

BYLAWS
OF THE
INDIANA FEDERATION OF AMBULATORY SURGICAL CENTERS, INC.

Effective: October 28, 1993

Revised: June 13, 2014

Revised: September 2016

Revised: October 2019

Revised: September 2022

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OF THE
INDIANA FEDERATION OF AMBULATORY SURGICAL CENTERS, INC.

ARTICLE I - NAME

Section 1.1. Name. The name of the Corporation is "Indiana Federation of Ambulatory Surgical Centers, Inc."

ARTICLE II - REGISTERED OFFICE: PRINCIPAL OFFICE

Section 2.1. Registered Office. The Corporation shall have a registered office within or without the state of Indiana at such location as the Board of Directors may from time to time designate.

Section 2.2. Principal Office. The Corporation shall have a principal office within or without the state of Indiana at such location as the Board of Directors may from time to time designate.

ARTICLE III - PURPOSES

Section 3.1. Purposes. The purposes for which the Corporation is formed are: to engage in activities to disseminate information concerning ambulatory surgical centers; to provide a strong, unified voice to speak to issues of concern to ambulatory surgical centers; to monitor and influence legislation affecting its members; to foster and encourage communication among members; to provide educational opportunities for its members; and, to engage in any activities which may be considered advantageous to ambulatory surgical centers.

In furtherance of its purposes, the Corporation shall have all general powers permitted by the laws of the State of Indiana and may do any and all things necessary in furtherance of its purposes subject to the laws of the State of Indiana. Provided, however, no part of the net earnings of the Corporation shall inure to the benefit of any member or other individual, but such persons may be reasonably compensated for services actually rendered to the Corporation.

Provided, further, the Corporation shall not engage in any activities which are prohibited for organizations described in Section 501 (c)(6) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States Internal Revenue Law).

ARTICLE IV - MEMBERSHIP

Section 4.1. Classes Of Membership. The Corporation shall have two (2) classes of membership called voting membership and professional membership.

Section 4.2. Eligibility For Membership.

4.2.1. Voting Member. Any ambulatory outpatient surgical center licensed by the state of Indiana as an ambulatory outpatient surgical center shall be eligible to become a voting member of the Corporation.

4.2.2. Professional Member. An individual who exhibits an interest in and a commitment to the purposes of the Corporation shall be eligible to become a professional member of the Corporation, subject to approval by the Board of Directors. An individual who is an employee or otherwise a representative of an organization that is eligible for voting membership may not become a professional member. An individual who is an employee or otherwise a representative of an organization that sells products or services to ambulatory outpatient surgical centers may not become a professional member.

Section 4.3. Membership Certificates. The Board of Directors shall provide for the issuance of certificates evidencing membership in the Corporation.

Section 4.4. Voting Rights and Privileges Of Membership.

4.4.1. Voting. Only voting members shall have the right to vote for the election of a Director of the Corporation, and only voting members shall have the right to vote on any other matter which is required or permitted to be voted on by the Articles of Incorporation or by the Indiana Nonprofit Corporation Act of 1991, as amended.

4.4.2. Privileges. Voting members, through their representatives, and professional members shall: be given notice of annual and special meetings of members; be given notice of all Corporation sponsored educational programs; be eligible to be elected and hold office; be eligible to be elected and to serve as a Director; and, be eligible to chair and serve on committees.

Section 4.5. Designation of Representative and Alternate. Each voting member of the Corporation shall designate in writing to the Secretary or to the Executive Director (if any) the name of the individual authorized by that member to act as that member's representative in affairs of the Corporation and the name of the individual authorized by that member to act as that member's alternate representative. At any meeting of members, such a member shall be considered to be present if either its designated representative or its designated alternate representative is present; if such a member is so present at a meeting of members and is entitled to vote with respect to an item of business coming before the meeting, that member's vote shall be cast by the member's

designated representative, or in the absence of the designated representative, by the member's designated alternate representative. A member may change from time to time the individuals so designated by it by giving written notice to the Secretary or to the Executive Director (if any) of the name of its new representative or alternate; such a change shall be effective on the date stated in the written notice but may not be prior to the date the Secretary or the Executive Director (if any) receives the written notice.

Section 4.6. Dues and Assessments.

4.6.1. Dues. The Board of Directors shall determine from time to time the amount of the annual dues, if any, payable to the Corporation by voting members. Dues shall be required to be paid upon receipt of notice for the calendar year January 1 through December 31 indicated on the notice. The Board of Directors may, but is not required to, establish policies for proration of dues for memberships beginning during a year. Dues shall not be refundable.

4.6.2. Assessments. Special assessments may be levied upon the voting members by a two-thirds (2/3rds) vote of a quorum of the voting members at any annual or special meeting of the members, or by mail or electronically submitted ballot of the members, provided the special assessment has been recommended by the Board of Directors; 2) the notice of the meeting of members states that a special assessment will be considered at the meeting; 3) the notice of the meeting of members states the proposed amount and date, or dates, of payment of the special assessment, and 4) the special assessment is voluntary.

4.6.3. Non-Payment of Dues or Assessments. If a voting member fails to make payment of his, her or its dues or assessments on or before the date the dues or assessment is due, that member's membership in the Corporation, and all rights and privileges incident thereto, may be suspended until all its delinquent dues and assessments are paid and the member's membership may be terminated by the Board of Directors (see, Section 4.10 of these Bylaws).

4.6.4. Liability for Accrued or Unpaid Dues. Upon the resignation, suspension, or expulsion of a member, or termination for any reason, any dues paid shall not be refunded and such member shall not be relieved from liability for accrued and unpaid dues or assessments.

Section 4.7. Member's Right to Inspect and Copy Records. A member of the Corporation shall be entitled to inspect and copy records of the Corporation as stated in Article X of these Bylaws.

Section 4.8. Transfer of Membership. A member of the Corporation may not transfer a membership or any right arising from a membership.

Section 4.9. Resignation of Membership. A member's membership in the Corporation, and all rights and privileges incident thereto, may be terminated and canceled by the

member resigning membership. Written resignation of the member shall be submitted to the Secretary or to the Executive Director (if any); such a resignation shall be effective on the date of receipt of the written resignation by the Secretary or by the Executive Director. The resignation of a member does not relieve the member from any obligations the member may have to the Corporation as a result of obligations incurred or commitments made before the resignation.

Section 4.10. Suspension or Termination of Membership.

4.10.1. By the Board of Directors. The Board of Directors, by affirmative vote of two-thirds of all the members of the Board of Directors, may suspend or terminate a member for cause after providing not less than thirty (30) days written notice to the member of the proposed suspension or termination and reasons therefore and an opportunity for a hearing.

The member shall be given the opportunity to be heard by the Board of Directors, orally or in writing, not less than five (5) calendar days before the effective date of the proposed suspension or termination.

4.10.2. By the Members. The members of the Corporation, by affirmative vote of two-thirds of a quorum of the voting members present, may suspend or terminate a member for cause after providing not less than thirty (30) days written notice to the member of the proposed suspension or termination and reasons therefore and an opportunity for a hearing.

The member shall be given the opportunity to be heard by the members of the corporation, orally or in writing, not less than five (5) calendar days before the effective date of the proposed suspension or termination.

4.10.3. Liability. A member whose membership has been suspended or terminated may be liable to the Corporation for dues and assessments as a result of obligations incurred or commitments made before the termination.

ARTICLE V - MEETINGS OF MEMBERS

Section 5.1. Place of Meetings. All meetings of members shall be held within the state of Indiana, at such place as may be determined from time to time by, or pursuant to, a resolution of the Board of Directors. In the absence of such a Board resolution, the meetings shall be held at the principal office of the Corporation.

Section 5.2. Annual Meeting.

5.2.1. When Annual Meetings Are Held. The annual meeting of the members of the Corporation shall be held in the fall of each year for the purpose of electing Directors and the transaction of such other business as may properly come

before the meeting. The date, time and place of the annual meeting shall be determined by, or pursuant to, a resolution of the Board of Directors.

5.2.2. Business Transacted. At the annual meeting:

- (a) The President and the Treasurer, or their designees, shall report on the activities and financial condition of the Corporation; and,
- (b) The members shall consider and act upon other matters as may be raised consistent with the notice requirements stated in Section 5.4 of these Bylaws.

Section 5.3. Special Meetings.

5.3.1. When Special Meetings Will Be Held. Special meetings of the members of the Corporation must be held:

- (a) On call of the President or of the Board of Directors; or,
- (b) If the holders of at least ten percent (10%) of all the votes entitled to be cast on an issue proposed to be considered at the proposed special meeting sign, date, and deliver to the Secretary at least one (1) written demand for the meeting describing the purpose for which the meeting is to be held. The close of business on the thirtieth (30) day before delivery of the demand for a special meeting is the record date for the purpose of determining if the ten percent (10%) requirement has been met. Within thirty (30) calendar days after such a written demand for a special meeting has been delivered to the Secretary, the Secretary shall give notice of the special meeting. The time, date and place of the meeting shall be determined by the Board of Directors.

5.3.2. Business Transacted. Only those matters that are within the purposes described in the notice of the special meeting may be conducted at that special meeting of the members.

Section 5.4. Notice of Meetings; Waiver of Notice. Written notice of any meeting of the Corporation may be sent by mail or electronically in accordance with applicable law to each Voting Member not less than ten (10) nor more than sixty (60) days before the date of such meeting.

Section 5.5. Quorum. At any annual or special meeting of the members of the Corporation, one-third (1/3) of the votes entitled to be cast on a matter constitutes a quorum of action on that matter. Provided, however, in case of a meeting called for the purpose of voting on a proposed amendment to the Articles of Incorporation, merger, consolidation, reorganization, special corporate transaction, or voluntary dissolution, or an annual meeting at which such a vote is conducted, for the purpose of voting on that

matter only, a quorum shall be constituted by those members that are otherwise entitled to vote in respect thereof and that are present, in person or by proxy, at the meeting at which the vote is conducted.

Provided, further, unless at least one-third (1/3) of the votes entitled to be cast for the election of directors are present in person, or by proxy, the only matters that may be voted upon at an annual meeting of members are those matters that are described in the meeting notice.

After a vote is represented for any purpose at a meeting, the vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting unless a new record date must be set under Section 5.8 of these Bylaws for that adjourned meeting.

Section 5.6. Voting. Each member of the Corporation entitled to vote concerning an item of business at a meeting of members who is present at the meeting in person, or by proxy, shall have one (1) vote concerning that item of business; provided, however, no member whose membership is suspended at the time of the vote on an item of business shall be entitled to vote on that item.

If a quorum exists, action on a matter other than the election of Directors is approved if the votes cast favoring the action exceed the votes cast opposing the action unless the Nonprofit Corporation Act of 1991, the Corporation's Articles of Incorporation or these Bylaws require a greater number of affirmative votes.

Section 5.7. Proxies. Voting by proxy shall be permitted at any meeting of the membership, but no proxy shall be valid unless it is in written or electronic form in accordance with applicable law, specifies the meeting or meetings for which such proxy is to be in effect, and is properly authorized by the Voting Representative of the member. The proxy shall be filed with the Secretary of the Corporation on or before the date of the meeting for which it is to be effective.

Section 5.8. Record Date. The Board of Directors may fix, in advance, a date as the record date for any determination of members for any purpose, such date in every case to be not more than seventy (70) days prior to the date on which the particular action or meeting requiring such determination of members is to be taken or held. If no record date is so fixed for the determination of members, the close of business on the day before the date on which the first notice of a members' meeting is communicated to members shall be the record date for such determination of members. When a determination of members entitles to vote at any meeting of the members has been made as provided in this section, such determination shall apply to any adjournment thereof, unless the Board of Directors selects a new record date or unless a new record date is required by law.

Section 5.9. List of Members Entitled to Notice and to Vote; Inspection and Copying.

5.9.1. List of Members Entitled to Notice and to Vote. After the record date for a notice of a meeting, the Secretary shall prepare, or cause to be prepared, a list of the names of the members who are entitled to notice of a member's meeting. This list must show the address and number of votes each member is entitled to vote at the meeting. The Secretary also shall prepare, or cause to be prepared, on a current basis through the time of the meeting a list of the members who are entitled to vote at the meeting, but not entitled to notice of the meeting; this list shall be prepared on the same basis and be part of the list of members.

5.9.2. Inspection and Copying. The list of members shall be available for inspection by a member for the purpose of communication with other members concerning the meeting, beginning five (5) business days before the date of the meeting for which the list was prepared and continuing through the meeting, at the Corporation's principal office or at a place identified in the meeting notice in the city where the meeting will be held.

Subject to Section 10.3 and Section 10.4 of these Bylaws, a member may, on written demand, inspect and copy the list, during regular business hours and at the member's expense, during the period the list is available for inspection.

The list shall be available at the meeting and a member may inspect the list at any time during the meeting or an adjournment.

The use and distribution of information acquired from inspection or copying the list of members is subject to Section 10.3 and Section 10.4 of these Bylaws.

Section 5.10. Mail and Electronic Ballot Vote.

5.10.1. Authorization by Board of Directors. The Board of Directors may authorize, in lieu of an annual or special meeting or a vote at such a meeting, a mail or electronic ballot vote on any matter or matters that could be voted upon at an annual or special meeting. If such a mail or electronic ballot vote is approved by the Board of Directors, the Board shall determine the specific procedure by which the mail ballot vote shall be conducted consistent with the requirements stated in Section 5.10.2, below.

5.10.2. Content of Ballot and Solicitation. The ballot must: (1) set forth each proposed action; and, (2) provide an opportunity to vote for or against each proposed action.

The solicitation for votes by written ballot must: (1) indicate the number of responses needed to meet the quorum requirements; (2) state the percentage of approvals necessary to approve each matter other than the election of Directors; and (3) specify the time by which the ballot must be received by the Corporation to be counted.

5.10.3. Approval By Written Ballot. A written ballot shall be delivered to every member entitled to vote on the matter. A written ballot may not be revoked. Approval of a matter by written ballot shall be valid only when: (1) the number of votes cast by ballot equals or exceeds the quorum required to be present at a meeting authorizing the action; and, (2) the number of approvals equals or exceeds the number of votes that would be required to approve the matter at a meeting at which the total number of votes cast was the same as the number of votes cast by ballot.

Section 5.11. Members Action Without a Meeting. Any action which is required or permitted to be approved by the members may be taken without a meeting of members if the action is approved by members holding at least eighty (80%) of the votes entitled to be cast on the action. The action must be evidenced by at least one (1) written consent describing the action taken that meets the following conditions: (a) is signed by the members representing at least eighty (80%) percent of the votes entitled to be cast on the action; and, (b) is delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. Action taken under this Section 5.11 is effective when the last member necessary to meet the eighty (80%) requirement signs the consent unless a prior or subsequent effective date is specified in the consent.

Requests for written consents must be delivered to all members entitled to cast votes on the action. A consent signed under this section has the effect of a meeting vote and may be described as such in any document.

ARTICLE VI - BOARD OF DIRECTORS

Section 6.1. Number and Classes. The Board of Directors of the Corporation shall consist of nine (9), but no less than five (5), individuals.

The slate of candidates for the election of the Directors and the class of each Director shall be determined by the current Directors prior to the annual membership meeting in the fall.

Section 6.2. Term of Office. Each Director shall be elected for a term of two (2) years, with no maximum of terms. Terms shall be staggered to ensure continuity of the Board of Directors.

Section 6.3. Eligibility. Any individual, age eighteen (18) or older who is designated (pursuant to Section 4.5 of these Bylaws) as a voting member's representative or alternate representative or professional member, shall be eligible to be elected and serve as a Director. Provided, however, no individual is eligible to be elected as a Director if that individual is the designated representative or alternate of a voting member and another designated representative or alternate of that same voting member would be Director during a portion of that individual's term as a Director.

Section 6.4. Ex-Officio, Non-Voting Members. The immediate Past-President, the Executive Director (if any), and each standing committee chairman shall each serve as an ex-officio, non-voting member of the Board of Directors; provided, however, in the event the person holding any such position is also a Director, that person's status on the Board shall be as a Director rather than as an ex-officio, non-voting member. Such an ex-officio, non-voting member of the Board of Directors shall be entitled to receive notices of all meetings of the Board of Directors but shall not be considered to be a "Director" or member of the Board of Directors of the Corporation for any purpose under the Indiana Nonprofit Corporation Act of 1991, the Articles of Incorporation, or these Bylaws (e.g., quorum, Board of Directors' action without a meeting).

Section 6.5. Election. Directors shall be elected by a plurality of the votes cast by the voting members at the annual meeting of members.

Section 6.6. Vacancies. Any vacancy occurring on the Board of Directors caused by death, resignation, loss of eligibility, removal, or otherwise, of a Director shall be filled by the Board of Directors until the end of the next annual meeting of the members at which Directors are elected. Provided, however, a vacancy occurring through an increase in the number of Directors by amendment of these Bylaws shall be filled by a vote of the voting members of the Corporation. And, provided further, a vacancy which will occur at a specified later date because of a resignation effective at a later date, may be filled before the vacancy occurs; however, the new Director may not take office until the vacancy occurs.

Section 6.7. Meetings. Regular meetings of the Board of Directors shall be held no less than two (2) times during each fiscal year at such time and at such place as the Board may prescribe. Notice of all such meetings shall be given to the members of the Board not less than ten (10) days before the meeting is to be held. Special meetings of the Board may be called by the President or at the request of any three (3) members of the Board, by mail or electronic notice to each member of the Board of Directors not less than seventy-two (72) hours before the meeting is held.

Section 6.8. Quorum. A majority, including proxies, of the number of Directors in office, shall constitute a quorum for the transaction of business. Provided, however, when filling vacancies, if the Directors remaining in office constitute fewer than a quorum of the Board of Directors, the remaining Directors may fill the vacancies by the affirmative vote of a majority of the Directors remaining in office. If a quorum is present when a vote is taken, the affirmative vote of a majority of Directors present when the act is taken is the act of the Board of Directors. A majority of the Directors present, whether or not a quorum exists, may adjourn any meeting of the Board to another time.

Section 6.9. Board Action Without a Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if the action is taken by all members of the Board of Directors entitled to vote. The action must be evidenced by at least one (1) written consent: (a) describing the action taken; (b) signed or electronically acknowledged by each Director; and, (c) included in the minutes or filed

with the corporate records reflecting the action taken. An action taken under this Section is effective when the last Director signs or electronically acknowledges the consent unless the consent specifies a prior or subsequent effective date.

A consent signed or electronically acknowledged under this Section has the effect of a meeting vote and may be described as such in any document.

Section 6.10. Participation by Telephone or Other Means. The Board of Directors may permit any or all of the Directors to participate in a meeting of the Board of Directors by, or conduct the meeting through the use of, any means of communication by which all Directors participating may simultaneously hear or read each other's comments during the meeting or electronic discussion. A Director participating in a meeting by this means is considered to be present in person at the meeting.

Section 6.11. Resignation. A Director of the Corporation may resign at any time by delivering written notice of his or her resignation to one (1) of the following: (a) the President; (b) the Secretary; or, (c) the Board of Directors. Unless the resignation specifies a later effective date, a resignation is effective at the earliest of the following: (a) when received; (b) five (5) days after the notice is mailed, as evidenced by the postmark or private carrier receipt, if mailed correctly addressed to the address listed in the most current records of the corporation; (c) on the date shown on the return receipt, if sent by registered or certified United States mail, return receipt requested, and the receipt is signed by or on behalf of the addressee; (d) thirty (30) days after the notice is deposited with another method of the United States Postal Service other than first class, registered, or certified postage affixed, as evidenced by the postmark, if mailed correctly addressed to the address listed in the most current records of the Corporation; or (e) five days after the date of electronic submission by the sender. Resignation as a Director shall automatically also constitute resignation from any office held by that Director.

Section 6.12. Removal. The voting members may, with or without cause, remove a Director from office prior to the normal expiration of the Director's term of office. Such removal may only occur at a meeting called for the purpose of removing the Director; the meeting notice must state that the purpose of the meeting is the removal of the Director. A Director may be removed by the same voting method as outlined in Section 6.5.

Any Director sought to be removed from the Board shall be given at least ten (10) calendar days' notice of the members' meeting at which his/her removal will be voted upon. The Director shall be afforded the opportunity at that meeting to speak in his/her own behalf prior to the taking of any vote on his/her removal.

Removal as a Director shall automatically also constitute removal from any office held by that Director.

Section 6.13. Compensation. Directors shall not receive compensation for any services

rendered in their capacities as Directors unless such compensation is approved by the voting membership. However, nothing herein contained shall be construed to preclude any Director from receiving compensation from the Corporation for other services actually rendered or for expenses incurred for serving the Corporation as a Director or in any other capacity.

Section 6.14. Directors Conflict of Interest. No contract or other transaction between the Corporation and a Director or any other corporation, firm, association or entity in which a Director is a director or officer or is financially interested, shall 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 or a committee thereof which 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 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 such interested Director;
- (b) The fact of such relationship or interest is disclosed or known to the members entitled to vote and they authorize, approve, or ratify the contract or transaction by vote or written consent; and
- (c) 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 thereof, which authorizes, approves, or ratifies the contract or transaction.

ARTICLE VII - OFFICERS

Section 7.1. Officers; Term of Office. The officers of the Corporation shall consist of a President, a Vice-President, a Secretary and a Treasurer. The officers shall be elected by the Board of Directors at its annual meeting and shall hold office for a term of two (2) years until the annual meeting of the Board two (2) years later and until their successor is elected and qualified, except in the event of their earlier death, resignation, ineligibility, or removal.

Each officer shall be elected for a term of two (2) years with a maximum of three (3) consecutive terms. The President's term on the Board shall be automatically extended until his or her term as President ends. The terms of Vice President, Secretary, and Treasurer on the Board may be extended in order to complete their terms as officers, subject to the approval of the Board.

Section 7.2. Eligibility. Officers must be a voting member's representative or alternate

representative or a professional member. The offices of Secretary and Treasurer may be combined and held by the same person at the discretion of the Board of Directors. However, the office of President shall not be held by the same person who holds the office of Secretary or Treasurer (or both).

Section 7.3. Election. Officers shall be elected by a majority vote of a quorum of the Board of Directors at the annual meeting of the Board of Directors.

Section 7.4. Vacancies. A vacancy in any office because of death, resignation, ineligibly, removal or otherwise shall be filled by the Board of Directors for the unexpired term of such office. A vacancy which will occur at a specified later date because of a resignation effective at a later date, which is accepted by the Corporation, may be filled by the Board of Directors before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 7.5. Removal or Resignation. An Officer may be removed by (a) two-thirds of the members voting where a quorum is present, or (b) three-quarters of the full Board of Directors, with the Officer proposed to be removed not voting. If the Officer proposed to be removed is provided with advance written notice, including the reason for the proposed removal, the Officer must have an opportunity to contest the proposed removal in writing or in person, and be given final written notice of the removal decision. An Officer may resign at any time by providing written notice to the Board of Directors. Any removal or resignation of a person as an Officer automatically results in that person's removal or resignation from the Board of Directors.

Section 7.6. Duties of Officers.

7.6.1. President. The President shall preside at all meetings of members, at all meetings of the Board of Directors, at all meetings of the Executive Committee, and shall have general supervision over the work of the Corporation. The President shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members. The President shall represent the organization when agencies request the Corporation's attendance, representation, and/or input at scheduled meetings affecting the status of ambulatory outpatient surgical centers.

7.6.2. Vice President. The Vice-President shall assist the President in the performance of her/his duties. During the absence of the President or in case of a vacancy in that office, the Vice-President shall exercise and perform the powers and duties of the President until a successor is elected. The Vice-President shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members.

7.6.3. Secretary. The Secretary shall keep, or cause to be kept, all corporate records, the membership lists as required by Sections 5.9 these Bylaws, and minutes of all meetings of the members and of the Board of Directors. The

Secretary shall cause to be sent notices of meetings of the Board of Directors and of meetings of the members and shall authenticate records of the Corporation when necessary or desirable. The Secretary shall perform such other duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members.

7.6.4. Treasurer. The Treasurer shall be responsible for all funds and securities of the Corporation, shall keep or cause to be kept regular books of account, and in general shall perform all duties as prescribed from time-to-time by law, by these Bylaws, by the Board of Directors or by the voting members. The Treasurer shall be responsible for the disbursement of the funds of the Corporation as authorized by the Board of Directors. The Treasurer shall provide a financial report at the annual meeting of the members. The Treasurer shall serve as Chairperson of the Finance Committee.

Section 7.7. Execution of Contracts. All deeds, mortgages, leases and other written contracts of the Corporation, except promissory notes and checks, shall be signed by the President or the Vice-President and attested by any other officer of the Corporation. All promissory notes and checks shall be executed on behalf of the Corporation or endorsed for collection or discount in the name of the Corporation by the President or Treasurer or by such other officer or persons as the Board of Directors may from time to time by resolution designate.

Section 7.8. Compensation. No officer of the Corporation shall receive compensation for services performed by her/him as an officer unless such compensation is approved by the members. However, nothing herein shall be construed to preclude any officer from receiving compensation from the Corporation for other services actually rendered to the Corporation or for expenses incurred for serving the Corporation as an officer.

ARTICLE VIII - EXECUTIVE DIRECTOR

Section 8.1. Executive Director. An Executive Director may be appointed and employed by the Board of Directors and shall be responsible for the general direction of the affairs and operation of the Corporation in accordance with policies and a job description approved by the Board. The Executive Director may not be an officer of the Corporation or a Director, but shall serve as an ex-officio, non-voting member of the Board.

ARTICLE IX - COMMITTEES OF THE BOARD

Section 9.1. Committees. The Board of Directors shall appoint such committees, subcommittees, or task forces as are necessary and which are not in conflict with the other provisions of these Bylaws, including, but not limited to, a Governance Committee.

ARTICLE X - INSPECTION AND COPYING OF RECORDS BY MEMBERS

Section 10.1. Records At Principal Office. A member of the Corporation is entitled to inspect and copy the records of the Corporation if the member gives the President, Secretary or the Executive Director (if any) written notice of the member's desire to inspect and copy at least five (5) business days before the date on which the member desires to inspect and copy.

The inspection and copying shall occur at the Corporation's principal office during normal business hours or at such other reasonable time and location specified by the Board of Directors.

Section 10.2. Other Records. Subject to Section 10.3, below, a member of the Corporation is entitled to inspect and copy the following records of the Corporation if the member gives the President, Secretary or the Executive Director (if any) written notice of the member's desire to inspect and copy at least five (5) business days before the date on which the member desires to inspect and copy.

(a) Accounting records of the Corporation;

(b) Subject to Section 10.4 of these Bylaws, the membership list.

The inspection and copying shall occur at the Corporation's principal office during normal business hours or at such other reasonable time and location specified by the Board of Directors.

Section 10.3. Conditions Which Must Be Met. A member may inspect and copy such records only if the following conditions are met: (a) the member's request is made in good faith and for a proper purpose; (b) the member describes with reasonable particularity the purpose and the records the member desires to inspect; and, (c) the records are directly connected to that purpose.

Section 10.4. Membership List. Without the consent of the Board of Directors, all or part of the membership list may not be obtained or used by a person for a purpose unrelated to a member's interest as a member. Without the consent of the Board of Directors, all or part of the membership list may not be: (a) used to solicit money or property unless the money or property will be used solely to solicit the votes of the members in an election to be held by the Corporation; (b) used for commercial purposes; or, (c) sold or purchased by a person.

The Corporation may comply with a member's demand to inspect the membership list by providing the member with a list of the members that was compiled not earlier than the date of the member's request.

Section 10.5. Annual Financial Statements. The Corporation, upon written request from a member, shall furnish the member the Corporation's latest financial statements, that

include a balance sheet as of the end of fiscal year and statement of operations for the year.

If the financial statements are reported upon by a certified public accountant, the accountant's report must accompany the statements. If the financial statements are not reported upon by a certified public accountant, the statements must be accompanied by the statement of the President or the person responsible for the Corporation's financial accounting records that does the following: (a) states that individual's belief as to whether the statements were prepared on the basis of generally accepted accounting principles and, if not, describes the basis of preparation; and, (b) describes any respects in which the statements were not prepared on a basis of accounting consistent with the statements prepared for the preceding year.

Section 10.6. Costs of Copies. The Corporation may impose a reasonable charge, covering the costs of labor and material, for copies of any documents provided to a member under this Article X. The charge may not exceed the estimated cost of production or reproduction of the records.

ARTICLE XI - LIABILITY OF OFFICERS AND DIRECTORS AND EMPLOYEES

Section 11.1. Indemnification of Officers and Directors and Employees.

(a) The Corporation shall indemnify its officers, directors and employees against liability incurred in any proceeding in which the officer, director or employee is made a party because of the status of the person with the Company if the person acted in good faith, reasonably believed that conduct in the person's official capacity was undertaken in the Corporation's best interests or that, in all other cases, the person's conduct was not opposed to the Corporation's best interests, and, in the case of any criminal proceeding, the person had no reasonable cause to believe the conduct engaged in was unlawful.

(b) The Corporation shall indemnify a person who was wholly successful in defense of any proceeding to which the person was a party against reasonable expenses, including legal fees, incurred by the person with respect to the proceeding.

(c) A person who is or was a party to a proceeding may apply for enforcement of this indemnification provision to the court conducting the proceeding or to another court of competent jurisdiction.

(d) The Corporation shall pay for or reimburse the reasonable expenses incurred by a person who is a party to a proceeding in advance of the final disposition of the proceeding if the person furnishes the Corporation with a written affirmation of the person's good faith belief that the above-required standards of conduct have been met, if the person furnishes the Corporation with a written undertaking,

executed personally or on the person's behalf, to repay the advance if it is later determined that the person did not, in fact, act in accordance with the above standards of conduct, and if a determination is made that the facts then known to those making the determination would not preclude indemnification.

(e) Any indemnification or advance of expenses to a person in accordance with this section, if arising out of a proceeding by or on behalf of the Corporation, shall be reported in writing to the board of directors with or before notice of the next board meeting.

ARTICLE XII - LOANS AND ADVANCEMENTS

Section 12.1. Loans and Advancements. The Corporation shall not lend money to, or guarantee the obligation of, a Director or officer of the Corporation.

ARTICLE XIII - BONDING

Section 13.1. Bond. The Treasurer and other officers and employees of the Corporation having control of, or access to, the funds of the Corporation may be, but are not required to be, bonded for the faithful performance of their respective duties in such amounts and with such surety as may from time to time be fixed and determined by the Board. The premium on such bond shall be paid by the Corporation.

ARTICLE XIV - DISSOLUTION OF THE CORPORATION

Section 14.1. Dissolution of the Corporation. Upon the dissolution of the Corporation, the Board of Directors and members shall, after paying or making provisions for the payment of all of the liabilities of the Corporation, dispose of all of the assets of the Corporation to any other not-for-profit corporation or corporations organized for purposes substantially the same as those of this Corporation, as the Directors and members shall determine. Any assets not so disposed of shall, upon dissolution, escheat to the state of Indiana.

ARTICLE XV - FISCAL YEAR

Section 15.1. Fiscal Year. The fiscal year of the Corporation shall be as established from time- to-time by the Board of Directors.

ARTICLE XVI - RULES OF ORDER

Section 16.1. Rules of Order. In all matters not covered by the laws of the state of

Indiana, the Articles of Incorporation, these Bylaws, or any special rules of order the members may adopt, the proceedings of the Corporation shall be governed by the current edition of Robert's Rules of Order, Newly Revised.

ARTICLE XVII - AMENDMENTS

Section 17.1. Amendments. These Bylaws may be amended, repealed or altered in whole or in part by a majority vote of the voting members present, in person or by proxy, at any regular or special meeting of the members or by a majority vote of the voting members by mail or electronically submitted ballot vote; provided, however, the text of the proposed amendment, repeal or alteration must be forwarded to the members entitled to vote thereon at least ten (10) calendar days prior to the meeting or the date by which the mail or electronically submitted ballots must be returned. If voted on at a meeting of members, the proposed amendment shall be subject to amendment from the floor; provided, however, any such amendment from the floor must relate to the same subject matter as the originally proposed amendment.