FISHERS POLICE CORPS, INC.
A Nonprofit Indiana Domestic Corporation
BYLAWS AS REVISED MAY 25, 2022

Article 1

Definitions

Board member – shall refer to the members of the Board of Directors of the Fishers Police Corps
Corporation – shall refer to the Fishers Police Corps
FPC – Fishers Police Corps
General meeting – a quarterly meeting attended by all members of the Corporation
General member – shall refer to all members of the Fishers Police Corps excluding the Board of Directors
Officer (capitalized) – refers to a member of the Board of Directors, not a police officer

Article 2

Purpose and Mission

A. It is our vision to bring together graduates of the Fishers Police Department Citizens Police Academy to work together for the betterment of the Fishers Police Department.

B. Our Mission is that as ambassadors, we believe in the law and the officers who are charged with enforcing the law. It is our mission to support the Fishers Police Department's goals of protecting and securing our city, protecting the future of our children, and supporting our officers to enable them to achieve their highest standards. To this end, we will work 1) to elicit community support, 2) to support the Department through physical endeavors, 3) to provide monetary support through fundraisers, and 4) to provide emotional support to enable the Department and its employees to function at their highest potential.

Article 3

Name

By amendment dated July 16, 2020, the name of the organization was changed from "Fishers Police Department Citizens Academy Alumni Association" (FPDCAAA) to "Fishers Police Corps" (FPC). On October 7, 2021, the organization applied for and was incorporated as an Indiana Domestic Nonprofit Corporation. The Corporation is organized exclusively for charitable, religious, educational, and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under sections 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

Article 4

Corporate Activities

A. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to its members, trustees, 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 within this document. 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 on behalf of or in opposition to any candidate for public office. Notwithstanding any other provision of these articles, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from federal income tax under section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or (b) by a corporation, contributions to which are deductible under section 170(c)(2) of the Internal Revenue Code, or the corresponding section of any future federal tax code.

B. The Corporation's fiscal year is the twelve (12) month period ending on December 31 of each year.

C. The Fishers Police Corps is a 501(c)(3) Nonprofit Indiana Domestic Corporation and contributions are deductible to the fullest extent of the law.

D. The principal office of the Fishers Police Corps, hereafter referred to as FPC, shall be in the Fishers Police Department, 4 Municipal Drive, Fishers, IN 46038.

Article 5

Membership

A. The Membership of this Association will be those members who have completed and graduated from the Fishers Police Department's Citizens Academy and paid their yearly dues, including the members on the Board of Directors.

B. All members, including Board members, will attend meetings and educational classes, perform volunteer services benefiting and sanctioned by the Fishers Police Department, and as representatives of the Fishers Police Department, wear the required uniform when performing community services for the Fishers Police Department.

C. The name, address, phone number, and email address of all members shall be kept by the Secretary of the Corporation.

D. A person may be considered for Honorary Membership based on outstanding community service or other special consideration by the FPC. The person shall be nominated by the Board of Directors and must be approved by majority vote of all active members present.

E. The Chief of Police for Fishers, Indiana, and any sworn officer(s) appointed by the Chief are members of the Board of Directors by virtue of their offices and not subject to elections.

F. All participants in the FPC, including the Board of Directors, shall become members by paying annual dues of $36 per individual or $62 per family, unless changed by a majority vote at a regular meeting of the full membership. Continued membership is contingent upon being up to date on membership dues. Dues are due no later than the second meeting date of the calendar year. Graduates of a Citizens Police Academy class who immediately join the FPC shall pay no dues for the remainder of the calendar year in which they graduate and will be full voting general members.

G. The Corporation will not practice or permit any unlawful discrimination on the basis of sex, age, race, color, national origin, religion, physical handicap or disability, or any other basis prohibited by law.

Article 6

Conduct

A. No member of the Corporation shall promote or represent themselves on behalf of the FPC for personal, political, or financial gain.

B. No member of the Corporation shall solicit for anything on behalf of the Corporation without the express consent of the Board of Directors.

C. Inappropriate behavior toward sworn officers and/or citizens will not be tolerated and may result in termination of membership. See Article 7 C.

Article 7

Voting, Resignation, and Termination

A. Each general member and each Board member shall be entitled to one (1) vote on each matter submitted to a vote. If such vote is taken at a meeting of the organization, the member must be present to cast his or her vote. In the case of a tie vote on any matter, the President shall have one (1) additional vote to be the tiebreaker. Since general meetings are held only quarterly, there may be times when a vote needs to be taken prior to the next regularly scheduled general meeting, in which case, the Board may authorize a vote to be taken using email. The same one (1) vote per member and the president breaking any ties rule will be in effect for an email vote.

B. Any member of the Corporation may resign by filing a written resignation with the Secretary.

C. Membership may be terminated for just cause after a hearing before the Board of Directors and a majority vote following. Just cause is defined as any violation of the FPC bylaws or any violation of federal and/or State laws or local ordinance violations that result in criminal arrest.

D. Upon resignation or termination of any member of the Corporation, all property belonging to the FPC or the Fishers Police Department shall be returned immediately.

E. Any vacancy caused by the death, resignation, removal, disqualification, or otherwise, of any Officer of the Corporation, shall be filled by the Board of Directors. In the event of a vacancy in any office other than that of President, such vacancy may be filled temporarily by appointment by the President until such time as the Board shall fill the vacancy. Vacancies occurring in offices of Officers appointed at the discretion of the Board may or may not be filled as the Board shall determine.

F. The Board of Directors, by way of affirmative vote of a majority of the Directors then currently in office, may remove any Director with or without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing that such action will be brought before the Board or general membership at the meeting.

Article 8

Meetings

A. General meetings will be held on a quarterly basis. The meetings will be held at the Fishers Police Department training room unless notice is given of a different location. Notice of all meetings will be given in advance to the members by mail, hand delivery, email, or fax.

B. Regular Board meetings will be held prior to each general meeting and may be called at any time by the President or by a majority of the Directors then in office. Notification of such meeting shall be delivered with not less than forty-eight (48) hours' notice. Notice of all Board meetings will be given in advance to the Board members by mail, hand delivery, email, or fax.

C. Special meetings of members or of the Board may be called by the President or Vice-President acting in his/her stead. General members or Board members shall be notified no less than forty-eight (48) hours in advance of a special meeting. Notice of such special meetings will be given in advance to the members by mail, hand delivery, email, or fax.

D. Ten (10) active members (both general and Board combined) present at any meeting shall constitute a quorum of the FPC.

E. The Order of Business at a general meeting of the members shall be:

1. Call to Order
2. Secretary's Report
3. Treasurer's Report
4. Report of Officers
5. Report of Committee Chairs
6. Unfinished Business
7. New Business
8. Adjournment
9. Police Activity/Training

Article 9

Board of Directors and Duties

A. Office Holders

All office holders will serve as unpaid volunteers and shall be elected by a majority vote of the members of the Corporation. The Office Holders of the FPC shall be President, Vice President, Secretary, Treasurer, and Immediate Past President, all of whom are on the Board of Directors. No two offices may be held by the same person at the same time. President, Vice President, and the Immediate Past President shall serve a one-year term. There shall be no term limit on the Secretary and the Treasurer. The Vice President shall become President at the end of the current President's one-year term, or should the President resign or be removed. The outgoing President shall continue on the Board for one more year as the Immediate Past President. Office holders shall be elected by all members of the FPC by a majority vote. Duties of the Office Holders are detailed in the Addendum to these bylaws.

No two members related by blood or marriage/domestic partnership within the second degree of sanguinity or affinity may serve on the Board of Directors at the same time.

B. Board of Directors

The Board of Directors shall consist of the above-named Office Holders, any sworn officer(s) appointed by the Chief of Police, as well as the Chief of Police. (as stated in Article 5 E.).

C. Appointment to Foundation Board

Every other year, it shall be the duty of the Board of Directors to appoint a member in good standing of the FPC to serve on the Fishers Police Department Foundation Board of Directors. The person so chosen shall serve for a period of two (2) years. There is no term limit on this position. Should the Fishers Police Department Foundation increase the number of Board members to four (4), the Board shall continue to appoint one (1) member in good standing to serve on the Fishers Police Department Foundation Board of Directors. If the Fishers Police Department Foundation increases the number of Board members to five (5), then the Board shall appoint two (2) members in good standing to serve on the Fishers Police Department Foundation Board of Directors. If there are six (6) Directors on the Foundation Board, the FPC Board of Directors shall appoint two (2) members in good standing to serve on the Fishers Police Foundation Board of Directors.

D. Accepting Contributions, Gifts, Bequests, etc.

Any Board member is authorized to accept on behalf of the Corporation any contribution, gift, bequest, or devise for the nonprofit purposes of this Corporation. Any such contribution, gift, bequest, or devise shall be turned over to the Treasurer for recording and sending any required tax notification to the donor.

E. Quorum for Board

A quorum shall consist of a simple majority of Board members present, but a minimum of four (4) members must be present.

F. Nonliability of Directors

The Directors shall not be personally liable for the debts, liabilities, or other obligations of the Corporation.

G. Indemnification by Corporation of Directors and Officers

The Directors and Officers of the Corporation, present or former, shall be indemnified by the Corporation to the fullest extent permissible under the laws of this state.

H. Standard of Care

Each Director must exercise corporate powers and perform corporate duties loyally, in good faith, in a manner such Director believes to be in the best interest of the Corporation, and with reasonable care using the ordinary prudence that a person in similar position would use under comparable circumstances. Each Director may be held accountable and subject to disciplinary action by the Corporation as permitted by state and federal law for failure to meet the necessary standard of care towards the Corporation.

I. Board Member Attendance

An elected Board Member who is absent from three (3) consecutive meetings of the Board during a fiscal year shall be encouraged to reevaluate with the President of the Board his/her commitment to the organization. If such reevaluation is declined by the Board member, said Board member will be deemed to have resigned from the Board.

J. Telephonic, Video, or Electronic Transmission of Board meetings

Unless otherwise restricted by law, the Articles of Incorporation, or the bylaws, members of the Board of Directors and any committee designated by the Board of Directors may participate in any meeting by means of conference telephone, video communication, or other electronic transmission methods so long as all Directors or committee members can hear each other and have the capacity to propose or object to specific actions proposed to be taken by the Corporation.

K. Establishment of Committees

The Board of Directors may, by the resolution adopted by a majority of the Directors then in office, designate one or more committees, each consisting of one or more

Directors, to serve at the pleasure of the Board. Any committee shall have all the authority of the Board, except no committee may a) take any final action on matters which also require a Board members' approval or approval by a majority of all members, b) amend, repeal, or adopt bylaws, and c) commit financial resources of the Corporation without specific Board approval.

Minutes of all committee meetings shall be kept and given to the Secretary to be filed with the minutes of the Corporation.

Committee meeting dates, times, and place may be determined by the committee or by the Board of Directors.

Article 10

Bank Accounts, Checks, Contracts, and Investments

A. Bank Accounts, Checks, Notes

The Board is authorized to select the banks or depositories it deems proper for the funds of the Corporation. The institution so selected shall be a Federal Deposit Insurance Corporation (FDIC) insured institution. The Board shall determine who shall be authorized from time to time on the Corporation's behalf to sign checks, drafts, or other orders for the payment of money, acceptances, notes or other evidences of indebtedness. The treasurer shall be the main person designated to handle the income and expenses of the corporation. In the absence of the treasurer, another board member shall be so designated.

To prevent having to change signatories every year at the bank for the person who will act in the absence of the treasurer, it is recommended the person initially responsible be the vice-president of the board. Said vice-president will retain the authority during his/her term as president and through his/her term as past-president. At the end of his/her term as past-president, the newly elected vice-president of the board will then hold this responsibility through his/her three (3) terms on the board. This rotation may continue unless the board determines at any time that another board member be designated to act in the absence of the treasurer.

B. Contracts

The Board may authorize any Officer or Officers, agent or agents, in addition to those specified in 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 confined to specific instances. Unless so authorized by the Board, no Officer, agent, or employee shall have any power or authority to bind the Corporation by any contract or engagement or to pledge its credit or render it liable for any purpose or to any amount.

C. Investments

The funds of the Corporation may be retained in whole or in part in cash or be invested and reinvested from time to time in such property, real, personal, or otherwise, or stocks, bonds, or other securities, as the Board may deem desirable.

D. Continuity of Funds Availability

Realizing that the Treasurer may not be available at all times during the year when funds are needed, at the first Board of Directors meeting following the yearly election of Officers the Board shall determine who, in addition to the Treasurer, shall have access to the corporate operating funds during the absence of the Treasurer and said person or persons shall be added as a signatory on the corporate checking account until said authority is revoked by the Board. See Article 10 A.

Article 11

Corporate Records and Reports

Section 1. Records Required:

The Corporation shall keep at its principal office or other location as determined by the Board of Directors:

a. Minutes of all meetings of Directors, committees of the Board, and of all meetings of members, indicating the time and place of holding such meetings, whether regular or special, how called, the notice given, and the names of those present and the proceedings thereof;

b. Adequate and correct books and records of account, including accounts of its properties and business transactions and accounts of its assets, liabilities, receipts, disbursements, gains, and losses;

c. A record of its members indicating their names and addresses and the termination date of any membership;

d. A copy of the Corporation's Articles of Incorporation and bylaws as amended to date, which shall be open to inspection by the members of the Corporation by appointment at all reasonable times during office hours, which are 8:30 a.m. to 4:30 p.m. Monday through Friday except holidays celebrated by the City of Fishers;

e. A copy of its federal tax exemption application and its annual information returns for a minimum of three (3) years from their date of filing, which shall be open to public inspection and copying to the extent required by law;

f. Corporate minutes shall be retained in perpetuity. All other corporate records including, but not limited to, agendas, tax filings, financial records shall be maintained for a minimum of ten (10) years. At the end of ten (10) years, such records may be destroyed by having them shredded by a commercial shredding company if the Board of Directors so orders. At no time shall any permanent record be destroyed such as the Certificate of Incorporation, the Articles of Incorporation, the IRS letter providing the corporate EIN, all IRS correspondence with regard to 501(c)(3) status, any state correspondence with regard to Indiana tax exemption status.

Section 2. Directors' Inspection Rights

Every Director shall have the absolute right at any reasonable time to inspect and copy all books, records, and documents of every kind and to inspect the physical properties of the Corporation and shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law.

Section 3. Members' Inspection Rights

Each and every member shall have the following inspection rights, for a purpose reasonably related to such person's interest as a member:

a. To inspect and copy the record of all members' names, addresses, and voting rights, at reasonable times, upon written demand on the secretary of the Corporation, which demand shall state the purpose for which the inspection rights are requested and the records are directly connected to the stated purpose. Copy expense shall be paid by the requestor.

b. To obtain from the secretary of the Corporation, upon written demand on, and payment of a reasonable charge to, the secretary of the Corporation, a list of the names, addresses, and voting rights of those members entitled to vote for the election of Directors as of the most recent record date for which the list has been compiled or as of the date specified by the member subsequent to the date of demand. The demand shall state the purpose for which the list is requested and the records are directly connected with the purpose. The membership list shall be made available within a reasonable time after the demand is received by the secretary of the Corporation or after the date specified therein as of which the list is to be compiled. Without the consent of the Board of Directors, all or part of a membership list may not be obtained or used by a person for a purpose unrelated to a member's interest as a member. Said list shall never be used for a commercial purpose and never sold to or purchased by a person.

c. To inspect at any reasonable time the books, records, or minutes of proceedings of the members or of the Board or committees of the Board, upon written demand on the secretary of the Corporation by the member, for a purpose reasonably related to such person's interests as a member. Members shall have such other rights to inspect the books, records, and properties of this Corporation as may be required under the Articles of Incorporation, other provisions of these bylaws, and provisions of law. At no time may a member require disclosure or information as to the identity of contributors to the Corporation.

Section 4. Right to Copy and Make Extracts

Any inspection under the provisions of this article may be made in person or by agent or attorney, and the right to inspection shall include the right to copy and make extracts with costs to copy borne by the requesting party.

Section 5. Periodic Report

The Board shall cause any annual or periodic report required under law to be prepared and delivered to an office of this state, to the federal government, or to the members of this Corporation, to be so prepared and delivered within the time limits set by law.

Article 12

Conflict of Interest and Compensation

Section 1. Purpose

The purpose of the conflict of interest policy is to protect this tax-exempt Corporation's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 2. Definitions

A. Interested Person.

Any Director, principal Officer, or member of a committee with Board of Directors delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

B. Financial Interest.

A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

1. An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,

2. A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or

3. 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.

Compensation includes direct and indirect remuneration as well as gifts or favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. A person who has a financial interest may have a conflict of interest only if the Board of Directors or committee decides that a conflict of interest exists.

Section 3. Procedures

A. Duty to Disclose.

In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of committees considering the proposed transaction or arrangement.

B. Determining Whether a Conflict of Interest Exists.

After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the Board or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or committee members shall decide if a conflict of interest exists.

C. Procedures for Addressing the Conflict of Interest

1. An interested person may make a presentation at the Board of Directors or committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.

2. The chairperson of the Board of Directors or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

3. After exercising due diligence, the Board of Directors or committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.

4. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the

Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

D. Violations of the Conflicts of Interest Policy

1. If the Board of Directors or committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

2. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings

The minutes of the Board of Directors and all committees with board delegated powers shall contain:

1. The name(s) of the person(s) who disclosed or otherwise was/were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing board's or committee's decision as to whether a conflict of interest in fact existed.

2. The name(s) of the person(s) who was/were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Section 5. Compensation

1. A voting member of the Board of Directors who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

2. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that member's compensation.

3. No voting member of the Board of Directors or any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either

individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements

Each Director, principal Officer, and member of a committee with Board of Directors delegated powers shall annually sign a statement which affirms such person:

1. Has received a copy of the conflicts of interest policy,

2. Has read and understands the policy,

3. Has agreed to comply with the policy, and

4. Understands the Organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Section 7. Periodic Reviews

To ensure the Organization operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

1. Whether compensation arrangements and benefits are reasonable, based on competent survey information, and the result of arm's length bargaining.

2. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in inurement, impermissible private benefit, or in an excess benefit transaction.

Section 8. Use of Outside Experts

When conducting the periodic reviews as provided for in Section 7, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of its responsibility for ensuring periodic reviews are conducted.

Article 13

Amendments to Bylaws

These bylaws shall be binding on all members of the FPC including members of the Board of Directors as elected by the membership. Said bylaws may be altered, amended, added to, or repealed at any duly assembled meeting of the Board of

Directors by the affirmative vote of the majority of the Board of Directors constituting a quorum present and voting, provided that no amendment shall be adopted which shall change the nature of the FPC or cause the Corporation to cease to qualify as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 or the corresponding section of any future federal tax code. No amendments to the bylaws shall be effective until approved by the Chief of Police of Fishers, Indiana.

Article 14

Amendments to Articles of Incorporation

A. A corporation's board of directors may restate the corporation's articles of incorporation with or without approval by members or another person.

B. A restatement may include amendments to the articles of incorporation. If the restatement includes an amendment requiring approval by the members or another person, the amendment must be adopted under IC 23-17-17-5.

C. If a restatement includes an amendment requiring approval by members, the board of directors must submit the restatement to the members for approval.

D. If a board of directors seeks to have a restatement approved by the members at a membership meeting, the corporation shall notify each of the corporation's members of the proposed membership meeting in writing under IC 23-17-10-5 . The notice must do the following:

   (1) State that the purpose of the meeting is to consider the proposed restatement.

   (2) Contain or be accompanied by a copy or summary of the restatement that identifies amendments or other changes the restatement would make in the articles of incorporation.

E. If a board of directors seeks to have a restatement approved by the members by written ballot or written consent, the material soliciting the approval must contain or be accompanied by a copy or summary of the restatement that identifies amendments or other changes the restatement would make in the articles of incorporation.

F. A restatement requiring approval by the members must be approved by the same vote as an amendment to articles of incorporation under section 5 of the IC section referred to above.

G. Articles of Incorporation may be restated at any time. Restated articles of organization must:

   (1) be filed with the Secretary of State;

(2) be specifically designated as "restated articles of organization"; and

(3) state in the heading or in a separate paragraph the limited liability company's present name, and if the name has been changed, all of its former names and the date of filing of its original articles of organization.

H. See IC 23-17-17-9 for requirements with regard to filing restated Articles of Incorporation with the Secretary of State.

Article 15

Disposition of Property on Dissolution

Upon the dissolution of the Corporation, after paying or making provisions for the payment of all the legal liabilities of the Corporation, assets shall be distributed for one or more exempt purposes within the meaning of section 501(c)(3) of the Internal Revenue Code, or the corresponding section of any future federal tax code, or shall be distributed to the federal government, or to a state or local government, for a public purpose. Any such assets not so disposed of shall be disposed of by a Court of Competent Jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes. In event of dissolution of the FPC or its discontinuance, voluntarily or involuntarily, the property, real, personal, or mixed, belonging to the FPC, after payment of all outstanding liabilities, shall become the sole property of the Fishers Police Department.

Approved this 26th day of May, 2022

Edward W. Gebhart
Chief of Police, Fishers, Indiana

Joyce Myers
President, FPC

ADDENDUM

DUTIES OF THE OFFICE HOLDERS:

A. President

- Preside over meetings of the FPC and the Board of Directors.
- Prepare the Agenda for all FPC meetings and the Board of Directors meetings.
- Execute, in the name of the Corporation, any and all documents authorized by the Board.
- Attend all Board of Director meetings.

B. Vice President

- Assume all powers and duties of the President in the President's absence, resignation, or removal.
- Will assume the office of President at the conclusion of the term of the current President.
- Attend all Board of Director meetings.

C. Secretary

- Record minutes at all Board of Director meetings and maintain a permanent record of same.
- Record minutes at all FPC meetings and maintain a permanent record of same.
- Deliver the Secretary report to each Board member within 10 business days after the meeting. Delivery may be by regular mail, hand delivery, emailed, or fax.
- Present the Secretary report at each FPC meeting. If such report has been delivered to all members prior to the meeting, the report does not need to be read during the meeting before a motion to accept the minutes.
- Maintain contact information for all FPC members.
- Provide an updated list of members of the FPC to Human Resources of the City of Fishers, Indiana, for purposes of insuring that all members are covered by the city's insurance while performing volunteer activities for the police department. This should be done quarterly if there are any changes in membership.
- Send meeting notices to all FPC members via email in a timely manner.
- Attend all Board of Director meetings.

D. Treasurer

- Maintain the financial records of the FPC.
- Present the Treasurer's report at all FPC meetings.
- Prepare an annual budget for FPC member approval.
- Receive and deposit all corporate receipts and timely pay all bona fide expenses of the Corporation.

- File Form 990-N with the IRS and Form NP-20 with the State of Indiana each year before May 15 or other date prescribed for filing same.
- At the conclusion of every fiscal year, the Treasurer shall present for Board inspection, all financial records including check registers, bank statements, bills and any statements presented for payment, all credit card statements, all receipts, all deposit slips, and any other documents that the Board may request for its review. Upon conclusion of the Board's review, they shall sign a statement attesting to the accuracy of the review or detailing any questionable items found during the review. If any discrepancies are noted during the review, a plan of action shall be created detailing how the discrepancy shall be handled. This review shall be scheduled at the convenience of the Board no later than the second month after the start of the fiscal year. Additionally, the Board is authorized, in its sole discretion, to have an audit conducted by an independent accounting firm at corporate expense whenever it deems it to be in the best interest of the corporation.
- Attend all Board of Director meetings.

E. Immediate Past President

- Sit on the Board in an advisory capacity for the one year after his/her presidency.
- He/she shall have the same single vote on the Board as all other members.
- Attend all Board of Director meetings.

Revised: May 4, 2022

<u>FISHERS POLICE CORPS CONFLICT OF INTEREST YEARLY ATTESTATION</u>

The undersigned hereby attests that he/she:

1. Has received a copy of the conflict of interest policy as stated in the by-laws of the Fishers Police Corps,

2. Has read and understands the policy,

3. Has agreed to comply with the policy, and

4. Understands that the organization is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Based on the above:

☐ I believe I have no conflict of interest as defined in the by-laws of the Fishers Police Corps, or

☐ I believe there could be a conflict of interest as defined in the by-laws of the Fishers Police Corps. The potential conflict is described as:

____

____

__________________________________ Date: ____________

Signature

____

Printed Name

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Position within organization

INITIAL REVIEW OF FINANCIAL RECORDS OF THE FISHERS POLICE CORPS

We, the undersigned, being members of the board of directors of the Fishers Police Corps, Inc., have reviewed the financial records of said corporation including the check registers, bank statements, bills, credit card statements, receipts, deposit slips, spreadsheets, etc. for the period October 31, 2016, through the current date. The conclusion of our review is that:

☐ all financial records of the corporation appear to be in order, or

☐ the following questions were raised during the review and have been resolved to the satisfaction of the board, or

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☐ the following discrepancies were discovered and need to be resolved to the satisfaction of the board. The plan of action to resolve is as follows:

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☐ the board recommends an audit be conducted by an independent accounting firm. The president of the corporation shall research accounting firms and schedule an audit within the next thirty (30) days.

____ Date: ______________

Signature and Board Office

____

Printed Name

____ Date: ______________

Signature and Board Office

____

Printed Name

____ Date: ______________

Signature and Board Office

____

Printed Name

____ Date: ______________

Signature and Board Office

____

Printed Name

Yearly Review of Financial Records of the Fishers Police Corps

We, the undersigned, being members of the board of directors of the Fishers Police Corps, Inc., have reviewed the financial records of said corporation including the check registers, bank statements, bills, credit card statements, receipts, deposit slips, spreadsheets, etc. for the year ended December 31, ______. The conclusion of our review is that:

- ☐ all financial records of the corporation appear to be in order, or

- ☐ the following questions were raised during the review and have been resolved to the satisfaction of the board, or

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- ☐ the following discrepancies were discovered and need to be resolved to the satisfaction of the board. The plan of action to resolve is as follows:

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- ☐ the board recommends an audit be conducted by an independent accounting firm. The president of the corporation shall research accounting firms and schedule an audit within the next thirty (30) days.

____ Date: ______________

Signature and Board Office

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Printed Name

____ Date: ______________

Signature and Board Office

____

Printed Name

____ Date: ______________

Signature and Board Office

____

Printed Name

____ Date: ______________

Signature and Board Office

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Printed Name