BYLAWS
OF
PROFESSIONALS IN NUTRITION FOR EXERCISE AND SPORTS, INC.
(An Indiana, USA Non-Profit Corporation)

Effective as of May 2018
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ARTICLE I.
Offices

1. Business Offices. The principal office of the corporation in the State of Indiana, United States of America, (USA) shall be located at 401 W. Michigan St, Indianapolis, IN 46202, USA. The corporation may have such other offices, either within or out of the State of Indiana, USA as the Board of Directors may determine or as the affairs of the corporation may require from time to time.

2. Registered Office. The corporation shall have and continuously maintain in the State of Indiana a registered office, and a registered agent whose office is identical with such registered office, as required by the Indiana Revised Nonprofit Corporation Act (the “Act”). The registered office may be, but need not be, identical with the principal office if the principal office is in the State of Indiana, USA. The address of the registered office may be changed from time to time by the corporation as long as the proper filings are made with the Indiana Division of Corporations and Commercial Code.

ARTICLE II.
Members

1. Classes of Members. The corporation shall have four classes of members: (a) Professional Members, (b) Associate Members (c) Student Members and (d) Organization Members. Except as otherwise noted herein, all members shall have the same rights and obligations. The designation of such classes and the qualifications and rights of the members of such class shall be as follows:
(A) **Professional Members.** Professional Membership is available to individuals who (i) have graduated with a degree in an exercise science/health/nutrition related field of study; (ii) are professionally active in sport and exercise nutrition through teaching, clinical practice (including performance nutrition support), research, and experience; and (iii) have a current and sustained membership in the national organization for sports nutrition in such member’s country, if available, and/or the national sport science/medicine or nutrition/dietetic organization in such member’s country, if available.

(B) **Associate Members.** Associate Membership is available to all individuals currently employment in the health sciences field that requires on-going continuing education in the fields of health, exercise, sport, and nutrition. This is including, but not limited to, fitness leaders, athletes, coaches, and industry partners. An Associate Membership has full member benefits but no voting privileges.

(C) **Student Member.** Student Membership is available to all students studying currently enrolled in a recognized sports nutrition/ sport science/ sport medicine education program at a University or equivalent tertiary institution. A Student Membership has full member benefits but no voting privileges.

(D) **Organization Member.** A PINES organizational membership is a paid relationship between a professional organization and PINES. The criteria for suitability for organization membership, the fee structure, the class of membership and the member benefits is determined by the Board of Directors. Organizational membership is reviewed annually.
Admission to Membership.

(A) Admission to all categories of membership will follow the process for membership admission. The Board of Directors may appoint an officer to receive, review, and act on all membership applications.

(B) Applicants for Professional, Associate and Student Membership shall, prior to acceptance, submit a membership application in a form to be determined by the Board of Directors, and shall tender current dues. The application form shall include the applicant’s mailing and email addresses, which shall be used for all purposes.

(C) Applications for Organizational membership shall be screened for initial suitability by the executive officer. Suitable applicants will be sent to the Board of Directors for voting on inclusion.

2. Voting Rights. Each Professional Member shall be entitled to one vote on each matter submitted to a vote of the Professional Members. On a matter to be voted upon by the Professional Members at a meeting at which a quorum is present, the votes of a majority of the voting Professional Members present shall be necessary for the adoption of the matter, unless a different proportion is required by law, the corporation’s Articles of Incorporation, or by these Bylaws. Associate and Student Members shall have no voting rights.

3. Member Responsibilities.

(A) Dues. A membership fee is charged to new members. Annual membership dues are also charged to members to help defray operating costs. Notwithstanding the foregoing, both the membership fee and the annual membership dues for Associate, Organizational and Student Members may be waived by the Board of Directors for an initial period of time. Payments of annual dues are to be made to PINES. Additional assessment
opportunities may occur. The initial membership fee and the annual membership dues amounts for both Professional Members, Associate, Organizational and Student Members will be set by the Board of Directors annually.

(B) **Active Role in Community.** All members of the corporation are urged to maintain an active role in the field of sports nutrition through service, teaching experience, research, and mentoring. All members are also urged to communicate the benefits of joining PINES and help grow the community.

4. **Termination of Membership by Action of the Board of Directors.** The Board of Directors, by affirmative vote of two-thirds of all of the members of the Board of Directors, may suspend or expel a member for cause, and may, by a majority vote of those present at any regularly constituted meeting, terminate the membership of any member who becomes ineligible for membership. The member shall receive not less than fifteen (15) days prior written notice of the expulsion, suspension, or termination which states the reasons therefore; and shall have an opportunity to be heard, orally or in writing, not less than five (5) days before the effective date of the expulsion, suspension, or termination, by a person or persons authorized to decide that the proposed expulsion, termination, or suspension not take place.

5. **Automatic Termination.** Automatic termination of a membership interest shall occur upon the death of the member or after nonpayment of annual membership dues for a period of thirty (30) days.

6. **Resignation.** Any member may resign by filing a written resignation with the Board of Directors. A resigning member shall not be entitled to receive reimbursement of any portion of such member’s previously paid dues.
7. **Reinstatement.** Upon written request signed by a former member and filed with the Board of Directors, the Board of Directors may, by the affirmative vote of two-thirds of the members of the Board of Directors, reinstate such former member to membership upon such terms as the Board of Directors may deem appropriate.

8. **Transfer of Membership.** Membership in this corporation is not transferable or assignable.

9. **Annual Meeting.** An annual meeting of Professional Members shall be held each year on a date and at a time designated by the Board of Directors. At the meeting, any other proper business may be transacted. Failure to hold an annual meeting as required by these Bylaws shall not affect the validity of any corporate action or work a forfeiture or dissolution of the corporation.

10. **Special Meeting.** Special meetings of the Professional Members may be called at any time by the Board of Directors, by such officers or persons as may be authorized by the Bylaws to call a special meeting, or by at least ten percent (10%) of the Professional Members.

11. **Place of Meetings.** Each annual or special meeting of the Professional Members shall be held at such place as may be designated by the Board of Directors. In the absence of any such designation, meetings shall be held at the principal office of the corporation.

12. **Notice of Meetings.**

   (A) **Required Notice.** The corporation shall give notice to Professional Members of the date, time, and place of each annual and special meeting of Professional Members no fewer than ten (10) nor more than sixty (60) days before the meeting date, in accordance with the requirements of Section 704 of the Act. Unless otherwise required by law or the articles of incorporation, the corporation is required to give the notice only to Professional
Members entitled to vote at the meeting.

(B) **Contents of Notice.** The notice of each special meeting must include a description of the purpose or purposes for which the meeting is called.

(C) **Adjourned Meeting.** If any annual or special meeting of Professional Members is adjourned to a different date, time or place, then notice need not be given of the new date, time, and place if the new date, time, and place are announced at the meeting before adjournment.

(D) **Waiver of Notice.** A Professional Member may waive notice of any meeting (or any other notice required by the Act, the articles of incorporation or these Bylaws) by a writing signed by the Professional Member entitled to the notice, which is delivered to the corporation (either before or after the date and time stated in the notice as the date and time when any action will occur), for inclusion in the minutes or filing with the corporation records. A Professional Member’s attendance at a meeting: (i) waives objection to lack of notice or defective notice of the meeting, unless the Professional Member at the beginning of the meeting objects to holding the meeting or transacting business at the meeting because of lack of notice or defective notice; and (ii) waives objection to consideration of a particular matter at the meeting that is not within the purpose or purposes described in the meeting notice, unless the Professional Member objects to considering the matter when it is presented.

13. **Fixing of Record Date.** For the purpose of determining whether a Professional Member is entitled to: (a) notice of or to vote at any meeting of Professional Members or any adjournment thereof; (b) take action without a meeting; (c) demand a special meeting; or (d) take any other action, the Board of Directors may fix in advance a date as the record date for the Professional Members. If no record date is otherwise fixed by the Board of Directors as
provided herein, then the record date for the purposes set forth below shall be the close of business on the dates indicated:

(A) With respect to a determination of Professional Members entitled to notice of and to vote at an annual or special meeting of Professional Members, the close of business on the day before the first notice is delivered to Professional Members;

(B) With respect to a determination of Professional Members entitled to demand a special meeting of Professional Members, the later of (i) the earliest date of any of the demands pursuant to which the meeting is called, and (ii) the date that is sixty (60) days prior to the date the first of the written demands pursuant to which the meeting is called is received by the corporation; and

(C) With respect to a determination of Professional Members entitled to take action without a meeting or entitled to be given notice of an action so taken, the date the first Professional Member delivers to the corporation a writing upon which the action is taken.

A determination of Professional Members entitled to notice of or to vote at any meeting of Professional Members is effective for any adjournment of the meeting unless the Board of Directors fixes a new record date, which it must do if the meeting is adjourned to a date more than 120 days after the date fixed for the original meeting.

14. **Quorum.** A majority of the Professional Members shall constitute a quorum for the transaction of business at any meeting of the Professional Members; but if less than a majority of the Professional Members are present at said meeting, a majority of the Professional Members present may adjourn the meeting from time to time without further notice.

15. **Proxies.** At all meetings of Professional Members, a Professional Member, if desired, may vote in person or by proxy. A Professional Member may appoint a proxy by
signing an appointment form, either personally or by the Professional Member’s attorney-in-fact, or by any of the other means set forth in the Act. A proxy appointment is valid for eleven months unless a longer period is expressly provided in the appointment form.

16. Action Without a Meeting. Unless otherwise provided in the articles of incorporation, and subject to the provisions of Section 707 of the Act, any action required or permitted to be taken at a meeting of the Professional Members may be taken without a meeting and without prior notice, if one or more consents in writing, setting forth the action so taken, shall be signed by the number of Professional Members having no less than the minimum number of votes that would be necessary to authorize or take the action at a meeting at which all the Professional Members entitled to vote thereon were present and voted. Unless the written consents of all the Professional Members have been obtained, notice of any member approval without a meeting shall be given at least ten days before the consummation of the action authorized by the approval. Such notice shall meet the requirements of, and be delivered to all members identified in, Section 707(2) of the Act. Any Professional Member giving a written consent, or the Professional Member’s proxyholder, personal representative or transferee may revoke a consent by a signed writing describing the action and stating that the Professional Member’s prior consent is revoked, if the writing is received by the corporation prior to the effectiveness of the action, as provided in Section 707(3) of the Act. An action taken by written consent of the Professional Members as provided herein is not effective unless all written consents on which the corporation relies for the taking of the action are received by the corporation within a sixty day period. An action so taken is effective as of the date the last written consent necessary to effect the action is received by the corporation, unless all of the written consents necessary to effect the action specify a later date as the effective date of the
action, in which case the later date shall be the effective date of the action. Unless otherwise provided in these Bylaws, the written consents may be received by the corporation by electronically transmitted facsimile or other form of wire or wireless communication providing the corporation with a complete copy thereof, including a copy of the signature thereto.

17. **Meetings by Telecommunication.** Any or all of the Professional Members may participate in an annual or special meeting of Professional Members by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting can hear each other during the meeting. A Professional Member participating in a meeting by this means is considered to be present in person at the meeting.

**ARTICLE III.**

**Board of Directors**

1. **General Powers.** The affairs of the corporation shall be managed by its Board of Directors. Directors need not be residents of the State of Indiana, USA but they shall be natural persons who are at least eighteen years of age.

2. **Number, Tenure, and Qualifications.** At all times, the number of members of the corporation’s Board of Directors shall be at least five (5) and not more than fifteen (15). Within that range, the number of directors shall be fixed by resolution of the Board of Directors from time to time, but no decrease in the number of directors shall have the effect of shortening the term of any incumbent directors. The allowable number and range of directors may be changed by an amendment to these Bylaws, but no amendment to these Bylaws shall have the effect of shortening the term of any incumbent directors. To be eligible to serve as a director, an individual must be a Professional Member of the corporation for at least one year prior to such individual’s nomination as a director.
3. **Officers as Directors.** Each Officer (as defined below) of the corporation shall also serve as a director (the “Officer Directors”). For purposes of these Bylaws, “Officers” shall mean the President, Vice President, Secretary, Treasurer, and other officers elected in accordance with the provisions of Article IV.

4. **Appointment and Term.** Except for the Officer Directors (the appointment, removal, and qualifications of the Officer Directors shall be governed by Article IV), the directors shall be elected to the Board of Directors every two years through nomination by the Professional Members by email, electronically transmitted facsimile or other form of wire or wireless communication. The election of the board of directors shall occur on the Calendar year and not at the annual meeting. In the case of more than 15 nominations being received, a vote by Professional Members will be held. Each director shall serve a two (2) year term, and shall hold office until his or her successor shall have been elected and qualified, or until his or her earlier death, resignation, or removal. Each director may be nominated for an additional four (4) terms for a total of ten (10) years of service on the Board of Directors.

5. **Removal.** The Professional Members may remove one or more directors at a meeting called for that purpose, if the meeting notice states that a purpose of the meeting is such removal. The removal may be with or without cause unless the articles of incorporation provide that directors may be removed only for cause.

6. **Regular Meetings.** The Board of Directors may provide by resolution the time and place, either within or without the State of Indiana, USA for the holding of the annual meeting and other regular meetings of the Board of Directors without other notice than such resolution.
7. **Special Meetings.** Special meetings of the Board of Directors may be called by or at the request of the President or any two directors. The person or persons authorized to call special meetings of the Board of Directors may fix any place, either within or without the State of Indiana, USA, as the place for holding any special meeting of the Board of Directors called by them.

8. **Notice of Meetings.** Notice of each meeting of the Board of Directors, whether annual, regular or special, shall be given to each director. If such notice is given either (a) by personally delivering written notice to a director or (b) by personally telephoning such director, it shall be so given at least ten (10) days prior to the meeting. If such notice is given either (a) by depositing a written notice in the mail, postage prepaid, or email in all cases directed to such director at his or her residence or place of business, it shall be so given at least four (4) days prior to the meeting. The notice of all meetings shall state the place, date and hour thereof, but need not, unless otherwise required by statute, state the purpose or purposes thereof.

9. **Quorum.** A majority of the Board of Directors shall constitute a quorum for the transaction of business at any meeting of the Board of Directors; but if less than a majority of the directors are present at said meeting, a majority of the directors present may adjourn the meeting from time to time without further notice.

10. **Manner of Acting.** The act 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 act of a greater number is required by law or by these Bylaws.

11. **Vacancies.** Any vacancy occurring in the Board of Directors including any vacancy resulting from an increase in the number of directors may be filled by the affirmative vote of a majority of the remaining directors, though less than a quorum of the Board of
Directors, or by the Professional Members. A director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor in office.

12. **Compensation.** Directors as such shall not receive any stated salaries for their services, but by resolution of the Board of Directors a fixed sum and expenses of attendance, if any, may be allowed for attendance at each regular or special meeting of the Board of Directors; but nothing herein contained shall be construed to preclude any director from serving the corporation in some other capacity and receiving compensation therefore.

13. **Action Without a Meeting.** Any action required by law to be taken at a meeting of the Board of Directors, or any action which may be taken at a meeting of the Board of Directors, may be taken without a meeting and via electronic vote if the majority of directors either (a) votes for such action; or (b) (i) votes against such action; and (ii) waives the right to demand that action not be taken without a meeting. Action is taken under this Section only if the affirmative vote for such action equals or exceeds the minimum number of votes that would be necessary to take such action at a meeting at which all of the directors then in office were present and voted. Unless otherwise provided in these Bylaws, the writing described in this Section may be received by the corporation electronically providing the corporation with a complete copy thereof, including a copy of the signature thereto.

14. **Meetings by Telecommunication.** Any and all of the directors may participate in a meeting of the Board of Directors by, or the meeting may be conducted through the use of, any means of communication by which all persons participating in the meeting can hear each other during the meeting.

15. **Requirement of International Representation.** The Board of Directors shall have at all times directors from at least three (3) countries.
ARTICLE IV.
Officers

1. Officers. The officers of the corporation shall be a President, a Vice President, a Secretary, a Treasurer and such other officers as may be elected in accordance with the provisions of this Article IV. The Board of Directors may elect or appoint such other officers, which may include, but is not limited to Strategic Planning Officer, Sponsorship Officer, Partnership Officer, Communications Officer, and Education Officer, as it shall deem desirable, such officers to have the authority and perform the duties prescribed, from time to time, by the Board of Directors. Any two or more offices may be held by the same person with the exception of the President and Vice President.

2. Qualifications. The officers of the corporation must be natural persons who are at least eighteen years of age. To be eligible to serve as an officer, an individual must be a Professional Member for at least one year prior to such individual’s nomination as an officer and shall provide a written request to the corporation of such Professional Member’s desire to serve as an officer of the corporation.

3. Election and Term of Office. The Professional Members shall nominate candidates every two years to serve as officers of the corporation by email, electronically transmitted facsimile or other form of wire or wireless communication. From such nominations, the officers of the corporation shall be elected by the Board of Directors by email or facsimile. If more than one individual is nominated for the same office, the Board of Directors may choose to nominate a co- or assistant officer, with the exception of the office of President or Vice President. If more than one nomination is received for the office of President or Vice President, a vote will be held by the Board of Directors. The election of officers shall occur on the Calendar year and not at the annual meeting. New offices may be created and filled at any meeting of the
Board of Directors. Each officer shall hold office until his or her successor shall have been duly elected and shall have qualified.

4. **Removal.** Any officer elected or appointed by the Board of Directors may be removed by the Board of Directors at any time with or without cause, but such removal shall be without prejudice to the contract rights, if any, of the officer so removed.

5. **Vacancies.** A vacancy in any office because of death, resignation, removal, disqualification or otherwise, may be filled by the Board of Directors for the unexpired portion of the term.

6. **President.** The President shall be the principal officer of the corporation and shall in general supervise and control all of the business and affairs of the corporation. The President shall preside at all meetings of the Board of Directors. The President may sign, with the Secretary or any other proper officer of the corporation, contracts or other instruments which the Board of Directors has authorized to be executed, except in the cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws or by statute to some other officer or agent of the corporation; and in general the President shall perform all duties incident to the office of President and such other duties as may be prescribed by the Board of Directors from time to time.

7. **Vice President.** In the absence of the President or in the event of his or her inability or refusal to act, the Vice President (or in the event there be more than one Vice President, the Vice Presidents in the order of their election) shall perform the duties of the President, and when so acting, shall have all the powers of and be subject to all the restrictions upon the President. Any Vice President shall perform such other duties as from time to time may be assigned to such Vice President by the President or by the Board of Directors.
8. **Treasurer.** If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of his or her duties in such sum and with such surety or sureties as the Board of Directors shall determine. The Treasurer shall have charge and custody of and be responsible for all funds and securities of the corporation; receive and give receipts for moneys due and payable to the corporation from any source whatsoever, and deposit all such moneys in the name of the corporation in such banks, trust companies or other depositaries as shall be selected in accordance with the provisions of Article IX of these Bylaws; and in general perform all the duties incident to the office of Treasurer and such other duties as from time to time may be assigned to the Treasurer by the President or by the Board of Directors.

9. **Secretary.** The Secretary shall keep the minutes of the meetings of the Board of Directors in one or more books provided for that purpose; see that all notices are duly given in accordance with the provisions of these Bylaws or as required by law; be custodian of the corporate records and of the seal of the corporation and see that the seal of the corporation is affixed to all documents, the execution of which on behalf of the corporation under its seal is duly authorized in accordance with the provisions of these Bylaws; keep a register of the post-office address of each director which shall be furnished to the Secretary by such director and in general perform all duties incident to the office of Secretary and such other duties as from time to time may be assigned to the Secretary by the President or by the Board of Directors.

10. **Past President.** The Past President will be the President from the term preceding the current office. The Past President may be nominated by the professional membership to continue for a term of two (2) years on the Board of Directors but will not hold an office on the Board of Directors. The Past President shall operate as per these bylaws and guide and support the work of the Board of Directors.
11. **Other Officers.** All other officers shall operate as per these bylaws, shall keep the President, Board of Directors informed as to their activities and update the membership as appropriate.

12. **Requirement of International Representation.** Within all the offices of the corporation, the corporation shall have at all times offices held by citizens of at least three (3) countries. For operational purposes, the Treasurer is required to be a citizen of the United States of America.

16. **Executive Officer.** The Executive Officer is a non-voting paid position that assists the Board of Directors with the administration work of this non-profit corporation. This position shall perform the designated duties as outlined by the Board of Directors and is reviewed annually.

**ARTICLE V.**

**Executive Committee and Other Board Committees**

1. **Executive Committee.**

   (A) **Formation of Executive Committee.** The Board of Directors shall create an executive committee of the Board (the “Executive Committee”) and delegate to such Executive Committee any of the powers and authority of the Board in the management of the business and affairs of the corporation, except with respect to:

   (i) the filling of vacancies of the Board;

   (ii) the amendment or repeal of Bylaws or the adoption of new Bylaws;

   (iii) the amendment or repeal of the articles of incorporation or the adoption of new articles of incorporation; or
(iv) the amendment or repeal or any resolution of the Board which by its express terms is not so amendable or repealable.

(B) Dissolution of Executive Committee. The Board of Directors may at any time, by a majority vote of the directors, dissolve the Executive Committee or modify or revoke any or all of the authority delegated to the Executive Committee.

(C) Qualifications. The members of the Executive Committee shall include, the President, the Vice President, the Secretary, and the Treasurer.

2. Other Committees of Directors. In addition to the Executive Committee, the Board of Directors may create one or more committees of the Board and appoint one or more directors to serve on them, by vote of a majority of all directors in office, which committees shall have and exercise the authority of the Board of Directors in the management of the corporation, except that no such committee shall have the authority of the Board of Directors in reference to electing, appointing or removing any director, amending articles of incorporation, amending, altering or repealing the Bylaws, approving a plan of merger, or approving a sale, lease exchange or other distribution of all, or substantially all of the corporation’s property, with or without goodwill, otherwise than in the usual and regular course of business.

3. Other Committees. The corporation may have other committees similarly appointed which shall not have the authority of the Board of Directors in the management of the corporation.

4. Term of Office. Each member of a committee shall continue as such until the end of the Calendar year and until his or her successor is appointed, unless the committee shall be sooner terminated, or unless such member is removed from such committee, or unless such member shall cease to qualify as a member thereof.
5. **Chairman.** One member of each committee shall be appointed chairman by the person or persons authorized to appoint the members thereof.

6. **Vacancies.** Vacancies in the membership of any committee may be filled by appointments made in the same manner as provided in the case of the original appointments.

7. **Quorum.** Unless otherwise provided in the resolution of the Board of Directors designating a committee, a majority of the whole committee shall constitute a quorum and the act of a majority of the members present at a meeting at which a quorum is present shall be the act of the committee.

8. **Rules.** The same rules described herein regarding meetings, action without meeting, notice, waiver of notice, quorums and voting requirements of the Board of Directors similarly apply to the committees of the Board of Directors and their members.

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**ARTICLE VI.**

**Standards of Conduct for Officers and Directors**

Each director and officer with discretionary authority shall discharge his or her duties in good faith, with the care an ordinarily prudent person in a like position would exercise under similar circumstances, and in a manner the director or officer reasonably believes to be in the best interests of the corporation. In discharging duties, a director or officer is entitled to rely on information, opinions, reports, or statements, including financial statements and other financial data, if prepared or presented by: (i) one or more officers or employees of the corporation whom the director or officer reasonably believes to be reliable and competent in the matters presented; (ii) legal counsel, a public accountant, or another person as to matters the director or officer reasonably believes are within such person’s professional or expert competence; or (iii) in the
case of a director, a committee of the Board of Directors of which the director is not a member if the director reasonably believes the committee merits confidence.

A director or officer is not acting in good faith if he or she has knowledge concerning the matter in question that makes reliance otherwise permitted by the above unwarranted. A director or officer is not liable as such to the corporation for any action taken or omitted to be taken as a director or officer, as the case may be, if, in connection with such action or omission, the director or officer performed the duties of the position in compliance with this Article VI.

ARTICLE VII.
Directors’ Conflicting Interest Transactions

1. **Conflicting Interest Transactions.** As used in this Article, “conflicting interest transaction” means: a contract, transaction, or other financial relationship between the corporation and a director of the corporation, or between the corporation and a party related to a director, or between the corporation and an entity in which a director of the corporation is a director or officer or has a financial interest.

2. **Prohibition Against Loans to Directors or Officers.** No loans shall be made by the corporation to its directors or officers. Any director or officer who assents to or participates in the making of any such loan shall be liable to the corporation for the amount of such loan until the repayment thereof.

3. **Voidability of Conflicting Interest Transactions.** No conflicting interest transaction shall be void or voidable or be enjoined, set aside, or give rise to an award of damages or other sanctions in a proceeding by or in the right of the corporation, solely because the conflicting interest transaction involves a director of the corporation or a party related to a director or an entity in which a director of the corporation is a director or officer or has a financial interest or solely because the director is present at or participates in the meeting of the
corporation’s Board of Directors or of the committee of the Board of Directors that authorizes, approves, or ratifies the conflicting interest transaction or solely because the director’s vote is counted for such purpose if:

(A) The material facts as to the director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the Board of Directors or the committee, and the Board of Directors or committee in good faith authorizes, approves, or ratifies the conflicting interest transaction by the affirmative vote of a majority of the disinterested directors, even though the disinterested directors are less than a quorum; or

(B) The material facts as to the director’s relationship or interest and as to the conflicting interest transaction are disclosed or are known to the members entitled to vote on the conflicting interest transaction, and the conflicting interest transaction is specifically authorized, approved, or ratified in good faith by a vote of the members entitled to vote thereon; or

(C) The conflicting interest transaction is consistent with a provision in the Corporation’s articles of incorporation or these ByLaws which (i) commits the Corporation to support one or more other nonprofit corporations, charitable trusts, or charitable entities or (ii) authorizes one or more directors to exercise discretion in making gifts or contributions to one or more other nonprofit corporations, charitable trusts, or charitable entities; or

(D) The conflicting interest transaction is fair to the corporation.

4. Approval of Conflicting Interest Transactions. Common or interested directors may be counted in determining the presence of a quorum at a meeting of the Board of Directors or of a committee which authorizes, approves, or ratifies the conflicting interest transaction.
5. **Party Related to Director.** For purposes of this Article, a “party related to a director” shall mean any natural person whose familial, financial, professional, or employment relationship with the director or officer would, under the circumstances, reasonably be expected to exert an influence on the director’s judgement when voting on a transaction.

**ARTICLE VIII. Indemnification**

1. **Indemnification.** To the extent permitted or required by the Act (as defined below) and any other applicable law, if any director or officer (as defined below) of the corporation is made a party to or is involved in (for example as a witness) any proceeding (as defined below) because such person is or was a director or officer of the corporation, the corporation (a) shall indemnify such person from and against any judgments, penalties, fines (including but not limited to ERISA excise taxes), amounts paid in settlement and reasonable expenses (including but not limited to expenses of investigation and preparation, and fees and disbursements of counsel, accountants or other experts) incurred by such person in such proceeding, and (b) shall advance to such person expenses incurred in such proceeding.

The corporation may in its discretion (but is not obligated in any way) indemnify and advance expenses to an employee or agent of the corporation to the same extent as to a director or officer.

The foregoing provisions for indemnification and advancement of expenses are not exclusive, and the corporation may at its discretion provide for indemnification or advancement of expenses in a resolution of its directors, in a contract or in its articles of incorporation.

Any repeal or modification of the foregoing provisions of this article for indemnification or advancement of expenses shall not affect adversely any right or protection stated in such provisions with respect to any act or omission occurring prior to the time of such repeal or
modification. If any provision of this article or any part thereof shall be held to be prohibited by or invalid under applicable law, such provision or part thereof shall be deemed amended to accomplish the objectives of the provision or part thereof as originally written to the fullest extent permitted by law, and all other provisions or parts shall remain in full force and effect.

As used in this article, the following terms have the following meanings:

(A) Act. The term “Act” means the Indiana Revised Nonprofit Corporation Act as it exists on the date this article is adopted, and as the Indiana Revised Nonprofit Corporation Act may be thereafter amended from time to time. In the case of any amendment of the Indiana Revised Nonprofit Corporation Act after the date of adoption of this article, when used with reference to an act or omission occurring prior to effectiveness of such amendment, the term “Act” shall include such amendment only to the extent that the amendment permits a corporation to provide broader indemnification rights than the Indiana Revised Nonprofit Corporation Act permitted prior to the amendment.

(B) Director or Officer. The term “director” or “officer” means (i) a director or officer of the corporation and (ii) while an individual is a director or officer of the corporation, the individual’s serving at the corporation’s request as a director, officer, partner, member, manager, trustee, employee, fiduciary, or agent of another domestic or foreign corporation, nonprofit corporation, or other person or of an employee benefit plan, and (iii) any other position (not with the corporation itself) in which a director or officer of the corporation is serving at the request of the corporation and for which indemnification by the corporation is permitted by the Act.
(C) Proceeding. The term “proceeding” means any threatened, pending or completed action, suit, or proceeding whether civil, criminal, administrative or investigative, and whether formal or informal.


2. Limitation. Notwithstanding any other provision of this Article VIII, during any period that the corporation is a “private foundation” within the meaning of section 509 of the Code, or any corresponding provision of any future United States tax law, the corporation shall not indemnify any person from or against or advance to any person the cost of, such expenses, judgments, fines, or amounts paid or necessarily incurred, nor shall the corporation purchase or maintain such insurance, to the extent that any such indemnification, purchase, or maintenance would be determined to be an act of self-dealing within the meaning of section 4941 of the Code, to be a taxable expenditure within the meaning of section 4945 of the Code, or to be otherwise prohibited under the Code, unless and to the extent (i) a court orders such indemnification, or (ii) the purchase or maintenance of such insurance can be treated as reasonable compensation to such person.

ARTICLE IX.
Contracts, Checks, Deposits, Gifts and Proxies

1. Contracts. The Board of Directors may authorize any officer or officers, agent or agents of the corporation, in addition to the officers so authorized by these Bylaws, 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.

2. Checks, Drafts, Etc. All checks, drafts or orders for the payment of money, notes or other evidences 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 by the Board of Directors, such instruments shall be signed by the Treasurer or an
Assistant Treasurer and countersigned by the President or a Vice President of the corporation.

3. **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 depositaries as the Board of
Directors may select.

4. **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.

5. **Proxies.** Unless otherwise provided by resolution adopted by the Board of
Directors, the President or any Vice President may from time to time appoint one or more agents
or attorneys in fact of the corporation, in the name and on behalf of the corporation, to cast the
votes which the corporation may be entitled to cast as the holder of stock or other securities in
any other corporation, association or other entity any of whose stock or other securities may be
held by the corporation, at meetings of the holders of the stock or other securities of such other
corporation, association or other entity, or to consent in writing, in the name of the corporation as
such holder, to any action by such other corporation, association or other entity, and may instruct
the person or persons so appointed as to the manner of casting such votes or giving such consent,
and may execute or cause to be executed in the name and on behalf of the corporation and under
its corporate seal, or otherwise, all such written proxies or other instruments as the President may
deem necessary or proper in the premises.
ARTICLE X.
Books and 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 of the authority of the Board of Directors, and shall keep at its registered 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 or his or her agent or attorney for any proper purpose at any reasonable time.

ARTICLE XI.
Waiver of Notice

Whenever any notice is required to be given under the provisions of the Act or under the provisions of the articles of incorporation or the Bylaws of the corporation, a director may waive any notice required to be given to such director by the Act or these Bylaws: (i) whether before or after the date or time stated in the notice as the date or time when any action will occur, by delivering a written waiver to the corporation which is signed by the director entitled to the notice for inclusion in the minutes, but such delivery and filing shall not be conditions of the effectiveness of the waiver; or (ii) by a director’s attendance at the meeting whereby such director waives objection to lack of notice or defective notice, unless the director at the beginning of the meeting objects to the holding thereof or transacting business at the meeting because of lack of notice or defective notice and the director also does not vote for or assent to action taken at the meeting. Further, even if a director attends or participates in a meeting, the director does not waive any required notice if special notice was required of a particular purpose and the director objects to transacting business with respect to the purpose for which such special
notice was required and does not thereafter vote for or assent to action taken at the meeting with respect to such purpose.

ARTICLE XII.
Amendments to Bylaws

The Professional Members shall have the right to amend these Bylaws at any time to add, change, or delete a provision.