

April 2, 2018

**BYLAWS
OF
NEIGHBORLINK INDIANAPOLIS FOUNDATION, INC.**

**ARTICLE I
Purposes of Corporation**

The purposes of the Corporation shall be to assist low income elderly and disabled homeowners in the greatest need of home repair help, to stay in their homes safely and with a measure of dignity. These Bylaws specify various matters affecting the operations and governance of the Corporation. The Corporation is organized under the Indiana Nonprofit Corporation Act of 1991, as amended from time to time ("Act").

**ARTICLE II
Offices and Records**

Section 1. Registered Office. The Corporation shall continuously maintain in the State of Indiana a registered office and a registered agent whose business office shall be the registered office.

Section 2. Corporate Records. The Corporation shall keep and maintain adequate books and records. All books and records of the Corporation shall be open for inspection by any Director, for proper purposes, at any reasonable time. The Corporation Secretary shall maintain electronically, in the Corporations designated data area, a complete and accurate list of all directors entitled to vote which may be inspected by any Director, for any purpose, at any reasonable time.

**ARTICLE III
Directors**

Section 1. General Powers. Subject to the limitations of the Articles of Incorporation of the Corporation, these Bylaws and the laws of the State of Indiana, the business and affairs of the Corporation shall be managed and all corporate powers shall be exercised by or under the direction of the Board of Directors.

Section 2. Number of Directors. The Board of Directors shall consist of not fewer than five (5) nor more than eleven (11) Directors, who shall serve until the respective Directors' meetings at which such Directors are elected. Board member terms shall be fixed at two (2)0 years with renewal for another term by majority vote of the other members. No maximum length of service is designated. A replacement Director shall serve until the end of term of office of the succeeded Director. Each third of the member's terms shall expire simultaneously so that each year, one third of the board is up for renewal or replacement.

Section 3. Election of Directors. The Directors other than the initial Directors shall be elected by the Board of Directors. An incumbent Director may vote for or against his or her own election as Director. Directors shall be residents of Indiana.

Section 4. Resignation of Directors. Any Director may resign effective on giving notice to the President, the Secretary, or the Board of Directors, unless the notice specifies a later effective date. A pending vacancy may be filled before the effective date of any such resignation, but the successor shall not take office until the effective date.

Section 5. Removal. Any individual Director may be removed with or without cause from office by the vote of a majority of the Directors then in office.

Section 6. Meetings.

(a) Annual Meeting. A regular annual meeting of the Board of Directors shall be held each year in March of that year.

(b) Other Regular Meetings. Other regular meetings of the Board of Directors may be held with notice at such regularly recurring time and place as the Board of Directors may designate but with a goal of meeting at least 4 times a year.

(c) Special Meetings. Special meetings of the Board of Directors for any purpose or purposes shall be held whenever called by the President of the Corporation or by a majority of the Directors.

(d) Record of meetings. The Corporation Secretary shall record minutes and maintain a history of all board meetings.

Section 7. Action Without Meeting. Any action which may be taken at a meeting of the Board of Directors may be taken without a meeting if all the Directors shall consent in writing to such action. E-mail communication shall be considered equivalent to written consent or "in writing." Such action by written consent shall have the same force and effect as the unanimous vote of the Directors.

Section 10. Quorum. A majority of the total number of the Directors shall constitute a quorum for the transaction of business. The act of a majority of the Directors present at a meeting at which a quorum is present shall be the act or decision of the Board of Directors.

Section 11. Organization. The President of the Corporation or, in the absence of the President, a chairman chosen by a majority of the Directors present, shall act as chairman at any meeting of the Board of Directors. The Secretary of the Corporation, or in the absence of the Secretary any person appointed by the chairman of the meeting, shall act as secretary of the meeting.

Section 12. Compensation. No Director shall receive compensation for services as a Director.

ARTICLE IV **Officers**

Section 1. Officers. The Corporation shall have a President, a Secretary, a Treasurer and such other officers or assistant officers as the Board of Directors may from time to time elect. Any two or more of said offices may be held by the same person.

Section 2. Election. The officers of the Corporation shall be elected annually by the Board of Directors at its annual meeting, and each officer shall hold office until such officer's successor shall have been duly elected and qualified, or until such officer's death, resignation or removal.

Section 3. Resignation. Any officer may resign at any time by giving notice to the President or Secretary of the Corporation. Such resignation shall take effect at the time specified therein or, if no time is specified, then upon receipt of the resignation and, unless otherwise specified therein, acceptance of such resignation shall not be necessary to make it effective.

Section 4. Removal. Any officer may be removed from office at any time, with or without cause or notice, by the Board of Directors.

Section 5. Vacancies. A vacancy occurring in any office, for any reason, may be filled for the unexpired portion of the term of said office by the Board of Directors.

Section 6. President. The President of the Corporation shall have and exercise all powers and responsibilities of the President set forth in these Bylaws and in the Act and any successor provisions thereto now enacted or hereinafter amended. The President may sign, with the Secretary or any other proper officer thereunto authorized by the Board of Directors, any deeds, mortgages, bonds, contracts or other documents or instruments which the Board of Directors has authorized to be executed, except in cases where the signing and execution thereof shall be expressly delegated by the Board of Directors or by these Bylaws to some other officer or agent of the Corporation, or shall be required by law to be otherwise signed or executed; and in general, shall perform such other duties as may be prescribed by the Board of Directors from time to time. The President shall be a Director and shall preside at all meetings of the Board of Directors.

Section 7. Secretary. The Secretary shall send or have sent appropriate notices, prepare or have prepared an agenda for minutes of all meetings of the Board of Directors of the Corporation and shall act as custodian of all records and reports. The Secretary may or may not be a Director. The Secretary shall record meeting minutes and maintain a history of all board meetings.

Section 8. Treasurer. If required by the Board of Directors, the Treasurer shall give a bond for the faithful discharge of duties hereunder in such sum and with such surety or sureties as the Board of Directors shall determine. Unless such authority has been delegated to another officer or committee by the Board of Directors or these Bylaws, 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, savings and loan associations, trust companies or other depositories as shall be selected in accordance with these Bylaws; and, in general, perform such duties as may be prescribed by the Board of Directors from time to time . The Treasurer may or may not be a Director.

ARTICLE V
Committees

Section 1. Executive Committee. The Board of Directors shall designate an Executive Committee of the Board of Directors which will be chaired by the Executive Director and shall consist of the Officers of the Corporation and other named Board members. Executive Committee members may elect to include subject matter experts as needed. The Executive Committee shall have and exercise the authority of the Board of Directors between Board meetings, with the understanding that any decision that is in the best interest of the Corporation will wait for the next board meeting. All considerations, decisions and recommendations made by the Executive Committee between meetings of the Board shall be reported to the Board at the next meeting. The responsibilities of the Executive Committee shall include:

1. Management of the Corporation's internal resources
 - a. Management of finances
 - b. Management of human resources to include volunteers and staff
 - c. Management of facilities and physical assets
2. Effective daily operation
3. Procedures consistent with Corporation policies

Section 2. External Affairs Committee. The Board shall designate an External Affairs Committee of the Board of Directors, to be chaired by the Development Director, the Executive Director, or a designated Board member. The responsibilities of the External Affairs Committee shall include external issues, including fundraising, public relations and marketing. Budgets for related activities shall be determined by the Executive Director.

Section 3. Governance Committee. The Board of Directors shall designate a Governance Committee of the Board of Directors to be chaired by a designated Board member or the president. The responsibilities of the Governance Committee shall be the health and functioning of the board. It shall recruit members, conduct orientation, produce board material and evaluate the performance of the board itself.

Section 2. Other Committees. Other standing or ad hoc committees, not having and exercising the authority of the Board of Directors in the management of the Corporation, may be designated by resolution of the Board of Directors. Except as otherwise provided in such resolution, committee members are not be required to be Directors. Any member thereof may be removed by the Board whenever in its judgment the best interests of the Corporation shall be served by such removal. Committees created by the Board of Directors shall operate under such rules and directives as may be established by the Board of Directors.

Section 3. Chairpersons. The Chairpersons of all standing committees must be Directors.

ARTICLE VI
Miscellaneous

Section 1. Instruments; Bank Accounts; Checks and Drafts; Loans; Securities. The Board of Directors shall establish policies and procedures with respect to the execution of instruments, deposits to and withdrawals from checking and other banking accounts, loans or borrowings by the Corporation and sales of securities. Such policies and procedures shall require (a) signatures of at least two (2) officers of the Corporation on any check or contractual obligation representing a commitment in excess of \$500 in any calendar year, and (b) monthly bank statements to be mailed to a board member who is not serving as an Officer of the Corporation.

Notwithstanding the foregoing, no loans may be made to any Officer or Director, directly or indirectly.

Section 2. Fiscal Year. The fiscal year of the Corporation shall be determined by the Board of Directors.

Section 3. No Corporate Seal. The Corporation shall have no seal.

Section 4. Financial Statements. The Board of Directors shall cause to be prepared annual financial statements for the Corporation as of its fiscal year end (consisting of a balance sheet, a statement of cash receipts and disbursements, and a statement of net revenue and losses) (collectively, the "Financial Statements"). The Financial Statements shall be presented to the Board of Directors within three (3) months following the end of the fiscal year.

Section 5. Voting. Robert's Rules of Order shall be followed for all voting procedures.

ARTICLE VII
Indemnification of Directors, Officers, Employees and Agents

Subject to and as permitted by § 501(c)(3) of the Internal Revenue Code:

Section 1. Basis for Indemnification. If an individual is made a party to a proceeding because the individual is or was a Director, Officer, employee or agent, the Corporation shall indemnify the individual against liability incurred in the proceeding if: (1) the individual's conduct was in good faith; and (2) the individual reasonably believed (a) in the case of conduct in the individual's official capacity with the Corporation, that the individual's conduct was in the best interests of the Corporation, and (b) in all other cases, that the individual's conduct was at least not opposed to the best interests of the Corporation; and (3) in the case of any criminal proceeding, the individual either (a) had reasonable cause to believe that such conduct was lawful, or (b) had no reasonable cause to believe that such conduct was unlawful. A Director's, Officer's, employee's or agent's conduct with respect to an employee benefit plan for a purpose the Director, Officer, employee or agent reasonably believed to be in the best interests of the

participants in and beneficiaries of the plan is conduct that satisfies the requirement of (2)(b) above. The termination of a proceeding by judgment, order, settlement, conviction, or upon a plea of nolo contendere or its equivalent is not, of itself, determinative that the Director, Officer, employee or agent did not meet the standard of conduct described in this Section.

Section 2. When Indemnification Required. The Corporation shall indemnify a Director, Officer, employee or agent who was wholly successful, on the merits or otherwise, in the defense of any proceeding to which the Director, Officer, employee or agent was a party because he or she is or was a Director, Officer, employee or agent of the Corporation against reasonable expenses incurred by the Director, Officer, employee or agent in connection with the proceeding.

Section 3. Payment in Advance of Final Disposition. The Corporation shall pay for or reimburse the reasonable expenses incurred by a Director, Officer, employee or agent who was a party to a proceeding in advance of final disposition of the proceeding if: (1) the Director, Officer, employee or agent furnishes the Corporation a written affirmation of the Director's, Officer's, employee's or agent's good faith belief that he or she has met the standard of conduct described in Section 1 of this Article VII; (2) the Director, Officer, employee or agent furnishes the Corporation a written undertaking, executed personally or on his or her behalf, to repay the advance if it is ultimately determined that he or she did not meet the standard of conduct described in Section 1 of this Article VII; and (3) the determination is made that the facts then known to those making the determination would not preclude indemnification under this Section. The undertaking required by (2) above must be an unlimited general obligation of the Director, Officer, employee or agent but need not be secured and may be accepted without reference to financial ability to make repayment. Determinations and authorizations of payment under this Section shall be made in the manner specified in Section 5 of this Article VII.

Section 4. Application for Indemnification. A Director, Officer, employee or agent of the Corporation who is a party to a proceeding may apply for indemnification to the court conducting the proceeding, or to another court. Upon receipt of an application, the court after giving any notice the court considers necessary, may order indemnification if it determines: (1) that the Director, Officer, employee or agent is entitled to mandatory indemnification under Section 2 of this Article VII, in which case the court shall also order the Corporation to pay the Director's, Officer's, employee's or agent's reasonable expenses incurred to obtain court ordered indemnification; or (2) that the Director, Officer, employee or agent is fairly and reasonably entitled to indemnification in view of all of the relevant circumstances, whether or not he or she met the standard of conduct set forth in Section 1 of this Article VII.

Section 5. Procedure for Determining Amount. The Corporation may not indemnify a Director, Officer, employee or agent under Section 1 of this Article VII unless authorized in the specific case after a determination has been made that indemnification of the Director, Officer, employee or agent is permissible in the circumstances because he or she has met the standard of conduct set forth in Section 1 of this Article VII. The determination shall be made by one of the following procedures: (1) a majority vote of a quorum of the Directors not at the time parties to the proceeding; or (2) by a court of competent jurisdiction; or (3) by special legal counsel who is selected by a unanimous vote of the Directors.

Section 6. Insurance. The Corporation may purchase and maintain insurance on behalf of an individual who is or was a Director, Officer, employee or agent of the Corporation, 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 liability asserted against or incurred by the individual in the capacity or arising from the individual status as a Director, Officer, employee, or agent, whether or not the Corporation would have power to indemnify the individual against the same liability under Section 1 or 2 of this Article VII.

Section 7. Remedy Not Exclusive of Other Rights. The indemnification provided by this Article VII shall not be deemed exclusive of any other rights to which those indemnified may be entitled under any law, contract, agreement, vote of disinterested Directors, or otherwise, both as to action in his official capacity, and as to action in any other capacity while holding such office, and shall continue as to a person who has ceased to be a Director, Officer, employee or agent and shall enure to the benefit of the heirs, executors and administrators of such person.

Section 8. Merger or Other Transaction. In the case of a merger or other transaction, the term “Corporation” shall include, in addition to the surviving corporation, any merging corporation absorbed in a merger or other transaction which, if a separate existence had continued, would have had the power and authority to indemnify its directors, officers, employees, or agents so that any person who was a director, officer, employee, or agent of such merging corporation, partnership, joint venture, trust or other enterprise, shall stand in the same position under the provisions of this Article VII with respect to the surviving corporation as such person would have with respect to such merging corporation if its separate existence had continued.

Section 9. Definitions. For purposes of this Article VII, references to “expenses” shall include attorneys fees; references to “liability” shall mean the obligation to pay a judgment, settlement, penalty, fine (including an excise tax assessed with respect to an employee benefit plan), or reasonable expenses incurred with respect to a proceeding; references to “party” shall include an individual who was, is, or is threatened to be made a named defendant or respondent in a proceeding; references to “proceeding” shall mean any threatened, pending, or completed action, suit, or proceeding, whether civil, criminal, administrative, or investigative and whether formal or informal; references to “official capacity” shall mean, when used with respect to a Director, the office of Director in the Corporation, and when used with respect to an Officer, employee or agent, the office in the Corporation held by the Officer, or the employment or agency relationship undertaken by the employee or agent on behalf of the Corporation.

ARTICLE VIII **Conflict of Interest**

The purpose of this Article VIII is to protect the Corporation’s interest when it is contemplating entering into a transaction or arrangement that might benefit the private interest of

a Director or an Officer or might result in a possible excess benefit transaction. This Article VIII is intended to supplement but not replace any applicable state and federal laws governing conflict of interest applicable to nonprofit and charitable organizations.

Section 1. Definitions.

(a) Interested Person. Any Director, Officer, or member of a committee with Board of Director delegated powers, who has a direct or indirect Financial Interest (as defined below) is an “Interested Person.”

(b) Financial Interest. A person has a “Financial Interest” if the person has, directly or indirectly, through business, investment, or family (i) an ownership or investment interest in any entity with which the Corporation has a transaction or arrangement; (ii) a compensation arrangement with the Corporation or with any entity or individual with which the Corporation has a transaction or arrangement; or (iii) 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 includes direct and indirect remuneration as well as gifts or favors that are not insubstantial.

A Financial Interest is not necessarily a conflict of interest. Under Section 2(b) below, a person who has a Financial Interest may have a conflict of interest only if the Board of Directors or appropriate committee thereof decides that a conflict of interest exists.

Section 2. Procedures.

(a) Duty to Disclose. 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 Board of Director delegated powers considering the proposed transaction or arrangement.

(b) Determining Whether a Conflict of Interest Exists. After disclosure of the Financial Interest and all material facts, and after any discussion with the Interested Person, the Interested Person shall leave the Board of Directors or committee meeting while the determination of a conflict of interest is discussed and voted upon. The remaining Directors or committee members shall decide if a conflict of interest exists.

(c) Procedures for Addressing the Conflict of Interest. (i) an Interested Person may make a presentation at the Board of Directors or committee meeting, but after the presentation, the Interested Person shall leave the meeting during the discussion of, and the vote on, the transaction or arrangement involving the possible conflict of interest; (ii) the President, if at a meeting of the Board of Directors, or chairperson, if at a committee meeting, shall, if appropriate, appoint a disinterested person or committee to investigate alternatives to the proposed transaction or arrangement; (iii) after exercising due

diligence, the Board of Directors 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; and (iv) if a more advantageous transaction or arrangement is not reasonably possible under circumstances not producing a conflict of interest, the Board of Directors or committee shall determine by a majority vote of the disinterested Directors or committee members 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.

Section 3. Violations.

(a) Failure to Disclose. If the Board of Directors or committee has reasonable cause to believe a person has failed to disclose actual or possible conflicts of interest, it shall inform such person of the basis for such belief and afford the him or her an opportunity to explain the alleged failure to disclose.

(b) Corrective Action. If, after hearing the person's response and after making further investigation as warranted by the circumstances, the Board of Directors or committee determines the person has failed to disclose an actual or possible conflict of interest, the Board of Directors or committee shall take appropriate disciplinary and corrective action.

Section 4. Records of Proceedings. The minutes of the Board of Directors and all committees with Board of Director 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 Board of Director's or committee's decision as to whether a conflict of interest in fact existed; and (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 all votes taken in connection with the proceedings.

Section 5. Compensation. A Director who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to such compensation. A voting member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation for services is precluded from voting on matters pertaining to that committee member's compensation. No Director or member of any committee whose jurisdiction includes compensation matters and who receives compensation, directly or indirectly, from the Corporation, either individually or collectively, is prohibited from providing information to any committee regarding compensation.

Section 6. Annual Statements. Each Director, Officer and member of a committee with Board of Director delegated powers shall annually sign a statement which affirms such person (a) has received a copy of this Article VIII; (b) has read and understands the purpose and intent

of this Article VIII; (c) has agreed to comply with the terms and conditions of this Article VIII; 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.

Section 7. Periodic Reviews. 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; and (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 inurement, impermissible private benefit or in an excess benefit transaction.

Section 8. Use of Outside Experts. When conducting the periodic reviews as provided for in Section 7 of this Article VIII, 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 IX **Non-Discrimination**

The services and activities of this Corporation shall at all times be conducted on a non-discriminatory basis without regard to color, national origin, sex, religious preference or creed, age or physical impairment or handicap.

ARTICLE X **Amendment**

The power to make, alter, amend or repeal these Bylaws is vested in the Board of Directors, but the affirmative vote of a number of Directors equal to a majority of the number who would constitute a full Board of Directors at the time of such action shall be necessary to take any action for the making, alteration, amendment or repeal of these Bylaws.