

BYLAWS

ARTICLE I: NAME AND PURPOSE

Indiana Oath Keepers, Inc. is an Indiana non-profit corporation organized for civic, educational and charitable purposes under section 501(c)(3) of the Internal Revenue Code.

Section 1.01. Purpose.

Indiana Oath Keepers is a non-partisan association of current and former Military, Law Enforcement Officers, Fire Fighters and First Responders who will fulfill the Oath they swore, along with like-minded citizens who take an Oath to stand with us, to support and defend the Constitution against all enemies, foreign and domestic, so help us God. Our Oath is to the Constitution.

Section 1.02. Our Oath.

"I do solemnly swear (or affirm) that I will support and defend the Constitution of the United States of America against all enemies, foreign and domestic, that I will bear true faith and allegiance to the same, and that I take this obligation freely, without any mental reservation or purpose of evasion, pledging my life, my fortune, and my sacred honor. So help me, God."

ARTICLE II: DEFINITIONS

Section 2.01. "Articles"

The Articles of Incorporation of Indiana Oath Keepers, Inc., an Indiana 501(c)(3) nonprofit corporation filed with the Indiana Secretary of State on the Effective Date (as defined below), as amended from time to time. EIN #82-1498838

Section 2.02. "Bylaws"

"Bylaws" shall mean these bylaws, as amended.

Section 2.03. "Effective Date"

"Effective Date" shall mean May 11, 2017, the date on which the Articles were filed.

Section 2.04. "Indiana Oath Keepers"

"Indiana Oath Keepers" or "IOK" shall mean and refer to Indiana Oath Keepers, Inc. Indiana Oath Keepers operates as their own entity separate from national Oath Keepers.

Section 2.05. "Oath Keepers"

"Oath Keepers" or "OK" shall mean and refer to national Oath Keepers.

Section 2.06. "Board of Directors"

"Board of Directors" or "Board" shall mean the group of State level Directors, as constituted from time to time.

Section 2.07. "Director"

"Director" shall mean and refer to each individual elected or appointed to serve on the Board at the State level pursuant to Article V and Article VI of these Bylaws.

Section 2.08. "Coordinator"

"Coordinator" shall mean and refer to each individual serving in a leadership position at a State, Region or County level of IOK. Individuals may be assigned or elected based on the State, Region or County level of their position pursuant to Article V, Article VI, and Article VII of these Bylaws.

Section 2.09. "Community Preparedness Team"

"Community Preparedness Team" or "CPT" shall mean and refer to the group of Coordinators and Members in the five areas of Communications, Engineering, Medical, Preparedness and Security.

Section 2.10. "Lifetime Member"

"Lifetime Member" shall mean and refer to each individual who has applied for, paid dues to, and is accepted as a Lifetime Member of IOK pursuant to Article III.

Section 2.11. "Yearly Member"

"Yearly Member" shall mean and refer to each individual who has applied for, paid dues to, and is accepted as a Yearly Member of IOK pursuant to Article III.

ARTICLE III: MEMBERSHIP

Section 3.01. Membership.

Membership is available to current and former Military, Law Enforcement Officers, Fire Fighters and First Responders who will fulfill the Oath they swore, along with like-minded citizens who take an Oath to stand with us, to support and defend the Constitution against all enemies, foreign and domestic. Provided, that no person who has been convicted of treason or felony in any state or territory of the United States, or dishonorably discharged, unless restored to civil rights; and no person who has been adjudicated mentally incompetent, unless restored to legal capacity, shall be entitled to be a Member.

Section 3.02. Cancellation or Termination of Membership.

Any member may cancel or terminate their Membership by filing a written cancellation with

the secretary. Cancellation shall not relieve a Member of unpaid dues, or other charges previously accrued. A Member may have their Membership terminated by a simple majority vote of the State, Region or County Membership. No refunds of any kind will be given upon cancellation or termination of Membership.

Section 3.03. Lifetime Membership.

- 3.03.01 Lifetime Membership is perpetual beginning on the day your Membership Application is approved by a Director of the Board.
- 3.03.02 Lifetime Member applicants must be at least 18 years of age and be willing to submit to the screening process and obtain a valid State Concealed Carry permit before being accepted as a member.
- 3.03.03 Lifetime Members are able to hold positions of leadership within IOK at any State, Region or County level.
- 3.03.04 Lifetime Members may receive correspondence regarding; information on IOK special activities/events, CPT activities/events, and discounted pricing on IOK events and/or trainings.
- 3.03.05 Lifetime Membership is subject to Article III Section 3.01.
- 3.03.06 Lifetime Membership is subject to these Bylaws, and subsequently may be revoked subject to these Bylaws.
- 3.03.07 Lifetime Members shall be eligible to cast a vote in IOK elections.

Section 3.04. Yearly Membership.

- 3.04.01 Yearly Membership is valid for the 12 concurrent months of January through December for the entire calendar year of which you paid for Yearly Membership.
- 3.04.02 Yearly Membership expires yearly on December 31 at 11:59 pm on the calendar year noted on your sequentially numbered Yearly Membership card and certificate. To avoid a lapse in your Yearly Membership, a new Membership Application must be submitted by December 15th of the current year of your Yearly Membership and will take effect on January 1 of the following calendar year.
- 3.04.03 Yearly Memberships may be applied for and obtained on any date during any calendar year. No discount or pro-rate will be given based on the date you applied for Yearly Membership.
- 3.04.04 Yearly Members applicants must be willing to submit to the screening process and obtain a valid State Concealed Carry permit before being accepted as a member. Individuals 18 years of age and younger may be accepted as yearly members only at the discretion of the County Coordinator and final approval by the Regional Coordinator.
- 3.04.05 Yearly Members may not hold any State Board of Directors positions or any Region

Coordinator or County Coordinator positions.

- 3.04.06 Yearly Members may receive ~~emails and~~ correspondence regarding; the IOK Board and its activities, ~~emails regarding~~ IOK events, **and information** regarding IOK CPT activities or events.
- 3.04.07 Yearly Membership is subject to these Bylaws, and subsequently may be revoked subject to these Bylaws.
- 3.04.08 Current Yearly Members shall be eligible to cast a vote in IOK elections.
- 3.04.09 Yearly Membership is subject to Article III Section 3.01.

Section 3.05. Restrictions on Membership.

- 3.05.01 No person who advocates, or has been or is a member, or associated with, any organization, formal or informal, that advocates the overthrow of the government of the United States or the violation of the Constitution thereof, shall be entitled to be a Member of IOK.
- 3.05.02 No person who advocates, or has been or is a member, or associated with, any organization, formal or informal, that advocates discrimination, violence, or hatred toward any person based upon their race, nationality, creed, or color, shall be entitled to be a Member of IOK.
- 3.05.03 Nothing in this Section shall be construed to prevent the Board, at its discretion, from admitting to membership in IOK any person described in subsections 3.06.01 or 3.06.02 above who has persuaded the Board that such person has repudiated such associations.
- 3.05.04 IOK reserves the right, in its sole discretion, to withhold, deny, or revoke the membership of any person whom IOK determines will dilute, impair, or disrupt the mission of IOK, or dishonor or in any manner bring ill repute to IOK.

ARTICLE IV: MEMBER MEETINGS

Section 4.01. Region and County Member Meetings.

Region and County Member meetings may be held in person, telephone conference or video conference. Region and County meetings occur statewide at different locations, dates and times designated by each Region or County Coordinator. Participation in such a meeting constitutes presence in person at such meeting.

Section 4.02. Special Meetings.

Special meetings of the Board may be called by the Chairman and may be called by the Chairman upon the request of any Director. Special meetings may be held by telephone conference or by email.

Section 4.03. Notice of Meetings.

- 4.03.01 Notice is hereby given that monthly Region and County Member Meetings with set locations, dates and times are listed on our website. Coordinators may, at their discretion, choose an alternate or additional method of notice that fits schedules of their Members.
- 4.03.02 Notice for monthly Region and County Member Meetings without set locations, dates and times, will be decided by each Region or County Coordinator. Please contact each Region or County Coordinator for Meeting information.

Section 4.04. Voting.

- 4.04.01 Region or County voting will be decided by a simple majority vote of the Members in attendance at each meeting in which the voting takes place.

Section 4.05. Order of Business.

The order of business at a meeting of the Members, insofar as may be reasonably practical, shall be as follows:

- 4.05.01 Call to order.
- 4.05.02 Opening prayer led by President or representative.
- 4.05.03 If the meeting is held in person, Members shall stand and recite the Pledge of Allegiance.
- 4.05.04 Determination of Members present.
- 4.05.05 Approval of any minutes of any meeting or meetings not previously approved.
- 4.05.06 Disposition of any unfinished business.
- 4.05.07 Consideration and disposition of any new business.
- 4.05.08 Adjournment by President or his representative.

Section 4.06. No Compensation.

No person shall receive any compensation for holding any position with IOK.

ARTICLE V: BOARD OF DIRECTORS

Section 5.01. Directors. The Board of Directors of Indiana Oath Keepers shall consist of three (3) Directors. Directors may hold more than one seat on the Board if they are able to be efficient, organized and effective in all the seats they occupy. For voting purposes, votes are counted per person, not per seat they hold. The following (3) offices will comprise the Board of Directors:

President
Secretary
Treasurer

The Board reserves the right to add or remove positions as needed.

Section 5.02. Tenure.

The tenure of each Board of Director's seat shall be perpetual with an option to resign or sustain their position after every two calendar years (January - December). Tenure may be terminated by Resignation or Removal upon a simple majority vote of the Board.

Section 5.03. Director Qualifications, Leadership Skills and Duties.

Each Director must be an IOK Lifetime Member and possess a lifetime carry license. Directors must be 21 years of age, be a United States Citizen and have regular access to use a computer, phone and/or mobile device for mandatory meetings.

Directors shall:

- 5.03.01 Possess strong leadership skills and be a team player.
- 5.03.02 Possess the ability to motivate a team to rally around a cause.
- 5.03.03 Foresee problems while remaining driven and positive.
- 5.03.04 Make sense of unique opportunities and take risks in problem-solving.
- 5.03.05 Have a high degree of emotional intelligence and patience, in order to successfully interact with the Board, Members and Friends.
- 5.03.06 Attend at least nine monthly telephone conference State Board calls per calendar year.
- 5.03.07 Attend all yearly IOK State Conventions, Events and Expos.
- 5.03.08 Assist the Board in maintaining existing streams of revenue while brainstorming for new opportunities.

5.03.09 Protect the integrity of ~~Oath Keepers~~ and Indiana Oath Keepers.

Section 5.04. Annual Meeting of the Board.

The Annual Meeting of the Board may be held in person, or via telephone or video conference during the month of January at a location, date and time designated by the Board, for the purpose of transaction of such business as may properly come before the meeting. Notice thereof shall be given to all Board Members, Lifetime Members and current Yearly Members by email, phone or text from the Secretary not less than two weeks prior to the meeting. Participation in such a meeting constitutes presence in person at such meeting.

- 5.04.01 If the annual meeting takes place at a physical location, the notification ~~email~~ will contain the location, date and time.
- 5.04.02 If the annual meeting takes place via telephone or video conference, the notification ~~email~~ will contain the call-in phone number and access code or web link.

Section 5.05. Regular Meetings.

Regular monthly meetings of the Board may be held in person, by telephone, video conference or by email on the second Monday of each month at 7:00pm (Eastern time); but if such day is a legally-recognized holiday then the meeting otherwise scheduled to be held on such day shall be rescheduled and held on any day which occurs within the period which begins on the first day of such month and ends on the last day of such month. Telephonic participation in such a meeting constitutes meeting attendance. Nothing contained in Section 5.05, however, shall be construed to preclude the holding of a special meeting in lieu of any canceled regular meeting.

Section 5.06. Special Meetings.

Special meetings of the Board may be called by the President and may be called by the President upon the request of any Director. Special meetings may be held in person, by telephone, video conference or by email.

Section 5.07. Place of Meetings.

Any meeting of the Board may be held at such place as the President may designate, including in person, by telephone, video conference or by email.

Section 5.08. Notice of Meetings.

- 5.08.01 Except as otherwise provided in Section 5.15, the Secretary of Indiana Oath Keepers shall notify the Board of any special meeting of the Board at least twenty-four hours before the date and time of such meeting.
- 5.08.02 Any proper business may be presented at any meeting of the Board, regardless of whether the nature of such business is

stated in the agenda.

- 5.08.03 Any notice or demand required or desired to be given to any party pursuant to these Bylaws shall be in writing and shall be validly served, given, delivered or made by email and/or text message.
- 5.08.04 The written certificate of the person delivering notice of any meeting of the Board, setting forth the substance of the notice, the dates the notice was emailed shall be prima facie evidence of the manner and fact of giving such notice.

Section 5.09. Quorum; Adjourned Meetings.

- 5.09.01 A majority of the Board shall constitute a quorum for the transaction of business by the Board at any meeting.
- 5.09.02 At any meeting of the Board where a quorum is not present, a majority of those Board Members present may adjourn, from time to time, until a quorum is present, and no notice of such adjournment shall be required. At any such meeting where a quorum is present, any business may be transacted which could have been transacted at the meeting originally called.

Section 5.10. Board Decisions.

The affirmative vote of a majority of the Board present at a meeting at which a quorum is present shall be the action of the Board; provided, however, the President of the Board shall have the power of veto which may be overridden only by the vote of two thirds of those Board Members present; and provided further, however, any decision which may benefit a Board Member or affiliates of a Board Member, directly or indirectly, pecuniary economically or otherwise, shall be determined by the affirmative vote of a majority of disinterested Board Members, even if the number of disinterested Board Members is less than a majority of the Board Members.

Section 5.11. Confidentiality.

Directors shall not discuss or disclose information about IOK or its activities to any person or entity unless such information is already a matter of public knowledge, such person or entity has a need to know, or the disclosure of such information is in furtherance of IOK's purposes or can reasonably be expected to benefit IOK. Directors shall use discretion and good business judgment in discussing the affairs of IOK with third parties. Without limiting the foregoing, Directors may discuss upcoming fundraisers and the purposes and functions of IOK, including but not limited to accounts on deposit in financial institutions.

Section 5.12. Order of Business.

The order of business at any meeting of the Board, insofar as may be reasonably practical, shall be as follows:

- 5.12.01 Call to order.
- 5.12.02 Determination of Board Members present and existence of quorum.
- 5.12.03 Approval of any minutes of any meeting or meetings not previously approved.
- 5.12.04 Disposition of any unfinished business.
- 5.12.05 Consideration and disposition of any new business.
- 5.12.06 Adjournment by President or his representative.
- 5.12.07 Closing prayer led by the President or his representative.

Section 5.13. Absentees Consent to Meetings.

Actions taken at any meeting of the Board which may not have been duly called, noticed or convened (due to a lack of quorum or otherwise) shall be as valid as if taken at a meeting duly held if, either before or after the meeting, all of the Board Members entitled to vote who were not present in person (and those who, although present, either objected at the beginning of the meeting to the transaction of any business because the meeting had not been duly called, noticed, or convened, or expressly objected at the meeting to the consideration of matters not included in the notice which were required to be included therein) sign a written consent to the holding of the meeting and approval of the minutes of such meeting. All such consents and approvals shall be made a part of the minutes of the meeting.

Section 5.14. Action Without Meeting.

Any action which may be taken at any meeting of the Board may be taken without a meeting if a written consent to such action is affirmed by a majority of the Board Members. Whenever action is taken by written (email) consent, a meeting need not be called, noticed or convened. All written consents of Board Members shall be filed with the minutes of meetings of the Board or Committee.

Section 5.15. Powers.

Except as otherwise provided by law or the Articles of Organization, the Board is exclusively vested with the absolute, complete and unrestrained power and authority to manage the affairs of Indiana Oath Keepers and is authorized and empowered to exercise any and every power and right of IOK in such manner as the Board may determine.

Section 5.16. No Compensation.

Members of the Board of Directors shall not receive any compensation for their services as Directors.

Section 5.17. Vacancies.

Whenever any vacancy occurs in the Board of Directors, it shall be filled without undue delay by a majority vote of the remaining members of the Board of Directors at a Regular Meeting or Special Meeting. Vacancies may be created and filled according to specific methods approved by the Board of Directors on an occasion by occasion basis.

Section 5.18. Forfeiture.

Any member of the Board of Directors who fails to fulfill any of his or her requirements as set forth in Section 5.03 of this Article shall automatically forfeit his or her seat on the Board. The Secretary shall notify the Director in writing that his or her seat has been declared vacant, and the Board of Directors may forthwith immediately proceed to fill the vacancy. Members of the Board of Directors who are removed for failure to meet any or all the requirements of Section 5.03 of this Article are not entitled to vote at the Annual Meeting.

Section 5.19. Resignation.

Any Director may resign effective immediately upon giving written notice to the Secretary unless the notice specifies a later time for the effectiveness of such resignation.

- 5.19.01 A notice emailed to Secretary@IndianaOathKeepers.org shall serve as written notice.
- 5.19.02 If any Director who is serving as a member of any Committee resigns, such resignation shall likewise automatically constitute a Resignation from the Committee on which such person serves, regardless of whether such person's Resignation specifically so states.
- 5.19.03 The Director may re-apply to be a Committee member if they so chose.
- 5.19.04 If the Board accepts the resignation of a Director tendered to take effect at a future date, the Board may elect a successor to take office when the Resignation becomes effective.

Section 5.20. Removal.

- 5.20.01 The Board, by simple majority vote, may declare vacant the office of a Director who has been declared incompetent by an order of court of competent jurisdiction or a Director who has been convicted of a felony.
- 5.20.02 Any one or more Director(s) may be removed from office without cause for any reason or no reason, by the vote of at least two thirds of the remaining Board.

ARTICLE VI: BOARD POSITIONS, ROLES AND RESPONSIBILITIES

Section 6.01. President.

The President shall be the Chief Executive Officer of Indiana Oath Keepers, subject to the supervision and control of the Board, except as provided elsewhere herein. Primary responsibilities are managing the overall operations and resources within IOK and ensuring that the direction of the Board is accomplished.

The President shall:

6.01.01 Be authorized to direct the day-to-day corporate and business affairs of IOK, with full power to execute all resolutions and orders of the Board not especially entrusted to some other Director.

6.01.02 Preside as President of the Board at all Board meetings and shall perform such other duties as prescribed by the Board.

6.01.03 Unless and except to the extent otherwise directed by the Board or delegated in writing by email, be authorized to sign all contracts, agreements, instruments and documents on behalf of IOK.

6.01.04 Once per year, present to the Board during the January Board call, a one-year and three-year strategic plan outlining the operating plan, including a balanced scorecard to keep track of the execution of activities then report to the Board quarterly using this scorecard.

6.01.05 Be the official spokesperson for IOK at all State IOK activities or events, and if not able to do so may delegate this responsibility.

6.01.06 Ensure the direction and goals set forth by the Board are carried out and followed to maintain IOK's mission and standards.

6.01.07 Manage and lead the monthly State Board call as the President.

6.01.08 Make recommendations to the Board for any disciplinary actions needed.
~~Act as liaison between Indiana Oath Keepers and Oath Keepers.~~

6.01.09 Lead IOK by developing plans and goals to increase state membership.

6.01.10 Email the State Board call agenda to the Board the night prior to each meeting.

6.01.11 Coordinate and lead all yearly IOK State Conventions, Events and Expositions.

6.01.12 Maintain a current copy of a password protected electronic spreadsheet of the confidential roster of Members and Friends. This roster is only to be shared with Board Members.

6.01.13 Use the designated IOK email address of StateCoord@IndianaOathKeepers.org for all email correspondence on behalf of IOK.

Section 6.03. State Secretary.

Unless otherwise restricted by the Board, the State Secretary may sign all contracts, agreements, instruments and documents on behalf of IOK.

The State Secretary shall:

- 6.03.01 Have custody of books and papers as the Board may direct, and shall, in general, perform all duties incident to the office of the Secretary.
- 6.03.02 Keep the minutes of all meetings of the Board and any committee thereof in books or electronic format or other means provided for that purpose.
- 6.03.03 Mail, email or electronically distribute via email marketing platforms such as Vertical Response, materials and correspondence as needed to broadcast information and events of interest to Members of Indiana Oath Keepers and shall coordinate communication between Members as necessary.
- 6.03.04 Within seven days of each meeting, provide a draft of all meeting minutes to the Board Members and await approval of said minutes during the next Board Meeting. Once the minutes have been approved by the Board, they shall become the official public record of said Board.
- 6.03.05 Maintain a current copy of a password protected electronic spreadsheet of the confidential roster containing the name, membership status, region, city, email and phone number of Members and Friends. This roster may only be shared with Board Members.
- 6.03.06 Use the designated IOK email address of Secretary@IndianaOathKeepers.org for all email correspondence on behalf of IOK.

Section 6.04. State Treasurer.

The State Treasurer shall be the Chief Financial Officer of Indiana Oath Keepers, subject to the supervision and control of the Board, and shall have the custody of all the funds of IOK. Unless otherwise restricted by the Board, the State Treasurer shall be entitled to endorse on behalf of IOK for collection all checks and other instruments, deposit all money for the credit

of IOK in such bank or banks or other depository as the Board may designate, and sign all receipts and vouchers for the payment of money by and on behalf of IOK. Unless otherwise restricted by the Board, the State Treasurer may have the custody and control of membership applications, deeds, leases, easements, certificates of shares of stock, bonds, securities, evidence of debt, instruments, and such other property and evidence of ownership of property belonging to IOK as the Board shall designate, and shall sign all papers required to be signed by the State Treasurer by law, by these Bylaws, or by the Board.

The State Treasurer shall:

- 6.04.01 Regularly enter or cause to be entered in the books of Indiana Oath Keepers, to be kept for that purpose, full and accurate accounts of all amounts received and paid on account of Indiana Oath Keepers. The State Treasurer shall render a monthly statement of the state checking account and the fundraiser checking account to the Board at BOD@indianaOathkeepers.org no later than the Friday before each regular monthly board meeting.
- 6.04.02 Mail, email or electronically distribute via email marketing platforms such as Vertical Response, materials and correspondence as needed to broadcast information and events of interest to Members of Indiana Oath Keepers, and shall coordinate communication between Members as necessary. Upon approval of an IOK Lifetime Membership Application and payment, mail a Welcome Packet to the Member via First Class mail. The Welcome Packet shall contain their sequentially numbered Membership Certificate, matching numbered Membership Card, Lifetime Member Decal and additional materials from time to time. The Treasurer will then email the Lifetime Member (and cc all respective Region and County Coordinators) all the necessary contact information for IOK, including social media platforms, websites, emails, and contacts for IOK Coordinators.
- 6.04.03 Upon approval of an IOK Yearly Membership Application and payment, email the Member (and cc all respective Region and County Coordinators) their sequentially numbered Membership Certificate, matching numbered Membership Card, and all the necessary contact information for IOK, including social media platforms, websites, emails, and contacts for IOK Coordinators.
- 6.04.04 Maintain keys to and monitor all mail arriving to PO Box 211 Leo, Indiana 46765, or the then-current mailing address.
- 6.04.05 Maintain a current copy of a password protected electronic

spreadsheet of the confidential roster of Members and Friends. This roster is not to be shared with anyone aside from the Board of Directors.

- 6.04.06 Use the designated IOK email address of Treasurer@IndianaOathKeepers.org for any and all email correspondence on behalf of IOK.

ARTICLE VII: COMMITTEES

Section 7.01. Establishment.

The Board, in its discretion, may establish an executive committee and other Committees having such powers and performing such duties as the Board may delegate to it by resolution from time to time, including the immediate oversight and management of certain business affairs of Indiana Oath Keepers. The Board shall appoint the persons to serve on such Committees. The Board may appoint ex officio, Board Members.

Section 7.02. Term of Office.

At the discretion of the Board, each member of a Committee shall continue to serve for such term as the event necessitates may be established by the Board, unless the existence of the committee shall be sooner terminated or unless such member be removed or such member shall cease to qualify as a member thereof.

Section 7.03. Quorum.

Unless otherwise provided by the Board, a majority of the entire Committee shall constitute a quorum.

Section 7.04. Committee Decisions.

The affirmative vote of a majority of the Committee Members present at a meeting at which a quorum is present shall be the action of the Committee. However, any decisions which may benefit a Committee Member or affiliate of a Committee Member, directly or indirectly, pecuniary economically or otherwise, shall be determined by the affirmative vote of a majority of disinterested committee members, even if the number of disinterested Committee Members is less than a majority of the Members of the Committee.

Section 7.05. Telephone Conference Calls.

Meetings of the Committee may be held using a telephone conference call, video conference, or similar communications equipment so long as all members of the Committee participating in such meeting can hear one another at the time of such meeting. Participating in such a meeting constitutes presence at such meeting.

Section 7.06. Action Without Meeting.

Any action required or permitted to be taken at any meeting of a Committee may be taken without a meeting, if a written consent, including telecommunication or electronic transmission, to such action is signed by all of the members of the Committee. Whenever action is taken by written consent, a meeting need not be called, noticed or convened. All written consents shall be filed with the minutes of the Committee.

Section 7.07. Vacancies.

Vacancies in the membership of any Committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

Section 7.08. Resignation.

Any member of any Committee may resign at any time by giving notice to the Board (for State level Committees); the Region Coordinator (for Region level Committees) or the County Coordinator (for County level Committees). If any ex officio Board Member resigns, such resignation shall likewise automatically constitute a resignation of the position held by such person as well, regardless of whether such person's resignation specifically so states. Unless the notice specifies a later time for the effectiveness of such resignation, the resignation shall be deemed to take effect upon the giving of such notice.

Section 7.09. Removal.

Any member of any committee may be removed from service on such Committee by a majority of the Board whenever, in its judgment, the best interest of Indiana Oath Keepers would be served.

Section 7.10. No Release of Responsibility.

The designation of Committees and the delegation thereto of authority shall not operate to relieve the Board of any responsibility imposed by law, the Articles or these Bylaws.

ARTICLE VIII: OFFICES; RECORDS; REPORTS; SEAL; FINANCIAL MATTERS

Section 8.01. Registered Office.

The registered office of Indiana Oath Keepers in the State of Indiana shall be at such location as may be established by the Board. The Indiana Oath Keepers, Inc registered agent will be Michael DeLong, 5714 St. Joe Road, Fort Wayne, Indiana 46835.

Section 8.02. Corporate Records.

- 8.02.01 Accurate and complete copies of the Articles, these Bylaws, all amendments thereto, as well as copies of minutes of meetings and written consents in lieu of meetings of the Board and committees thereof, shall be kept at the registered office of Indiana Oath Keepers for the inspection by those persons who possess a legal right to

inspect such records. All other books of Indiana Oath Keepers shall be kept at such place(s) as may be prescribed by the Board.

- 8.02.02 The records described in the preceding Section 8.02.01 shall be open to inspection at any reasonable time during normal business hours upon the written request of any Board Member for any purpose. Such inspection may be made in person or by agent or attorney, and the right of inspection includes the right to copy and make extracts.

Section 8.03. Corporate Seal.

The Board may (but shall not be required to) authorize the use of a seal and such seal may be used by causing the seal or a facsimile of the seal to be impressed, affixed, or reproduced or otherwise. Except when specifically provided otherwise, any officer of Indiana Oath Keepers shall have the authority to affix the seal to any document requiring it the same.

Section 8.04. Fiscal Year.

The fiscal year of Indiana Oath Keepers shall begin on the first day of January of each year and shall end on the last day of December of each year, unless otherwise fixed by resolution of the Board.

ARTICLE IX: LEGALITY

Section 9.01. Construction.

The captions and paragraph numbers appearing in these Bylaws are inserted only as a matter of convenience and in no way define, limit, construe, or describe the scope or intent of such paragraphs of these Bylaws, nor in any way affect the terms and conditions hereof. The necessary grammatical changes required to make the provisions of these Bylaws apply in a plural or singular sense, where required, or to a particular gender, shall in all instances be assumed as though in each case fully expressed. Words such as "herein", "hereof", "hereby", and "hereunder", when used in these Bylaws, shall refer to these Bylaws unless a specific provision of these Bylaws is expressly identified. For purposes of these Bylaws, the term "person" shall mean any individual, corporation, partnership, trust, or other entity, however denominated. For purposes of these Bylaws the term "affiliate" of a specified person shall mean any person; i) that, directly or indirectly (through one or more intermediaries or otherwise), controls, is controlled by, or under common control with such specified person; ii) that is a director, officer, or employee of either such specified person or another person that constitutes an affiliate of such specified person; iii) of which either such specified person or another person that constitutes an affiliate of such specified person serves as a director, officer, or employee; or iv) who is a spouse, father, mother, son, daughter, brother, sister, uncle, aunt, nephew or niece of such specified person or of any person described in the preceding clauses i), ii) and/or iii). A "business day" shall mean any day

which is not a Saturday, Sunday, or any day which is a legal holiday in the State of Indiana.

Section 9.02. Computation of Time.

In computing any period of time under these Bylaws, the date of the act, event, or default from which the designated period of time begins to run shall not be included. The last day of the period so computed shall be included, unless it is a Saturday, Sunday, or a legal holiday, in which case the period shall continue until the end of the next day that is not a Saturday, Sunday, or legal holiday.

Section 9.03. No Waiver.

The failure to insist, in any one or more instances, upon observance and performance of any provision of these Bylaws shall not be construed as a waiver of such provision or the relinquishment of any other right granted herein or of the right to require future observance and performance of any such provision or right. The waiver of any violation of any provision herein contained shall not be deemed to be a waiver of such provision on account of any other violation of the same or any other provision of these Bylaws. No provision of these Bylaws shall be deemed to have been waived, unless such waiver is approved by the Board.

Section 9.04. Partial Invalidity.

If any provision of these Bylaws or the application thereof to any person or circumstance shall, to any extent, be invalid or unenforceable, the remainder of these Bylaws or the application of such provision to persons or circumstances, other than those as to which it is held invalid or unenforceable, shall not be affected thereby, and each provision of these Bylaws shall be valid and enforced to the fullest extent permitted by law.

Section 9.05. Applicable Law; Jurisdiction.

The laws of the State of Indiana, as such laws have been interpreted and applied by the courts of the State of Indiana, shall govern the validity, performance, and enforcement of these Bylaws.

ARTICLE X: AMENDMENTS

Section 10.01. Amendments.

These Bylaws may only be amended or repealed by the affirmative vote of two-thirds of the Board of Directors.

Section 10.02. Additional Bylaws.

Additional bylaws not inconsistent with these Bylaws may be adopted by the Board by the affirmative vote of a majority of the Board Members.

Section 10.03. Articles of Incorporation

The Articles may be amended in any manner at any Regular or Special Meeting of the Board of Directors, provided that specific written notice of the proposed amendment of the Articles setting forth the proposed amendment or a summary of the changes to be effected thereby shall be given to each Director at least three days in advance of such a meeting if delivered personally, by facsimile, or by e-mail or at least five days if delivered by mail. All amendments of the Articles shall require the affirmative vote of an absolute majority of the Board.

ADOPTION OF BYLAWS

We, the undersigned, are current Directors of Indiana Oath Keepers, and we consent to, and hereby do, adopt the foregoing Bylaws, consisting of this page and the 17 preceding pages, as the Bylaws of Indiana Oath Keepers.

ADOPTED AND APPROVED by the Board of Directors on this _____ day of _____, 2023.

Denis Dale Egert, President

Timothy Stuart Putt, Secretary

Douglas Trovinger, Treasurer