

**BY-LAWS OF THE
CLARK-PLEASANT EDUCATION FOUNDATION, INC.
(Approved November 5, 2024)**

These By-Laws of the Clark-Pleasant Education Corporation, Inc. ("By-Laws") supersede and completely restate the original By-Laws that were effective on or around October 9, 2012. These By-Laws are effective as of November 5, 2024.

**ARTICLE I
Name, Office, and Registered Agent**

1.1. Corporate Name. The name of the corporation is the **Clark-Pleasant Education Foundation, Inc.** ("Corporation"). The Corporation is a public benefit corporation that was formed on or about October 9, 2012, pursuant with the provisions of the Indiana Not-For-Profit Corporation Act of 1991, as codified at IND. CODE § 23-17-1-1, *et seq.*, (the "Act"). "

1.2. Principal Office. The Corporation shall have and continuously maintain a principal office at such location in the State of Indiana as the Board of Directors of the Corporation (the "Board" or "Board of Directors") shall from time to time determine. The Corporation may maintain such other offices and keep its books, documents and records at such other places within and without the State of Indiana as from time to time may be designated by the Board of Directors or as the operations or affairs of the Corporation may require. The current principal office of the Corporation is located at 50 Center Street, Whiteland, Indiana 46184.

1.3. Registered Office and Registered Agent. The Corporation shall have and continuously maintain a registered office and agent in the State of Indiana in accordance with requirements of the Act. The registered office may, but need not, be identical with the principal office of the Corporation.

**ARTICLE II
Purposes and Powers**

2.1. General Purposes of the Corporation. The Corporation was formed to:

(a) Encourage, recognize, reward, and support creativity, innovation, achievement, and excellence within the students, teachers, and administrators of the Clark-Pleasant Community School Corporation ("CPCSC"); Develop partnerships with individuals, families, community groups, local businesses, and philanthropies to enhance educational opportunities within the CPCSC;

(b) Inspire parents and alumni of CPCSC to participate in the learning process;

(c) Work with teachers and administrators in order to enhance the quality of public education; and

(d) Transact any and all lawful business for which nonprofit corporations may be incorporated under the Act.

2.2. Nonprofit Purposes of the Corporation.

(a) The Corporation is organized to operate exclusively for the charitable purposes established in this Article II. Contributions received by the Corporation will either be used to directly satisfy these purposes or will be invested with the income generated therefrom used to carry out the Corporation's charitable purposes.

(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 distribution of statements), any political campaign on behalf of any candidate for public office.

(c) Notwithstanding any other provision of these By-Laws, the Corporation shall not carry on any other activities not permitted to be carried on:

(i) By a Corporation exempt from Federal income tax under Section 501(c)(3) of the Internal Revenue Code of 1986 ("Code"), or corresponding provisions of any subsequent federal tax laws, or

(ii) By a Corporation, contributions to which are deductible under Section 170(c)(1) or (2) or Section 2522(a)(1) or (2) of the Code, or corresponding provisions of any subsequent Federal Tax law.

2.3. Powers. Subject to any limitation or restriction imposed by the Act, any other law, or any other provision of these By-Laws, the Corporation shall have the power to:

(a) To do everything necessary, advisable, or convenient for the accomplishment of any of the purposes hereinbefore set forth, or which shall at any time appear conducive to or expedient for the protection or benefit of the Corporation and to do all of the things incidental thereto or connected therewith which are not forbidden by law; and

(b) To have, exercise and enjoy in furtherance of the purposes herein before set forth all the general rights, privileges, and powers granted to corporations by the Act, as now existing or hereafter amended, and by the common law.

2.4. Limitation Upon 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 assets of the Corporation exclusively for the purposes of the Corporation in such a manner, or to such organization(s) organized and operated exclusively for charitable or educational purposes as shall at the time qualify as an exempt organization(s) under Code Section 501(c)(3), or corresponding provisions of any subsequent federal tax law, as the Board of Directors shall determine. Any such assets not so disposed of shall be disposed of by the Judge of the applicable court in Johnson County, Indiana, exclusively for such purposes or to such

organization or organizations, as said court shall determine, which are organized and operated exclusively for such tax exempt purposes.

ARTICLE III

Members

3.1. Members of the Corporation. As otherwise provided herein, membership in the Corporation shall be coextensive with membership on the Board of Directors ("Board") of the Corporation. Accordingly, only members of the Board of Directors of the Corporation shall be Members of the Corporation, and the Corporation shall have no other members. The term Member and the term Director are therefore used herein interchangeably.

3.2. Liability of Members. No Member shall be liable for any debts or losses of the Corporation or be required to contribute or lend funds to the Corporation except to the extent provided in these By-Laws or in a separate agreement between the Member and the Corporation.

3.3. Sponsors. Persons who make financial, service, or other contributions to or for the benefit of the Corporation may be given or referred to by an honorary title, such as "Sponsor." There shall be no limit to the number of persons given such honorary title. A Sponsor is not entitled to participate in any Board meeting or vote on any matter before the Board, unless such Sponsor is also a Member of the Corporation.

ARTICLE IV

Board of Directors

4.1. The property, affairs, and activities of the Corporation shall be managed by its Board of Directors, which may exercise all such powers of the Corporation and do all such lawful acts and things as are permitted by law, Articles of Incorporation or by these By-Laws.

4.2. Number, Tenure, Qualifications, and Election.

(a) **General Limitations.** At all times, the Board of Directors of the Corporation (the "Board" or "Board of Directors") shall endeavor to consist of not less than seven (7) and not more than fifteen (15) Directors. The actual number of Directors shall be determined from time to time by Resolution of the Directors, but in no event shall the number of Directors be less than three (3).

(b) **Nomination and Vote.** Candidates for the position of Director shall be nominated by the submission of a written or verbal nomination from a Director to the Secretary at least thirty (30) days before the date designated for an election. Directors shall be elected to the Board by a majority vote of the existing Directors at a regular or special meeting of the Board. For clarity, a majority vote of the existing Directors is the majority of all of the Directors of the Corporation and not just the majority of Directors in attendance at the meeting.

(c) **Term.** Each Director shall be elected for a term of nine (9) years. After not serving as a Director for at least one (1) year, a Director may again be re-elected to serve a new nine (9)-year term.

(d) Removal. Any Director may be removed from office by a majority vote of the existing Directors at a regular or special meeting of the Board. For clarity, a majority vote of the existing Directors is the majority of all of the Directors of the Corporation and not just the majority of Directors in attendance at the meeting.

(e) School Appointments. Notwithstanding any contrary provisions contained herein, the CPCSC shall have the authority to appoint two (2) members to the Board, who shall serve such terms as determined by the School Corporation and shall otherwise only be removed by the School Corporation.

4.3. Resignations. Any Director of the Corporation may resign at any time by delivering written notice of intention to do so to the President or the Secretary of the Board. Any such resignation shall take effect upon delivery or at any time specified therein, and unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

4.4. Annual Meeting. The annual meeting of the Board of Directors shall be held after the end of each fiscal year of the Corporation at a date, time, and place fixed by the President. Failure to hold an annual meeting at the time designated shall not work a forfeiture or dissolution of the Corporation.

4.5. Regular Meetings. The Board of Directors shall also meet monthly, if not more often, at such time and place as shall be designated by the Board of Directors, for the purpose of transacting such business as may properly come before the meeting. No notice shall be necessary for any regular, monthly meeting.

4.6. Special Meetings. Special meetings of the Board of Directors may be held upon call of the President of the Corporation or by two-thirds (2/3) of the Board. The person or persons calling such meeting shall give or cause the Secretary of the Board to give written or oral notice of the special meeting, specifying the time and place of the meeting. The notice of each special meeting must state the purpose or purposes of the meeting and the business transacted at any special meeting shall be limited to the purpose or purposes stated.

4.7. Notice of Meetings. Written notice of the time and place of each meeting of the Board of Directors, other than the regular monthly meeting, shall be given or caused to be given to each Director by the President or the Secretary of the Board at least ten (10) but not more than twenty (20) days prior to such meeting, except that notice of any such meeting need not be given to any Director who waives such notice.

(a) Form of Notice. Whenever under the provisions of these By-Laws, notice is required to be given to a Director, it shall not be construed to mean notice given in person, but such notice may be given in writing and mailed by United States first class mail to such Director at his or her address as it appears on the records of the Corporation, and shall be deemed given when deposited in the United States mail. Such notice may also be provided by electronic transmission directed

to a Director in such manner as the Director shall have specified to the Corporation, including by facsimile transmission, electronic mail, or posting on an electronic network.

(b) Waiver. Notice of any such meeting may be waived in writing by a Director, if the waiver sets forth in reasonable detail the purpose or purposes for which the meeting is called, and the date, time and place thereof. Attendance at any meeting in person or by proxy shall constitute a waiver of notice of such meeting except when the Director attends such meeting for the express purpose of objecting because the meeting has not been lawfully called and does not thereafter vote for or assent to any action taken at the meeting. Each Director, who has in the manner above provided waived notice of a Board meeting, or who personally attends a Board of Directors' meeting, or is represented thereat by a proxy authorized to appear by an instrument of proxy, shall otherwise be conclusively presumed to have been given due notice of such meeting.

4.8. Participation in Meetings. Any or all Directors may participate in a meeting of the Board or committee of the Board by any means of communication by which all participating persons may simultaneously hear each other during the meeting. A Director participating in a meeting by this means is deemed to be present in person at the meeting.

In addition, but subject to any limitations or requirements contained in applicable law, the Corporation's Articles of Incorporation or these By-Laws: (i) Board meetings may be held by electronic transmission, (ii) notices and other communications may be electronically transmitted, (iii) voting of the members of the Board of Directors may be by electronic transmission, and (iv) the consent of a member of the Board of Directors may be given or transmitted by electronic transmission.

4.9. Quorum. Except as otherwise specifically provided herein or by statute, the presence of a majority of the Directors shall be necessary to constitute a quorum for the transaction of any business, and the act of the majority of such persons present and voting at any meeting at which a quorum is present shall be the act of the Board of Directors.

In the absence of a quorum, a majority of those Directors present may adjourn the meeting from time to time to another time or place until a quorum is present at which time any business may be transacted at the meeting as regularly scheduled. Notice need not be given of the adjourned meeting if the date, time, and place thereof are announced at the meeting at which the adjournment is taken, unless the adjournment is for more than thirty (30) days, in which event a notice of the adjourned meeting shall be given to each Director entitled to vote at the meeting, as otherwise provided in these By-Laws.

4.10. Action Without Meeting. Any action required by applicable law, the Corporation's Articles of Incorporation or these By-Laws to be taken at a meeting or any action which may be taken at a meeting of the Board of Directors may be taken without a meeting of the Board if, prior to such action, written consents setting forth the action to be so taken shall be signed by all of the members of the Board of Directors eligible to vote on such matter and such written consents shall be filed with the minutes of the proceedings of the Corporation. Such written consents shall be filed with the minutes of the proceedings of the Board and shall have the same force and effect as a vote of the Directors occurring at a meeting at which the necessary quorum was present.

4.11. Resolution. The term “Resolution” as used herein means either a written resolution of the Board or a motion passed by the Board at a special or regular meeting as such is noted in the minutes of the Board meeting. Unless otherwise stated herein or in the Articles of Incorporation, any motion or Resolution shall be approved by a majority of the Directors in attendance at the special or regular meeting, provided that Quorum is satisfied.

4.12. Compensation of Directors. A Director, while serving as a member of the Board of Directors and on any standing or special committee, shall serve without compensation. However, Directors shall be entitled to reimbursement for out-of-pocket expenses reasonably incurred in the discharge of their duties as a Director or a committee member. Nothing herein contained shall be considered, however, to preclude any Director from serving the Corporation in any capacity and receiving reasonable compensation therefore as fixed by the Board of Directors.

4.13. Director Attendance at Corporation Meetings. No Director may miss more than three (3) regular board meetings in any fiscal year without being excused by a majority vote of the Board. A Director failing to comply with this rule may be removed by majority vote by the Board in accordance with Article 4.2(d).

4.14 Conflict of Interest. In any vote on a contract or other transaction between the Corporation and one or more of the Directors or any other entity in which one or more of the Directors is a director or officer or is financially interested:

(a) The fact of the relationship or interest shall be disclosed or known to the Board or the special committee which authorizes, approves, or ratifies the contract or transaction, and the contract or transaction shall be authorized, approved, or ratified by a vote or consent sufficient for the purpose without counting the vote or consent of the interested Director; and

(b) The contract or transaction must otherwise be fair and reasonable to the Corporation.

An interested Director will not be counted in determining the presence of a quorum at a meeting of the Board of Directors or a committee thereof, and will not participate in the vote which authorizes, approves, or ratifies such contract or transaction.

4.15. Restrictions on Authority.

(a) No Illegal Acts. No Director, Officer, or other person shall have authority to take any action which would cause the Corporation to violate any applicable federal, state or local law or regulation.

(b) Unanimous Consent Required. Without the unanimous consent of the Directors, no Director, Officer, or other person shall have authority to do any of the following:

(i) Do any act in contravention of these By-Laws, including without limitation, any act which would make it impossible to carry on the operations of the Corporation or which would materially alter the operations of the Corporation;

(ii) Possess any property or assign, transfer, or pledge the rights of the Corporation in specific property, for other than the exclusive benefit of the Corporation;

(iii) Employ, or permit to be employed, the funds or assets of the corporation in any manner except for the exclusive benefit of the Corporation; or

(iv) Commingle the Corporation's funds with his or her own or any other person's funds.

4.16. Other Activities of Directors. Notwithstanding any contrary provision in the Act, any Director of the Corporation may engage independently or with others in other ventures, or make or manage other investments, without the necessity of informing the Corporation or the other Directors. Neither the Corporation nor any Director shall have any right by virtue of these By-Laws or the relationship created hereby or by the Act in or to such other ventures or activities or to the income or proceeds derived therefrom, and the pursuit of such ventures shall not be deemed wrongful or improper.

ARTICLE V

Committees of the Board

5.1. General. By duly adopted Board Resolution, the Board may appoint such committees as it deems desirable to carry out the functions of the Board, including, but not limited to committees focused upon educational support, scholarships, fine arts, and athletics. Unless a member of any such committee resigns, dies, or is removed by the Board prior thereto, each member of any such committee shall hold office until the annual meeting of the Board next following the member's appointment.

5.2. Committee Procedures. Each committee established pursuant to these By-Laws shall establish its own rules of procedure and the time and place for its meetings, subject to the same requirements with respect to notice as are specified in these By-Laws for regular and special meetings of the Board. Furthermore, any action which may be taken at a committee meeting, may be taken without a meeting if, prior to such action, a written consent to such action is signed by a simple majority of the members of the committee thereof and shall be filed with the minutes of the proceedings of such committee. Such written consents shall be filed with the minutes of the proceedings of the committee and shall have the same force and effect as a vote of the members of the committee occurring at a meeting at which the necessary quorum was present.

5.3. Committees of the Board.

(a) **Executive Committee.** The Executive Committee shall consist of the President, Treasurer, and Secretary of the Corporation. The Executive Committee may include other Directors, as well as non-Directors. The President of the Corporation shall serve as the Chairman

of the Executive Committee. The President of the Corporation may select any Director to serve as an alternate in the event of the absence of any Executive Committee member. The Executive Committee shall endeavor to:

(i) Prepare and make recommendations to the Board on policies, rules, regulations, budgets, programs, fundraising, and strategic plans of the Corporation;

(ii) Review budgets of the Corporation as prepared by the Finance Committee and make recommendations to the Board regarding their adoption;

(iii) Employ, hire, and terminate workers and/or contractors that are necessary to perform tasks for Corporation;

(iv) Set the pay and, if necessary, reprimand workers of the Corporation;

(v) Assign one or more Directors, employees, or contractors to be listed on the bank account with the Treasurer of the Corporation; and

(vi) Conduct the business of the Corporation between the meetings of the Board. Unless limited by a Board Resolution, the Executive Committee shall have and may exercise all the authority of the Board of Directors in the management of the business and affairs of the Corporation between the Board's meetings; provided, however, the Executive Committee shall not have the authority to dissolve the Corporation, dispose of all or nearly all of its assets, or act in any way that would jeopardize the Corporation. All acts of the Executive Committee shall be reviewed and deemed approved by the Board of Directors at its next meeting in the absence of action to the contrary. Full minutes of the Executive Committee action shall be recorded for the above purpose and distributed to the Board of Directors prior to or at its next meeting.

(b) Growth & Development Committee. The Board shall endeavor to establish a Growth & Development Committee that includes no fewer than one (1) Director. The Growth & Development Committee may include other Directors, as well as non-Directors, and should endeavor to have a total of four (4) committee members. The Growth & Development Committee shall endeavor to:

(i) Meet as often as the committee determines, but no less than four (4) times a year;

(ii) Create and maintain a strategic plan for the Corporation and present any updates to the plan to the Executive Committee or the Board at least annually;

(iii) Create and track annual goals for the Corporation and present them to the Board at least annually;

(iv) Create and update Policy for the Corporation to include "best practices" within the Corporation and present such Policy to the Executive Committee or Board for approval;

(v) Develop and oversee necessary amendments to the By-Laws, and present suggested amendments to the Executive Committee; and

(iii) Create a and update expectations for Directors to be presented to the Executive Committee or Board for approval.

(c) Finance Committee. The Board shall endeavor to establish a Finance Committee that includes no fewer than one (1) Director. The Finance Committee may include other Directors, as well as non-Directors, and should endeavor to have a total of four (4) committee members. The Finance Committee shall endeavor to:

(i) Meet as often as the committee determines, but no less than two (2) times a year;

(ii) Provide accounting and auditing reviews of the Corporation's finances and bank accounts;

(iii) Oversee the management of the Corporation's investments;

(iv) Assist the Treasurer in preparing the annual budget of the Corporation, to be submitted to the Executive Committee or Board for approval;

(v) Assist the Treasurer in preparing monthly financial reports to the Board;

(vi) Assist the Treasurer in the preparation and filing of any annual tax documents;

(vii) Create and update an investment policy for the Corporation; and

(viii) Ensure adherence to the Corporation's investment policy and report investment performance to the Executive Committee or Board, at least twice per year.

(d) Grant Committee. The Board shall endeavor to establish a Grant Committee that includes no fewer than one (1) Director. The Grant Committee may include other Directors, as well as non-Directors. The Grant Committee shall endeavor to:

(i) Meet as often as the committee determines, but no less than two (2) times a year;

(ii) Create and maintain a strategy for seeking and obtaining grants;

(iii) Track the success of the Corporation's grant writing campaign; and

(iv) Report updates to the grant strategy and grant writing success to the Executive Committee or Board, at least annually.

(e) Scholarship Committee. The Board shall endeavor to establish a Scholarship Committee that includes no fewer than one (1) Director. The Scholarship Committee may include other Directors, as well as non-Directors. The Scholarship Committee shall endeavor to:

(i) Meet as often as the committee determines, but no less than two (2) times a year; and

(ii) Oversee the application and selection process for each scholarship managed by the Corporation;

(f) Fundraising & Events Committee. The Board shall endeavor to establish a Fundraising & Events Committee that includes no fewer than one (1) Director. The Fundraising & Events Committee may include other Directors, as well as non-Directors, and should endeavor to have a total of four (4) committee members. The Fundraising & Events Committee shall endeavor to:

(i) Meet as often as the committee determines, but no less than four (4) times a year; and

(ii) Develop and implement a strategy to ensure that the Corporation raises enough funds to satisfy the budget needs each year;

(iii) Report updates to the fund-raising strategy to the Executive Committee or Board, at least annually; and

(iv) Report the results of each fundraiser to the Executive Committee or Board within thirty (30) days of completion of fundraiser.

ARTICLE VI

Officers

6.1. Principal Officers. The principal officers of the Corporation shall be President, Vice President, Secretary, and Treasurer.

6.2 Officer Succession and Election. Unless otherwise determined by the Board of Directors, the term of an elected officer shall be two (2) years in a specific position. There shall be a succession line for officers. The Secretary shall become the Vice President, and the Vice President shall become the President. When the President rolls out of office, he or she will serve as a Director or may fill another office. When one or more offices are empty and need to be filled by a vote, then any Director may nominate a Director (including herself or himself) to run for such office. Such officer(s) shall be elected at a special or regular meeting of the Board, by a majority of the existing Board of Directors. For clarity, a majority vote of the existing Directors is the majority of all of the Directors of the Corporation and not just the majority of Directors in attendance at the meeting.

6.3 Qualifications and Salaries. Only Directors are eligible to hold office in the Corporation. There shall be no salary for elected officers, although other employees of the Corporation may receive compensation for their services. Accordingly, employees or contractors of the Corporation shall not be Directors of the Corporation.

6.4. Resignations. Any officer may resign at any time by delivering written notice of intention to do so to the President or Secretary of the Corporation. Any such resignation shall take effect upon such delivery or at the time specified therein and, unless otherwise specified therein, the acceptance of such resignation by the Board of Directors shall not be necessary to make it effective.

6.5. Removal. Any officer of the Corporation may be removed from office at any time by the affirmative vote of a majority of the existing Directors. For clarity, a majority vote of the existing Directors is the majority of all of the Directors of the Corporation and not just the majority of Directors in attendance at the meeting.

6.6. Vacancies. Any vacancy in an office may be filled i) by transitioning next the officer in the line of succession into such vacancy or ii) by vote if a majority of the Board of Directors decides to fill the vacancy with another Director. Any vacancy filled by vote shall be made the affirmative vote of a majority of the existing Directors. For clarity, a majority vote of the existing Directors is the majority of all of the Directors of the Corporation and not just the majority of Directors in attendance at the meeting

6.7. President. Subject to the authority of the Board of Directors, the President shall be the chief executive officer of the Corporation, shall have general direction and supervision of the affairs of the Corporation, shall preside at meetings of the Board of Directors, shall see that all orders and Resolutions of the Board of Directors are carried into effect, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The President may execute on behalf of the Corporation deeds, bonds, and mortgages and other instruments, except where the signing and execution thereof shall be expressly delegated by the Board of Directors to some other officer or agent of the Corporation.

6.8. Vice President. The Vice President shall attend all meetings of the Directors of the Corporation, and in the absence of the President, serve as presiding officer of such meetings. In the absence of the President, the Vice President shall be empowered with all the powers and authority as authorized to the President, which includes, but shall not be limited to, service as chief executive officer with general direction and supervision of the affairs of the Corporation as provided in these By-Laws. The Vice President shall assist in the development and generation of programs for the Corporation, and shall have such other powers and perform such other duties as may be prescribed from time to time by the Board of Directors. The Vice President shall succeed to the office of President upon a vacancy in the office of the President and shall serve the former president's unexpired term.

6.9. Secretary. The Secretary or his/her appointed representative shall attend all meetings of the Board of Directors and shall record all the proceedings of such meetings in a book

to be kept for that purpose. The Secretary shall give, or cause to be given, notice of all meetings of the Board of Directors when notice is required by law or these By-Laws.

6.10. Treasurer. The Treasurer shall receive and take custody of the monies, securities and other valuable effects of the Corporation, shall maintain complete and accurate accounts of the receipts and disbursements of the Corporation in books belonging to the Corporation; and shall be responsible for the security and safe deposit of all monies, securities, and other valuable effects in the name and to the credit of the Corporation in such depositories as may be designated by the Board of Directors. (All such securities may be registered in the name of the custodian or the nominee of such custodian.) The Treasurer shall render to the Board of Directors an annual report of the financial condition of the Corporation which shall include a summary of all investment transactions in respect to the assets of the Corporation, and render to the Board of Directors such interim financial reports as the Board of Directors may request. All checks and other commercial paper shall be signed on behalf of the Corporation by the Treasurer and by such other officer(s) as the Board of Directors from time to time shall designate.

6.11. Duties of Officers May Be Delegated. Except as otherwise provided by law, in case of the absence of any officer of the Corporation or for any reason that the Board of Directors may deem sufficient, the Board may delegate the powers or duties, or any of them, of such officer to any other officer, to any Director, or to any employee or contractor of the Corporation.

ARTICLE VII **Miscellaneous**

7.1. Check, etc. All checks, drafts, endorsements, notes, and evidences of indebtedness of the Corporation shall be signed on behalf of the Corporation by one officer and such other person as the Board of Directors may designate from time to time.

7.2. Execution of Other Instruments. All contracts, deeds, and other instruments shall be signed on behalf of the Corporation by the presiding officer of the Board of Directors, and, if necessary, any other officer of the Corporation.

7.3. Fiscal Year. The fiscal year of the Corporation is the twelve-month period beginning January 1 and ending December 31 of the same year. The Board may change the fiscal year of the Corporation through a vote of a majority of the Directors in attendance at a meeting.

7.4. Deposits and Gifts. All funds of the Corporation shall be deposited from time to time to the credit of the Corporation in such depositories as the Board shall designate. The Board may accept on behalf of the Corporation any contribution, gift, request or devise for the general purposes or for any special purpose of the Corporation. If accepted by the Corporation, gifts made to the Corporation earmarked or designated for a specific tax-exempt purpose or committee will be honored, provided the condition is consistent with the purposes of the Corporation as stated herein and Article 7.6 below.

7.5. Indemnification of Directors, Officers, and Employees. Any current or former Director, member, officer, or employee of the Corporation shall be indemnified and saved harmless to the fullest extent legally permissible under and pursuant to the Act, the Corporation's Articles of Incorporation, and these By-Laws against all reasonable expenses (including attorney's fees), judgments, fines, and amounts paid in settlement, actually and necessarily incurred by or imposed upon her or him in connection with the defense of any threatened, pending or completed action, suit or proceeding, whether civil, criminal, administrative or investigative to which such person is made a party or is threatened to be made a party by reason of such person's being or having been a member, Director, officer, or employee, except in relation to matters as to which such person shall be adjudged in such action liable for fraud, or willful misconduct in the performance of duty. Such right of indemnification shall not be exclusive of any rights to which any such member, Director, officer, or employee may be entitled as a matter of law, or which may be lawfully granted to such person; and the indemnification hereby granted by the Corporation shall be in addition to and not in limitation of any other privilege or power which the Corporation may lawfully exercise with respect to indemnification or reimbursement of members, Directors, officers or employees.

The terms "member", "Director", "officer", and "employee" as used in this Article 7.5 shall include the executor, administrator or other personal representative of such person.

7.6. Exempt Activities. Notwithstanding any other provision of these By-Laws, no Director, officer, employee, contractor, or other representative of the Corporation shall take any action or carry on any activity by or on behalf of the Corporation not permitted to be taken or carried on by an organization exempt under Section 501(c)(3) of the Internal Revenue Code and the Regulations thereunder as they now exist or as they may hereafter be amended. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation of the Corporation and not in substitution therefore.

7.7. Prohibitions Against Sharing in Corporation Earnings. No Director, officer, employee, member of a committee, or any other person connected with the Corporation, or any other private individual shall receive any of the net earnings or pecuniary profit from the operation of the Corporation; provided, however, that this shall not prevent the payment of any person of such reasonable compensation for services rendered to or for the Corporation in effecting the purposes set forth herein; and no such person or persons shall be entitled to share in the distribution of any of the corporate assets upon the dissolution of the Corporation. The prohibitions contained in this Section shall be deemed cumulative with respect to any similar provision or provisions of the Articles of Incorporation, Articles of Amendment or Articles of Restatement and not in substitution therefore.

7.8. Debt and Loans. The Corporation shall not take actions that will cause a net deficit in its endowment or unrestricted funds. No loans shall be contracted on behalf of the Corporation and no evidence of indebtedness shall be issued in its name unless authorized by the Board of Directors. Such authority may be general or confined to specific instances. Accordingly, with Board approval, the Corporation may borrow money from financial institutions in order to fund projects within the mission of the Corporation. However, in no event shall any loan of money or property be made by the Corporation to its officers or Directors.

7.9. Dissolution. In the event the Board of Directors of the Corporation determines that the Corporation should be dissolved, then in such event, all of the assets of the Corporation, over and above those needed to pay off any debts and liabilities of the Corporation, shall be distributed to corporations or organizations which are exempt organizations under Section 501(c)(3) of the Internal Revenue Code of 1986, as amended, or any successor statute thereto, provided the distributee(s) have exempt purposes similar to those of the Corporation. After the property has been substantially disposed of in such manner, the Corporation shall take such legal steps as may be necessary to dissolve and after the dissolution has been accomplished, any money or property remaining shall also be distributed in such manner.

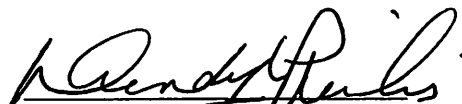
7.10. By-Law Amendment. The Board of Directors shall have the power to alter, amend, or repeal these By-Laws in whole or in part. Said change may be effected at any regular meeting of the Board of Directors or at any Special Meeting thereof, provided that the notice of said special meeting includes notice of the intention to amend said By-Laws, including the text, thirty (30) days prior to voting. The approval of a simple majority of all Directors, either in person or by written consent ballot, as approved by the Board, shall be required to approve such alteration, amendment or repeal.

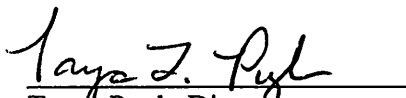
IN WITNESS WHEREOF, these By-Laws are executed effective as of November 5, 2024.

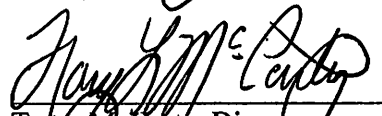

Dr. Timothy Edsell, Director

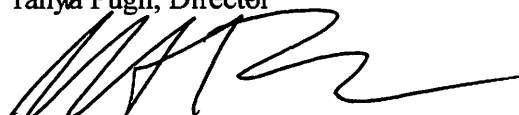

Dr. Cassandra Shipp, Director


Tina Dolan, Director


Wendy Preilis, Director


Tanya Pugh, Director


Tracy McCarty, Director


Michael Benefield, Director


Leslie Beeson, Director