

**AMENDED AND RESTATED
CODE OF BYLAWS
OF
HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC.**

**ARTICLE I
OFFICES**

Section 1.01 Offices. The address of the registered office of HISTORIC LANDMARKS FOUNDATION OF INDIANA, INC. (the “**Corporation**”) in the State of Indiana shall be at 1201 Central Avenue, Indianapolis, Indiana 46202, or such other place as shall be determined by resolutions of the board of directors of the Corporation (the “**Board**” and each member of the Board, a “**Director**”). The Corporation may have other offices, both within and without the State of Indiana, as the Board from time to time shall determine or the purpose of the Corporation may require.

**ARTICLE II
PURPOSE**

Section 2.01 The Corporation is formed as a nonprofit corporation under Indiana Code Section 23-17, *et seq.*, the Nonprofit Corporation Act of 1991 of the State of Indiana (the “**Act**”). The provisions of these bylaws shall apply to the administration and conduct of the affairs of the Corporation. The purposes of the Corporation are set forth in the Articles of Incorporation (the “**Articles of Incorporation**”), as amended from time to time.

**ARTICLE III
MEMBERS**

Section 3.01 Membership. Membership in the Corporation shall be open to all persons interested in the Corporation’s purposes (the “**Members**”), subject to the payment of annual membership dues and any other standards as determined by the Board.

Section 3.02 Period of Membership. The term of membership of all Members shall be one (1) year unless a longer period is established by the Board. The period of membership for each class of Members shall be established by the Board and may be greater than one (1) year if the Board so determines.

Section 3.03 Membership Dues. Dues of Members shall be such amounts as are set by the Board from time to time and such dues may vary in amount for different classes of Members. In lieu of periodic dues, the Board may require or permit membership to be obtained and retained upon the payment of a single amount to be determined by the Board.

Section 3.04 Rights of Members. Except for Members of such classes of membership established by the Board as non-voting membership, all Members shall have the same rights and obligations with respect to voting, dissolution, redemption and transfer. The right of a Member to vote and all of the Member's right, title and interest in or to the Corporation shall cease on the termination of the Member's membership. No Member shall be entitled to share in the distribution of the corporate assets upon the dissolution of the Corporation.

Section 3.05 Resignation from Membership. Any Member may resign at any time by giving written notice of such resignation to the President or the Secretary. Such resignation shall be made in writing and shall take effect at the time specified therein, or if no time is specified, at the time of its receipt by the President or the Secretary. The acceptance of a resignation shall not be necessary to make it effective. If a Member serving as a Director resigns from membership in the Corporation, such Director's term as a Director shall terminate at the time such resignation becomes effective.

Section 3.06 Termination of Membership. The Board may terminate or suspend the membership of any Member for failure to pay such dues as may be required under Section 3.03. The Board may also terminate or suspend the membership of any Member for any other reasonable cause under a procedure that is fair and reasonable and carried out in good faith.

ARTICLE IV MEETINGS OF THE MEMBERS

Section 4.01 Place and Manner of Meetings. All meetings of the Members shall be held at such place, if any, either within or without the State of Indiana, or by means of remote communication (as set forth in Section 4.12), as shall be designated from time to time by resolution of the Board and stated in the notice of meeting.

Section 4.02 Annual Meeting. The annual meeting of the Members for the election of Directors and for the transaction of such other business as may properly come before the Members shall be held within eight (8) months after the close of each fiscal year of the Corporation, at such time as may be designated by the Board at such time and place, if any, as shall be determined by the Board and stated in the notice of the meeting. Failure to hold an annual meeting within such time period shall not cause or constitute a forfeiture or dissolution of the Corporation.

Section 4.03 Special Meetings. Special meetings of the Members for any purpose or purposes shall be called by the Board or may be called by the Chairperson. Such meetings may also be called by a written demand to the Secretary of ten percent (10%) of the Members eligible to vote. The Secretary upon receiving written demand or resolution shall promptly give notice of such meeting as provided in Section 4.04, or if the Secretary fails to do so within five (5) business days thereafter, any Member signing such demand may give such notice. The only business which may be conducted at a special meeting shall be the matter or matters set forth in the notice of such meeting.

Section 4.04 Notice of Meetings. A written or printed notice stating the place, day, and hour of the meeting and, in the case of a special meeting, the purpose or purposes for which the meeting is called, shall be delivered or mailed by the Secretary, or by the officer or person calling the meeting or by such other person as the Board may direct, to each Member of record entitled by the Articles of Incorporation to vote at that meeting at the address which appears on the records of the Corporation at least ten (10) days before the date of the meeting, or if notice is mailed by other than first class or registered mail, thirty (30) to sixty (60) days before the meeting date; provided, however, that notice of the annual meeting of the Members may be given by publication in the manner and under the circumstances specified in the Act. Without limiting the manner by which notices of meetings otherwise may be given effectively to Members, any such notice may be given by electronic transmission in accordance with applicable law.

Section 4.05 Waivers of Notice. Notice of any meeting need not be given to any Member who shall, either before or after the meeting, submit a written waiver of notice to the Secretary signed by the Member entitled to the notice delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records or who shall attend such meeting, except when the Member attends for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business because the meeting is not lawfully called or convened. Any Member so waiving notice of the meeting shall be bound by the proceedings of the meeting in all respects as if due notice thereof had been given.

Section 4.06 Adjournment. Any meeting of the Members may be adjourned from time to time to reconvene at the same or some other place, if any, and notice need not be given of any such adjourned meeting if the time, place, if any, thereof, and the means of remote communication, if any, are announced at the meeting at which the adjournment is taken. At the adjourned meeting, the Corporation may transact any business which might have been transacted at the original meeting. If the adjournment is for more than thirty (30) days, a notice of the adjourned meeting shall be given to each Member of record entitled to vote at the meeting. If after the adjournment a new record date is fixed for Members entitled to vote at the adjourned meeting, the Board shall fix a new record date for notice of the adjourned meeting and shall give notice of the adjourned meeting to each Member of record entitled to vote at the adjourned meeting as of the record date fixed for notice of the adjourned meeting.

Section 4.07 Quorum. Unless otherwise required by law, the Corporation's Articles of Incorporation, or these bylaws, at each meeting of the Members, the lesser of (a) fifty (50) members or (b) ten percent (10%) of the persons qualified to vote as Members, represented in person or by proxy, shall constitute a quorum for the transaction of business at any meeting of the Members of the Corporation.

Section 4.08 Voting. After fixing a record date for a notice of a meeting, the Secretary or Assistant Secretary shall prepare a list of the names of the Members who are entitled to notice of a Members' meeting, containing the address and number of votes each Member is entitled to vote at the meeting. The Secretary and Assistant Secretary shall prepare on a current basis

through the time of the membership meeting a list of Members, if any, who are entitled to vote at the meeting, but not entitled to notice of the meeting.

Section 4.09 Voting Rights. At any meeting of the Members, each Member present, in person or by proxy, shall be entitled to one (1) vote. Unless otherwise required by law or the Articles of Incorporation, the election of Directors shall be by written ballot and shall be decided by a plurality of the votes cast by the Members of the Corporation present in person or represented by proxy at the meeting and entitled to vote in the election. Unless otherwise required by law, the Articles of Incorporation, or these bylaws, any matter, other than the election of Directors, brought before any meeting of Members shall be decided by the affirmative vote of the majority of the Members present in person or represented by proxy at the meeting and entitled to vote on the matter.

Section 4.10 Proxies. Each Member entitled to vote at a meeting of Members may authorize another person or persons to act for such Member by proxy, but no such proxy shall be voted or acted upon after eleven (11) months from its date, unless the proxy provides for a longer or shorter period. A proxy shall be irrevocable if it states that it is irrevocable and if, and only as long as, it is coupled with an interest sufficient in law to support an irrevocable power. A Member may revoke any proxy that is not irrevocable by attending the meeting and voting in person or by delivering to the Secretary a revocation of the proxy or a new proxy bearing a later date.

Section 4.11 Consent of Members Without a Meeting. Any action required or permitted to be taken at a meeting of Members of the Corporation may be taken without a meeting if a consent in writing, setting forth the action so taken, shall be signed by eighty percent (80%) of the Members entitled to vote with respect to the subject matter thereof, and such written consent is filed with the minutes of the proceedings of the Corporation. Every consent shall bear the date of signature of each Member who signs the consent, and no written consent shall be effective to take the corporate action referred to therein unless, within sixty (60) days of the earliest dated consent delivered in the manner required by this Section 4.11, consents signed by a sufficient number of holders to take action are delivered to the Corporation as aforesaid. Prompt notice of the taking of the corporate action without a meeting of the Members by less than unanimous consent shall, to the extent required by applicable law, be given to those Members who have not consented in writing, and who, if the action had been taken at a meeting, would have been entitled to notice of the meeting if the record date for notice of such meeting had been the date that consents signed by a sufficient number of holders to take the action were delivered to the Corporation.

Section 4.12 Meetings by Electronic Means. Any or all of the Members may participate in a meeting by or through the use of a conference telephone, video conference, or similar communications equipment by means of which all Members participating may simultaneously hear one another during the meeting. Participation in a meeting using these means constitutes presence in person at the meeting.

Section 4.13 Fixing the Record Date. Unless otherwise provided in the Articles of Incorporation, these bylaws, or a Board resolution, the record date for any meeting or corporate action shall be the date of such meeting or corporate action.

ARTICLE V BOARD OF DIRECTORS

Section 5.01 General Powers. The business and affairs of the Corporation shall be managed by or under the direction of the Board. The Board may adopt such rules and procedures, not inconsistent with the Articles of Incorporation, these bylaws, or applicable law, as it may deem proper for the conduct of its meetings and the management of the Corporation.

Section 5.02 Number. There shall be thirty-seven (37) Directors of the Corporation, which number may be increased or decreased by resolution adopted by not less than a majority of the Board, subject to the limitation that the Board shall never be reduced to less than nine (9) nor increased to more than thirty-seven (37) Directors. In the event the number of Directors is increased as authorized herein, the additional Director or Directors shall be elected by the Directors or the vote of the Members of the Corporation according to a procedure established by resolution of the Board. Except as otherwise provided in these bylaws, all members of the Board shall have and be subject to the same and equal qualifications, rights, privileges, duties, limitations and restrictions.

Section 5.03 Term of Office. Each Director shall serve for a term of three (3) years or until such Director has resigned or been removed. Despite the expiration of a Director's term, the Director shall continue to serve until a successor is elected, designated, or appointed and qualifies. Incumbent Directors shall be eligible for re-election except that a Director who has served three (3) consecutive full terms, unless serving as the Chairperson, Honorary Chairperson or Past Chairperson, shall be ineligible for re-election as a Director until one (1) year has elapsed following the expiration of the third consecutive term of office. Notwithstanding the limitation on terms in this Section 5.03, if a Chairperson's, Honorary Chairperson's or Past Chairperson's normal term as a Director expires while serving as a Chairperson, Honorary Chairperson or Past Chairperson, such Chairperson, Honorary Chairperson or Past Chairperson who is elected or re-elected to such offices shall be eligible to serve as a Director to fulfill service as a Chairperson or Past Chairperson for up to two years in each such office or, in the case of the Honorary Chairperson, until such person is no longer the Honorary Chairperson.

Section 5.04 Qualification for Directors. Directors shall be persons who are Members.

Section 5.05 Classes. To the extent possible, the membership of the Board shall be divided into three (3) classes, each class to consist of a number of Directors approximately equal to one-third (1/3) of all the Directors. Except in the case of Directors elected to fill a vacancy as provided in Section 5.08 or in the case of an increase in the number of Directors as provided in Section 5.02, Directors of the same class shall be elected in the same year.

Section 5.06 Nomination. Candidates for election to the Board shall be nominated by the Governance Committee and confirmed by the Board. Nominations by the Governance Committee shall be made in writing and submitted to the Board at least ten (10) days prior to the Board meeting immediately preceding annual meeting or such other Board meeting that such nominations will be considered for election to the Board.

Section 5.07 Election. A class of Directors shall be elected at the annual meeting of the Members held in the calendar year in which the term of such class of Directors expires.

Section 5.08 Vacancies. Any vacancy occurring on the Board caused by death, resignation, removal, increase in number of Directors between annual meetings of the Members or otherwise shall be filled by the affirmative vote of a majority of the Directors then serving. A Director elected to fill a vacancy shall hold office until the expiration of the term of the Director causing the vacancy or until a successor has been elected and qualified. A Director's service during the remainder of an unexpired term shall not count as a full term for the purposes of the limitation on service as a Director set forth in Section 5.03.

Section 5.09 Resignation. Any Director may resign at any time by notice given either in writing or by electronic transmission to the Chairperson, President, Secretary, or Assistant Secretary of the Corporation. Such resignation shall take effect at the date of receipt of such notice by the Corporation or at such later time as is therein specified. A verbal resignation shall not be deemed effective until confirmed by the Director in writing or by electronic transmission to the Corporation.

Section 5.10 Removal. Except as prohibited by applicable law or the Articles of Incorporation, the Members entitled to vote in an election of Directors may remove any Director from office at any time, with or without cause, by the affirmative vote of a majority in voting power thereof. A Director shall be removed by the Board if the Director fails to attend three (3) consecutive meetings of the Board, unless good cause for such absences is shown.

ARTICLE VI MEETINGS OF THE BOARD

Section 6.01 Annual and Regular Meetings. The Board shall meet each year immediately before the annual meeting of the Members at the place where such meeting of Members has been held for the purpose of organization, election of officers (which, to the extent necessary, may be contingent upon their election to the Board by the Members at the annual meeting) and consideration of any other business that may properly be brought before the meeting. No notice shall be necessary for the holding of this annual meeting. If such meeting is not held as above provided, the election of officers may be held at any subsequent meeting of the Board specifically called in the manner set forth herein. The Board, Chairperson or President may provide the time and place, within the State of Indiana, or by means of remote communication (as set forth in Section 6.03), for the holding of regular meetings of the Board.

Section 6.02 Special Meetings. Special meetings of the Board may be held at such times and at such places as may be determined by the Chairperson of the Board on at least twenty-four (24) hours' notice to each Director given by one of the means specified in Section 6.05 hereof other than by mail or on at least three (3) days' notice if given by mail. Special meetings shall be called by the Chairperson of the Board in like manner and on like notice on the written request of any two (2) or more Directors.

Section 6.03 Remote Meetings. Board meetings may be held by means of telephone conference, video conference, or any other communications equipment by means of which all persons participating in the meeting can hear one another and be heard. Participation by a Director in a meeting pursuant to this Section 6.03 shall constitute presence in person at such meeting.

Section 6.04 Adjourned Meetings. A majority of the Directors present at any meeting of the Board, including an adjourned meeting, whether or not a quorum is present, may adjourn and reconvene such meeting to another time and place. At least twenty-four (24) hours' notice of any adjourned meeting of the Board shall be given to each Director whether or not present at the time of the adjournment, if such notice shall be given by one of the means specified in Section 6.05 hereof other than by mail, or at least three (3) days' notice if given by mail. Any business may be transacted at an adjourned meeting that might have been transacted at the meeting as originally called.

Section 6.05 Notice of Meetings. Subject to Section 6.02, Section 6.04, and Section 6.06, whenever notice is required to be given to any Director by applicable law, the Articles of Incorporation, or these bylaws, such notice shall be deemed given effectively if given in person or by telephone, mail, facsimile, email, or other means of electronic transmission addressed or directed to such Director as provided in the records of the Corporation.

Section 6.06 Waiver of Notice. Whenever notice to Directors is required by applicable law, the Articles of Incorporation, or these bylaws, a waiver thereof, in writing signed by, or by electronic transmission by, the Director entitled to the notice, whether before or after such notice is required, shall be deemed equivalent to notice. Attendance by a Director at a meeting shall constitute a waiver of notice of such meeting except when the Director attends a meeting for the express purpose of objecting, at the beginning of the meeting, to the transaction of any business on the ground that the meeting was not lawfully called or convened. Neither the business to be transacted at, nor the purpose of, any regular or special Board meeting need be specified in any waiver of notice.

Section 6.07 Quorum of Directors. A quorum of the Board at any annual, regular or special meeting of the Board shall be one-third (1/3) of the duly qualified members of the Board then serving, but in no case shall there be less than four (4) Directors present. The act of a majority of the Directors present at a meeting who constitute a quorum shall be the act of the Board.

Section 6.08 Action by Majority Vote. Except as otherwise provided by applicable law, the Articles of Incorporation, or these bylaws, the vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board.

Section 6.09 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any meeting of the Board may be taken without a meeting if all Directors consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the Board in accordance with applicable law.

ARTICLE VII COMMITTEES OF THE BOARD

Section 7.01 Committee Powers and Authority. Except as otherwise provided herein, the Board shall designate, by resolution adopted by the Board at any meeting thereof, those committees identified in Section 7.01(a) through Section 7.01(j) below (the “**Standing Committees**”) and may designate, from time to time, one (1) or more committees in addition thereto, which committees shall have and exercise only such authority of the Board specifically provided in said resolution. Other committees and task forces not having and exercising the authority of the Board in the management of the Corporation may be designated and its members appointed by a resolution adopted by a majority of Directors present at a meeting at which a quorum is present. The designation of any such committee or task force and any delegation thereto of authority shall not operate to relieve the Board, or any individual Director, of any responsibility imposed by law. The Chairperson shall appoint the members of all committees established pursuant to this Section 7.01.

The Standing Committees which the Board shall designate and their respective functions are as follows:

(a) *Executive Committee.* The Executive Committee shall oversee the operations of the Board and shall have and exercise, during intervals between the meetings of the Board, all powers vested in the Board; *provided, however,* that the Executive Committee shall have no power to act on any matter which the Board may reserve unto itself including (i) the election of Directors, (ii) approval of the Corporation’s strategic plan and (iii) changes to these bylaws or the Articles of Incorporation of the Corporation. All action taken by such Executive Committee during such intervals within the scope of its delegated powers shall be final and binding upon the Board. The Executive Committee shall consist of the Chairperson and not fewer than five (5) other Directors who shall be elected annually by the Board.

(b) *Audit and Compliance Committee.* The Audit and Compliance Committee shall (i) independently review the financial condition of the Corporation and the reliability of its financial controls and financial reporting, (ii) determine the scope of the annual audit, review or compilation, (iii) present recommendations concerning the retention and replacement of the Corporation’s independent auditors (if applicable), (iv) evaluate the Corporation’s enterprise risk management procedures, (v) provide oversight

and recommendations concerning the Corporation's legal and ethical compliance, and (vi) supervise the operation of the Corporation's conflict of interest policies.

(c) *Finance Committee.* The Finance Committee shall supervise the financial operations of the Corporation, excepting the Corporation's investments in financial instruments. Each year the Finance Committee shall recommend to the Board an annual capital and operating budget for the following fiscal year. It shall also review interim reports on financial matters for submission to the Board or a committee thereof.

(d) *Governance Committee.* The Governance Committee shall oversee the governance of the Board, including board member recruitment, vetting and management and nominating members for election or re-election to the Board. The Governance Committee shall establish and provide authority (with approval of the Executive Committee) of Board committees. The Governance Committee shall also annually review proposed charters established by each committee, as described in Section 7.03, and, upon the Governance Committee's approval of each charter, shall submit each committee charter to the Board for the Board's consideration for ultimate approval and adoption. It shall have responsibility to review and formulate policies that address and are designed to improve governance effectiveness.

(e) *Real Estate Committee.* The Real Estate Committee shall transact Corporation business relative to the real property of the Corporation and, subject to the prior approval from the Board or the Executive Committee, may execute any and all documents relative to any such real property transactions, including, but not limited to: the execution of deeds, notes, mortgages, closing statements, affidavits regarding real property, deeds to secure debt, environmental reports, zoning applications, and similarly related documents. In addition, the Real Estate Committee members shall have, subject to the prior approval from the Board or the Executive Committee, the authority to execute on behalf of the Corporation any other documents in any way concerning real property as might be directed by the Governance Committee.

(f) *Historic Sites Committee.* The Historic Sites Committee shall support and evaluate the restoration, preservation, operation and ongoing maintenance of historic sites owned by the Corporation.

(g) *Investment Committee.* The Investment Committee shall provide oversight of the Corporation's investment advisor and shall evaluate such advisor and recommend to the Board the removal and appointment of any investment advisor. It shall recommend overall investment policies for and monitor investment performance of the Corporation's financial instruments. The Investment Committee shall have the authority to approve all investment management contracts.

(h) *Public Policy Committee.* The Public Policy Committee shall be responsible for developing and leading the Board's participation in all government

relations activities including: appropriate federal and state issues and the oversight of any contract lobbyists/political consultants.

(i) *Compensation Committee.* The Compensation Committee shall be responsible for reviewing, evaluating and approving the President's compensation and benefit plans and agreements, or other personal financial arrangements with the Corporation. In addition, the Compensation Committee may, with the participation of the President, develop compensation and other benefits for other employees of the Corporation. The Compensation Committee shall consist of the Chairperson, Vice Chairperson, Secretary and Treasurer.

(j) *African American Landmarks Committee.* The African American Landmarks Committee shall promote and/or support the restoration, preservation, operation and ongoing maintenance of African American historic sites in Indiana.

All committee appointments shall expire at the time of the next annual meeting of the Board. With respect to the Standing Committees set forth in Section 7.01(a) through Section 7.01(j) (the "**Fiduciary Committees**"), each Fiduciary Committee shall transition to having a Director as committee chair and, if applicable, vice chair, and having Directors comprise at least a majority of each Fiduciary Committee by the time of the holding of the Corporation's annual meeting to be held in September 2023. Other than the specifications set forth in the foregoing sentence, committees may include both Directors and non-Directors.

Section 7.02 Quorum and Action by Committee. Unless the Board provides otherwise, at all meetings of a committee, a majority of the then authorized members of the committee shall constitute a quorum for the transaction of business, and the vote of a majority of the members of the committee present at any meeting at which there is a quorum shall be the act of the committee.

Section 7.03 Committee Rules, Procedures, and Operations. Unless the Board provides otherwise, each committee designated by the Board may make, alter, and repeal rules and procedures for the conduct of its business. In the absence of such rules and procedures each committee shall conduct its business in the same manner as the Board conducts its business pursuant to ARTICLE VI. Each committee shall establish a charter that follows a consistent format and that includes the charge of the committee, meeting frequency and other pertinent matters regarding the committee's operations ("**Committee Charters**"). Committee Charters shall be reviewed on an annual basis by the Governance Committee and must be ultimately approved by the Board. Each year, each committee, in collaboration with the Board, shall identify no more than three (3) priorities on which the committee will focus for that year. The priorities are to be presented to the Board for approval each year and, upon Board approval (after incorporating any comments from the Board), shall be adopted by each respective committee. At least once each year, each committee shall report to the Board its progress with respect to its priorities and other activities of the committee. All action taken by any committee that is not unanimously adopted will be communicated promptly to the Executive Committee and will be documented in the minutes of such committee.

Section 7.04 Alternate Members. The Board may designate one (1) or more Directors as alternate members of any committee, who may replace any absent or disqualified member at any meeting of the committee. If a member of a committee shall be absent from any meeting, or disqualified from voting thereat, the remaining member or members present at the meeting and not disqualified from voting, whether or not such member or members constitute a quorum, may unanimously appoint another member of the Board to act at the meeting in the place of any such absent or disqualified member.

Section 7.05 Action Without Meeting. Unless otherwise restricted by the Articles of Incorporation or these bylaws, any action required or permitted to be taken at any committee meeting may be taken without a meeting if all members of the committee consent thereto in writing or by electronic transmission. After an action is taken, the consent or consents relating thereto shall be filed with the minutes of proceedings of the committee in accordance with applicable law.

Section 7.06 Remote Meetings. Committee meetings may be held by means of telephone conference or other communications equipment by means of which all persons participating in the meeting can hear one another and be heard. Participation by a member of a committee in a meeting pursuant to this Section 7.06 shall constitute presence in person at such meeting.

ARTICLE VIII OFFICERS, EMPLOYEES, AND AGENTS

Section 8.01 Officers. The officers of the Corporation shall consist of a Chairperson, one or more Vice Chairpersons, a President, a Secretary, one or more Assistant Secretaries, a Treasurer and such other officers as the Board may, by resolution, designate from time to time. Any two or more offices may be held by the same person. The Board may, by resolution, create, appoint and define the duties of such officers and fix the compensation of the President and agents as, in its discretion, is deemed necessary, convenient or expedient for carrying out the purposes for which the Corporation is formed. The Assistant Officers need not be members of the Board, but all other officers shall be Directors.

Section 8.02 Term. All officers shall be chosen annually by the Board at the annual meeting of the Board. Each officer shall hold office (unless such officer resigns, is removed, or dies) until the next annual meeting of the Board or until a successor is chosen and qualified.

Section 8.03 Removal. Any officer elected or appointed by the Board may be removed by the Board at any time, with or without cause, by the majority vote of the members of the Board then in office. The removal of an officer shall be without prejudice to such officer's contract rights, if any.

Section 8.04 Resignations. Any officer of the Corporation may resign at any time by giving written notice of resignation to the President or the Secretary. Any such resignation shall

take effect at the time specified there in or, if the time when it shall become effective shall not be specified therein, immediately upon its receipt. Unless otherwise specified therein, the acceptance of such resignation shall not be necessary to make it effective.

Section 8.05 Vacancies. Should any vacancy occur among the officers, the position shall be filled for the unexpired portion of the term by appointment made by the Board.

Section 8.06 Chairperson. The Chairperson shall preside at all meetings of the Members, the Board and the Executive Committee, shall discharge all duties which devolve upon a presiding officer, shall appoint the members of all committees and shall perform such other duties as the Board may prescribe. Chairperson shall be an *ex officio* voting member of all committees and shall have a seat on the Board as a voting member and be included in determining whether a quorum is present for any meeting of the Board or a committee.

Section 8.07 President. The President shall be a full-time employee of the Corporation, be its chief executive officer, and have general management of its affairs subject to the direction and control of the Chairperson, the Board and the Executive Committee. The President shall be an *ex officio* voting member of all committees, except the Compensation Committee, and shall have a seat on the Board as a voting member and be included in determining whether a quorum is present for any meeting of the Board or a committee. The President shall be generally in charge of correspondence with the membership and with others and shall assist the Board, the Executive Committee and other officers and committees in the performance of their functions.

Section 8.08 Vice Chairperson. A Vice Chairperson shall perform such duties as the Board may prescribe from time to time.

Section 8.09 Secretary. The Secretary shall have the custody and care of the corporate records and the minutes book of the Corporation. The Secretary shall attend all meetings of the Members, the Board and the Executive Committee, and shall keep, or cause to be kept in a book provided for the purpose, a true and complete record of the proceedings of such meetings, and shall perform a like duty for all Standing Committees when required. The Secretary shall attend to the giving and serving of all notices of the Corporation, shall file and take care of all papers and documents belonging to the Corporation, shall authenticate records of the Corporation as necessary, and shall perform such other duties as these bylaws may require or as may be prescribed by the Board or the Chairperson.

Section 8.10 Treasurer. The Treasurer shall keep correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall be the legal custodian of all monies, notes, securities and other valuables which may from time to time come into the possession of the Corporation. The Treasurer shall immediately deposit all funds of the Corporation coming into the Treasurer's hands in some reliable bank or other depository to be designated by the Board, and shall keep such bank account in the name of the Corporation. The Treasurer shall furnish at meetings of the Board and the Executive Committee, or whenever requested, a statement of the financial condition of

the Corporation and shall perform such other duties as may be required by these bylaws or as may be prescribed by the Board or the Chairperson.

Section 8.11 Assistant Secretary. An Assistant Secretary shall perform such duties as the Board may prescribe from time to time.

Section 8.12 Employees, Assistant Officers and Other Agents. The Board may from time to time designate other employees, contractors, or assistant officers who shall exercise and perform such powers and duties as the officers whom they are elected to assist shall specify and delegate to them, and such other powers and duties as may be prescribed by these bylaws, the Board or the Chairperson.

Section 8.13 Compensation. Any officer, employee, or agent of the Corporation is authorized to receive a reasonable salary or other reasonable compensation for services rendered to the Corporation when authorized by a majority of the entire Board, and only when so authorized; provided, however, that notwithstanding anything herein to the contrary, no Director other than the President shall receive compensation from the Corporation.

Section 8.14 Duties of Officers May Be Delegated. In case any officer is absent, or for any other reason that the Board may deem sufficient, the President or the Board may delegate for the time being the powers or duties of such officer to any other officer or to any Director.

Section 8.15 Honorary Chairperson. The Directors by majority vote may designate an Honorary Chairperson to serve as Honorary Chairperson. The Honorary Chairperson shall be a member of the Board with full rights to vote and such other rights as any other Director may possess and the limitation provision for successive terms as provided in Section 5.03 shall not apply to the Honorary Chairperson.

ARTICLE IX INDEMNIFICATION AND INSURANCE

Section 9.01 Indemnification. The Corporation shall indemnify, advance expenses, and hold harmless, to the fullest extent permitted by applicable law as it presently exists or may hereafter be amended, any person (a “**Covered Person**”) who was or is made or is threatened to be made a party or is otherwise involved in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative (a “**Proceeding**”), by reason of the fact that such person, or a person for whom such person is the legal representative, is or was a Director or officer of the Corporation or, while a Director or officer of the Corporation, is or was serving at the request of the Corporation as a Director, officer, employee, or agent of another corporation or of a partnership, joint venture, trust, enterprise, or nonprofit entity, including service with respect to employee benefit plans, against all liability and loss suffered and expenses (including attorneys’ fees) reasonably incurred by such Covered Person. Notwithstanding the preceding sentence, except for claims for indemnification (following the final disposition of such Proceeding) or advancement of expenses not paid in full, the Corporation shall be required to indemnify a Covered Person in connection with a Proceeding (or part thereof) commenced by

such Covered Person only if the commencement of such Proceeding (or part thereof) by the Covered Person was authorized in the specific case by the Board.

Section 9.02 Advancement of Expenses. The Board may but need not authorize the Corporation to pay the expenses (including attorneys' fees) actually and reasonably incurred by a Covered Person in defending any Proceeding in advance of its final disposition, upon (a) written request of such Covered Person, and (b) receipt of an undertaking by or on behalf of such Covered Person to repay all amounts advanced, if it shall ultimately be determined by final judicial decision from which there is no further right to appeal that such Covered Person is not entitled to be indemnified for such expenses under Section 9.01 of these bylaws or otherwise. Payment of such expenses actually and reasonably incurred by such Covered Person, may be made by the Corporation, subject to such terms and conditions as the Corporation in its discretion deems appropriate.

Section 9.03 Insurance. The Corporation may purchase and maintain insurance on behalf of any Covered Person against any liability asserted against such Covered Person and incurred by such person in any such capacity, or arising out of such person's status as such, whether or not the Corporation would have the power to indemnify such person against such liability under Indiana law.

Section 9.04 Repeal, Amendment, or Modification. Any amendment, repeal, or modification of this ARTICLE IX shall not adversely affect any right or protection hereunder of any person in respect of any act or omission occurring prior to the time of such repeal or modification.

ARTICLE X GENERAL PROVISIONS

Section 10.01 Seal. The seal of the Corporation (if one is adopted) shall be in such form as shall be approved by the Board. The seal may be used by causing it or a facsimile thereof to be impressed or affixed or reproduced or otherwise, as may be prescribed by law or custom or by the Board.

Section 10.02 Fiscal Year. The fiscal year of the Corporation shall begin on the first day of September of each year and end on the last day of August of each year.

Section 10.03 Books and Records. Any records administered by or on behalf of the Corporation in the regular course of its activities, including its books of account and minute books, may be maintained on any information storage device, method, or one or more electronic networks or databases (including one or more distributed electronic networks or databases); *provided that* the records so kept can be converted into clearly legible paper form within a reasonable time. The Corporation shall so convert any records so kept upon the request of any person entitled to inspect such records pursuant to applicable law.

Section 10.04 Checks, Notes, Drafts, Etc. All checks, drafts and orders for the payment of money in excess of an amount authorized by the Board as recommended by the Finance Committee shall be signed by not fewer than two (2) of the following officers who are different persons: Chairperson, Vice Chairperson, President or Treasurer.

Section 10.05 Contracts. The Board may authorize any officer or agent to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to a specific instance; and unless so authorized by the Board, no officer, agent or employee shall have any power or authority to bind the Corporation by any contract or engagement, or to pledge its credit or render it liable pecuniarily for any purpose or to any amount.

Section 10.06 Conflict with Applicable Law or Articles of Incorporation. These bylaws are adopted subject to any applicable law and the Articles of Incorporation. Whenever these bylaws may conflict with any applicable law or the Articles of Incorporation, such conflict shall be resolved in favor of such law or the Articles of Incorporation.

Section 10.07 Annual Returns. The Board shall review the Corporation's annual filing with the Internal Revenue Service prior to it being filed.

Section 10.08 Writing. References to writing and written in these bylaws include any mode of reproducing words in a legible and non-transitory form including emails and faxes.

ARTICLE XI AMENDMENTS

Section 11.01 The power to make, alter, amend or repeal these bylaws is vested in the Board, which power shall be exercised by affirmative vote of a majority of the Directors then serving; *provided, however*, that the proposed amendment shall be included in the notice of such meeting. If notice of a proposed amendment to these bylaws is included in the notice of any meeting of the Board, it shall be in order to consider and adopt at that meeting any amendment to these bylaws dealing with the subject matter with which the proposed amendment is concerned.

ARTICLE XII LOANS

Section 12.01 The Corporation shall not lend money to or guarantee the obligations of any officer or Director of the Corporation.

ARTICLE XIII PROHIBITED ACTIVITIES

Section 13.01 Notwithstanding any other provision of these bylaws, no Director, officer, employee or agent of this 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 described in Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor provision or provisions thereto.