

Right to Life of Northeast Indiana, Inc.

**BY-LAWS
OF
RIGHT TO LIFE OF NORTHEAST INDIANA, INC.
A 501(c)(4) Corporation**

PREAMBLE

The following Bylaws shall be subject to, and governed by, the Not-for-Profit Corporation Act of Indiana and the Articles of Incorporation of Right to Life of Northeast Indiana, Inc. In the event of a direct conflict between the herein contained provisions of these Bylaws and the mandatory provisions of the Not-for-Profit Corporation Act of Indiana, said Not-for-Profit Corporation Act shall be the prevailing controlling law. In the event of a direct conflict between the provisions of these Bylaws and the Articles of Incorporation of Corporation, it shall then be these Bylaws which shall be controlling.

ARTICLE I. NAME

Section 1.01. The legal name of the Not-for-Profit Corporation shall be known as Right to Life of Northeast Indiana, Incorporated, and shall herein be referred to as the "Corporation."

ARTICLE II. PURPOSE

Section 2.01 The Corporation shall operate to promote and defend innocent human life through education, advocacy, and public policy.

Section 2.02 This Corporation has been formed for the purpose of performing all things incidental to, or appropriate in, the foregoing specific and primary purposes. However, the Corporation shall not, except to an insubstantial degree, engage in any activity or the exercise of any powers which are not in furtherance of its primary Not-for-Profit purposes. The Corporation shall hold and may exercise all such powers as may be conferred upon any not-for-profit organization by the laws of the State of Indiana and as may be necessary or expedient for the administration of the affairs and attainment of the purposes of the Corporation. At no time and in no event shall the Corporation participate in any activities which have not been permitted to be carried out by a Corporation exempt under Section 501(c) of the Internal Revenue Code of 1986 (the "Code"), such as certain political and legislative activities.

ARTICLE III. OFFICES

Principal Office

Section 3.01. The principal office of the Corporation for its transaction of business is located at 2126 Inwood Drive, Fort Wayne, Indiana 46815.

Change of Address

Section 3.02. The Corporation may have other such offices as the Board of Directors may determine or deem necessary, or as the affairs of the Corporation may find a need for from time to

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time, provided that any permanent change of address for the principal office is properly reported as required by law.

ARTICLE IV. DIRECTORS

General Powers and Responsibilities

Section 4.01. The Corporation shall be governed by a Board of Directors (the "Board"), which shall have all the rights, powers, privileges, and limitations of liability of Directors of a not-for-profit corporation organized under the Not-for-Profit Corporation Act of Indiana. The Board shall establish policies and directives governing business and programs of the Corporation and shall delegate to the Corporation staff, subject to the provisions of these Bylaws, authority, and responsibility to see that the policies and directives are appropriately followed.

Number and Qualifications

Section 4.02. The Board shall have no more than eighteen (18) members, but no fewer than six (6) Board members. In addition to the regular membership of the Board, the Executive Director of the Corporation shall be an ex officio, non-voting Board Member.

Section 4.03. The Directors of the Corporation shall be residents of a county of the State of Indiana, within the service area of the Corporation. Directors shall be members in good standing, over eighteen years of age.

Board Compensation

Section 4.04 The Board shall receive no compensation other than for reasonable expenses. However, provided the compensation structure complies with Sections relating to Conflicts of Interest as stipulated under these Bylaws, nothing in these Bylaws shall be construed to preclude any Board member from serving the Corporation in any other capacity and receiving compensation for services rendered.

Board Elections

Section 4.05 The Governance Committee, if created, shall present nominations for new and renewing Board members each July. Recommendations from the Governance Committee shall be made known to the Board in writing before nominations are made and voted on. New and renewing Board members shall be approved by simple majority of those Board members at a Board meeting at which a quorum is present. If no Governance Committee is created, then this duty shall fall upon another Committee created for that purpose or upon the Board of Directors.

Term of Board

Section 4.06. All appointments to the Board shall be for a term of three (3) years. No person shall serve more than two (2) consecutive terms. No person shall serve more than six (6) consecutive years. After serving the maximum total number of consecutive years on the Board, a Member may

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be eligible for reconsideration as a Board member after two (2) years have passed since the conclusion of such Board Member's service.

Vacancies in the Board

Causes

Section 4.07. A vacancy on the Board of Directors may exist at the occurrence of the following conditions:

- (a) The death, resignation, or removal of any Director;
- (b) The declaration by resolution of the Board of a vacancy in the office of a Director who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporations code of conduct and/or Act of the law dealing with the standards of conduct for a Director;
- (c) A Director has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year;
- (d) An increase in the authorized number of Directors; or
- (e) The failure of the Directors, at any annual or other meeting of Directors at which Director(s) are to be elected, to elect the full authorized number of Directors.

No reduction of the authorized number of Directors shall have the effect of removing any Director before that Director's term of office expires.

Resignation of Director

Section 4.08. Any Director shall have the right to resign at any time upon written notice thereof to the Chair of the Board, Secretary of the Board, or the Executive Director of the Corporation. Unless otherwise specified in the notice, the resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall take effect upon receipt thereof, and the acceptance of such resignation shall not be necessary to make it effective. If the resignation is effective at a future time, a successor may be designated, by simple majority vote of the Board of Directors, to take office when the resignation becomes effective. Unless the Secretary of State of Indiana is first notified, a Director shall not resign where the Corporation would then be left without a duly elected Director in charge of its affairs.

Removal Without Cause

Section 4.09 The Board of Directors, by way of affirmative two-thirds vote of the Directors then currently in office, may remove any Director without cause at any regular or special meeting, provided that the Director to be removed has been notified in writing in the manner set forth in Section 4.11, "Meetings of the Board," that such action would be considered at the meeting.

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Filling Vacancies

Section 4.10 Except as otherwise provided in these Bylaws, vacancies on the Board of Directors may be filled by a simple majority of the Directors then in office, whether or not the number of Directors then in office is less than a quorum, or by vote of a sole remaining Director. A Director elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

Meetings of the Board

Section 4.11 The Board's regular meetings may be held at such time and place as shall be determined by the Board. The Chair of the Board or any six (6) regular Board members may call a special meeting of the Board with two (2) days' written notice provided to each member of the Board. The notice shall be served upon each Board member via hand delivery, regular mail, email, or fax. The person(s) authorized to call such special meetings of the Board may also establish the place the meeting is to be conducted, so long as it is a reasonable place to hold a special meeting of the Board. Regular meetings and special meetings of the Board of Directors may also be held by teleconference or web meeting (virtual meetings) as necessary. However, virtual meetings should not replace in-person meetings except in exceptional circumstances.

The Board shall meet at least six (6) times per year. The Board may determine a date, time and location for regular meetings that meets or exceeds this stipulation throughout a calendar year. Notice of such meetings may be waived by the Board of Directors.

Conduct of Meeting

Section 4.12 The Chair or, in his or her absence, any Director selected by the Directors present shall preside at meetings of the Board of Directors. The Secretary of the Corporation or, in the Secretary's absence, any person appointed by the presiding Officer shall act as Secretary of the Board.

Minutes

Section 4.13 The Secretary shall be responsible for the recording of all minutes of each, and every meeting of the Board in which business shall be transacted in such order as the Board may determine from time to time. However, in the event that the Secretary is unavailable, the Chair of the Board shall appoint an individual to act as Secretary at the meeting. The Secretary, or the individual appointed to act as Secretary, shall prepare the minutes of the meetings, which shall be delivered to the Corporation to be placed in the minute books. A copy of the minutes shall be delivered to each Board member via either regular mail, hand delivered, emailed, or faxed within seven (7) business days after the close of each Board meeting.

Action by Written Consent

Section 4.14 Any action required by law to be taken at a meeting of the Board, or any action that may be taken at a meeting of the Board, may be taken without a meeting if consent in

writing setting forth the action so taken shall be signed by all Board members. The number of Directors in office must constitute a quorum for an action taken by written consent. Such consent shall be placed in the minute book of the Corporation and shall have the same force and effect as a vote of the Board taken at an actual meeting. The Board members' written consent may be executed in multiple counterparts or copies, each of which shall be deemed an original for all purposes. In addition, facsimile signatures, and electronic signatures or other electronic "consent click" acknowledgments shall be effective as original signatures.

Quorum

Section 4.15. At each meeting of the Board of Directors, the presence of 50% of elected Directors shall constitute a quorum for the transaction of business. If at any time the Board consists of an even number of members and a vote results in a tie, then the vote of the Chair of the Board shall be the deciding vote. The act of the majority of the Board members serving on the Board and present at a meeting in which there is a quorum shall be the act of the Board, unless otherwise provided by the Articles of Incorporation, these Bylaws, or a law specifically requiring otherwise. If a quorum is not present at a meeting, the Board members present may adjourn the meeting from time to time without further notice until a quorum shall be present. However, a Board member shall be considered present at any meeting of the Board if during the meeting he or she is present with the other Board members participating in the meeting via telephone or web conferencing.

Voting

Section 4.16. At each meeting of the Board, every Director shall have one (1) vote. Such Directors shall vote in person or via telephone or web conferencing. The vote of the majority of the active Board members present at a meeting at which a quorum is present shall be the decision of the Board of this corporation unless the vote of a greater number is required by law, the Articles of Incorporation of this Corporation or these Bylaws.

Section 4.17. There shall be no voting by proxy.

Board Member Attendance

Section 4.18. An elected Board Member who is absent from three (3) consecutive regular meetings of the Board of Directors during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed three (3) consecutive meetings without scheduling such a reevaluation with the Chair before the next scheduled Board meeting following the third consecutive absence to have resigned from the Board.

Section 4.19. An elected Board Member who is absent from four (4) non-consecutive meetings of the Board of Directors during a fiscal year shall be encouraged to reevaluate with the Chair of the Board his/her commitment to the Corporation. The Board may deem a Board member who has missed four (4) non-consecutive meetings without scheduling such a reevaluation with the Chair before the next scheduled Board meeting following the fourth absence to have resigned from the Board.

Adjournment

Section 4.20. A majority of the Directors present, whether or not a quorum is present, may adjourn any meeting to another time and place. If the meeting is adjourned for more than twenty-four (24) hours, notice of the adjournment to another time or place shall be given, immediately, to the Directors who were not present at the time of the adjournment.

ARTICLE V. OFFICERS

Number and Titles

Section 5.01. The Board shall elect Officers of the Corporation which shall include a Chair, a Vice Chair, a Secretary, a Treasurer, and such other Officers as the Board may designate by resolution but in no case less than one (1) Officer to prepare minutes of the Directors' and Members' meetings and authenticate the records of the Corporation. In addition to the duties in accordance with this Article, Officers shall conduct all other duties typically pertaining to their offices and other such duties which may be required by law, Articles of Incorporation, or by these Bylaws, subject to control of the Board of Directors, and they shall perform any other such additional duties which the Board of Directors may assign to them at their discretion. The Officers will be selected by the Board of Directors at its annual meeting each July, and shall serve the needs of the Board, subject to all the rights, if any, of any Officer who may be under a contract of employment. Therefore, without any bias or predisposition to the rights of any Officer that may be under any contract of employment, any Officer may be removed with or without cause by the Board.

Election Cycle

Section 5.02. The Officers of the Corporation shall be chosen at the annual meeting each July. The Board of Directors shall have the power to appoint, from time to time, such other Officers and Agents as it may deem necessary for the proper conduct of the business of the Corporation. Those appointed Officers and Agents shall hold their offices for such terms and exercise such powers and perform such duties as may be authorized by the Board.

Term of Officers

Section 5.03. All elected Officers shall be for a term of one (1) year. The Chairman of the Board of Directors shall not serve more than two (2) consecutive terms. After serving the maximum total number of consecutive terms as the Chairman, a Director may be eligible for reconsideration as Chairman after one (1) year has passed since the conclusion of such service. Officers, with the exception of Chairman, may serve an unlimited number of consecutive one (1) year terms.

Vacancies

Causes

Section 5.04. An Officer vacancy on the Board of Directors may exist at the occurrence

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of the following conditions:

- (a) The death, resignation, or removal of any Officer;
- (b) The declaration by resolution of the Board of a vacancy in the office of an Officer who has been declared of unsound mind by a final order of court, convicted of a felony, found by final order or judgment of any court to have breached a duty pursuant to the Corporation's code of conduct and/or Act of the law dealing with the standards of conduct for an Officer;
- (c) Has missed three (3) consecutive meetings of the Board of Directors, or a total of four (4) meetings of the Board during any one calendar year; or
- (d) Assignment of an Officer to another Officer vacancy.

Resignation of Officers

Section 5.05. All Officers have the right to resign at any time by providing notice in writing to the Chair of the Board, Executive Director, and/or Secretary of the Corporation, without bias or predisposition to all rights, if any, of the Corporation under any contract to which said Officer is a part thereof.

Section 5.06. All resignations shall become effective upon the date on which the written notice of resignation is received or at any time later as may be specified within the written resignation; and unless otherwise indicated within the written notice, a stated acceptance of the resignation shall not be required to make the resignation effective. Any and all vacancies in any office because of death, resignation, disqualification, removal, or for any other cause, shall be filled in accordance with the herein prescribed Bylaws for regular appointments to such office.

Removal of Officers

Section 5.07. The Board of Directors, by way of affirmative two-thirds vote of the Directors then currently in office, may remove any Officer without cause at any regular or special meeting, provided that the Officer to be removed has been notified in writing in the manner set forth in Section 4.11 and Section 5.08 that such action would be considered at the meeting.

Filling Vacancies

Section 5.08 Except as otherwise provided in these Bylaws, Officer vacancies may be filled by a simple majority of the Directors then in office. An Officer elected to fill a vacancy shall be elected for the unexpired term of his or her predecessor.

Compensation

Section 5.09. There shall be no compensation to any Officer of the Board for carrying out their duties, except for the Executive Director of the Corporation.

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Duties of Officers

The duties of the Officers shall be as set forth below.

Chair of the Board

Section 5.10. The Chair of the Board is authorized to execute, in the name of the Corporation, any and all contracts or other documents which may be authorized, either generally or specifically, by the Board to be executed by the Corporation, except when required by law that the Executive Director's signature must be provided.

It shall be the responsibility of the Chair of the Board, when present, to preside over all meetings of the Board of Directors and Executive Committee.

Vice Chair of the Board

Section 5.11. In the absence of the Chair, or in the event of his/her inability or refusal to act, it shall then be the responsibility of the Vice Chair of the Board to perform all the duties of the Chair of the Board, and in doing so, he/she shall have all authority and powers of and shall be subject to all the restrictions on the Chair of the Board.

Executive Director

Section 5.12. It shall be the responsibility of the Executive Director, in general, to supervise and conduct all activities and operations of the Corporation, subject to the control, advice and consent of the Board of Directors. The Executive Director shall keep the Board of Directors completely informed, shall freely consult with them in relation to all activities of the Corporation, and shall see that all orders and/or resolutions of the Board are carried out to the effect intended. The Board of Directors may place the Executive Director under a contract of employment where appropriate. The Executive Director shall be empowered to act, speak for, or otherwise represent the Corporation between meetings of the Board. The Executive Director shall be responsible for keeping the Board informed at all times of staff performance and for implementing any personnel policies which may be adopted and implemented by the Board.

The Executive Director will be an ex officio, non-voting member of the Board of Directors.

Secretary

Section 5.13. The Secretary, or his/her designee, shall be the custodian of all records and documents of the Corporation, which are required to be kept at the principal office of the Corporation, and shall act as Secretary at all meetings of the Board of Directors, and shall keep the minutes of all such meetings on file in hard copy or electronic format. The Secretary shall attend to the giving and serving of all notices of the Corporation and shall see that the seal of the Corporation, if any, 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.

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Treasurer

Section 5.14. It shall be the responsibility of the Treasurer to keep and maintain, or cause to be kept and maintained, adequate and accurate accounts of all the properties and business transactions of the Corporation, including accounts of its assets, liabilities, receipts, disbursements, gains, losses, capital, and other matters customarily included in financial statements. The Treasurer shall be responsible for ensuring the deposit of, or cause to be deposited, all money and other valuables as may be designated by the Board of Directors. Furthermore, the Treasurer shall disburse, or cause to be disbursed, the funds of the Corporation, as may be ordered by the Board of Directors, and shall render to the Chair of the Board, Officers, and Directors, whenever they request it, an account of all the Treasurer's transactions as treasurer and of the financial condition of the Corporation. The Treasurer shall give the Corporation a bond, if so requested and required by the Board of Directors, in the amount and with the surety or sureties specified by the Board for faithful performance of the duties of the Treasurer's office and for restoration to the Corporation of all its books, papers, vouchers, money and other property of every kind in the Treasurer's possession or under the Treasurer's control upon the Treasurer's death, resignation, retirement, or removal from office. The Corporation shall pay the cost of such a bond.

ARTICLE VI. COMMITTEES

Section 6.01. The Board of Directors may, from time to time, and by resolution adopted by a majority of the Directors then in office provided that a quorum is present, designate one or more Committees to exercise all or a portion of the authority of the Board, to the extent of the powers specifically delegated in the resolution of the Board or in these Bylaws. Each such Committee shall consist of at least one (1) Director, and may also include persons who are not on the Board but whom the Directors believe to be reliable and competent to serve at the specific Committee. However, Committees exercising any authority of the Board of Directors may not have any non-Director members.

Section 6.02. The Board may designate one or more alternative members of any Committee who may replace any absent member at any meeting of the Committee. The appointment of members or alternate members of a Committee requires the vote of a majority of the Directors then in office, provided that a quorum is present.

Advisory Committee

Section 6.03. The Board of Directors may designate one or more advisory Committees that do not have the authority of the Board.

Section 6.04. Advisory Committees, if designated by the Board of Directors, shall be established for the purposes of engaging a broad base of knowledge and expertise on a variety of issues of benefit and consistent with the mission and operations of the Corporation.

Section 6.05. Advisory Committee members are non-voting members of the Corporation

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who may be routinely called upon to provide advice to the Corporation as required.

Section 6.06. The Advisory Committee is to consist of no more than thirty (30) persons. Advisory Committee members are nominated and voted upon by the Board of Directors of the Corporation. Advisory Committee members shall be elected by a simple majority of the Directors. Once voted to serve on the Advisory Committee, members are subject to the applicable provisions of the bylaws regarding qualifications, term of office, nomination, election, compensation, meeting notices, removal, resignation, and vacancies. A bi-annual meeting of all Advisory Board members is anticipated and will be scheduled with a reasonable effort to accommodate the schedules of all Advisory Committee members.

Political Action Committee

Section 5.05 This Corporation may sponsor a PAC to raise voluntary contributions for political campaigns, organize volunteers for political action and conduct other political functions as delegated by the Board of Directors. Members of the PAC shall be nominated consistent with the appointments of all other committees. The PAC shall be governed by its own bylaws, which shall be approved by the Corporation's Board of Directors. The Corporation may assist the PAC with administrative support but shall not contribute financially for purposes of political campaigns. All actions of the PAC shall be recorded in the minutes of the PAC. Any member of the Corporation's Board of Directors may request, and shall obtain, a copy of the minutes of the PAC along with all relevant financial information.

Committee Restrictions

Section 6.08. No Committee, regardless of Board resolution, may:

- (a) Approve of any action that, pursuant to applicable Law, would also require the affirmative vote of the members of the Board if this were a membership vote;
- (b) Fill vacancies on, or remove the members of, the Board of Directors or any Committee that has the authority of the Board;
- (c) Fix compensation of the Directors serving on the Board or on any Committee;
- (d) Amend or repeal the Articles of Incorporation or bylaws or adopt new bylaws;
- (e) Amend or repeal any resolution of the Board of Directors that by its express terms is not so amendable or repealable;
- (f) Appoint any other Committees of the Board of Directors or their members;
- (g) Approve a plan of merger, consolidation, voluntary dissolution, bankruptcy, or reorganization; or a plan for the sale, lease, or exchange of all or considerably all of the property and

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assets of the Corporation otherwise than in the usual and regular course of its business; or revoke any such plan; and/or

- (h) Approve any self-dealing transaction, except as provided pursuant to law.

Section 6.08. Unless otherwise authorized by the Board of Directors, no Committee shall compel the Corporation in a contract or agreement or expend Corporation funds.

ARTICLE VII. CONFLICT OF INTEREST POLICY

Purpose

Section 7.01. The purpose of the conflict of interest policy is to protect this tax-exempt organization's interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of an Officer or Director of the Corporation or might result in a possible excess benefit transaction. This policy is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations and is not intended as an exclusive statement of responsibilities.

Definitions

Interested Person

Section 7.02. Any Director, principal Officer, or member of a Committee with governing board delegated powers, who has a direct or indirect financial interest, as defined below, is an interested person.

Financial Interest

Section 7.03. A person has a financial interest if the person has, directly or indirectly, through business, investment, or family:

- (a) An ownership or investment interest in any entity with which the Corporation has a transaction or arrangement,
- (b) A compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement, or
- (c) A potential ownership or investment interest in, or compensation arrangement with, any entity or individual with which the Corporation is negotiating a transaction or arrangement.

Compensation

Section 7.04. Compensation includes direct and indirect remuneration as well as gifts or

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favors that are not insubstantial. A financial interest is not necessarily a conflict of interest. Under Section 6.06, a person who has a financial interest may have a conflict of interest only if the appropriate governing board or Committee decides that a conflict of interest exists.

Procedures

Duty to Disclose

Section 7.05. In connection with any actual or possible conflict of interest, an interested person must disclose the existence of the financial interest and be given the opportunity to disclose all material facts to the Directors and members of Committees with governing board delegated powers considering the proposed transaction or arrangement.

Determining Whether a Conflict of Interest Exists

Section 7.06. After disclosure of the financial interest and all material facts, and after any discussion with the interested person, he/she shall leave the governing board or Committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Board or Committee members shall decide if a conflict of interest exists.

Addressing the Conflict of Interest

Section 7.07. The Board of Directors shall address a conflict of interest in the following manner:

- (a) An interested person may make a presentation at the governing board or Committee meeting, but after the presentation, he/she shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest.
- (b) The chairperson of the governing board or Committee shall, if appropriate, appoint a disinterested person or Committee to investigate alternatives to the proposed transaction or arrangement.
- (c) After exercising due diligence, the governing board or Committee shall determine whether the Corporation can obtain with reasonable efforts a more advantageous transaction or arrangement from a person or entity that would not give rise to a conflict of interest.
- (d) If a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the governing board or Committee shall determine by a majority vote of the disinterested Directors whether the transaction or arrangement is in the Corporation's best interest, for its own benefit, and whether it is fair and reasonable. In conformity with the above determination, it shall make its decision as to whether to enter into the transaction or arrangement.

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Violation of the Conflict of Interest Policy

Section 7.08. The Board of Directors shall address violation of the conflict of interest policy in the following manner:

(a) If the governing board or Committee has reasonable cause to believe a member has failed to disclose actual or possible conflicts of interest, it shall inform the member of the basis for such belief and afford the member an opportunity to explain the alleged failure to disclose.

(b) If, after hearing the member's response and after making further investigation as warranted by the circumstances, the governing board or Committee determines the member has failed to disclose an actual or possible conflict of interest, it shall take appropriate disciplinary and corrective action.

Records of Proceedings

Section 7.09. The minutes of the governing board and all Committees with Board delegated powers shall contain:

(a) The names of the persons who disclosed or otherwise were found to have a financial interest in connection with an actual or possible conflict of interest, the nature of the financial interest, any action taken to determine whether a conflict of interest was present, and the governing Board's or Committee's decision as to whether a conflict of interest in fact existed.

(b) The names of the persons who were present for discussions and votes relating to the transaction or arrangement, the content of the discussion, including any alternatives to the proposed transaction or arrangement, and a record of any votes taken in connection with the proceedings.

Voting Members and Compensation

Section 7.10. The Board shall address compensation and voting members of the Board and/or Committee(s) in the following manner:

(a) A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that Director's compensation.

(b) No Director who receives compensation, directly or indirectly, from the Corporation is prohibited from providing information to any Committee regarding compensation.

Annual Statements

Section 7.11. Each Director, Officer and member of a Committee with governing board delegated powers shall annually, each July, sign a statement which affirms such person:

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(a) Has received a copy of the conflict of interest policy;

(b) Has read and understands the policy;

(c) Has agreed to comply with the policy; and

(d) Understands the Corporation is charitable and in order to maintain its federal tax exemption it must engage primarily in activities which accomplish one or more of its tax-exempt purposes.

Periodic Reviews

Section 7.12. To ensure the Corporation operates in a manner consistent with charitable purposes and does not engage in activities that could jeopardize its tax-exempt status, periodic reviews shall be conducted. The periodic reviews shall, at a minimum, include the following subjects:

(a) Whether compensation arrangements and benefits are reasonable, based on competent survey information and the result of arm's length bargaining.

(b) Whether partnerships, joint ventures, and arrangements with management organizations conform to the Corporation's written policies, are properly recorded, reflect reasonable investment or payments for goods and services, further charitable purposes and do not result in increment, impermissible private benefit or in an excess benefit transaction.

Section 7.13. When conducting the periodic reviews as provided for in Section 7.12, the Corporation may, but need not, use outside advisors. If outside experts are used, their use shall not relieve the Board of Directors of its responsibility for ensuring periodic reviews are conducted.

ARTICLE VIII. AMENDMENT OF BY-LAWS

Section 8.01. These Bylaws may be amended or repealed, and new Bylaws adopted by the vote of a three-fourths (3/4) of the Board of Directors.

ARTICLE IX. ANNUAL ACCOUNTING PERIOD

Section 9.01. The annual accounting period for this Corporation shall begin on the first day of January, and shall end of the last day of December.

ARTICLE X. EXECUTION OF INSTRUMENTS

Authorized Signatures

Section 10.01. All checks, drafts, notes, bonds, acceptances, deeds, property leases, contracts, and all other instruments shall be signed by such person or persons as shall be provided by general or special resolution of the Board of Directors and, in the absence of any such general or

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special resolution applicable to any such instrument, then such instrument(s) shall be signed by any Officer of the Board of Directors.

Section 10.02 The Board of Directors shall employ, at their discretion, those person(s) that are necessary for the accomplishing of the purposes of the Corporation. They shall grant them authority to do all necessary things and sign documents for the accomplishment of the purposes of the Corporation. The position of Executive Director, one such Agent, shall be given authority to do all necessary things to carry forth the day-to-day purposes of the organization and represent the Corporation throughout the State of Indiana. The position shall receive reasonable compensation as agreed to annually by the Board of Directors.

ARTICLE XI. INDEMNIFICATION

Right to Indemnification

Section 11.01. The corporation shall indemnify any person who is or was a Director, Officer, Employee or Agent of the Corporation made a party to a proceeding and may at the discretion of the Board of Directors obligate itself to advance or reimburse expenses incurred in a proceeding, to the fullest extent permitted by law, provided that no Director, Officer, Employee or Agent shall be indemnified from or on account of:

- (a) Acts or omissions of the Director, Officer, Employee or Agent finally adjudged to be intentional misconduct or a knowing violation of law;
- (b) Conduct of the Director, Officer, Employee or Agent finally adjudged to be in violation of Indiana law;
- (c) Any transaction with respect to which it was finally adjudged that such Director, Officer, Employee or Agent personally received a benefit in money, property or services to which the Director, Officer, Employee or Agent was not legally entitled.

Nonexclusivity of Rights

Section 11.02. The right to indemnification and the payment of expenses incurred in defending a proceeding in advance of its final disposition conferred in this Article shall not be exclusive of any other right which any person may have or hereafter acquire under any statute, provision of the Articles of Incorporation, Bylaws, agreement, vote of Members, if any, or disinterested Directors or otherwise.

Service for Other Entities

Section 11.03. The indemnification and advancement of expenses provided under this Article shall apply to Directors, Officers, Employees or Agents of the Corporation for both (a) service in such capacities for the Corporation, and (b) service at the Corporation's request as Director, Officer, Partner, Trustee, Employee or Agent of another foreign or domestic plan, or other enterprise. A

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person is considered to be serving an employee benefit plan at the Corporation's request if such person's duty to the Corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan.

Insurance, Contracts and Funding

Section 11.04. The Corporation may maintain insurance at its expense, to protect itself and any individual who was or is a Director, Officer, Employee or Agent of the Corporation or who while a Director, Officer, Employee or Agent of the corporation, is or was serving at the request of the corporation as a Director, Officer, Partner, Trustee, Employee or Agent of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise against any expense, liability or loss asserted against or incurred by the individual serving in that capacity, whether or not the Corporation would have the power to indemnify such person against such expenses, liability or loss under the Indiana Business Corporation Act, as applied to nonprofit corporations. The Corporation may enter into contracts with any Director, Officer, Officer or Agent of the corporation in furtherance of the provisions of this Article and may create a trust fund, grant a security interest or use other means (including, without limitation, a letter of credit) to ensure the payment of such amounts as may be necessary to effect indemnification as provided in this Article.

Implementation

Section 11.05. The Board of Directors may take such action as is necessary to carry out these indemnification and expense advancement provisions. It is expressly empowered to adopt, approve and amend from time to time such bylaws, resolutions, contracts, or other indemnification and expense advancement arrangements as may be permitted by law, implementing these provisions.

Nonassessability

Section 11.06. The private property of the Directors and Officers of the Corporation shall be nonassessable and shall not be subject to the payment of any corporate debts, nor shall the Directors or Officers of the Corporation become individually liable or responsible for any debts or liabilities of the Corporation.

Survival of Indemnification Rights

Section 11.07. No amendment or repeal of this Article shall apply to or have any effect on any right to indemnification provided hereunder with respect to acts or omissions occurring prior to such amendment or repeal.

Definitions

Section 11.08. "Director" shall include but not be limited to an individual who is or was a Director of a Corporation or an individual who, while a Director of a Corporation, is or was serving at the Corporation's request as a Director, Officer, Partner, Trustee, Employee or Agent of another

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foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan, or other enterprise. A Director is considered to be serving an employee benefit plan at the Corporation's request if the Director's duties to the Corporation also impose duties on, or otherwise involve services by, the Director to the plan or to participants in or beneficiaries of the plan. "Director" includes, unless the context requires otherwise, the estate or personal representative of a Director.

ARTICLE XII. ADOPTION

The undersigned certify that these Bylaws of Right to Life of Northeast Indiana, Inc., are adopted by at least a three fourths (3/4) vote of the Membership at a meeting held on this _____ day of _____, 2022, located at 2126 Inwood Drive, Fort Wayne, Indiana 46815.

DATED and verified this _____ day of _____ 2021.

Dr. Peter Scaer, Chair

Anna Shelton, Secretary