

**SECOND AMENDED AND RESTATED BYLAWS**  
**OF GIRLS INCORPORATED OF GREATER INDIANAPOLIS**

These Bylaws, dated Oct. 19, 2023, amend, restate and supersede, and replace in their entirety all prior Bylaws and Amended Bylaws of the Corporation (as defined below).

**ARTICLE I**

**Location**

The principal office of GIRLS INCORPORATED OF GREATER INDIANAPOLIS (the “Corporation”), at which the general business of the Corporation shall be transacted and where the records of the Corporation shall be kept, shall be at such place in Indiana as shall be fixed by the Board of Directors.

**ARTICLE II**

**Members**

The Members of the Corporation shall be those persons who serve as Directors, and their respective memberships shall last during their respective terms of office as Directors. The Directors shall have all the rights and privileges of Members as are provided under the [Indiana Nonprofit Corporation Act of 1991, as amended from time to time](#) (the “Act”).

**ARTICLE III**

**Board of Directors**

Section 3.1. Powers and Duties. The general direction and management of the affairs of the Corporation shall be vested in its Board of Directors, who shall have discretion over all funds and properties of the Corporation as well as key business activities. A Director shall perform their duties as a director of the Corporation, including their duties as a member of any committee of the Corporation, in good faith, in a manner such Director reasonably believes to be in, or not opposed to, the best interests of the Corporation and with the care that an ordinarily prudent person in a like position would use under similar circumstances.

Section 3.2. Number of Directors. The number of Directors shall consist of not less than nine (9) and not more than thirty (30), principally drawn from the following industries: life sciences and healthcare, engineering, legal and advocacy, human resources, marketing, finance, insurance, and agriculture. The number of Directors may be increased or decreased by a vote of a majority of the total number of Directors; provided, however, that notice of any increase or decrease in the number of Directors shall be included in the notice of such meeting. No decrease in the number of Directors shall have the effect of removing any Director prior to the expiration of such Director’s term of office. The President of the Corporation is an ex-officio non-voting member of the Board of Directors.

Section 3.3. Term of Office. The Directors shall hold office for a term of three (3) years. A Director may serve successive terms; provided, however, no Director shall serve more than two (2) consecutive terms of three (3) years each and shall not be eligible again for election to the Board until after the lapse of one (1) year.

Section 3.4. Leaves of Absence. A Director may seek a leave of absence for up to three (3) months during each three-year term, with the option to seek an additional three (3) months. Leaves of

Section 3.10.1. Annual and Regular Meetings. Written notice of each annual and other regular meeting of the Board of Directors stating the place, if any, and the time thereof shall be delivered personally, sent by fax, email or any other authorized communications equipment or sent by U.S. mail or courier service not less than five (5) days before the meeting, excluding the day of the meeting, to each Director at their address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived.

Section 3.10.2. Special Meetings. Written notice of each special meeting of the Board of Directors stating the place, if any, and time and purpose thereof shall be delivered personally, sent by fax, e-mail or any other authorized communications equipment or sent by U.S. mail or courier service not less than five (5) before the meeting, excluding the day of the meeting, to each Director at their address according to the current records of the Corporation or the address furnished for transmissions, unless notice is waived. No business shall be transacted at any special meeting other than the business specified in such notice.

Section 3.10.3. Waiver. Any Director may make written waiver of notice before, at or after a meeting. The waiver shall be filed with the person who has been designated to act as Secretary of the meeting, who shall enter it upon the records of the meeting. An electronic transmission that contains a waiver is a writing for the purposes of this section. Attendance at a meeting, whether in person or electronically, without protesting, prior to or at the beginning of the meeting, the lack of proper notice is deemed a waiver of such notice.

Section 3.11. Quorum and Voting.

Section 3.11.1. The presence of a majority of the Board of Directors shall constitute a quorum at any meeting, but the Directors present at any meeting, although less than a quorum, may adjourn the meeting.

Section 3.11.2. At all meetings of the Board of Directors, each Director shall be entitled to cast one vote on any question coming before the Board. Unless otherwise provided in these Bylaws, a majority vote of the Directors present at any meeting, if there is a quorum, shall be sufficient to transact any business.

Section 3.11.3. A Director shall not appoint a proxy for themselves or vote by proxy at a meeting of the Board of Directors.

Section 3.12. Adjourned Meetings. When a meeting of the Board of Directors is adjourned to another time or place, notice of the adjourned meeting need not be given other than by announcement at the meeting at which adjournment is taken.

Section 3.13. Written Action. Any action which may be authorized or taken at a meeting of the Board of Directors may be authorized or taken without a meeting when authorized in a written action signed by all of the Directors. Any electronic transmission that contains an affirmative vote or approval of a Director is a signed writing for the purposes of this section.

Section 3.14. Advisory Board. The Board of Directors may appoint an advisory committee or committees, designated as an Advisory Board. An Advisory Board shall perform such functions as may be assigned to it by the Board of Directors.

Section 3.15. Task Forces. The Board of Directors may appoint task forces, which shall perform such functions as may be assigned to such task force by the Board of Directors. The Board of Directors

of personal services as an officer as determined by the Board of Directors; provided, however that such services are reasonable and necessary for carrying out the Corporation's purposes and such compensation is not excessive.

## **ARTICLE VI**

### **Committees**

Section 6.1. Authority. The Board of Directors may create committees which shall have such powers and perform such duties the Board of Directors prescribes. The Board of Directors may fill vacancies in, change the membership of, or dissolve any such committee. A majority of the members of any such committee may determine its action and fix the time and place of its meetings unless the Board of Directors otherwise provides. All committees at all times shall be subject to the control and direction of the Board of Directors and shall report all pertinent actions taken at the next succeeding meeting of the Board of Directors.

Section 6.2. Executive Committee. The Executive Committee shall be established in accordance with this Section.

Section 6.2.1. Composition of the Executive Committee. The Executive Committee shall consist of the President/Chief Executive Officer of the Corporation as a non-voting member, the elected officers of the Board of Directors, and such other committee chairs as the Chairperson of the Corporation shall appoint to serve.

Section 6.2.2. Duties. The Executive Committee shall have and may exercise, pursuant to the discretion of the Board of Directors, all powers of the Board of Directors in interim periods between regularly scheduled meetings of the Board of Directors and in cases of emergency. The Executive Committee shall participate in creating and implementing the strategic vision for the Board of Directors, serve as a cabinet of advisors to the President/Chief Executive Officer of the Corporation, shall maintain communication with other committees of the Board of Directors, and shall coordinate strategic planning and fiduciary prioritie

Section 6.2.3. Meetings of the Executive Committee. The Executive Committee shall meet as often as the Chairperson may determine or at the request of the majority of the members of the Executive Committee.

Section 6.3. Governance Committee. The Secretary of the Corporation shall serve as chairperson of the Governance Committee. The chairperson of the Governance Committee shall appoint at least three (3) other members of the Governance committee, all of whom shall be members of the Board of Directors. The Governance Committee shall present a slate of persons for election as members of the Board of Directors and a slate of re-nominations for members of the Board of Directors.

Section 6.4. Development Committee. The Vice Chairperson of the Corporation shall serve as chairperson of the Development Committee.

Section 6.5. Finance Committee. The Treasurer of the Corporation shall serve as chairperson of the Finance Committee.

## **ARTICLE VII**

### **Miscellaneous**

delegated by the Board of Directors. The Board of Directors may grant general or limited authority for any of the above purposes.

Section 7.5. Deposit of Funds. All funds of the Corporation shall be deposited to the credit of the Corporation in such banks, trust companies or other depositories as the Board of Directors approves or designates, and all such funds shall be withdrawn only in the manner or manners authorized by the Board of Directors.

Section 7.6. Conflicts of Interest.

Section 7.6.1. Gifts. No director, officer or employee of the Corporation shall solicit or accept, directly or indirectly, anything of substantial monetary value (including any gift, gratuity, favor, entertainment, loan or other consideration) from any person or entity which has, or is seeking, a contractual, donative, employment, financial or other beneficial relationship with the Corporation without first making a disclosure of such conflict of interest to the Board of Directors.

Section 7.6.2. Conflict of Interest Procedure. When the Board of Directors is considering a proposed transaction that may benefit the private interest of an officer or director, the procedure outlined in the Conflicts of Interest Policy adopted by the Board of Directors shall be followed.

Section 7.7. Dissolution. The Board of Directors may dissolve the Corporation pursuant to the applicable provisions of the nonprofit corporation laws of the State of Indiana. Upon the dissolution of the Corporation, the Corporation shall, after paying or making provision for the payment of all the liabilities of the Corporation, dispose of all assets of the Corporation as provided in the Articles of Incorporation of the Corporation.

**CERTIFICATE OF ADOPTION**

The foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors effective as of the 19 day of Oct, 2023.

Signature: 

Printed Name: Lisa C. Hawkins

Title: Secretary