

**BYLAWS
OF
INDIANA MODEL UNITED NATIONS INC**

The name of the organization is Indiana Model United Nations Inc. The organization is organized in accordance with the Indiana Nonprofit Corporation Act of 1991, as amended. The organization has not been formed for the making of any profit, or personal financial gain. The assets and income of the organization shall not be distributable to, or benefit the trustees, directors, or officers or other individuals. The assets and income shall only be used to promote corporate purposes as described below. The organization shall not grant monetary compensation to any of its employees or ever employ persons in the organization, except by amendment of the bylaws, and pursuant to the relevant state and federal laws. This organization shall not carry on any other activities not permitted to be carried on by an organization exempt from federal income tax. The organization shall not endorse, contribute to, work for, or otherwise support (or oppose) a candidate for public office. The organization is organized exclusively for purposes subsequent to section 501(c)(3) of the Internal Revenue Code.

REQUIRED CLAUSES

Statement of University Compliance: This organization shall comply with all Indiana University regulations, and local, state and federal laws.

Anti-Hazing Policy: Hazing is strictly prohibited. Hazing shall be defined as any conduct which subjects another person, whether physically, mentally, emotionally, or psychologically, to anything that may endanger, abuse, degrade, or intimidate the person as a condition of association with a group or organization, regardless of the person's consent or lack of consent.

Personal Gain Clause: This organization, if raising funds, shall ethically raise and distribute profits from organizational functions to either the organization or to members who provide a service that directly benefits the organization. Individual members may not receive compensation from for-profit companies if acting as a representative of a student organization.

Programs Involving Children: This organization, when working with children, will be aware of and abide by the University's Programs Involving Children (PIC) Policy

International Travel: This organization, when traveling internationally, will coordinate their travel through the Office of Overseas Study.

**ARTICLE I
MEMBERSHIP**

Section 1. Non-Discrimination. Indiana Model United Nations allows individuals to become members and seek positions in the organization without regard to arbitrary consideration of such characteristics as age, color, disability, ethnicity, gender, marital status, national origin, race, religion, sexual orientation, or veteran status.

Section 2. Acceptance. The Board of Directors will review all individuals wishing to pursue membership in the organization and reserves the right to deny membership to an individual if deemed necessary.

Section 3. Removal. Members who fail to attend meetings, demonstrate sufficient involvement and preparation, do not participate in Indiana Model United Nations Conference, or do not represent the organization well are subject to removal from the organization by the Board of Directors.

Section 4. Requirements. All members of the organization are required to sign a membership contract biannually and pay membership fees unless waived by the Treasurer.

Section 5. Sexual Misconduct. Indiana Model United Nations holds a Zero Tolerance Policy regarding all forms of sexual misconduct, which refers to sexual harassment, sexual assault, other forms of sexual violence, dating violence, domestic violence, sexual exploitation, and stalking. Such behaviors are unacceptable, and an investigation will be conducted by the Board of Directors if any report of such activity occurs. Should a member be found in violation of Indiana Model United Nations sexual misconduct policy, the member will be expelled from the organization immediately. This will be followed, if need-be, by referral to the relevant organizations and individuals as determined by the Board of Directors.

ARTICLE II MEETINGS

Section 1. Annual Meeting. An annual meeting shall be held once each calendar year for the purpose of electing directors and for the transaction of such other business as may properly come before the meeting. The annual meeting shall be held at the time and place designated by the Board of Directors from time to time.

Section 2. Special Meetings. Special meetings may be requested by the President or the Board of Directors.

Section 3. Notice. Written notice of all meetings, whether regular or special meetings, shall be provided under this section or as otherwise required by law. The Notice shall state the place, date, and hour of meeting, and if for a special meeting, the purpose of the meeting. Such notice shall be mailed to all directors of record at the address shown on the corporate books, at least 10 days prior to the meeting. Such notice shall be deemed effective when deposited in ordinary U.S. mail, properly addressed, with postage prepaid.

Section 4. Place of Meeting. Meetings shall be held at the organization's principal place of business unless otherwise stated in the notice. Members may participate in any meeting of members by means of remote communication to the extent the Board of Directors authorizes such participation for such class or series. Participation by means of remote communication shall be subject to such guidelines and procedures as the Board of Directors adopts. Members participating in a members' meeting by means of remote communication shall be deemed present and may vote at such a meeting if the corporation has implemented reasonable measures: (1) to verify that each person participating remotely is a shareholder, and (2) to provide such members a reasonable opportunity to participate in the meeting and to vote on matters submitted to the members, including an opportunity to communicate, and to read or hear the proceedings of the meeting, substantially concurrent with such proceedings.

Section 5. Quorum. A majority of the directors shall constitute a quorum at a meeting. In the absence of a quorum, a majority of the directors may adjourn the meeting to another time without further notice. If a quorum is represented at an adjourned meeting, any business may be transacted that might have been transacted at the meeting as originally scheduled. The directors present at a meeting represented by a quorum may continue to transact business until adjournment, even if the withdrawal of some directors results in a representation of less than a quorum.

Section 6. Informal Action. Any action required to be taken, or which may be taken, at a meeting, may be taken without a meeting and without prior notice if a consent in writing, setting forth the action so taken, is signed by the directors with respect to the subject matter of the vote.

ARTICLE III DIRECTORS

Section 1. Number of Directors. The organization shall be managed by a Board of Directors consisting of 9 directors. Two or more director positions may be held by one person. The directors of the organization will be:

President/Chairman. The President shall be the chief executive officer and shall:

1. Act as a representative of the organization to outside partners, affiliates, organizations, previous members, etc.
2. Facilitate the time and place of meetings members, the Board of Directors, and any executive committees.
3. Recruit new members to the organization.
4. Preside over any executive committees, unless otherwise stated.
5. Direct the Board of Directors and ensure that each director is performing their duties.
6. Be a secondary card holder for the organization's bank account.

7. Update the members of the organization on any important decisions made by the Board of Directors or upcoming events.
8. Prepare, or delegate to another member, any necessary reports for the organization.
9. At least one year of prior experience on the Board of Directors is required.

Vice President. The Vice President shall:

1. Perform the duties of the President in the absence of the President and shall assist that office in the discharge of its leadership duties.
2. Maintain the Bylaws of the organization.
3. Facilitate the election of directors and has the power to delegate any portion of the election process to another individual if necessary.
4. Preside over meetings of the Board of Directors.
5. Prepare an agenda for the meetings of the Board of Directors.
6. Facilitate and preside over meetings for the removal of a director.
7. Perform other duties as directed by the President.

Treasurer/CFO/Secretary. The Treasurer shall:

1. Conduct the financial affairs of the organization as directed and authorized by the Board of Directors and executive committees.
2. Make reports of the organization's finances as required, but no less often than at each meeting of the Board of Directors and executive committees.
3. Prepare and submit an annual budget for approval by the Board of Directors.
4. Maintain detailed financial records for the organization.
5. Coordinate with sponsors, bank partners, and other financial supporters of the organization in order to ensure adequate funding.
6. Coordinate fundraising efforts by the organization.
7. Collect fees from members biannually.
8. Represent the organization at official functions that involved funding and financial support for the organization.
9. Be the primary cardholder for the organization's bank account.
10. Keep an accurate list of the directors, and shall have the authority to certify any records, or copies of records, as the official records of the organization.
11. Perform other duties as directed by the President.

Communications Director. The Communications Director shall:

1. Give notice of all meetings of the Board of Directors and open executive committees, if any, to members.
2. Maintain the minutes of the Board of Directors' meetings and all committee meetings.
3. Record attendance of directors and members at meetings.
4. Send official communication to members of the organization and outside affiliates, sponsors, organizations, etc.
5. Perform other duties as directed by the President.

Conference Coordinator. The Conference Coordinator shall:

1. Organize logistics for all conferences the organization will attend.
2. Distribute conference assignments and answer other conference related questions from members.
3. Work with the staff of conferences, hotels, transport companies, etc. in order to ensure the ability of the organization to attend conferences.
4. Be a secondary cardholder of the organization's bank account.
5. Work with the Treasurer to ensure appropriate funding for all conference-related expenses of the organization.
6. Perform other duties as directed by the President.

Co-Member Educator (2). The Co-Member Educators shall:

1. Be responsible for training organization members on necessary skills to participate in conferences.
2. Plan and lead educational activities during meetings of the members.
3. Plan and lead educational activities outside of normal meetings of the members.
4. Prepare and submit an annual schedule to the Board of Directors for approval.
5. Post educational materials online so that members can access them.
6. Perform other duties as directed by the President.

Events Coordinator. The Events Coordinator shall:

1. Coordinate social events for members of the organization.
2. Coordinate the annual year-end banquet.
3. Prepare and submit a schedule of events and budget annually to the Board of Directors for approval.
4. Promote the organization through the usage of social media.
5. Perform other duties as directed by the President.

Secretary-General. The Secretary-General shall:

1. Organize and run the annual Indiana Model United Nations Conference, otherwise referred to as IndianaMUNC.
2. Preside over the executive committee, referred to as 'Secretariat'.
3. Update the Board of Directors on the progress of IndianaMUNC throughout the year.
4. Appoint members of the organization to the Secretariat executive committee.
5. Have the power to make all final decisions that are in regard to IndianaMUNC, unless overturned as stated in Article IV, Section 4.
6. At least one year of prior Secretariat experience is required.

Section 2. Election and Term of Office. The directors shall be elected at the annual meeting. Each director shall serve a term of 1 year(s), or until a successor has been elected and qualified.

Subsection 1. The President, Vice President, Communications Director, Co-Member Educators, and Events Coordinator will be elected by a popular vote of organization members at the annual meeting.

Subsection 2. The Treasurer and Conference Coordinator will be selected for their positions by a majority vote of an executive committee convened by the President annually.

1. The executive committee to select the Treasurer will be made up of the President, current Treasurer, Secretary-General, and any other individual who the President appoints to the committee.
2. The executive committee to select the Conference Coordinator will be made up of the President, current Conference Coordinator, and any other individual who the President appoints to the committee.

Subsection 3. The Secretary-General will be appointed by the previous Secretary-General and then approved by a 2/3 majority vote of the Board of Directors.

Section 3. Quorum. A majority of directors shall constitute a quorum.

Subsection 1. If an individual holds 2 or more director positions, they shall only count as 1 in matters of quorum and voting.

Section 4. Adverse Interest. In the determination of a quorum of the directors, or in voting, the disclosed adverse interest of a director shall not disqualify the director or invalidate his or her vote.

Subsection 1. In the event that a vote pertains to a specific director on the Board of Directors, that director shall not be able to vote.

Section 5. Regular Meeting. The Board of Directors shall meet immediately after the election for the purpose of electing its new officers, appointing new committee chairpersons and for transacting such other business as may be deemed appropriate. The Board of Directors may provide, by resolution, for additional regular meetings without notice other than the notice provided by the resolution.

Section 6. Special Meeting. Special meetings may be requested by the President, Vice-President, Secretary, or any two directors by providing five days' written notice by ordinary United States mail, effective when mailed. Minutes of the meeting shall be sent to the Board of Directors within two weeks after the meeting.

Section 7. Procedures. The vote of a majority of the directors present at a properly called meeting at which a quorum is present shall be the act of the Board of Directors unless the vote of a greater number is required by law or by these by-laws for a particular resolution. A director of the organization who is present at a meeting of the Board of Directors at which action on any corporate matter is taken shall be presumed to have assented to the action taken unless their dissent shall be entered in the minutes of the meeting. The Board shall keep written minutes of its proceedings in its permanent records. If authorized by the governing body, any requirement of a written ballot shall be satisfied by a ballot submitted by electronic transmission, provided that any such electronic transmission must either set forth or be submitted with information from which it can be determined that the electronic transmission was authorized by the member or proxy holder.

Section 8. Informal Action. Any action required to be taken at a meeting of directors, or any action which may be taken at a meeting of directors or of a committee of directors, may be taken without a meeting if a consent in writing setting forth the action so taken, is signed by all of the directors or all of the members of the committee of directors, as the case may be.

Section 9. Removal / Vacancies. A director shall be subject to removal, with cause, at a meeting called for that purpose. Any vacancy that occurs on the Board of Directors, whether by death, resignation, removal or any other cause, may be filled by the remaining directors. A director elected to fill a vacancy shall serve the remaining term of his or her predecessor, or until a successor has been elected and qualified.

Subsection 1. Any director on the Board of the Directors may submit a request to the Vice President calling for a meeting to discuss the removal of a director.

Subsection 2. The Vice President shall call a special meeting of the Board of Directors to consider the removal of another director at a specified time and place without the director being considered for removal being present.

Subsection 3. At the meeting, the director calling for the removal of another will state their reasons for doing so, and afterward the Vice President will facilitate a discussion period for all directors present to discuss the removal.

Subsection 4. After the discussion period has elapsed, the Vice President will call a vote for the removal of the director in question and a removal requires a 2/3 majority vote of the Board of Directors.

Subsection 5. If the Board of Directors votes to remove a director, the removed director must be notified within 24 hours and has 72 hours to inform the Vice President if will they will be appealing the decision.

Subsection 6. In the event that a decision to remove a director is appealed, the Vice President will call a special meeting of the Board of Directors and the

removed director at a specified time and place. At such a meeting, the removed director shall be given the chance to argue against the decision followed by a facilitated discussion period and questions from the Board of Directors by the Vice President. Afterward, the Board of Directors will vote to uphold the decision and the vote requires a 2/3 majority for the decision to be upheld.

Subsection 7. The only instance where this process is not followed is the removal of the Secretary-General in which the Vice President will call a joint special meeting of the Board of Directors and Secretariat executive committee. All procedures stay the same except the Board of Directors and Secretariat executive committee will vote separately on the removal and both votes must reach a 2/3 majority.

Section 10. Resignation. Any director may resign effective upon giving written notice to the Vice President of the Board of Directors of the corporation unless the notice specifies a later time for the effectiveness of such resignation. If the resignation is effective at a future time, a successor may be elected to take office when the resignation becomes effective.

Section 11. Committees. To the extent permitted by law, the Board of Directors may appoint from its members a committee or committees, temporary or permanent, and designate the duties, powers and authorities of such committees.

Section 12. Overrule. Each director of the organization has the right to execute their duties as they see fit. However, a majority vote of the Board of Directors can overturn any decision made by a director or can give a director an order. This does not apply to the Secretary-General when it comes to IndianaMUNC who must be overruled through Article IV, Section 4.

Section 13. Recusal. Any director may recuse themselves from executing a power of their office, and turn that power over to the Board of Directors, if they believe there is a conflict of interest.

ARTICLE IV INDIANA MODEL UNITED NATIONS CONFERENCE

Section 1. Purpose. The Indiana Model United Nations Conference, referred to as IndianaMUNC, is an annual conference hosted by the organization for high students to engage in Model United Nations and an educational environment.

Section 2. Membership. All members of the organization are required to participate in IndianaMUNC as staff and will be overseen by the Secretary-General.

Section 3. Secretariat. A permanent executive committee, referred to as 'Secretariat', will be in charge of planning IndianaMUNC and the Secretariat shall be appointed, chaired, and managed by the Secretary-General. To be eligible to serve on Secretariat,

an individual must be a member of IndianaMUN. The Secretary-General reserves the right to appoint more than 1 individual to any given position. There shall be 9 members of the Secretariat:

Secretary-General. The Secretary-General shall oversee the entire staff and logistics of IndianaMUNC and will have the power to make any final decisions unless overturned in accordance with Article IV, Section 4. The Secretary-General will appoint all members of the Secretariat executive committee within 45 days of taking office. At least one year of prior Secretariat experience is required.

Director-General. The Director-General will be the head of the logistics side of IndianaMUNC overseeing the Under-Secretary-Generals of Operations, Finance, and Public Relations. The Director-General will answer directly to the Secretary-General and ensure that IndianaMUNC is logistically sound. The Director-General will also do any other tasks as directed by the Secretary-General. At least one year of prior Secretariat experience is required.

Chief of Staff. The Chief of Staff will be the head of the conference side of IndianaMUNC overseeing the Under-Secretary-Generals of Policy, Crisis, and General Assemblies and Specialized. The Chief of Staff will answer directly to the Secretary-General and ensure that IndianaMUNC public side of the event is a positive reflection of the organization. The Chief of Staff will also do any other tasks as directed by the Secretary-General.

Under-Secretary-General of Operations. The Under-Secretary-General of Operations will aid the Director-General in managing all logistical tasks for IndianaMUNC including, but not limited to, acquisition of supplies, booking of hotels, securing transportation, processing registrations. The Under-Secretary-General of Operations will oversee the logistics and conference services team and will answer directly to the Director-General. The Under-Secretary-General of Operations will also do any other tasks as directed by the Director-General or Secretary-General.

Under-Secretary-General of Finance. The Under-Secretary-General of Finance will automatically be awarded to the Treasurer of the Board of Directors. The Under-Secretary-General of Finance will manage all revenue and expenses for IndianaMUNC and will work with the Director-General and Under-Secretary-General of Operations on the logistics of IndianaMUNC. The Under-Secretary-General of Finance will oversee the delegate services team and will answer directly to the Director-General. The Under-Secretary-General of Finance will also do any other tasks as directed by the Director-General or Secretary-General.

Under-Secretary-General of Policy. The Under-Secretary-General of Policy will oversee the chairs of each committee in the writing of background guides, education guides, and implement changes to IndianaMUNC Rules of Procedure (RoP). The Under-Secretary-General of Policy will answer directly to the Chief of Staff. The Under-Secretary-General of Policy will also do any other tasks as directed by the Chief of Staff or Secretary-General.

Under-Secretary-General of Crisis. The Under-Secretary-General of Crisis will oversee all crisis committees at IndianaMUNC including their staff. The Under-Secretary-General of Crisis will answer directly to the Chief of Staff. The Under-Secretary-General of Crisis will also do any other tasks as directed by the Chief of Staff or Secretary-General.

Under-Secretary-General of General Assemblies and Specialized. The Under-Secretary-General of General Assemblies and Specialized will oversee all general assembly and specialized committees at IndianaMUNC including their staff. The Under-Secretary-General of General Assemblies and Specialized will answer directly to the Chief of Staff. The Under-Secretary-General of General Assemblies and Specialized will also do any other tasks as directed by the Chief of Staff or Secretary-General.

Under-Secretary-General of Public Relations. The Under-Secretary-General of Public Relations will present IndianaMUNC in a favorable way to participants, potential participants, sponsors, and any other interested individuals through the usage of social media and other forms of communication. The Under-Secretary-General of Public Relations will oversee the media team and will answer directly to the Director-General. The Under-Secretary-General of Public Relations will also do any other tasks as directed by the Director-General or Secretary-General.

Section 4. Secretariat Qualifications. The qualifications for any position may be changed for one year at the request of the current Secretary-General with the approval of a 2/3 majority of the Board of Directors. For changes to the qualifications for a Secretariat position lasting longer than a one-year period, an amendment to the Bylaws must be passed.

Section 5. Secretariat Overrule. If the Secretariat disagrees with a decision made by the Secretary-General, they may vote to overrule them. This requires a 2/3 majority vote of the Secretariat and does not require a special meeting or discussion. This is the only instance in which a decision by the Secretary-General regarding IndianaMUNC can be overturned.

Section 6. Committees. The Secretary-General shall determine annually the number of committees at IndianaMUNC and will designate each committee as a general assembly, specialized, or crisis committee.

Section 7. Staff. The following designations shall be the different types of staff at IndianaMUNC:

Crisis Director. The Crisis Director will be in charge of a crisis committee at IndianaMUNC and will be overseen by the Under-Secretary-General of Crisis. Each Crisis Director will be responsible for the creation an approved crisis committee and management of their staff. There will be 1 Crisis Director for each crisis committee.

Chair. The Chair will be the chairperson of a committee at IndianaMUNC and will facilitate the flow of debate during the conference. The Chair will be overseen by the Chief of Staff and either the Under-Secretary-General of Crisis or General Assemblies and Specialized based on their committee assignment. Each Chair will be overseen by the Under-Secretary-General of Policy in the writing of a background guide about their committee. There will be 1 Chair for each committee.

Vice Chair. The Vice Chair will be the secondary chairperson of a committee at IndianaMUNC and will aid the Chair in facilitating the flow of debate during the conference. The Vice Chair will be overseen by the Chief of Staff and either the Under-Secretary-General of Crisis or General Assemblies and Specialized based on their committee assignment. Each Vice Chair will be overseen by the Under-Secretary-General of Policy in helping the Chair write a background guide about their committee. There will be 1 Vice Chair for each committee.

Crisis Understaffer. The Crisis Understaffer will aid the Crisis Director in handling the crisis updates and notes in a crisis committee at IndianaMUNC. The Crisis Understaffer will be overseen by their respective Crisis Director, based on their committee assignment. The Crisis Understaffer will aid in the creation of a crisis committee as instructed by their Crisis Director. The Secretary-General, Chief of Staff, and Under-Secretary-General of Crisis will determine how many Crisis Understaffers are assigned to each crisis committee.

Logistics. The Logistics staff member will be a part of the Logistics group. The Secretary-General, Director-General, and Under-Secretary-General of Operations will determine how many Logistics staff members there are.

Conference Services. The Conference Services staff member will be a part of the Conference Services group. The Secretary-General, Director-General, and Under-Secretary-General of Operations will determine how many Conference Services staff members there are.

Delegate Services. The Delegate Services staff member will be a part of the Delegate Services group. The Secretary-General, Director-General, and Under-Secretary-General of Finance will determine how many Delegate Services staff members there are.

Media. The Media staff member will be a part of the Media group. The Secretary-General, Director-General, and Under-Secretary-General of Public Relations will determine how many Media staff members there are.

Section 8. Staff Groups. There shall be 4 special staff groups at IndianaMUNC:

Logistics. The Logistics group will be overseen by the Under-Secretary-General of Operations and will be responsible for managing all logistical problems before, during, and after IndianaMUNC.

Conference Services. The Conference Services group will be overseen by the Under-Secretary-General of Operations and will be responsible for printing any necessary materials during IndianaMUNC.

Delegate Services. The Delegate Services group will be overseen by the Under-Secretary-General of Finance and will be responsible for assisting all participants and staff at IndianaMUNC in acquiring anything they might need such as merchandise, credentials, or supplies.

Media. The Media group will be overseen by the Under-Secretary-General of Public Relations and will be responsible for taking photos, creating social media content, and other such activities before, during, and after IndianaMUNC.

Section 9. Member Discipline. Prior to IndianaMUNC, the Secretary-General and Secretariat will create a matrix detailing the different infractions that are prohibited of IndianaMUNC staff and their corresponding disciplinary results. This will be distributed to all staff members.

Section 10. Member Meetings. The Board of Directors shall grant the Secretariat executive committee the ability to run member meetings as preparation for IndianaMUNC at least 2 months prior to the beginning of the conference.

ARTICLE V CONFERENCE SELECTION

Section 1. Purpose. Indiana Model United Nations attends various conferences throughout the year to allow its members to compete for awards and utilize the skills they have learned. The Board of Directors is responsible for selecting members to attend each conference that the organization goes to.

Section 2. Conference Simulation. The default method for selecting members to attend a conference shall be a conference simulation in which members are given the chance to demonstrate how they would behave in a committee. However, the Board of

Directors reserves the right to change the method of selection for any particular conference should the need arise.

Section 3. Selection Process. The selection process for choosing which members attend a conference shall be a blind ranking system based on the method utilized to determine the strengths of members wishing to attend the conference. Only members of the Board of Directors who were present at all conference simulations, or substituted method, may participate in the blind ranking. The Board of Directors must always ensure that at least 4 members will be able to participate in the selection process, and the Board of Directors reserves the right to change the members invited to attend the conference after the blind ranking.

Section 4. Notification. Once the Board of Directors has decided which members will be attending a conference, all members who were interested in attending must be notified within 48 hours if they were given a spot on the conference or not.

ARTICLE VI FINANCES

Section 1. Membership Fees. All members of the organization are required to pay fees biannually. The fees will be collected by the Treasurer and in the event a member cannot pay the fees, they shall communicate with the Treasurer who has the right to extend the deadline or waive the fees.

Section 2. Budget. The annual budget prepared by the Treasurer must never have a deficit that is greater than the surplus of the previous fiscal year. In the event of a deficit in the previous year, the budget must project a balanced fiscal year or a surplus.

Section 3. Personal Benefit. No member may derive personal benefit from money spent by the organization for a service that was intended to benefit the organization or accept money from a for-profit company while acting as a representative of the organization.

ARTICLE VII CORPORATE SEAL, EXECUTION OF INSTRUMENTS

The organization shall not have a corporate seal. All instruments that are executed on behalf of the organization which are acknowledged and which affect an interest in real estate shall be executed by the President or the Vice-President and the Secretary or Treasurer. All other instruments executed by the organization, including a release of mortgage or lien, may be executed by the President or the Vice-President. Notwithstanding the preceding provisions of this section, any written instrument may be executed by any officer(s) or agent(s) that are specifically designated by resolution of the Board of Directors.

ARTICLE VIII

AMENDMENT TO BYLAWS

The bylaws may be amended, altered, or repealed by the members of the organization by a majority of a quorum vote at any regular or special meeting.

ARTICLE IX DISSOLUTION

The organization may be dissolved only with the authorization of its Board of Directors given at a special meeting called for that purpose, and with the subsequent approval by no less than three-quarters (3/4) vote of the members. In the event of the dissolution of the organization, the assets shall be applied and distributed as follows: All liabilities and obligations shall be paid, satisfied and discharged, or adequate provision shall be made therefor. Assets not held upon a condition requiring return, transfer, or conveyance to any other organization or individual shall be distributed, transferred, or conveyed, in trust or otherwise, to charitable and educational organization, organized under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, of a similar or like nature to this organization, as determined by the Board of Directors.

ARTICLE X CONFLICT OF INTEREST POLICY

Section 1. Purpose. The purpose of the conflict of interest policy is to protect this tax-exempt organization's (Organization) interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an officer or director of the Organization 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.

1. Interested Person

Any director, principal officer, or member of a committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

2. Financial Interest

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

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

b. A compensation arrangement with the Organization or with any entity or individual with which the Organization has a transaction or arrangement,

c. A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Organization 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 appropriate governing board or committee decides that a conflict of interest exists.

Section 3. Procedures.

1. 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 with governing board delegated powers considering the proposed transaction or arrangement.

2. 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 governing 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.

3. Procedures for Addressing the Conflict of Interest

a. An interested person may make a presentation at the governing board 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.

b. The chairperson of the governing board or committee shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement.

c. After exercising due diligence, the governing board or committee shall determine whether the Organization 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.

d. If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or committee shall determine by a majority vote of the disinterested directors whether the transaction or arrangement is in the Organization'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.

4. Violations of the Conflicts of Interest Policy

a. If the governing board 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.

b. If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board 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 governing board and all committees with board delegated powers shall contain:

a. The names of the persons who disclosed or otherwise 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.

b. The names of the persons who 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. Annual Statements. Each director, principal officer, or member of a committee with governing board delegated powers shall annually sign a statement which affirms such person:

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

b. Has read and understands the policy,

c. Has agreed to comply with the policy, and

d. 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 6. 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:

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

b. Whether partnerships, joint ventures, and arrangements with management organizations conform to the Organization'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 7. Use of Outside Experts. When conducting the periodic reviews, as provided for in Article VII, the Organization may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the governing board of its responsibility for ensuring periodic reviews are conducted.

Certification

INSERT SIGNATURE

Jared Schwartz, Secretary of Indiana Model United Nations Inc hereby certifies that the foregoing is a true and correct copy of the bylaws of the above-named organization, duly adopted by the incorporator(s) on **INSERT DATE**.