making capacity.

Section 3: Duty to Disclose

In connection with any actual or possible conflict of interest, an Interested Person must disclose the existence and nature of their financial interest to the Board or relevant committee prior to any discussion or decision on the matter.

Section 4: Determining Whether a Conflict Exists

After disclosure of the financial interest and all material facts, the Board (or a designated committee) shall determine by majority vote—excluding the Interested Person—whether a conflict of interest exists. The Board may seek the opinion of legal counsel or independent third parties if necessary to make an informed decision.

Section 5: Procedures for Addressing the Conflict

If a conflict of interest is determined to exist:

- A. The Interested Person shall recuse themselves and leave the meeting during the discussion and vote;
2. The remaining Board or committee members shall consider whether the transaction or arrangement is:
 1. In the best interest of the Corporation;
 2. For its own benefit;

3. Fair and reasonable;
4. More advantageous than alternatives not involving a conflict.

C. The Board may approve the transaction only by a majority vote of the disinterested directors.

Section 6: Records of Proceedings

A. The minutes of the Board and all relevant committees shall document:

- a. The names of persons who disclosed or were found to have a conflict;
- b. The nature of the financial interest;
- c. Any actions taken to determine whether a conflict existed;
- d. The decision of the Board or committee and the basis for it;
- e. The names of directors present for the discussion and vote, and a record of how they voted.

Section 7: Compensation Matters

A. A voting member of the Board who receives compensation as an officer, employee, or contractor whether, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to their compensation. For avoidance of doubt, Board members shall not be compensated for being a Board member.

B. When approving compensation for any officer, director, or key employee, the Board shall:

- a. Rely on data regarding compensation paid by similarly situated organizations;
- b. Ensure decisions are made by disinterested persons;
- c. Document the basis for approval whether by a meeting of the Board or a written consent of the Board.

Section 8: Annual Statements

- A. Each director, officer, and key employee shall annually sign a statement that affirms:
- a. They have received a copy of this Conflict of Interest Policy;
 - b. They have read and understand it;
 - c. They agree to comply with it; *and*
 - d. They understand the Corporation is a charitable organization and must engage primarily in activities that accomplish its tax-exempt purposes.

Section 9: Periodic Reviews

- A. To ensure that the Corporation operates in a manner consistent with its charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, the Board shall conduct periodic reviews. Reviews shall include, but not limited to:
- a. Whether compensation arrangements are reasonable and the result of arm's length bargaining; and,
 - b. Whether partnerships, joint ventures, or service arrangements further charitable purposes and are free of self-dealing.

Section 10: Enforcement

Failure to disclose a known conflict or abide by this policy may result in disciplinary action, up to and including removal from the Board or position of authority, as determined by a majority vote of disinterested directors.

ARTICLE VII – FINANCIAL ADMINISTRATION

Section 1: Fiscal Year

The fiscal year of the Corporation shall be January 1 to December 31.

Section 2: Contracts, Checks, Deposits

The Board may authorize officers or agents to enter into contracts and sign checks or other financial instruments on behalf of the Corporation.

Section 3: Funds and Donations

All funds shall be used in furtherance of the Corporation's purposes. Contributions are deductible under Section 170 of the Code, and the Corporation may accept gifts, bequests, and grants.

Section 4: Prohibition on Private Inurement

No part of the Corporation's net earnings shall inure to the benefit of any director, officer, or private individual, except as reasonable compensation for services rendered.

ARTICLE VIII – INDEMNIFICATION

To the fullest extent permitted by law, the Corporation shall indemnify any person who serves or has served as a director, officer, employee, or agent of the Corporation against any liability arising out of their service in such capacity, except in cases of gross negligence or willful misconduct.

ARTICLE IX – DISSOLUTION

Upon dissolution of the Corporation, all assets remaining after payment of liabilities shall be distributed to one or more organizations that are recognized as tax-exempt under Section 501(c)(3) of the Code, or to a federal, state, or local government for a public purpose.

ARTICLE X – AMENDMENTS

These Bylaws may be amended or restated by a majority vote of the Board of Directors at any duly called meeting, provided that written notice of the proposed amendment is given at least ten (10) days prior to the meeting.