

**AMENDED**

**BYLAWS**

**OF**

**GREATER INDIANAPOLIS CHAMBER OF COMMERCE, INC.**

**ARTICLE I**

**Membership**

Section 1.1. Members. As provided in the Articles of Incorporation, members of the Greater Indianapolis Chamber of Commerce, Inc. (the “Corporation”) shall be those individuals and organizations who/that complete membership applications and who/that have paid the annual dues as established from time to time by the Board of Directors.

Section 1.2. Membership Applications. Applicants for membership in the Corporation shall apply for membership on the application forms as may be prescribed by the Board of Directors from time to time.

Section 1.3. Duration of Membership; Resignation. Membership in the Corporation may terminate by voluntary resignation as herein provided, or as otherwise provided in these Bylaws or by law. All rights and privileges of a member in the Corporation shall cease on the termination of membership. Any member may voluntarily resign at any time upon fair and reasonable notice to the Corporation. Resignation of a member shall be effective when notice is so given, unless the notice is in writing and provides for a later effective date. 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 such resignation, including any unpaid dues, fees or assessments.

Section 1.4. Expulsion, Suspension, and Termination. A member may be expelled or suspended and a membership may be terminated or suspended only under a procedure that is fair and reasonable and carried out in good faith, as provided by law. Sufficient cause for suspension or termination of voting membership shall include, but not be limited to, violation of these Bylaws, nonpayment of dues, fees or assessments, if any, violation of any lawful rule or practice duly adopted by the Corporation, or any other conduct prejudicial to the interests of the Corporation. Nonpayment of dues, fees or assessments within ninety (90) days after the due date thereof shall result in automatic termination of membership, unless the Executive Committee determines that extenuating circumstances make automatic termination unwarranted in any particular case.

Section 1.5. Dues, Fees, and Assessments. Subject to the Articles of Incorporation, the amount of any membership fees, dues, and assessments applicable to membership in the Corporation or to any class of such membership shall be determined by the Board of Directors. Membership dues are payable on or before the first day of the month after which the member's application was received, and annually thereafter.

## **ARTICLE II**

### **Meetings of Members**

Section 2.1. Annual Meeting. The annual meeting of the members of the Corporation shall be held on the second Thursday in December of each year, or at such other time as may be designated by the Board of Directors. The failure to hold the annual meeting or any regular meeting at the time stated in or fixed in accordance with these Bylaws does not affect the validity of any corporate action or work any forfeiture or dissolution of the Corporation. The annual meeting of members shall be held at the place specified in the notice of the meeting; otherwise, such meeting shall be held at the Corporation's principal office. At the annual meeting of

members, (a) directors shall be elected as provided in Article III below, and (b) the President and Chief Financial Officer, or their designees, shall report on the activities and financial condition, respectively, of the Corporation.

Section 2.2. Regular Meetings. The Corporation may hold regular meetings of members at the times stated in or fixed by a resolution of the Board of Directors. Regular meetings of members shall be held at the place specified in the notice of the meeting; otherwise, any such meeting shall be held at the Corporation's principal office.

Section 2.3. Special Meetings. Special meetings of the members may be called by the Chairman of the Board, by the Board of Directors, by the Executive Committee or by one or more petitions in writing signed, dated and delivered by members entitled to cast at least ten percent (10%) of the votes at the proposed special meeting. Such petition or petitions must demand a special meeting and describe the purpose for which the meeting is to be held. Special membership meetings shall be held at the place specified in the notice of meeting; otherwise, such meeting shall be held at the Corporation's principal office.

Section 2.4. Participation. A member may participate in an annual, a regular, or a special meeting of the members by or through the use of any means of communication by which all members participating may simultaneously hear each other during the meeting. A member participating by this means is considered to be present in person at the meeting.

Section 2.5. Notice of Meetings. At least ten (10) but not more than sixty (60) days before the date of such meeting, on being notified of the place, date and time thereof by the officers or persons calling the meeting, written notice stating the place, date and time of any meeting of the members and in the case of special meetings, or when otherwise required by law, a description of the purpose or purposes for which such meeting is called, shall be given to each

member entitled to vote at such meeting in the manner prescribed by this Section 2.5. Notice may be provided by communicating in person, mail or other method of delivery, or other electronic mean capable of verification, or any other form allowed by law to each member of record entitled to vote at such meeting, at such address (physical or electronic) or to such number (telephone or fax) as appears on the records of the Corporation, by the Secretary of the Corporation or by the officer or persons calling the meeting. "Mail," as used in these Bylaws means either first class, certified or registered United States mail postage prepaid, or private carrier service, fees prepaid or billed to the sender. In addition to, and not by way of limitation of, the foregoing, so long as the Corporation shall have more than one thousand (1,000) members, any notices of any annual, regular or special meeting required to be given to members under these Bylaws, the Articles of Incorporation or applicable law may be given by publication in a newspaper of general circulation as provided in IC 23-17-105. Notwithstanding the foregoing, action taken by the members shall not be invalidated, and notice be deemed sufficient in all respects, if notice is given in any fair and reasonable manner.

Section 2.6. Waiver of Notice. Notice of any meeting may be waived in writing by any member before or after the date and time of the meeting, if the waiver is signed by the member and delivered to the Corporation for inclusion in the minutes or filing with the Corporation's records. A member's attendance at a meeting (a) waives objection to lack of notice or defective notice of the meeting, unless the member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting, and (b) waives any valid objection to consideration of a particular matter at the meeting that is not within the purposes described in the meeting notice, unless the member objects to considering the matter when the matter is presented.

Section 2.7. Voting Rights. Each member of record of the Corporation shall be entitled to vote on each matter voted on by the members as provided in the Articles of Incorporation, except that no member shall be entitled to vote whose dues are unpaid as provided in Section 1.5 hereof.

Section 2.8. Date of Determination of Voting Rights. The Board of Directors may fix a record date to determine the members entitled to notice of a members' meeting, to demand a special meeting, to vote or to take any other action; provided, however, that the record date may not exceed sixty (60) days prior to the meeting or action requiring a determination of members. In the absence of action by the Board of Directors to fix a record date as herein provided, the record date shall be the tenth (10th) day prior to the meeting or action requiring a determination of members.

Section 2.9. Voting by Proxy. A member entitled to vote at any meeting of members may vote either in person or by proxy. A member may appoint a proxy to vote or otherwise act for the member by signing an appointment form personally or by a duly authorized attorney-in-fact of such member. (For purposes of this section, a copy of a signed proxy that has been telecopied, e-mailed or sent by facsimile transmission shall be deemed "signed" by the member.) An appointment of a proxy is valid for eleven (11) months, unless a longer or shorter period is specified in the appointment form. An appointment of a proxy is effective when received by the Secretary or other officer or agent authorized to tabulate votes.

Section 2.10. Quorum; Voting. At any meeting of the members, twenty (20) of the members entitled to vote on a matter, represented in person or by proxy, shall constitute a quorum for action on the matter, unless a higher quorum shall be required by law, the Articles of Incorporation, or these Bylaws. Notwithstanding the foregoing, unless at least one-third (1/3) of

the voting power is present in person or by proxy, the only matters that may be voted on at a meeting of the members are those matters that are described in the meeting notice. After a vote is represented for any purpose at an annual or regular meeting, the member entitled to such vote is considered present for quorum purposes for the remainder of the meeting and for any adjournment of that meeting, notwithstanding the withdrawal from the meeting of enough members to leave less than a quorum unless a new record date is or must be set for that adjourned meeting. 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 a greater number is required by law, the Articles of Incorporation or these Bylaws. Directors are elected by a plurality of the votes cast by the members entitled to vote in the election.

Section 2.11. Voting List. The Corporation shall keep at all times, at the Corporation's principal office, a complete and accurate list of all members entitled to vote by the Articles of Incorporation of the Corporation. After fixing a record date for notice of a meeting, the Corporation shall prepare a list of the names of the Corporation's members who are entitled to notice of the members' meeting. The list must show the address and number of votes each member is entitled to vote at the meeting. Subject to the limitations described below, the list of members must 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 the place identified in the meeting notice where the meeting will be held, and the list must be available for inspection at any time during the meeting or any adjournment thereof. Subject to the limitations described below, a member may also inspect and copy, at any reasonable time and reasonable location specified by the Corporation, the Corporation's

membership list if the member gives the Corporation written notice at least five (5) days before the member desires to inspect and copy the same; provided, however, the following conditions must exist:

- (a) the member's demand must be in good faith and for a proper purpose,
- (b) the member must describe with reasonable particularity the purpose of the inspection, and
- (c) the membership list must be directly connected with the purpose.

Notwithstanding the foregoing, the Corporation in any event may refuse to provide names or identifying information relating to contributors.

### **ARTICLE III**

#### **Board of Directors**

Section 3.1. Duties and Qualifications. The business and affairs of the Corporation shall be managed by the Board of Directors. All of the directors must be members or representatives of members of the Corporation and satisfy the qualifications as hereinafter provided. The Corporation shall have three (3) classes of directors consisting of Elected Directors, Life Directors and Emeritus Directors.

Section 3.2. Number, Term, Election and Appointment. The Board of Directors shall consist of a combined minimum total of twenty-six (26) Elected Directors and Life Directors, with the exact number of directors in each class specified from time to time by resolution of the Board of Directors. There shall be no limit to the combined total number of Elected Directors, Life Directors, or Emeritus Directors serving on the Board of Directors.

- (a) Elected Directors. The Elected Directors shall be elected by the members at the annual meeting of members (or at a special meeting of the members called for that purpose) by a plurality of the votes cast. All members shall receive notice of their

rights to file additional nominations for directors under Section 5.2(b) hereof. The Elected Directors shall be divided into three (3) groups, with the exact number of Elected Directors in each group to be determined from time to time by the Governance Committee. Elected Directors shall serve for staggered terms of three (3) years each; provided, however, that in order that the directors in each group shall equal as nearly one-third (1/3) of the total number of Elected Directors as possible, directors may, upon recommendation of the Governance Committee, be elected for terms of less than three (3) years. Despite the expiration of an Elected Director's term, the Elected Director continues to serve until a successor is elected and qualified, or until there is a decrease in the number of Elected Directors. Elected Directors shall have voting rights.

- (b) Life Directors. Life Directors shall be appointed by the Board of Directors. Each Life Director shall serve until the earlier of his death, resignation or removal. Life Directors shall have voting rights.
- (c) Emeritus Directors. Upon action of the Board of Directors a director may be given the status of Emeritus Director. Each Emeritus Director shall serve until the earlier of his death, resignation or removal. An Emeritus Director shall be invited to attend all meetings of the Board of Directors and shall have the right to participate in all such meetings; however, such person shall not have voting rights. Such person shall not be counted against the authorized number of directors, nor shall such person be counted for purposes of determining whether or not a quorum is present at any meeting of directors.



Section 3.3. Vacancies. Any vacancy among the Elected Directors caused by death, resignation, removal or otherwise, as well as any vacancy caused by an increase in the number of Elected Directors, may be filled by the Board of Directors. The term of office of an Elected Director chosen to fill a vacancy (other than a vacancy caused by an increase in the number of Elected Directors) shall be for the remainder of the unexpired term of the director who caused such a vacancy. The term of office of an Elected Director chosen to fill a vacancy on the Board of Directors caused by an increase in the number of Elected Directors shall expire at the next annual meeting of members at which directors are elected.

Section 3.4. Compensation. Members of the Board of Directors shall receive no compensation for service as directors of the Corporation.

Section 3.5. Removal. Any Elected Director may be removed, with or without cause, by the members whenever the number of votes cast to remove the director would be sufficient to elect the director at a meeting to elect directors. Any Life Director or Emeritus Director may be removed, with or without cause, by the vote of at least eighty percent (80%) of the directors.

Section 3.6. Annual Meetings. Unless the Board of Directors determines otherwise, the Board of Directors shall meet immediately following the annual meeting of the members, at the place where such meeting of members was held, for the purpose of election of officers of the Corporation and consideration of any other business which may be brought before the meeting. No notice shall be necessary for the holding of an annual meeting.

Section 3.7. Regular and Special Meetings.

- (a) Regular Meetings. Regular meetings of the Board of Directors shall be held not less than four (4) times per year pursuant to a schedule approved by the Board of Directors.
- (b) Special Meetings. A special meeting of the Board of Directors shall be held upon the call of the Chairman of the Board of Directors or any five (5) members of the Board of Directors.
- (c) Notice. Notice of any regular or special meeting of the Board of Directors shall be given to each director at least forty-eight (48) hours prior to the meeting specifying the date, time, place and purpose or purposes of the meeting. Such notice may be provided by communication in person, mail (as defined in these Bylaws) or other electronic means of capable of verification (including without limitation by e-mail or facsimile transmission). The location of each regular or special meeting of the directors shall be approved by the Chairman of the Board. A director may waive any required notice of a meeting. The waiver must be in writing, signed by the director entitled to the notice, and filed with the minutes or corporate records. A waiver will be deemed to be in writing if mailed or delivered to the principal office of the Corporation or received by the Corporation by facsimile or e-mail transmission or such other method as contemplated by the Indiana Uniform Electronic Transactions Act ("Indiana UETA"). A director's attendance at or participation in a meeting waives any required notice to the director of the meeting unless the director at the beginning of the meeting or promptly upon the director's arrival, objects to holding the meeting or transacting

business at the meeting and does not vote for or assent to action taken at the meeting.

Section 3.8. Quorum; Voting. One third (1/3) of the total number of Elected Directors and Life Directors in office when action is taken, but in no event fewer than two (2) such directors, shall be necessary to constitute a quorum for the transaction of any business at a meeting of the Board of Directors. If a quorum is present when a vote is taken, the affirmative vote of a majority of the directors present entitled to vote when the act is taken shall be the act of the Board of Directors, unless the act of a greater number is required by law, the Articles of Incorporation, or these Bylaws.

Section 3.9. Action by Consent. Any action required or permitted to be taken at any meeting of the Board of Directors may be taken without a meeting if the action is taken by all directors. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by each director, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken under this section is effective when the last director signs the consent, unless the consent specifies a prior or subsequent effective date. The requirements that such consent be in writing and signed may be met in any manner contemplated by the Indiana UETA, including without limitation by facsimile or e-mail transmission.

## **ARTICLE IV**

### **Committees and Councils**

Section 4.1. Standing Committees. The standing committees of the Corporation shall be the Executive Committee, Governance Committee, Finance Committee, Indianapolis Economic Development Committee, Regional Economic Development Committee and Business Advocacy Committee. The Board of Directors shall delegate to each such standing committee the power, authority and responsibilities as set forth in these bylaws, the charter of such

committee or in a resolution of the board. The Board of Directors shall at all times be entitled to exercise any powers delegated to any standing committee by the Bylaws, and the action of the Board of Directors shall control.

(a) Chairmen of Standing Committees. The Chairman of the Corporation shall serve as chairman of the Executive Committee. The Vice Chairman of the Corporation shall serve as chairman of the Governance Committee. The Treasurer of the Corporation shall serve as the chairman of the Finance Committee. The chairman of each other standing committee shall be appointed, elected or designated as provided in the committee's charter.

(b) Meetings of Standing Committees. Meetings of each standing committee may be called by its chairman or by the Chairman of the Board. Subject to the provisions of the Bylaws, each committee shall hold its meetings in accordance with such rules of procedure and at such places as shall be fixed by a majority of the members of such committee or as otherwise provided in its charter.

Section 4.2. Other Committees. The Board of Directors may from time to time create and appoint standing, special or other committees to undertake studies, make recommendations and carry on functions for the purpose of efficiently accomplishing the purposes of the Corporation. Committees, to the extent specified by the Board of Directors, may exercise the powers, functions or authority of the Board of Directors, except where prohibited by law; provided, however, that if a committee is to exercise board powers, functions, or authority, (a) all the persons serving on the committee must be directors, (b) there must be at least two (2) persons on the committee, and (c) the creation of the committee and the appointment of its members shall be by a majority of all directors in office when the action is taken. Upon acceptance by the

Board of Directors of the final report of any such committee, such committee shall stand discharged.

Section 4.3. Councils. The Board of Directors may from time to time create and appoint councils of the Corporation that shall serve as advisory boards to the Corporation and the Board of Directors. Councils do not have the ability to take action on behalf of the Corporation, and may be comprised of directors or others as the Board of Directors shall determine. The responsibilities of each Council shall be as determined by the Board of Directors.

Section 4.4. Operating Procedures. Each committee and council shall submit to the Board of Directors a written report of its activities at least once annually, or more often when requested by the Chairman of the Board.

## **ARTICLE V**

### **Composition and Duties of Standing Committees**

Section 5.1. Executive Committee.

- (a) Composition. The Executive Committee shall consist of the Chairman of the Board and five (5) or more other members of the Board of Directors who shall be elected by the Board of Directors upon the nomination of the Chairman of the Board. The Chairman of the Board shall act as chairman of the Executive Committee. No member of the Executive Committee shall continue as such after he or she ceases to be a member of the Board of Directors.
- (b) Duties. During the intervals between meetings of the Board of Directors, and subject to such limitations as may be imposed by law, the Articles of Incorporation or the Bylaws, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the

Corporation, except that no action shall be taken which shall conflict with the expressed policies of the Board of Directors. The Executive Committee shall cause minutes of its proceedings to be kept and filed with the minutes of the proceedings of the Board of Directors.

- (c) Action by Consent. Any action required or permitted to be taken at any meeting of the Executive Committee may be taken without a meeting if the action is consented to by all of the members of the Executive Committee. The action must be evidenced by at least one (1) written consent describing the action to be taken, signed by all members of the Executive Committee, and included in the minutes or filed with the corporate records reflecting the action taken. Action taken by consent is effective on the date upon which the last member of the Executive Committee signs the consent, unless the consent specifies a prior or subsequent effective date.

Section 5.2. Governance Committee.

- (a) Composition. The Governance Committee shall consist of the following individuals: the Vice Chairman as chairman of the Committee, the Chairman of the Board, the two (2) most recent available Past Chairmen of the Board; two (2) members of the Executive Committee neither of whom are the current Chairman or a Past Chairman of the Board; and four (4) members of the Board of Directors none of whom are members of the Executive Committee, the current Chairman, or a Past Chairman of the Board. The members of the Governance Committee, other than the Chairman, the Vice Chairman and the two (2) most recent available Past Chairmen of the Board, shall be elected by

the Board of Directors upon nomination of the Chairman of the Board. No director shall be qualified to serve on the Governance Committee if the Committee is required to nominate his or her successor as a director, except that this sentence shall not apply to the two (2) most recent available Past Chairmen of the Board. All members of the Governance Committee shall be members of the Board of Directors.

- (b) Duties. The Governance Committee shall nominate persons to be Elected Directors of the Corporation and give its report to the Board of Directors at its regular meeting next preceding the annual meeting of members. The report of the Governance Committee, together with notice of the right to nominate other persons as hereinafter provided, shall be sent to each member of the Corporation no later than twenty-five (25) days prior to the meeting at which the Elected Directors are to be elected. Any group of twenty (20) or more members may file additional nominations of an eligible person or persons for the position of Elected Director which if made not less than fifteen (15) days before the election date, shall be placed upon the ballot and be voted upon together with the committee's nominations. The Governance Committee shall also be responsible for nominating officers of the corporation and shall submit its list of nominees at the annual meeting of the Board of Directors each year. The Governance Committee shall perform such other duties as these Bylaws or the Board of Directors may prescribe.

## ARTICLE VI

### Officers

Section 6.1. Number and Qualifications. The officers of the Corporation shall consist of a Chairman of the Board, a Vice Chairman, a Vice Chairman-Elect, a President, a Secretary, a Treasurer, and such assistant or subordinate officers as the Board of Directors shall deem necessary. All the officers, except the President and the assistant or subordinate officers shall be chosen from among the directors of the Corporation. Any two (2) or more offices may be held by the same person.

Section 6.2. Election and Designation of Officers.

- (a) Except as otherwise provided herein, each officer of the Corporation shall be elected by the Board of Directors at its annual meeting each year, each to hold office for a term of one (1) year commencing on the first day of January immediately following such annual meeting and until his or her successor shall be duly elected and qualified or until his or her resignation, removal, or death. The President is an employee of the Corporation and shall not be elected as provided in this subsection (a). The Board of Directors shall be responsible for the employment of the President and all terms and conditions of such employment.
- (b) Each individual who has completed a term as Chairman of the Board shall serve as a Past Chairman until the Past Chairman's resignation, removal, or death.



Section 6.3. Vacancies. Whenever any vacancies shall occur in any of the offices of the Corporation for any reason, the same may be filled by the Board of Directors, and any officer so elected shall hold office until the expiration of the term of the officer causing the vacancy and until the officer's successor shall be duly elected and qualified.

Section 6.4. Removal. Any officer of the Corporation may be removed, with or without cause, at any time by the Board of Directors.

Section 6.5. Compensation. Each officer of the Corporation shall receive such compensation for his or her services in such office as may be fixed by action of the Board of Directors.

Section 6.6. Delegation of Official Authority. In case of the absence or disability of any officer of the Corporation, the Board of Directors may delegate the powers or duties of such officer to any officer or any other qualified person for a specified period.

## **ARTICLE VII**

### **Powers and Duties of Officers**

Section 7.1. Chairman of the Board. The Chairman of the Board shall preside at all meetings of the members and meetings of directors and shall perform such other duties as the Bylaws or Board of Directors may prescribe. The Chairman of the Board shall serve as chairman of the Executive Committee and a member of the Governance Committee, and shall have voting rights with respect to each of those positions. The Chairman of the Board shall also serve as an ex-officio member of each other standing committee, but shall not be a voting member of those other standing committees.

Section 7.2. Vice Chairman. The Vice Chairman shall perform all duties incumbent upon the Chairman of the Board during the absence or disability of the Chairman of the Board,

and shall perform such other duties as the Bylaws or the Board of Directors may prescribe. The Vice Chairman shall also serve as chairman of the Governance Committee.

Section 7.3. Vice Chairman-Elect. The Vice Chairman-Elect shall perform such duties as the Board of Directors may prescribe.

Section 7.4. President. The President shall be in charge of the full-time staff of the Corporation and shall be responsible for the employment of personnel, the compensation to be paid such personnel, and the other terms and conditions of employment. Subject to the authority and direction of the Board of Directors and the Chairman of the Board, the President shall be responsible for and have charge of the activities of the Corporation and have the powers and duties usually attributed to the chief executive officer of a corporation, including the execution on behalf of the Corporation of all deeds, leases, contracts and other official documents. The President shall have such other duties as the Bylaws or the Board of Directors may prescribe.

Section 7.5. Secretary. The Secretary shall attend all meetings of the members and of the Board of Directors, and prepare, keep, or cause to be kept, a true and complete record and minutes of the proceedings of such meetings. If required, the Secretary shall attest the execution by the Corporation of deeds, leases, agreements and other official documents and shall affix the corporate seal thereto. The Secretary shall attend to the giving and serving of all notices of the Corporation required by these Bylaws, shall have custody of the books (except books of account) and records of the Corporation, shall be responsible for authenticating records of the Corporation, and in general shall perform all duties pertaining to the office of Secretary and such other duties as these Bylaws, the Board of Directors, or an officer authorized by the Board may prescribe.

Section 7.6. Treasurer. The Treasurer shall keep, or cause to be kept, correct and complete records of account, showing accurately at all times the financial condition of the Corporation. The Treasurer shall have charge and custody of, and be responsible for, all funds, notes, securities and other valuables which may from time to time come into the possession of the Corporation and shall deposit, or cause to be deposited, all funds of the Corporation with such depositories as the Board of Directors shall designate. At each annual meeting of the members, the Treasurer, or the Treasurer's designee, shall report on the financial condition of the Corporation. The Treasurer, or the Treasurer's designee, shall furnish, at meetings of the Board of Directors or whenever requested, a statement of the financial condition of the Corporation, and in general shall perform all duties pertaining to the office of Treasurer and such other duties as the Bylaws, Board of Directors, or an officer authorized by the Board may prescribe.

Section 7.7. Assistant Officers. The Board of Directors may from time to time designate and elect assistant officers who shall have 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 these Bylaws or the Board of Directors may prescribe. An Assistant Secretary may, in the absence or disability of the Secretary, attest the execution of all documents by the Corporation.

## **ARTICLE VIII**

### **Miscellaneous**

Section 8.1. Corporate Seal. The seal of the Corporation shall be circular in form with the name of the Corporation around the top of its periphery, the word "Indiana" around the bottom, and words "Non-Profit" and "Seal" through its center. A corporate seal, however, shall not be required for any purpose, and its absence shall not invalidate any document or action.

Section 8.2. Execution of Contracts and Other Documents. All written contracts and other documents entered into by the Corporation shall be executed on behalf of the Corporation

in accordance with the financial authority policy adopted from time to time by the Executive Committee.

Section 8.3. Fiscal Year. The fiscal year of the Corporation shall begin on the first day of January of each year and end on the last day of December of each year.

Section 8.4. Number; Gender. Whenever in these Bylaws a singular word is used, it also shall include the plural whenever required by the context and vice-versa. All references to the masculine, feminine or neuter genders in these Bylaws shall include any other gender as the context requires.

## **ARTICLE IX**

### **Amendments**

Subject to applicable law and the Articles of Incorporation, the power to make, alter, amend, or repeal all or any part of these Bylaws is vested in the Board of Directors. The Corporation must provide notice to the directors of any meeting at which an amendment to these Bylaws is to be considered and voted upon. The affirmative vote of a majority of all directors then in office shall be necessary to effect any such change in the Bylaws.

Bylaws passed and approved by the Board of Directors August 9, 1956:

Amended on January 8, 1959

Amended on October 14, 1965

Amended on January 13, 1966

Amended on November 14, 1968

Amended on April 11, 1974

Amended an November 13, 1975

Amended an March 11,1976

Amended on February 10,1977

Amended on November 13, 1980

Amended on October 27, 1983

Amended on November 12, 1987

Amended on January 12, 1995

Amended on December 12, 1996

Amended on October 14, 1999

Amended on November 8, 2000

Amended on January 12, 2006

Amended on April 1, 2014