

**By-Laws of South Bend Empowerment Zone, Inc.,  
A Public Benefit Nonprofit Corporation**

**As Amended and Restated, November 8, 2022**

**Article 1  
Name**

The name of this Corporation shall be “South Bend Empowerment Zone, Inc.,” hereinafter referred to as “SBEZ” or “Corporation.” The Corporation shall be entitled to operate under an assumed name upon approval of the Board of Directors and the filing of a certificate of assumption of name with the Secretary of State of Indiana.

**Article 2  
Purposes and Powers**

Section 2.1. General Purposes. The Corporation is organized exclusively for charitable, religious, educational and scientific purposes, including, for such purposes, the making of distributions to organizations that qualify as exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 2.2. Specific Purposes. The specific purpose of the Corporation shall be such purposes as the Board of Directors may adopt from time to time by amendment of the Articles of Incorporation and the By-Laws; provided, however that such purposes shall at all times be purposes which qualify the Corporation as an exempt organization under Section 501(c)(3) of the Internal Revenue Code of 1986 (or the corresponding provision of any future United States internal revenue law).

Section 2.3. Prohibited Purposes and Acts.

(a) No part of the net earnings of the Corporation shall inure to the benefit of, or be distributable to, its Directors, officers or other private persons, except that the Corporation shall be authorized and empowered to pay reasonable compensation for services rendered and to make payments and distributions in furtherance of the purposes set forth in this Article.

(b) No substantial part of the activities of the Corporation shall be the carrying on of propaganda, or otherwise attempting to influence legislation, and the Corporation shall not participate in or intervene in (including the publishing or distributing of statements) any political campaign on behalf of or in opposition to any candidate for public office.

(c) Notwithstanding any provision of the Articles of Incorporation of the Corporation or any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on (a) by a corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code or (b) by a corporation, contributions to which are deductible under Sections 170(c)(2), 2055(a) or 2522(a) of the Internal Revenue Code.

(d) References in this section to a provision of the Internal Revenue Code shall be deemed to refer to the provision of the Internal Revenue Code of 1986, as amended, and also to the corresponding provision of any future federal tax law.

Section 2.4. Powers. Except as provided otherwise by the Articles of Incorporation or by these By-Laws, the Corporation shall have all powers which a public benefit not for profit corporation may have if organized under the Indiana Nonprofit Corporation Act of 1991, as amended, and shall have such additional powers as are permitted by any applicable law.

### **Article 3 Registered Office and Agent**

The Corporation shall have and continuously maintain in the State of Indiana a registered office and a registered agent whose business office is identical with such registered office and may have other offices within or without the State of Indiana as the Board of Directors may from time to time determine.

### **Article 4 Members**

The Corporation shall have no voting members.

### **Article 5 Board of Directors**

Section 5.1. General Powers. The Board of Directors shall direct the management of the business and affairs of the Corporation. All corporate powers shall be exercised by or under the authority of the Board of Directors.

Section 5.2. Directors.

(a) Number. The number of Directors shall, as of May 1, 2019, be seven (7). Thereafter, a majority of the whole Board of Directors may vote to increase the size of the Board, but it shall be no less than seven (7) and no more than (11) as determined from time to time by the affirmative action of not less than a majority of the whole Board of Directors. No decrease in the number of Directors will have the effect of reducing the term of any incumbent Director. If one or more vacancy reduces the size of the Board below seven (7), sitting Directors shall have full authority to act in the time before the election of replacement Directors. The Directors shall be elected in the manner provided in this Section.

(b) Qualifications. To be and remain a Director of the Corporation, an individual must: (i) not be presently employed by the SBEZ or managed by SBEZ staff, (ii) not be the parent or legal guardian of a student or students enrolled in an SBEZ school, (iii) complete and pass the criminal history check conducted for teachers and (iv) complete minimum training requirements as annually set by the Board of Directors.

(c) 2019 Director Appointments: Initial Directors will be appointed by the Incorporator. The three Initial Directors will act as the Corporation's Board with all its constituent powers, and may conduct business as needed, in advance of the appointment by the Board of four (4) additional Directors by May 1, 2019. These additional Directors may not be employees of or board representatives of the South Bend Community School Corporation; at no time may more than three (3) Directors be employees of or board representatives of the South Bend Community School Corporation.

(d) Term and Tenure:

i. The three (3) Initial Directors serve by virtue of their position with the South Bend Community School Corporation's board. The South Bend Community School Corporation's three directors will consist of the Superintendent or his/her designee, the board president or his/her designee, and the board representative from District Three. If any person is acting in the capacity of more than one of those positions, then the third South Bend Community School Corporation's third Director will be appointed by the board of the South Bend Community School Corporation. At any point, the South Bend Community School Corporation's board may replace any of the Initial Directors through written notice to the Corporation. If one of the Directors appointed by the South Bend Community School Corporation resigns or is otherwise disqualified from service, the South Bend Community School Corporation may appoint a replacement through written notice to the Corporation.

ii. The Initial Directors shall designate four (4) members for a one-year term. Future appointments will be determined by a majority vote. Elections of new board members or elimination of seats must be voted on prior to the end of the initial term. The board will amend these By-laws to set the terms and conditions for board service after the initial term. If they fail to amend these By-laws, then the existing Directors shall have their term extended to five (5) years total.

iii. An incumbent Director's term shall not be shortened by a decrease in the number of Directors or term of office.

iv. Directors may be reappointed and there is no limit to the number of terms a Director may serve.

(d) Election and Appointment of Directors. Election of Directors to fill vacancies occurring at any time shall be by affirmative vote of the Board of Directors as soon as is possible.

(e) Resignation. A Director may resign at any time by delivering written notice to the Chairperson of the Corporation or any two Directors. A resignation shall be effective when the notice is effective under Article 11, unless the notice specifies a later effective date. If a resignation is made effective at a later date, the Board of Directors may fill the vacancy before such date, provided the successor does not take office until such later effective date.

(f) Removal. A Director may be removed with or without cause by a vote of a majority of the Directors then in office.

(g) Duties of Directors: Directors will discharge their duties, including any duties as committee members, in good faith, with ordinary care, and in a manner they reasonably believe to be in the Organization's best interest. In this context, the term "ordinary care" means the care that ordinarily prudent persons in similar positions would exercise under similar circumstances. In discharging any duty imposed or power conferred on Directors, Directors may, in good faith, rely on information, opinions, reports, or statements, including financial statements and other financial data, concerning the Organization or another person that has been prepared or presented by a variety of persons, including officers and employees of the Organization, professional advisors or experts such as accountants or legal counsel. A Director is not relying in good faith if he or she has knowledge concerning a matter in question that renders reliance unwarranted. Directors are not deemed to have the duties of trustees of a trust with respect to the Organization or with respect to any property held or administered by the Organization, including property that may be subject to restrictions imposed by the donor or transferor of the property.

(h) Role of the Board: The primary purposes of the Board of Directors are to: (i) Select and set terms of employment for the chief executive officer of the Organization and manage this chief executive officer; (ii) Approve an annual budget; (iii) Monitor progress toward student achievement objectives identified in the Transformation Zone Plan submitted to the Indiana State Board of Education and take necessary actions in response to this monitoring; (iv) Ensure compliance with applicable state and federal law; (v) Support executive leadership in identifying and resolving barriers to student achievement; (vi) Ensure that school leaders have the capacity to exercise a broad span of autonomy; (vii) Regularly engage community stakeholders; and (viii) Cultivate partnerships that advance the Organization's objectives.

(i) Ex Officio: The chief executive officer shall be an ex-officio, non-voting member of the Board of Directors and all standing committees, unless in such non-public meetings a discussion is held regarding the compensation, performance, actions or inactions of the chief executive officer or as determined otherwise by a majority of the Board of Directors.

### Section 5.3. Meetings.

(a) Regular Meetings. The Board of Directors will meet no less than eight (8) times per calendar year. The Board of Directors may determine the time and place, within the State of Indiana, for the holding of additional regular meetings of the Board. Additional regular meetings may occur and will follow the same public posting process.

(b) Special Meetings. Special meetings of the Board of Directors may be called by or at the request of the Chairperson or any two Directors. The person or persons authorized to call special meetings of the Board may fix any place within the State of Indiana as the place for holding the special meeting.

(c) Meeting by Telephonic or Other Communication. The Board of Directors may authorize one or more Directors, or all Directors, to participate in any regular or special meeting,

or to conduct a meeting, through the use of telephonic or other means of communication by which all Directors participating may simultaneously hear each other during the meeting, as permitted by applicable laws. A Director participating in a meeting by this means shall be considered to be present in person at the meeting.

(d) Procedures.

- i. Robert's Rules of Order as amended by practice of the Board of Directors shall be employed as a general procedural format for conducting all meetings.
- ii. Under all circumstances, the Board will be deemed to have acted, when, and only when, in a duly constituted Board Meeting, a motion is made, seconded, discussed, and passed by the appropriate majority of the Board, duly approved and entered in written form into the Corporate Minute book via a Secretary's Certification, signed by the legal corporate Secretary. Board discussion, consensus and/or debate do not constitute formal Board action, whether oral or written, and shall in no way be considered an official action or a part of the legal documentation of the School until the above legal procedures have been followed and the Secretary has signed the Certification thereto.
- iii. No Director, Officer, employee or other agent of the SBEZ may represent any matter or decision as being the position or policy of the SBEZ unless the position or policy has been duly approved by the formal Board procedures as set forth herein.

Section 5.4. Notice of Meetings; Open Meetings. With respect to the operation of a public school campus, the Board of Directors will comply with any requirement applicable to governmental bodies for purposes of Indiana Open Door Law or another law that concerns open meetings, that applies to a school corporation, the board of trustees of a school corporation, or public school students.

Section 5.5. Majority Vote as Act of Board; Quorum. The affirmative vote of a majority of the Directors present at a meeting at which a quorum is present shall be the act of the Board of Directors, unless the affirmative vote of a greater number of Directors is required by these By-Laws or law. A majority of the Directors in office immediately before a meeting begins constitutes a quorum. However, when filling vacancies occurring in the Board of Directors, a majority of the remaining Directors shall constitute a quorum.

Section 5.6. Actions that Require Two-Thirds (2/3) or More of All Votes. The following matters may not be approved with fewer than two-thirds (2/3) of all votes of current Directors:

- i. Amendments to the Corporation's By-laws or Certificate of Formation;
- ii. Approval of a new or amended performance agreement, memorandum of understanding, or other such document with the South Bend Community School Corporation;
- iii. Merger, consolidation, or affiliation of the Corporation with another entity;
- iv. Liquidation, dissolution, or termination of the Corporation;
- v. Approval of amendments to corporate mission, including the creation, discontinuation, or significant changes in the scope, character, or nature of the Corporation's programs, services, and activities; and

vi. Delegation of the powers described in this subsection to a committee of the Board.

Section 5.7. Proxy Prohibited, Presumption of Assent. No Director may act by proxy on any matter. A Director who is present at a meeting at which action on any corporate matter is taken by the Board of Directors, or by a committee thereof acting on its behalf, is conclusively presumed to have assented to the action taken unless such Director's dissent is entered in the minutes of the meeting or unless such Director files his or her written dissent or abstention to such action with the person acting as the secretary of the meeting before the adjournment of such meeting or forwards such dissent or abstention by registered or certified mail to the Secretary immediately after the adjournment of such meeting. Such right to dissent or abstain does not apply to a Director who voted in favor of such action.

Section 5.8. Compensation. Directors of the Corporation shall serve without compensation but may be reimbursed for reasonable expenses incurred in the course of performing their duties as Directors upon approval of a majority of the Directors.

Section 5.9. Conflict of Interest.

(a) In addition to any disclosure as noted in Section 5.9, Directors shall submit a conflict of interest disclosure each January or, for Directors appointed after January, within thirty (30) days of taking office, during the Director's term. Such annual disclosure shall disclose (i) family conflicts, (ii) business or financial relationships, and (iii) service or membership in organizations that relate to the SBEZ and its purposes on a form designated by the Board of Directors.

(b) An interested Director as further defined in this section who is directly or indirectly a party to a transaction with the Corporation (an "interested transaction") shall make a full disclosure of the material facts of the transaction and his or her interest in or relationship to such transaction to the Board of Directors and to any committee of the Board considering such transaction promptly after having knowledge of such interest or relationship and prior to any action by the Board or such committee to approve such transaction.

(c) Such disclosure shall be made at the first meeting of the Board or committee after the interested Director knows that the transaction is or may be an interested transaction. The interested Director shall disclose the nature and extent of his or her interest and respond to pertinent questions regarding that interest. Any other Director, or any officer, agent of the corporation or committee member who has knowledge of such interested transaction shall inform the Board or the committee considering the interested transaction.

(d) An interested Director shall not vote upon the transaction to which the Director is directly or indirectly a party, nor use his or her personal influence on, nor participate in the discussions or deliberations with respect to such contract or transaction, but the interested Director may be counted in determining the presence of a quorum at a meeting of the Board of Directors or committee at which the transaction is considered. The interested Director shall be required to leave the meeting during discussion and any vote on the interested transaction.

(d) The Board of Directors shall have the power to dismiss an interested Director and declare a vacancy for violation of this policy.

(e) In no event may the corporation provide an economic benefit to or for the use of a Director, whether directly or indirectly, nor may the Board approve a transaction which is not fair and reasonable to the corporation. Any such transaction shall be deemed voidable. An “economic benefit” transaction is an “excess benefit transaction” as defined in Section 4958(c) of the Internal Revenue Code and Treasury Regulation Section 53.4958, which in general means a transaction in which the corporation provides a benefit whose value exceeds the value of the consideration (including the performance of services) received for providing the benefit.

(f) In considering any interested transaction, including a potential excess benefit transaction, the Board of Directors, or any committee of the Board acting for the Board, shall make a determination of whether the proposed transaction is an excess benefit transaction and shall concurrently document the basis for its determination by obtaining appropriate data as to the comparability of the value paid and received in similar transactions prior to making its determination. Such data should include sufficient information so that the Board or the committee, given the knowledge and expertise of the Directors or committee, is able to determine whether, under the standards set forth in Treasury Regulation Section 53.4958-4(b), a compensation arrangement in its entirety is reasonable or the transaction is at fair market value.

(g) A Director is an “interested Director” if the transaction with the corporation, whether or not such transaction is a potential excess benefit transaction, will provide a financial benefit directly or indirectly to the Director or for the use of the Director. A Director is “indirectly” a party to a transaction and the corporation provides a benefit “indirectly” if a member of the family of the Director is benefitted, or if an entity is benefitted or the entity which is a party to the transaction is an entity in which the Director or a member of the family of the Director has a material financial interest or the Director or a member of the family of the Director is an officer, Director or general partner of the entity. For purposes of subsection (c) above, a Director is provided a benefit “indirectly” if any of his or her family members or controlled entities as defined under Section 4958 of the Internal Revenue Code and Treasury Regulation Section 53.4958 receives such benefit.

(h) Under no circumstances will it be considered a conflict of interest for one of the South Bend Community School Corporation Directors to act in their capacity as a director of the Corporation on matters related between the two.

(i) In no event shall the Corporation’s conflict of interest requirements be lesser than Indiana Code § 35-44.1-1-4. Directors shall comply with Indiana Code § 35-44.1-1-4.

## **Article 6**

### **Committees of the Board of Directors**

#### **Section 6.1. Committees Authorized to Act for the Board.**

(a) **Creation and Members.** The Board of Directors may create one or more committees of the Board to act for the Board and appoint Directors and such other persons as the

Board shall designate to serve on such committee or committees. Creation of a committee to act for the Board and appointment of members to the committee must be approved by a majority of all Directors in office when the action is taken. Any member of a committee may be removed, with or without cause, by the majority vote of the Board of Directors.

(b) Authority. Each committee may exercise the authority of the Board of Directors to the extent permitted by law and as specified by the Board of Directors or in the Articles of Incorporation or these By-Laws. To the extent authorized, a committee authorized to act for the Board and its members shall have the duties and responsibilities of the Board of Directors, and shall be considered as such to the extent permitted by law. The Board of Directors shall be relieved from the duties and responsibilities so delegated to such a committee, subject to such limitations as are imposed by law.

(c) Membership. Each committee authorized to act for the Board shall have at least one Director as a member.

(d) Action and Meetings. Actions and meetings of any committee authorized to act for the Board of Directors shall be conducted in accordance with and subject to the provisions of these By-Laws for actions and meetings of the Board of Directors.

Section 6.2. Advisory Committees. The Board of Directors may also create one or more advisory committees or other advisory bodies and appoint persons to such advisory committees or bodies who need not be Directors. Such advisory committees or bodies may not act on behalf of the Corporation or bind it to any action, and shall have no authority of the Board of Directors, but may make recommendations to the Board of Directors or to the officers. Actions and meetings of an advisory committee shall be conducted in accordance with policies adopted by the Board of Directors or, if none, as such committee shall determine.

## **Article 7 Officers**

Section 7.1. Officers Named. The officers of the Corporation shall be a Chairperson, a Secretary, and a Treasurer. The officers of the Corporation may decide to appoint one or more vice-Chairperson(s). The Corporation also shall have such other officers as the Board of Directors may determine from time to time, including without limitation an Assistant Secretary or Assistant Treasurer. Officers whose authority and duties are not prescribed in these By-Laws shall have the authority and perform the duties prescribed from time to time by the Board of Directors, or by an officer duly authorized by the Board of Directors to prescribe the duties of other officers.

Section 7.2. Officers.

(a) Qualification. Each officer shall be an individual who is also a Director of the Corporation.

(b) Election. Officers shall be elected annually by affirmative vote of the Board of Directors at the Board's annual meeting, or as soon thereafter as conveniently possible. Vacancies may be filled or new offices created and filled at any meeting of the Board of Directors.

(c) Term. Each officer shall hold office for one year and until a successor is duly elected and qualified, or until such officer's earlier death, disability, resignation or removal in the manner hereinafter provided. Officers may be elected to successive terms.

(d) Dual Offices. Any two or more offices may be held by the same individual, except the offices of Chairperson and Secretary.

(e) Resignation. An officer may resign at any time by delivering written notice to the Board of Directors or the Secretary of the Corporation. A resignation shall be effective when the notice is effective under these By-Laws, unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Board of Directors accepts the future effective date, the Board of Directors may fill the vacancy before such date, provided the successor does not take office until such later effective date.

(f) Removal. An officer may be removed with or without cause by the Board of Directors whenever in the judgment of the Board the best interests of the Corporation will be served thereby.

(g) Vacancy. The Board of Directors shall fill a vacancy created for any reason by electing a successor in the same manner as provided in these By-Laws for the election of any other officer.

(h) No Contract Rights Created. The election of an officer shall not create any contract rights. Removal or resignation of an officer shall not affect any contract rights of the officer or the corporation otherwise existing.

Section 7.3. Chairperson. The Chairperson of the Board of Directors shall preside at all meetings of the Board of Directors, shall perform all duties customary to that office, and shall supervise and control all of the affairs of the Organization in accordance with the policies and directives approved by the Board of Directors. In the case of the Chairperson's absence from a meeting of the Board of Directors, the Vice-Chairperson shall preside at the meeting. If there is no vice-Chairperson, then a majority of the Directors present may appoint any Director present to preside over the meeting. The Chairperson may not be one of the Directors appointed by the South Bend Community School Corporation.

Section 7.4. Treasurer. The Treasurer shall perform such duties as the Board may direct. The Treasurer shall render to the Board of Directors at the regular meetings of the Board of Directors, or whenever the Board of Directors may require, an account of all transactions and of the financial condition of the Organization. The Treasurer shall be in charge of the books of accounts and accounting records and of its accounting procedures. S/he shall also prepare or oversee all reports and filings required by Indiana Department of Revenue and the Internal Revenue Service. The Chairperson shall have the authority to designate the Treasurer or another representative to

have the authority to receive, disburse or physically handle funds on the behalf of the Organization or any of its affiliates.

Section 7.5. Secretary. The Secretary shall (a) keep the minutes of meeting of members and of the Board of Directors and committees of the Board of Directors in one or more books provided for that purpose; (b) see that all notices are duly given in accordance with the provisions of these By-Laws or as required by law; (c) be custodian of the corporate records and of the seal, if any, of the Corporation; (d) affix the seal, if any, of the Corporation and attest the affixing by his or her signature to all documents the execution of which on behalf of the Corporation under its seal is duly authorized by the Board of Directors or otherwise in accordance with the provisions of these By-Laws; (e) keep a register of the post office address of each Director or committee member, which shall be furnished to the Secretary by such Director or committee member; and (f) in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned by the Chairperson or the Board of Directors.

## **Article 8**

### **Contracts and Financial Transactions**

Section 8.1. Contracts. The Board of Directors shall approve all SBEZ contracts and may delegate such authority to any officer or officers, agent or agents of the Corporation, to enter into any contract or execute and deliver any instrument in the name of and on behalf of the Corporation, and such authority may be general or confined to specific instances.

Section 8.2. Loans. No loans shall be contracted on behalf of the Corporation and no evidences of indebtedness shall be issued in the name of the Corporation unless authorized by a resolution of the Board of Directors or by action of a duly empowered committee of the Board. Such authority to make loans may be general or confined to specified instances. No loan shall be made by the Corporation to a Director or officer of the Corporation.

Section 8.3. Checks, Drafts, Etc. All checks, drafts or other orders for the payment of money, notes or other evidence of indebtedness, issued in the name of the Corporation, shall be signed by such officer or officers, agent or agents of the Corporation and in such manner as shall from time to time be determined by resolution of the Board of Directors. In the absence of such determination, such instruments may be signed by the Treasurer or an assistant treasurer and countersigned by one other officer.

Section 8.4. Deposits. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such banks, trust companies, or other depositories as the Board of Directors may select.

Section 8.5. Gifts. The Board of Directors may accept on behalf of the Corporation any contribution, gift, bequest or devise for the general purposes or for any special purpose of the Corporation.

## **Article 9**

### **Records**

The Corporation shall keep correct and complete books and records of account and shall also keep minutes of the proceedings of its Board of Directors and committees having any authority of the Board of Directors, and shall keep at its registered office or principal office a record giving the names and addresses of the Directors. All books and records of the Corporation may be inspected by any Director entitled to vote, or any Director's agent or attorney, for any proper purpose at any reasonable time. All books and records shall be available to the extent and in the manner required by the Indiana Public Access to Records Act.

## **Article 10 Fiscal Year**

The fiscal year of the Corporation shall end on June 30 of each year.

## **Article 11 Notices**

Section 11.1. Oral or Written Notice. Any notice may be given orally or in writing (including electronically), unless written notice is required by a by-law, the Articles of Incorporation or law.

Section 11.2. Means of Communication. Any notice, if otherwise in the proper form and subject to the requirements of any other by-law, the Articles of Incorporation or law, may be communicated in person, by any means of electronic communication or telecommunication, or by postal mail.

Section 11.3. Effective Date of Notice. Any oral notice shall be effective when given. Any written notice required to be given under these By-Laws (and not permitted electronically) shall be effective at the earliest of the following:

- 1) When received;
- 2) Five (5) days after the notice is mailed by United States mail, 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;
- 3) 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; and
- 4) 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.

Section 11.4. Specific Other Notice Requirements Control. The notice requirements of this Article shall be subject to any specific other notice requirements for a particular circumstance required by any other by-law, the Articles of Incorporation, or law.

## **Article 12 Liability, Indemnification and Insurance**

Section 12.1. Limited Liability. No Director or officer serving without compensation and no other person who renders service to or for the Corporation without compensation, other than reimbursement for actual expenses, shall be liable, and no cause of action may be brought, for damages resulting from the exercise of judgment or discretion in connection with the duties or responsibilities of such Director, officer or other person unless the act or omission constituted willful or wanton conduct. "Willful or wanton" conduct means a course of action which shows an actual or deliberate intention to cause harm or which, if not intentional, shows an utter indifference to or conscious disregard for the safety of others or their property.

Section 12.2. Indemnification. Each person who at any time is or was a Director, officer, employee or agent of the Corporation shall be indemnified by the Corporation in accordance with and to the full extent permitted by the Indiana Nonprofit Corporation Act of 1991 as in effect at the time of adoption of this by-law or as amended from time to time, and by any subsequent Indiana nonprofit corporation law. The foregoing right of indemnification shall not be deemed exclusive of any other rights to which an individual seeking indemnification may be entitled under any by-law, agreement, vote of disinterested Directors, or otherwise.

Section 12.3. Insurance. If authorized by the Board of Directors, the Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, officer, employee or agent of the Corporation against liability asserted against or incurred by such individual in such capacity, whether or not the Corporation would have the power to indemnify the individual against the same liability.

Section 12.4 Conflict of Interest and Excess Benefit. Any officer, executive Director or other chief operating officer, or person in a position to exercise substantial influence over the affairs of the corporation within the meaning of a disqualified person as defined for purposes of Internal Revenue Code Section 4958 shall make a full disclosure to the Chairperson of the corporation of his/her direct or indirect interest in any transaction with the corporation before such transaction is approved. The corporation shall not provide an economic benefit to or for the use of any officer, executive Director or person in a position of substantial influence, whether directly or indirectly. Any such transaction shall be voidable. The definitions set out in Sections 5.8 and 5.9 shall apply for purposes of this Section 12.4.

### **Article 13 Amendments to By-Laws**

Except as otherwise provided in this Article, in other provisions of these By-Laws or by law, the Board of Directors at a meeting at which a quorum is present may alter, amend, or repeal the By-Laws or adopt new By-Laws.

### **Article 14 Dissolution**

Upon the dissolution of the Corporation, the Board of Directors shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all of its assets

exclusively for the purposes of the Corporation in such manner, or to such organization or organizations organized and operated exclusively for charitable, religious, scientific, literary, or educational purposes as shall at the time qualify as an exempt organization or organizations under Section 501(c)(3) of the Internal Revenue Code of 1986 (or corresponding provision of any future United States internal revenue law), as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Court of general jurisdiction of the county in which the principal office of the Corporation is then located, exclusively for such purposes or to such organization or organizations, as said Court shall determine, which are organized and operated exclusively for such purposes.