SECOND AMENDED AND RESTATED BYLAWS

OF GIRLS INCORPORATED OF GREATER INDIANAPOLIS

These Bylaws, dated June 16, 2026, 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 and accounting, 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.

Section 3.2.1 Ex-Officio Members: Ex-officio members of the Board of Directors, including the President, shall not be counted toward the determination of a quorum and shall not have voting rights. The term 'ex-officio 'as used in these Bylaws refers to individuals who serve by virtue of their office and, unless otherwise specified, are non-voting members.

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. Any request for a leave of absence must be submitted in writing to the Chairperson and approved by a majority vote of the Executive Committee. During a leave of absence, the Director shall not be counted toward quorum and shall not have voting rights at any meeting of the Board.

Section 3.5. Election of Directors. The Directors shall be elected at the annual meeting of the Board of Directors, or at a special meeting of the Board of Directors called for such purpose. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting. A Director's term begins on January 1 of the calendar year following the Director's election at the annual meeting.

Section 3.6. Removal. The Board of Directors may remove any Director. Removal shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.7. Resignations. A Director may resign at any time by delivering notice to the Board of Directors or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 3.8. Vacancies. The Board of Directors may fill any vacancy that may occur in the Board of Directors by election of a successor to hold office during the unexpired term of the vacant Director position. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 3.9. Meetings.

Section 3.9.1. Annual Meeting. The annual meeting of the Board of Directors for the election of officers and the transaction of other business shall be held at the time and place as the Board of Directors designates.

Section 3.9.2. Regular Meetings. The Board of Directors may establish regular meetings of the Board of Directors. Such meetings may be held at the principal office of the Corporation or at such other place or places, within or outside the State of Indiana, as the Board of Directors designates.

Section 3.9.3. Special Meetings. Special meetings of the Board of Directors may be called at any time (a) by the Chairperson, or (b) by the majority of the Board of Directors. Any person or persons entitled to call a special meeting of the Board of Directors may make a written request to the Chairperson to call the meeting, and the Chairperson shall instruct the Secretary to give notice of the meeting. If the Secretary fails to give notice of the meeting within seven (7) days from the day on which the request was made, the person or persons who requested the meeting may fix the time and place and give notice of the meeting.

Section 3.9.4. Attendance Through Authorized Communications Equipment. Meetings of the Board of Directors or any committee may be held in person or by means of conference telephone, video conference, or any other means of communication by which all persons participating may simultaneously hear each other. Participation in a meeting by such means shall constitute presence in person at the meeting.

Section 3.10. Notice of Meetings

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) 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. 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 the lack of proper notice, prior to or at the beginning of the meeting, 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 then in office and entitled to vote excluding approved leave positions and any non-voting ex-officio seats, 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 shall have the power to establish terms of office for members of a task force and to fill vacancies in, or change the membership of, a task force. The chairperson of a task force shall be appointed by the Board of Directors.

ARTICLE IV

Officers

Section 4.1. Officers: Tenure. The officers of the Corporation shall be a Chairperson, Vice Chairperson, Secretary, Treasurer, Past Chairperson and any other officers the Board of Directors designates (the "Officers"). The Board of Directors shall elect all Officers at their annual meeting to serve for terms of two (2) years or until their respective successors are elected and have qualified or for such period as the Board of Directors designates. A person may hold more than one office at a given time.

Section 4.2. Powers and Duties. Officers of the Corporation shall have such powers and perform such duties as generally pertain to their respective offices, and such further powers as the Board of Directors confers.

Section 4.3. Members-at-Large. The Board of Directors Chairperson may appoint up to two Members-at-Large, drawn from the Board of Directors, to the Executive Committee. Terms for Members-at-Large begin immediately following the Chairperson's appointment. Members-at-Large shall hold their positions for up to two (2) years and cannot cast votes on questions coming before the Executive Committee.

Section 4.4. Signature of Authority. All deeds, mortgages, leases, bonds, and notes shall be signed by two (2) authorized Officers with the consent of the Board of Directors. The Board of Directors shall establish the dollar limits of checks and contracts requiring the signatures of more than one authorized person.

Section 4.5. Removal. The Board of Directors may remove any officer of the Corporation, with or without cause. Removal shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

Section 4.6. Resignations. An officer may resign at any time by delivering notice to the Board of Directors or the Secretary of the Corporation. A resignation is effective when the notice is delivered unless the notice specifies a later effective date. If a resignation is made effective at a later date and the Corporation accepts the future effective date, the Board of Directors may fill the pending vacancy before the effective date if the Board of Directors provides that the successor does not take office until the effective date.

Section 4.7. Vacancies. The Board of Directors may fill any vacancy that may occur in any office by electing a successor to hold office during the unexpired term of the vacant office. Election shall be by a majority vote of the Directors constituting a quorum and entitled to vote at such meeting.

ARTICLE V

Compensation of Directors and Officers

Notwithstanding anything contained herein or applicable law to the contrary, no director of the Corporation shall be entitled to receive compensation for such director's services as a director. Each director of the Corporation shall be entitled to reimbursement for any reasonable expenses incurred by them individually on behalf of the Corporation. An officer may receive compensation for the performance 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 as 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. No committee, including the Executive Committee, shall have authority to: (a) authorize distributions outside of the Corporation's approved financial policies; (b) approve or recommend to members dissolution, merger, or the sale, pledge, or transfer of all or substantially all of the Corporation's assets; (c) elect, appoint, or remove Directors or fill vacancies on the Board or on any of its committees; or (d) adopt, amend, or repeal the Articles of Incorporation or these Bylaws. All such powers are reserved to the Board of Directors.

Section 6.2. Quorum and Voting. The presence of a majority of the committee members then in office and entitled to vote shall constitute a quorum for the transaction of business and the taking of any vote. If a quorum is not present, the members present, although less than a quorum, may adjourn the meeting. Each committee member shall be entitled to one vote on each question properly coming before the committee.

Section 6.3. Executive Committee. The Executive Committee shall be established in accordance with this Section.

Section 6.3.1. 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 6.3.2. Duties. The Executive Committee shall have and may exercise, pursuant to the discretion and oversight 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 priorities.

Section 6.3.3. 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 6.4. 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 6.5. Development Committee. The Vice Chairperson of the Corporation shall serve as chairperson of the Development Committee.

Section 6.6. Finance Committee. The Treasurer of the Corporation shall serve as chairperson of the Finance Committee.

ARTICLE VII

Miscellaneous

Section 7.1. Fiscal Year. Unless otherwise fixed by the Board of Directors, the fiscal year of the Corporation shall be the calendar year ending on December 31.

Section 7.2. Amendments. The Board of Directors may amend, repeal or restate the Corporation's Articles of Incorporation and these Bylaws at any meeting of the Board of Directors by the affirmative vote of a majority of the total number of Directors then serving: provided, however, that notice of any such proposed change or changes to such documents shall be included with the notice for such meeting.

Section 7.3. Indemnification.

Section 7.3.1. Definitions. Terms defined in the Act, Indiana Code Sections 23-17-16-1, *et seq.*, which are used in this Article VII shall have the same definitions for purposes of this Article VII as they have in the Act.

Section 7.3.2. Indemnification of Directors and Officers. The Corporation shall indemnify any individual who is or was a director or officer of the Corporation, or is or was serving at the request of the Corporation as a director, officer, member, partner or trustee of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise whether or not for profit, against liability and expenses, including attorney's fees, incurred by them in any action, suit, or proceeding, whether civil, criminal, administrative, or investigative, and whether formal or informal, in which they are made or threatened to be made a party by reason of being or having been in any such capacity, or arising out of their status as such, except (i) in the case of any action, suit, or proceeding terminated by judgment, order or conviction, in relation to matters as to which they are adjudged to have breached or failed to perform the duties of their office and the breach or failure to perform constituted willful misconduct or recklessness; and (ii) in any other situation, in relation to matters as to which it is found by a majority of a committee composed of all directors not involved in the matter in controversy (whether or not a quorum) that the person breached or failed to perform the duties of their office and the breach or failure to perform constituted willful misconduct or recklessness. The Corporation may pay for or reimburse reasonable expenses incurred by a director or officer in defending any action, suit, or proceeding in advance of the final disposition thereof upon receipt of(i) a written affirmation of the director's or officer's good faith belief that such director or officer has met the standard of conduct prescribed by Indiana law; and (ii) an undertaking of the director or officer to repay the amount paid by the Corporation if it is ultimately determined that the director or officer is not entitled to indemnification by the Corporation.

Section 7.3.3. Other Employees or Agents of the Corporation. The Corporation may, in the discretion of the Board of Directors, fully or partially provide the same rights of indemnification and reimbursement as herein above provided for directors and officers of the Corporation to other individuals who are or were employees or agents of the Corporation or who are or were serving at the request of the Corporation as employees or agents of another foreign or domestic corporation, partnership, joint venture, trust, employee benefit plan or other enterprise whether or not for profit.

Section 7.3.4. Non-Exclusive Provision. The indemnification authorized in this Article VII is in addition to all rights to indemnification granted by the Act and in no way limits the indemnification provisions of the Act.

Section 7.4. Authority to Borrow, Encumber Assets. No director, officer, agent or employee of the Corporation shall have any power or authority to borrow money on its behalf to pledge its credit or to mortgage or pledge its real or personal property except within the scope and to the extent of the authority 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.

Section 7.8 Board of Directors' Review. The Board of Directors shall adopt and periodically review a written Conflicts of Interest Policy that complies with applicable state and federal law, including

IRS requirements for tax-exempt organizations. All Directors, officers, and key employees shall annually acknowledge receipt of the policy and disclose any potential conflicts in accordance with its terms.

CERTIFICATE OF ADOPTION

The foregoing Amended and Restated Bylaws were duly adopted by the Board of Directors effective as of the 16 day of June, 2026.

Signature: Lisa C Hawkins

Printed Name: Lisa C. Hawkins

Title: Secretary