

BYLAWS
OF
INDIANAPOLIS GAAC, INC.

Date of Adoption: July 20 , 2025

ARTICLE I
Purposes and Offices

Section 1. General Purpose. The purpose of the Corporation shall be to

- (a) increase public awareness, appreciation, and support for Irish culture through participation in Gaelic games including, but not limited to hurling, football, and camogie;
- (b) educate members of the Corporation and participants on the rules of Gaelic games and importance of fair competition;
- (c) conduct clinics for all age groups on the skills needed to play Gaelic games;
- (d) participate in and host Gaelic games competitions for the members of the Corporation, participants from the public, and other Corporations;
- (e) promote the general health benefits of participating in Gaelic games as an extracurricular activity;
- (f) promote Gaelic games as an additional sport available to middle school, high school and college students;
- (g) administer Gaelic games league competitions for members of the Corporation and the public;
- (h) seek and receive funding for the purposes for which the Corporation is created pursuant to this Article IV;
- (i) conduct all activities necessary and convenient thereto and, in furtherance of the aforesaid purposes, to transact any and all lawful business for which corporations may be incorporated under the Act; and
- (j) to fulfill the purposes that may be provided in the "Cumann Luthchleas Gael Indianapolis G.A.A. Club Constitution," as it may be amended, a copy of which is attached to these Bylaws as Exhibit A, and incorporated herein by this reference (the "Club Constitution").

Section 2. Charitable Purposes. The Corporation is organized exclusively for charitable, and educational purposes. No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, the Corporation's directors, officers, or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered, to reimburse expenses incurred in furtherance of any purpose or the exercise of any

power, set forth in these Bylaws, and to make payments and distributions in furtherance of the purposes and the exercise of the powers set forth in these Bylaws.

Section 3. Limit on Activities. No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation. The Corporation shall not participate or intervene in (including publishing or distributing statements) a political campaign on behalf of any candidate for public office. Notwithstanding any other provisions of these Bylaws to the contrary, 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 §501(c)(3) of the Internal Revenue Code of 1986, as amended (or the corresponding provision of any future United States internal revenue law) (the "Code"), or (b) by a corporation, contributions to which are deductible under §170(c)(2) of the Code.

Section 4. Powers of Corporation. The Corporation shall have the powers and rights existing under Indiana law, including without limitation those granted to it pursuant to the Act, common law, and all regulations, ordinances, and rulings, and it may do all things necessary or convenient, not inconsistent with law and the purposes of the Corporation, to further the activities and affairs of the Corporation. Additional powers of the Corporation are listed in the Club Constitution, Section 10.1-10.13.

Section 5. Offices. The principal office of the Corporation shall be located in Indianapolis, Indiana. The Corporation may have such other offices, either within or out of the State of Indiana, as the Board of Directors may determine or as the affairs of the Corporation may require from time-to-time. The Corporation shall have and continuously maintain in the State of Indiana a registered agent and registered office. The registered agent and the address of the registered office may be changed from time-to-time by the Board of Directors.

ARTICLE II Members

The Corporation shall have five (5) classes of Members as more fully described in the Club Constitution, Sections 5.1-5.9. Additional provisions in the Club Constitution apply to Members regarding dues, Sections 6.1-6.3; meetings of the Members, Sections 8.1-8-15; and voting rights, Sections 9.1-9.6.

ARTICLE III Board of Directors

Section 1. General Powers and Chairperson. The powers of the Corporation shall be exercised by its Board of Directors. The Board shall have the power to adopt rules and regulations not inconsistent with the Articles of Incorporation, these Bylaws or the laws of the State of Indiana for the management, administration, and regulation of the affairs of the Corporation. The Board of Directors shall elect a Chairperson from among its members. The Chairperson shall preside at all meetings of the Board of Directors.

Additional provisions regarding the Board of Directors, including election process, term of office, staggered terms, meetings and so forth are found in the Club Constitution, Sections 7.1 through 7.26.3.

Section 2. Books and Accounts. The Board of Directors shall maintain the books and accounts of the Corporation according to the provisions of the Club Constitution, Sections 11.1-11.11.

ARTICLE IV Officers of the Corporation

The officers of the Corporation shall be a Chair, Vice Chair, Secretary, Treasurer, Public Relations Officer, Sponsorship Officer, and 3 at large officers to be assigned duties by the board e.g. Events Officer or Fundraising Officer, with the duties and obligations described in the Club Constitution, Section 7.2.1 The Board of Directors may elect or appoint such other officers as it shall deem desirable, such officers to have the authority to perform the duties prescribed, from time-to-time, by the Board of Directors.

ARTICLE V Committees

Section 1. Committees. The Board of Directors may create such committees, task forces and other groups as it deems appropriate and assign to them specific duties and powers and determine the date of their termination. All references to "committees" include "task forces and other groups." The Chair may nominate individuals to serve on committees, task forces and other groups, and recommend a chairperson to the Board of Directors for consideration and vote. The members of the committees need not be members of the Board of Directors.

Section 2. Chairperson. One (1) member of each committee shall be appointed Chairperson by the Board of Directors.

Section 3. Term of Office. Each member of a committee shall continue to serve as such until the next annual meeting of the Board of Directors of the Corporation or until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such individual shall be removed from such committee, or unless such individual shall cease to qualify as a member thereof.

Section 4. Vacancies. Vacancies in the membership of any committee may be filled by appointments by the Board of Directors.

Section 5. Quorum. Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

Section 6. Rules. Each committee may adopt rules for its own governance not inconsistent with these Bylaws or with rules adopted by the Board of Directors.

Section 7. Limitation of Authority. No committee shall have the authority of the Board of Directors in reference to: amending, altering, or repealing the Bylaws; electing, appointing, or removing any member of any such committee or any director or officer of the Corporation; amending the Articles of Incorporation; adopting a plan of merger or adopting a plan of consolidation with another corporation; authorizing the sale, lease, exchange or mortgage of all or substantially all of the property and assets of the Corporation; authorizing the voluntary dissolution of the Corporation or revoking proceedings therefore; adopting a plan for the distribution of the

assets of the Corporation; or amending, altering, or repealing any resolution of the Board of Directors which by its terms provides that it shall not be amended, altered, or repealed by such committee. The designation and appointment of any such committee and the delegation thereto of authority shall not operate to relieve the Board of Directors, or any individual director, of any responsibility imposed upon it, him or her by law.

ARTICLE VI Contracts, Checks and Deposits

Section 1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the Corporation, in addition to the officers so authorized by these Bylaws, to enter into any contract or execute and deliver any instrument in the name and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 2. Checks, Drafts, etc. All checks, drafts, or orders for the payment of money, notes or other evidences of indebtedness issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination by the Board of Directors, such instruments shall be signed by the Treasurer and countersigned by the President of the Corporation.

Section 3. Deposits. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 4. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Corporation.

ARTICLE VII Dissolution

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all of the liabilities of the Corporation, dispose of all the assets of the Corporation for one or more of the exempt purposes within the meaning of §501(c)(3) of the Code, consistent with the purposes of the Corporation, or to such organization or organizations organized and operated exclusively for charitable or educational purposes that shall at the time qualify as an exempt organization or organizations under §501(c)(3) of the Code, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Jay County Probate Court to such organization or organizations that are organized and operated exclusively for such purposes as the court shall determine.

ARTICLE VIII Provisions for Regulation of Business and Conduct of Affairs of Corporation

The affairs of the Corporation shall be subject to the following provisions:

Section 1. Interest of Directors in Contracts. A contract or other transaction between the Corporation and a Director of the Corporation or between the Corporation and any other corporation, political subdivision, firm, association, or entity in which a Director of the Corporation is a stockholder, director, partner, member, employee or an officer or is financially interested, may not be either void or voidable because of this relationship or interest or because the Director is present at the meeting of the Board of Directors of the Corporation or a committee of the Board of Directors of the Corporation that authorizes, approves, or ratifies the contract or transaction or because the Director's votes are counted for such purposes if:

(a) the fact of the relationship or interest is disclosed or known to the Board of Directors or the committee that authorizes, approves, or ratifies the contract or transaction by a vote or consent sufficient for the purpose without counting the votes or consents of the interested Director; or

(b) the contract or transaction is fair and reasonable to the Corporation.

Common or interested Directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee of the Board of Directors that authorizes, approves, or ratifies the contract or transaction. This section shall not be construed to invalidate any contract or other transaction which would otherwise be valid under the common and statutory law applicable thereto.

Section 2. Director Liability. No Director of the Corporation shall be personally liable for any of the Corporation's obligations.

Section 3. Public Charity Status. The Corporation shall seek to be classified as a public charity and not as a private foundation. The failure of the Corporation to obtain classification as a public charity shall not affect its existence in any manner, and the Corporation shall exist as if it were intended to be a private foundation. To this end, the Corporation:

(a) will distribute its income for each tax year at such time and in such manner as not to become subject to the tax on undistributed income imposed by § 4942 of the Code;

(b) will not engage in any act of self-dealing as defined in § 4941(d) of the Code;

(c) will not retain any excess business holdings as defined in § 4943(c) of the Code;

(d) will not make any investments in such manner as to subject it to tax under § 4944 of the Code; and

(e) will not make any taxable expenditures as defined in § 4945(d) of the Code.

ARTICLE IX

Indemnification of Officers, Directors and Other Persons

Section 1. Definitions.

(a) The term "Claim" as used in this Article IX shall include every pending, threatened, or completed claim, action, suit, or proceeding and all appeals thereof (whether brought by or in the right of this Corporation or any other corporation or otherwise), whether civil, criminal, administrative, or investigative, formal or informal, in which an Eligible Person may become

involved, as a party or otherwise: (i) by reason of his or her being or having been an "Eligible Person," (defined in b, below) or (ii) by reason of any action taken or not taken by him or her in their capacity as an Eligible Person, whether or not he or she continued in such capacity at the time a "Liability or Expense" (defined in c, below) shall have been incurred in connection with a Claim.

(b) The term "Eligible Person" as used in this Article IX shall mean every person (and the estate, heirs, and personal representatives of such person) who is or was a Director, officer, employee, or agent of the Corporation, or is or was serving at the request of the Corporation as a Director, officer, partner, employee, agent, or fiduciary of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other organization or entity, whether for profit or not. An Eligible Person shall also be considered to have been serving an employee benefit plan at the request of the Corporation if his or her duties to the Corporation also imposed duties on, or otherwise involved services by, him or her to the plan or to participants in or beneficiaries of the plan.

(c) The terms "Liability" and "Expense" as used in this Article IX shall include, but shall not be limited to, counsel fees and disbursements and amounts of judgments, fines, or penalties against (including excise taxes assessed with respect to an employee benefit plan), and amounts paid in settlement by or on behalf of, an Eligible Person or reasonable expenses with respect to a proceeding.

(d) The term "Wholly Successful" as used in this Article IX shall mean (i) termination of any Claim against the Eligible Person in question without any finding of liability or guilt against him or her, (ii) approval by a court, with knowledge of the indemnity herein provided, of a settlement of any Claim, or (iii) the expiration of a reasonable period of time after making or threatened making of any Claim without the institution of the same, without any payment or promise made to induce a settlement.

Section 2. General. To the extent not inconsistent with applicable law, every Eligible Person shall be indemnified by the Corporation against all Liability and reasonable Expense that may be incurred by him or her in connection with or resulting from any Claim:

(a) if such Eligible Person is Wholly Successful with respect to the Claim, or

(b) if not Wholly Successful, then if such Eligible Person is determined, as provided in either Section 3(a) or 3(b) of this Article IX, to have conducted himself or herself in good faith and reasonably believed (i) in the case of conduct in his or her official capacity with the Corporation, that his or her conduct was in its best interest; and (ii) in all other cases, that his or her conduct was at least not opposed to the best interest of the Corporation; and

(c) in the case of any criminal proceeding, either (i) had reasonable cause to believe his or her conduct was lawful; or (ii) had no reasonable cause to believe his or her conduct was unlawful.

The termination of any Claim, by judgment, order, settlement (whether with or without court approval), or conviction or upon a plea of guilty or of nolo contendere, or its equivalent, shall not create a presumption that an Eligible Person did not meet the standards of conduct set forth in clause (b) of this Section 2. The actions of an Eligible Person with respect to an employee benefit plan subject to the Employee Retirement Income Security Act of 1974 shall be deemed to have been taken in what the Eligible Person reasonably believed to be the best interest of the Corporation or at least not opposed to its best interest if the Eligible Person reasonably believed he

or she was acting in conformity with the requirements of such Act or he or she reasonably believed his or her actions to be in the interest of the participants in or beneficiaries of the plan.

Section 3. Procedure.

(a) Every Eligible Person claiming indemnification hereunder (other than one who has been Wholly Successful with respect to any Claim) shall be entitled to indemnification if it is determined, as provided in this Section 3(a), that such Eligible Person has met the standards of conduct set forth in clause (b) of Section 2 of this Article IX. The determination whether an Eligible Person has met the required standards of conduct shall be made (i) by the Board of Directors by majority vote of a quorum consisting of Directors not at the time parties to the Claim, and if such a quorum cannot be obtained, then (ii) by majority vote of a committee duly designated by the Board of Directors (in which designation, Directors who are parties to the Claim may participate) consisting solely of two (2) or more Directors not at the time parties to the Claim, and if such a committee cannot be constituted by the Directors, then (iii) by special legal counsel selected by a majority vote of the full Board of Directors (in which selection, a Director who is a party to the Claim may participate). If an Eligible Person is found to be entitled to indemnification pursuant to the preceding sentence, the reasonableness of the Eligible Person's Expenses shall be determined by the procedure set forth in the preceding sentence, except that if such determination is by special legal counsel, the reasonableness of Expenses shall be determined by a majority vote of the full Board of Directors (in which determination, a Director who is a party to the Claim may participate).

(b) If an Eligible Person claiming indemnification pursuant to Section 3(a) of this Article IX is found not be entitled thereto, the Eligible Person may apply for indemnification with respect to a Claim to a court of competent jurisdiction, including a court in which the Claim is pending against the Eligible Person. On receipt of an application, the court, after giving notice to the Corporation and giving the Corporation ample opportunity to present to the court any information or evidence relating to the Claim for indemnification that the Corporation deems appropriate, may order indemnification if it determines that the Eligible Person is entitled to indemnification with respect to the Claim because such Eligible Person met the standards of conduct set forth in clause (b) of Section 2 of this Article IX. If the court determines that the Eligible Person is entitled to indemnification, the court shall also determine the reasonableness of the Eligible Person's Expenses.

Section 4. Nonexclusive Rights. The right of indemnification provided in this Article IX shall be in addition to any rights to which any Eligible Person may otherwise be entitled. Irrespective of the provisions of this Article IX, the Board of Directors may, at any time and from time-to-time, (a) approve indemnification of any Eligible Person to the full extent permitted by the provisions of applicable law at the time in effect, whether on account of past or future transactions, and (b) authorize the Corporation to purchase and maintain insurance on behalf of any Eligible Person against any Liability asserted against him or her and incurred by him or her in any such capacity, or arising out of his or her status as such, whether or not the Corporation would have the power to indemnify him or her against such Liability.

Section 5. Expenses. Expenses incurred by an Eligible Person with respect to any Claim shall be advanced by the Corporation (by action of the Board of Directors, whether or not a disinterested quorum exists) prior to the final disposition thereof if:

(a) the Eligible Person furnishes the Corporation a written affirmation of his or her good faith belief that he or she has met the standards of conduct specified in Section 2(b) of this Article IX;

(b) the Eligible Person furnishes the Corporation a written undertaking, executed personally or on the Eligible Person's behalf, to repay the advance if it is ultimately determined that the Eligible Person did not meet the standards of conduct specified in Section 2(b) of this Article IX; and

(c) the Board of Directors makes a determination that the facts then known would not preclude indemnification of the Eligible Person.

Section 6. Contract. The provisions of this Article IX shall be deemed to be a contract between the Corporation and each Eligible Person, and an Eligible Person's rights hereunder with respect to a Claim shall not be diminished or otherwise adversely affected by any repeal, amendment, or modification of this Article IX that occurs subsequent to the date of any action or not taken by reason of which such Eligible Person becomes involved in a Claim.

Section 7. Effective Date. The provisions of this Article IX shall be applicable to Claims made or commenced after the adoption hereof, whether arising from acts or omissions to acts before or after the adoption hereof.

ARTICLE X Miscellaneous

Section 1. Books and Records. The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any of the authority of the Board of Directors, and shall keep at the principal office a record listing the names and addresses of the Directors.

Section 2. Fiscal Year. Unless otherwise provided in a resolution adopted by the Board of Directors, the fiscal year of the Corporation shall commence on the first day of January in each year and shall end on the last day of December.

Section 3. Waiver of Notice. Whenever any notice is required to be given under the provisions of the Act, as amended, or under the provisions of the Articles of Incorporation or the Bylaws of the Corporation, a waiver thereof in writing signed by the person or persons entitled to such notice, whether before or after the time stated therein, shall be deemed equivalent to the giving of such notice.

Section 4. Exempt Activities. Notwithstanding any other provision of these Bylaws, no director, officer, employee, agent, or representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt from federal income tax under § 501(c)(3) of the Code, or by an organization contributions to which are deductible under § 170(c)(2) of the Code.

Section 5. Amendments. All Bylaws of the Corporation now or hereafter adopted shall be subject to amendment, alteration or repeal, and new Bylaws may be adopted by the affirmative vote of a majority of the Board of Directors, given at any regular or special meeting; provided, however, that the notice or waiver of notice of such meeting shall have stated, in effect, that consideration is to be given at such meeting to the amendment, alteration or repeal of the Bylaws or the adoption of new Bylaws.

Exhibit A

Club Constitution

Cumann Lúthchleas Gael

**Indianapolis G.A.A
Club Constitution**

Date of Approval: 7/20/2025

Draft: 4.17.12

Amended: 7.20.25

**CUMANN LÚTHCHLEAS GAEIL
GAELIC ATHLETIC ASSOCIATION
CLUB CONSTITUTION**

1. In this Constitution:-

“The G.A.A.” means the international governing organization for the preservation and promotion of Gaelic games and pastimes, known as the Gaelic Athletic Association.

“The Club” means the Club as set out in Rule 2 hereof.

“The Official Guide” means the Official Guide of the G.A.A.

“Board of Directors” means Officers together.

“Secretary” means the Secretary for the time being, or any person appointed to perform the duties of the Secretary of the Club.

“Real Property” means the property of the Club of an immovable nature, comprising any playing pitches, grounds or buildings, whether of leasehold or freehold tenure, with all fixtures or fittings attached thereto and used therewith.

“Personal Property” means the property of the Club of a movable nature, comprising all playing or sporting equipment of the Club, as well as all stock in trade and money or other assets of the club not already classified as fixtures or fittings on “Real Property”, as heretofore defined.

NAME

2. The official name of the Club shall be Indianapolis G.A.A (An Cumann Lúthchleas Gael Indianapolis).

OBJECTS AND PURPOSE

3.1. The purposes for which this corporation is formed are to:

3.1.1 Increase public awareness, appreciation and support for Irish culture through participation in Gaelic games including, but not limited to, hurling, football, and camogie.

3.1.2 Educate members and interested participants on the rules of Gaelic games and importance of fair competition.

3.1.3 Conduct clinics for all age groups on the skills needed to play Gaelic games.

3.1.4 Participate in and host Gaelic games competitions for the members, participating public, and other clubs from around the country.

- 3.1.5 Promote the general health benefits of Gaelic games as an extracurricular activity.
- 3.1.6 Promote Gaelic games as an additional sport available to middle school, high school, and college students.
- 3.1.7 Administer Gaelic Games league competition for the members and participating public.
- 3.2 The object of the Club shall also be to promote the aims of the G.A.A., as outlined in the Official Guide and reproduced as follows:
 - 3.2.1 The Association is a National Organization which has as its basic aim the strengthening of the National Identity in a 32 County Ireland through the preservation and promotion of Gaelic Games and pastimes.
 - 3.2.2 The Association shall actively support the Irish language, traditional Irish dancing, music, song, and other aspects of Irish culture. It shall foster awareness and love of the national ideals in the people of Ireland and assist in promoting a community spirit through its clubs.
 - 3.2.3 The Association shall promote its aims amongst communities abroad through its overseas units.
 - 3.2.4 The Association shall support the promotion of camogie and ladies Gaelic football.
 - 3.2.5 The Association shall use all practical endeavors to support Irish Industry especially in relation to the provision of trophies and playing gear and equipment.
- 3.3 The membership, income, and property of the Club shall be dedicated to and applied solely towards the promotion of this object.

COLOURS

- 4. The Club colors shall be green, black, and white.

MEMBERSHIP

- 5.1 There shall be five types of Membership of the Club:
 - 5.1.1 **FULL MEMBERSHIP** may be granted to persons, who having reached the age of eighteen years, subscribe to and undertake to further the aims and objects of the Club and the G.A.A. Full members are eligible to play in both intraclub and interclub events.
 - 5.1.2 **YOUTH MEMBERSHIP** may be granted to persons, not having reached the age of eighteen years, who subscribe to and undertake to further the aims and objects of the Club and the G.A.A. Youth members are eligible to play in both intraclub and interclub events.
 - 5.1.3 **HONORARY MEMBERSHIP** may be granted to persons, who have reached the age of eighteen years, have rendered exceptional service to the Club or the games or activities of the G.A.A. An Honorary Member shall have the rights of a Full Member, but shall be

exempt from paying the Club's annual membership fee. Honorary members are eligible to play in both intracub and interclub events.

- 5.1.4 **SOCIAL MEMBERSHIP** may be granted to persons, who have reached the age of eighteen years, subscribe to and undertake to further the aims and objectives of the Club and the G.A.A., Social members are ineligible to play in both intracub and interclub events, however they retain the ability to vote and run for office.;
- 5.1.5 **STUDENT MEMBERSHIP** may be granted to persons, who having reached the age of eighteen years and is an undergraduate student at college or university, subscribe to and undertake to further the aims and objects of the Club and the G.A.A. Student members are eligible to play in both intracub and interclub events.
- 5.2 Full Members (including Honorary Members), Students, and Youth Members of the Club will also become Members of the G.A.A.
- 5.3 Once granted, Full Membership of the Club and the G.A.A. shall continue for the calendar year (with the exception of Honorary Members) unless the member has been expelled or their resignation in writing has been accepted, in accordance with this Constitution and Rules or the Official Guide.
- 5.4 The rights of any member of the Club shall be conditional upon the member complying with the provisions of this Constitution and Rules and the Official Guide, including payment of any annual membership fee.
- 5.5 Such rights may be withheld, restricted, or suspended in accordance with this Constitution and the Official Guide.
- 5.6 Any person seeking admission as a member of any class of membership, other than Honorary, shall complete and sign a prescribed application form for their membership class, which must be returned to the Secretary, together with the prescribed fee.
- 5.7 The Board of Directors shall have the power to investigate any matter, and to expel, suspend, warn, fine, or disqualify members from Club activities for breach of this Constitution or the Official Guide or for conduct considered to have discredited or harmed the Club or the G.A.A.
- 5.8 Such persons shall have the right to appeal to the Management Committee of the County Committee of the G.A.A., within seven days of being notified of such decision.
- 5.9 Unless the offense is brought to the notice of the County Committee of the G.A.A. by the Club, and that body, having considered the merits of the case and having regard to the rights of the player or member, confirms the penalty imposed, the member continues to be a legal member of the Association and is suspended from Club activities only.

Dues

- 6.1 The annual dues to be paid by members of the Club shall be determined by the Board of

Directors and ratified at the Annual General Meeting.

- 6.2 The determined annual dues shall be payable on application and there-after annually, in advance of the date and in the manner decided by the Board of Directors.
- 6.3 The Board of Directors may from time to time prescribe the payment of an additional fee in addition to the annual dues above.

Board of Directors

- 7.1 The business and affairs of the Club shall be under the management of a Board of Directors, and it shall be the controlling body of the Club.
- 7.2 The Board of Directors shall be comprised of nine voting members: Chair, Vice-Chair, Treasurer, Secretary, Sponsorship Officer, Public Relations Officer, and three at-large members for projects as the Board deems.
- 7.2.1 The duties of the Board of Directors are as follows:

The **Chair** shall convene and preside over regularly scheduled Board of Directors meetings.

The **Vice-Chair** will preside as chairperson of club meetings in the event of the chairperson being unable to attend. In addition, the Vice-Chair oversees committees on special subjects as designated by the Board of Directors and carries the responsibility of overseeing the pub league and all its components. The Vice-Chair will chair the competition committee.

The **Secretary** shall be responsible for keeping records of Board of Directors actions, including overseeing the taking of minutes at all Board of Directors meetings, sending out meeting announcements, distributing copies of minutes and the agenda to each Board of Directors member, and assuring that corporate records are maintained. Additionally, the Secretary will be the registrar for all NACB and GAA events.

The **Treasurer** shall make a report at each Board of Directors meeting. The Treasurer shall chair the finance committee, assist in the preparation of the budget, help develop fundraising plans, and make financial information available to Board of Directors members and the public.

The **Public Relations Officer** will communicate with the general public on behalf of the Club, presenting a positive image of the Club and Cumann Lúthchleas Gael in the local community and beyond.

The **Sponsorship Officer** shall be responsible for creating new sponsorship relationships and maintaining current sponsorship relationships. The officer will work in concert with the Board of Directors, especially through the finance committee, to set sponsorship standards and commitments.

The At-Large members of the Board may be charged with overseeing coaching, special events, membership relations, or other areas of focus which may change over time.

- 7.3 Nominations to serve on the Board of Directors shall be by any Full, Student, or Honorary Member whose membership fees are paid up to date in accordance with Rule 6.2 and who are not suspended or disqualified under this constitution and Rules or the Official Guide.
- 7.5 The Board of Directors shall be elected by the Members present that are entitled to vote and voting at the Annual General Meeting.
- 7.6 Only Full and Student Members, whose membership fees are paid up to date in accordance with Rule 6.2 and who are not suspended or disqualified under this Constitution or Rules or the Official Guide, shall be eligible for election to the Board of Directors.
- 7.7 The current Chair, in conjunction with the Secretary, shall conduct the Annual General Meeting.
- 7.8 The Board of Directors shall hold office for a term of two years until the conclusion of the calendar year of their second year of service. The Board of Directors will have a staggered election with the Chair, Vice-Chair, Treasurer, and two At-Large members occurring in even numbered years. The rest occurring in odd numbered years. All board members are eligible for re-election.
- 7.9 The Board of Directors shall meet at least once each quarter, and a simple majority of the Board of Directors present shall constitute a quorum.
- 7.10 The Chair, when present, shall preside over all meetings of the Board of Directors; in their absence, the Vice-Chair shall preside.
- 7.11 If both the Chair and the Vice-Chair are absent, the Board of Directors shall elect a member present to preside at the Meeting.
- 7.12 The Secretary shall record the minutes of each meeting.
- 7.13 The minutes shall specify the date of the meeting, those present, and a brief account of the meeting, and shall be read to the next meeting.
- 7.14 Such minutes, if agreed as being accurate or having been appropriately amended, are adopted by a majority vote of the Board present.
- 7.15 The Board of Directors shall have the sole right to appoint sub-committees, as required.
- 7.16 The Board of Directors shall define the duties of such sub-committees, and retain control in all matters and activities which it considers of importance to the general welfare of the Club,

including the disposal of any funds in the hands of such sub-committees.

- 7.17 The Board of Directors shall have power to nominate the chair of such sub-committees.
- 7.18 The Chair, Vice-Chair, Secretary and Treasurer of the Board of Directors shall be ex-officio members of all sub-committees.
- 7.19 The Board of Directors shall have power from time to time to make, alter and repeal all such Regulations as they deem necessary, expedient or convenient for the proper conduct and management of the Club.
- 7.20 The Board of Directors shall adopt such means as they deem sufficient, to bring to the notice of members of the Club all such Regulations and all alterations and repeals.
- 7.21 All such Regulations, so long as they shall be in force, shall be binding upon all members of the Club, provided nevertheless that no Regulations shall be inconsistent with or shall affect or repeal anything contained in this Constitution or the Official Guide, and that any Regulations may be set aside by a special resolution of a General Meeting of the Club.
- 7.22 Each Full Member shall have the right to be heard by the Board of Directors upon any complaint or representation sent in writing, to the Secretary.
- 7.23 A Special meeting of the Board of Directors may be called
 - (a) by the Secretary, or
 - (b) by the Secretary, for a date not more than ten days from the date of the receipt of a requisition duly signed by four members of the Board of Directors.
 - (c) Such requisition shall set out the purpose for which the special meeting is required.
- 7.24.1 Any member of the Board of Directors who shall have absented themselves from three consecutive meetings, without reasonable explanation, shall be deemed to have resigned from the Board of Directors.
- 7.24.2 Resignation from the Board of Directors must be in writing and received by the Secretary and/or Chair.
- 7.24.3 A Board of Directors member may be removed for other reasons by a three-fourths vote of the remaining Board of Directors members.
- 7.25 Should any member of the Board of Directors resign, be deemed to have resigned, or their position otherwise lapse, the remaining members of the Board of Directors shall, at their discretion, have the power to fill the vacancy, by co-opting a replacement from the body of the eligible voting membership. The appointed member will hold office until the expiration of the term.

GENERAL MEETINGS

- 8.1 The Club shall in each year hold a general meeting as its Annual General Meeting, in addition to any other General Meetings in that year, and shall specify the meeting as such in the notice calling it the Annual General Meeting.
- 8.2 All General Meetings, other than Annual General Meeting, shall be called Special General Meetings.
- 8.3 An Annual General Meeting shall be held at such time as shall be decided upon by the Board of Directors, but insofar as is practical shall be held before the end of November each year.
- 8.4 The following business shall be transacted at the Annual General Meeting:-
- (a) Adoption of Standing Orders.
 - (b) Minutes of previous Annual General Meeting.
 - (c) Consideration of the Annual Report submitted by the Secretary.
 - (d) Consideration of the Financial Statements including the Report of the Accountant(s) of Auditor(s)
 - (e) The Chair's Address.
 - (f) Election of Board of Directors.
 - (g) Notices of Motion.
 - (h) Other Business
- 8.5 The Annual General meeting of the Club shall be called in the following manner:
- 8.5.1 The Board of Directors shall decide upon a date, time and place for the meeting, allowing adequate time to meet the time limits set out hereunder.
- 8.5.2 Once the date of the Annual General Meeting has been fixed, the Secretary shall give at least twenty-eight days' notice in writing to the members of such date, at the same time inviting nominations for election to the Board of Directors for the following year and motions for consideration at the Annual General meeting. To be on the published Annual General Meeting agenda, such nominations and motions shall be received by not less than 10 days prior to the date fixed for the meeting. Electronic communication will be considered to be "in writing" per this article.
- 8.5.3 The Secretary shall then, on or after the date specified for such nominations and motions, but so as to give the members seven days clear notice before the meeting, circulate to the members the following documentation:-
- (a) Copy of the agenda for the meeting.
 - (b) Copy of the annual report of the Secretary.
 - (c) Copy of the financial statements, including the report of the accountant(s) or auditor(s)
 - (d) Details of the nominations for election to the Board of Directors.
 - (e) Copies of any motions for consideration at the meeting.

- 8.5.4 Other nominations for Board positions and motions from the floor will be accepted during the AGM.
- 8.6 Any positions left unfilled, due to the lack of nominees or nominees withdrawing, shall be filled through appointment by the new Board of Directors, as soon as practical after the Annual General Meeting.
- 8.7 A Special General Meeting may be called by the Board of Directors at any time, provided ten days' notice, in writing, shall be given to the members, specifying the purpose of such Special General Meeting. Electronic communication will be considered to be "in writing."
- 8.8 The Board of Directors shall call a Special General Meeting for a date not more than twenty-eight days from the receipt by the Board of Directors of a requisition, in writing, signed by twelve members of the Club, and ten days' notice, in writing, shall be given to the members.
- 8.8.1 Such requisitions by members of the Club shall set out the purpose for which the Special General Meeting is required, and shall be lodged with the Secretary.
- 8.8.2 If the Special General Meeting is not called for a date within the twenty-eight days stipulated, then the requisitioners may themselves convene a Special General Meeting, if necessary using electronic communications (e.g., Slack or e-mail) to notify the members of such meeting.
- 8.9 No other business, outside that specified in the notice, shall be transacted at a Special General Meeting.
- 8.10 No business shall be transacted at any General Meeting unless a quorum of members is present at the time when the meeting proceeds to business. Save as herein otherwise provided, 10 percent of members eligible to vote shall be a quorum at a General Meeting.
- 8.11 If at the time appointed for a General Meeting, a quorum of members is not present, the meeting if convened on the requisition of members shall be dissolved; in any other case it shall stand adjourned to the same day in the following week, at the same time and place; and if at the reconvened meeting a quorum of members is not present within half an hour after the time appointed for the meeting, the members then present shall be a quorum.
- 8.12 The Chair, shall preside as Chair at every General Meeting of the Club. If unavailable, the Vice Chair shall preside at a General Meeting of the Club.
- 8.13 If there is no such Chair, the members then present shall choose someone of their number who is a member of the Board of Directors to be Chair of the meeting, and if there shall be no Member of the Board of Directors present, then the members shall elect any one of their number to be Chair of the Meeting.
- 8.14 The Chair may, with the consent of the meeting, adjourn the meeting from time to time and from place to place, but no business shall be transacted at any reconvened meeting other than the business left unfinished at the meeting from which the adjournment took place.

- 8.15 Failure to comply strictly with the time limits set out in this Constitution or the non receipt of Notice of a Meeting by any persons entitled to receive notice shall not invalidate the proceedings at that meeting, but shall entitle the majority of members present to seek and be granted an adjournment of the meeting to such date by which they would be given an adequate time to be furnished with and consider the contents of any relevant documentation.

VOTING

- 9.1 Only Full, Student, and Honorary Members, whose membership fees are paid up to date in accordance with Rule 6.2, and who are not suspended or disqualified under this Constitution and Rules or the Official Guide, shall be eligible to vote at a General Meeting.
- 9.2 A Chair of a General Meeting, Board of Directors meeting or any Sub-Committee meeting shall, in the event of a tie, whether on a show of hands or on a ballot, have a casting vote in addition to their vote as a member, other than for the election to any position, when the outcome in the event of a tie shall be decided by lot.
- 9.3 At any General Meeting, a resolution put to the vote of the meeting shall be decided on the show of hands, unless, before or on the declaration of the result of the show of hands, a ballot is demanded:
- (a) by the Chair,
 - (b) by at least five members, present and entitled to vote.
- 9.4 Unless a ballot is so demanded, a declaration by the Chair that a resolution has on the show of hands been carried, or carried unanimously, or by a particular majority, or lost, shall be final, and an entry to that effect in the book containing the minutes of proceedings of the Club shall be conclusive evidence of the fact, without proof of the number or proportion of the votes in favor of or against such resolution.
- 9.5 If a ballot is so demanded, the same shall be taken in such manner as the Chair directs, and the result of the ballot shall be deemed to be the decision of the meeting at which the ballot was demanded.
- 9.6 A Secret Ballot shall be carried out to decide the result of any contest for any elective position.

ASSETS AND TRUSTEES

- 10.1 The Club shall have power to acquire, hold and develop, lease, mortgage, exchange or sell Real and Personal Property, and to borrow or raise money in promotion of the objects of the Club, subject to the overall authority of the Central Council of the G.A.A.
- 10.2 The Real Property shall not be leased, mortgaged, charged, exchanged, sold, conveyed, transferred or otherwise dealt with without the consent of the Board of Directors via a super majority of $\frac{3}{4}$ of the Board members.
- 10.3 The Real Property, including the proceeds of sale thereof until otherwise directed by the

Club, shall be vested in the Board of Directors, who shall hold same in trust for the Club.

10.4 In the case of the appointment of the Trustees of the Real Property, the Board of Directors shall select three persons, who shall then be appointed by the Chair for the time being as Trustees.

10.5 The Trustees shall hold office until the retirement or death, unless replaced in accordance with Rule 5.2 GAA's Official Guide.

10.6 By way of acceptance of their appointment, the Trustees of the Real Property shall sign a Declaration of Trust, as approved by the Board of Directors, and which shall contain the provisions for appointment, removal and replacement of Trustees as well as regulating the conduct of the Trustees in performing their duties and exercising their powers under the trust.

10.7 The Trustees of the Real Property, having first obtained the consent of the Board of Directors, where necessary, shall exercise their powers and perform their duties as directed by the Club from time to time.

10.8 The directive of the Club shall be given by a resolution of the full members of the Club, passed by a majority of the members present and voting at a duly convened General Meeting and when so passed shall be binding upon all members of the Club.

10.9 A certificate signed by the Secretary shall, in favor of any person relying on same, be conclusive evidence that a directive, complying in all respect with the provisions of this rule, was duly given to the Trustees.

10.10 The Personal Property shall be vested in the Chairman, Treasurer and Secretary who shall hold same in Trust for the Club.

10.11 The Trustees of the Personal Property shall invest and use such property in accordance with the directives of the Board of Directors, of which an entry in the minutes shall be conclusive evidence.

10.12 The Club shall indemnify and save harmless its Trustees in respect of any loss or expenses bona fide incurred by them in or about the execution of the Trust

10.13 The Board of Directors may accept on behalf of the Club any contribution, gift, bequest, or devise for the general purposes or for any special purpose of the Club. Such contributions, gifts, bequests, or devises shall be in conformity with the laws of the United States, the State of Indiana, and any other relevant jurisdiction.

BOOKS AND ACCOUNTS

11.1 The Board of Directors shall maintain a bank account or accounts with an approved bank on behalf of the Club, and all checks drawn on the said account shall be signed by the Treasurer.

- 11.2 The Board of Directors shall cause proper books of account to be kept in respect of:-
- (a) All sums of money received and expended by the Club, and the matters in respect of which such receipts and expenditures take place; and
 - (b) All sales and purchases of goods by the Club; and
 - (c) The assets and liabilities of the Club.
- 11.3 The books of account shall be kept at such place or places as the Board of Directors shall think fit, and shall at all reasonable times be open to the inspection of the members of the Board of Directors.
- 11.4 The Board of Directors shall from time to time determine whether and to what extent and at what times and places, and under what conditions and regulations, the accounts and books of the Club, or any of them shall be open to the inspection of Full Members of the Club not being an Board of Directors, and no member (not being a Board of Director member) shall have any right of inspection of any account or book or document of the Club except as authorized by the Board of Directors.
- 11.5 If an audit is deemed appropriate by the Board of Directors, no less frequently than once every 3 years, an independent suitably qualified person or persons shall be appointed as accountant(s) or as auditor(s) to report on the financial statements of the Club, for presentation at the Annual General Meeting.
- 11.6 The Books and Accounts of the Club shall be presented to such accountant(s) or auditor(s) by the committee in sufficient time to enable the report of such accountant(s) or auditor(s) to be available and considered at the Annual General Meeting of the Club.
- 11.7 The Financial Statements shall be approved by the Board of Directors, and signed by two of three Officers – Chair, Secretary, Treasurer – on behalf of the Board of Directors.
- 11.8 The Board of Directors shall cause to be prepared and laid before the Annual General Meeting an account of income and expenditure and a balance sheet made up to a date not more than one month before such meeting.
- 11.9 The balance sheet and accounts of the club shall be made available to IRS on request.
- 11.10 All books of account, including all documents, vouchers, statements and notes, as well as all minute books, notes of meetings, original and copy correspondence and all such documents are the property of the Club, and no person shall have any personal title to or interest in such documents to the exclusion of the Club.
- 11.11 The financial year will be the calendar year.

INCOME AND PROPERTY

- 12.1 No officer shall be appointed to any office within the Club paid by salary or fees, or receive any remuneration or other benefit in money or money's worth from the Club in respect of such office, provided however nothing shall prevent any payment in good faith by the Club of:

- (a) reasonable and proper remuneration to any member or officer of the Club for any services rendered to the Club (other than as an Officer), for which the Club would have otherwise paid an external party;
- (b) reasonable and proper remuneration to any company of which a member or officer of the Club is a director or shareholder, for any services rendered to the Club;
- (c) interest at a rate not exceeding 5% per annum on money lent by officers or other members of the club to the Club;
- (d) reasonable and proper rent for premises demised and let by officers or other members of the Club (including any officer) to the Club;
- (e) reasonable and proper out-of-pocket expenses incurred by any officer in connection with their attendance to any matter affecting the Club;
- (f) fee's, remuneration or other benefit in money or money's worth to any company of which an officer may be a member, holding not more than one-hundredth part of the issued capital of such Company.

- 12.3 The Board of Directors may authorize any officer or officers, agent or agents of the Club, to enter into a contract or execute and deliver any instrument or document in the name and on behalf of the Club, and such authority may be general or confined to specific instances. All decisions will be made in compliance with the current conflict of interest policy.

WINDING UP

- 13.1 A resolution to wind up a Club shall be passed only at a General Meeting, specially summoned for the purpose of such resolution, if supported by not less than three-fourths of those present and entitled to vote.
- 13.3 If upon such winding up, there remains, after the satisfaction of all its debts and liabilities, any property whatever, the same shall not be paid or distributed amongst the members, but the Trustees shall continue to hold same in trust for the USGAA, to be used or disposed of as such County Committee shall direct, but shall in no instance pay or distribute such property amongst officers, members or employees of the Club.

ADDITIONS TO AND AMENDMENTS OF RULES

- 14.1 Additions to and amendments of this Constitution and Rules may be made at an Annual General Meeting or at a Special General Meeting called for that purpose, providing that the Resolution proposing same is carried by a vote of two-thirds of the members present and voting, that same do not conflict with the Official Guide, and that prior approval has been given by USGAA for the change.
- 14.2 Members wishing to propose additions to or amendments of this Constitution and Rules must send notice of the proposed additions or amendments in writing to the Secretary not later than twenty-one days before the Annual General Meeting, or Special General Meeting as provided by Rule 8.5.2 hereof.
- 14.3 Where appropriate, no Addition or Amendments shall be made to or in the provisions of the

Main Object(s) (3), Income and Property (12) and the Winding-Up Clauses (13) in this Constitution and Rules for the time being in force, unless the same shall have been previously approved, in writing, by the IRS.

COMPLIANCE WITH PROVISIONS OF OFFICIAL GUIDE

15. This Constitution and Rules shall be read in conjunction with and subject to the Official GAA Guide.

INTERPRETATION OF CLUB CONSTITUTION AND RULES

16. The Board of Directors shall be the sole authority for the Interpretation of these Club Constitution and Rules _ and of any bylaws and regulations made herein; and the decision of the Board of Directors upon any question of interpretation, or upon any matter affecting the Club and not provided for, shall be final and binding on the members, subject to appeal to the Management Committee of the USGAA, and shall not under any circumstances be subject to appeal to any Court of Law.

GENERAL

- 17.1 A notice may be given by the Club to any Member either personally or by sending it by post or electronic mail to their last known address.
- 17.2 Where a notice is sent by post, service of this notice shall be deemed to be effected by properly addressing, prepaying, and posting a letter containing the notice, and shall be deemed to have been effected at the time which the letter would be delivered in the ordinary course of post.
- 17.3 The failure to give notice of any meeting or the non-receipt of notice of a meeting by any person entitled to receive notice shall not invalidate the proceedings at that meeting.
- 17.4 This Constitution and Rules shall be taken as an amendment of and in substitution for any existing Constitution and Rules of the Indianapolis G.A.A. Club as of the 20 day of _____ July _____, 2025.